



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

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

NOTICE OF POSTAL BALLOT

Notice pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("Rules"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to transact the special businesses set out below and proposed to be passed by the members of Praxis Home Retail Limited ("Company"), by means of Ordinary Resolutions through the process of Postal Ballot by **electronic means ("e-voting")**.

Approval of Members of the Company is sought for:

- 1. Increase in Authorised Share Capital of the Company;**
- 2. Alteration of the Capital Clause of the Memorandum of Association of the Company;**

The Company seeks consent of Members for the aforesaid proposal through resolutions specified below. An Explanatory Statement under Section 102(1) of the Act setting out the required material facts relating to the resolutions are annexed and are sent to you along with this Postal Ballot Notice for your consideration and approval.

The Board of Directors vide its resolution passed by circulation dated 07th January, 2021 has appointed Mr. Anant Gude (Membership No. 7219 and CP No. 18623), Proprietor of M/s. Anant Gude & Associates, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner. The Company has availed e-voting services from National Securities Depository Limited (NSDL).

In terms of Section 108 of the Companies Act, 2013 and Rule 20(1) of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to provide its shareholders the facility to exercise their vote by post or through electronic means for transacting the items of business(es) through Postal Ballot. However, in the light of COVID-19 pandemic, Ministry of Corporate Affairs (MCA) vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th Sept, 2020 and 39/2020 dated 31st Dec, 2020, wherein due to ongoing impact of COVID-19 pandemic, the timeline to send the notice including postal ballot notice(s) by e-mail to all its shareholders has been extended till 30th June, 2021 vide its aforesaid circular no. 39/2020. Hence, it has been permitted that the Company may send postal ballot notice by e-mail to all its shareholders who have registered their e-mail addresses with the Company or depository participant pursuant to Rule 22(15) of the Companies (Management & Administration) Rules, 2014, which provides that the Rule 20 regarding voting by electronic means shall apply as far as applicable, *mutatis mutandis* to this respect of passing of certain items only through postal ballot without convening a general meeting. However, the Company is duty bound to provide a process of registration of e-mail addresses of members and state so in its public notice.

In light of the above circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company is offering the facility of e-voting to all its members to enable them to cast their votes electronically only. Members are requested to follow the procedure as stated in the Notes to this Postal Ballot Notice for casting of votes by electronic mode. The Scrutinizer will submit his report to the Chairman & Managing Director of the Company or any person authorised by the Chairman & Managing Director of the Company after completion of the scrutiny of votes casted electronically and the results of the Postal Ballot will be

announced on or before 13th February, 2021 at the Company's Registered Office. The said results would be displayed at the Registered Office of the Company, intimated to the National Stock Exchange of India Limited and BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.praxisretail.in and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com

SPECIAL BUSINESS

Item of businesses requiring consent of shareholders through Postal Ballot/ e-voting:

The members are requested to consider and if thought fit, pass the following resolution as an Ordinary Resolutions:

1. Increase in the Authorised Share Capital of the Company

“RESOLVED THAT pursuant to the provisions of Sections 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, and the rules issued there under (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, Consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 24,00,00,000 (Rupees Twenty-Four Crores Only) divided into 3,54,00,000 (Three Crores Fifty-Four Lakhs) Equity Shares having face value of Rs.5/- each and 6,30,000 (Six Lakhs Thirty Thousand) Preference Shares having face value of Rs.100/- each by addition of 4,00,00,000 (Four Crores) Equity Shares having face value of Rs.5/- each to Rs. 44,00,00,000 (Rupees Forty-Four Crores Only) divided into 7,54,00,000 (Seven Crores Fifty-Four Lakhs) Equity Shares having face value of Rs. 5/- each and 6,30,000 (Six Lakhs Thirty Thousand) Preference Shares having face value of Rs. 100/- each.”

2. Alteration of the Capital Clause of Memorandum of Association of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013 the existing clause V(a) of the Memorandum of Association is substituted by the following figures and words namely:

V. (a) “The Authorised Share Capital of the Company is Rs.44,00,00,000 (Rupees Forty-Four Crores Only) divided into 7,54,00,000 (Seven Crores Fifty-Four Lakhs) Equity Shares of face value Rs.5/- each and 6,30,000 (Six Lakhs Thirty Thousand) Preference Shares of face value Rs.100/- each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof) or any officer /executive / representative and /or any other person so authorized by the Board, be and is hereby authorised to do all such acts, deeds, steps and actions including delegation of any of its powers herein conferred to any of its Directors and / or Company Secretary.”

Registered Office: iThink Techno Campus, Jolly Board
Tower -D, Ground Floor, Kanjur Marg (East), Mumbai – 400042.
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e-mail: investorrelations@praxisretail.in;
Website: www.praxisretail.in

Place: Mumbai
Date: January 07, 2021

For and on behalf of the Board of Directors
PRAXIS HOME RETAIL LIMITED

Sd/-
Smita Chowdhury
Company Secretary & Compliance Officer
Membership No.: A30227

NOTES:

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") setting out the material facts concerning the businesses to be transacted is annexed hereto. The relevant details, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.
2. In the light of COVID-19 pandemic, Ministry of Corporate Affairs (MCA) vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th Sept, 2020 and 39/2020 dated 31st Dec, 2020, wherein due to ongoing impact of COVID-19 pandemic, the timeline to send the notice including postal ballot notice(s) by e-mail to all its shareholders has been extended till 30th June, 2021 vide its aforesaid circular no. 39/2020. **Hence, it has been permitted that the Company may send postal ballot notice by e-mail to all its shareholders who have registered their e-mail addresses with the Company or depository participant** pursuant to Rule 22(15) of the Companies (Management & Administration) Rules, 2014, which provides that the Rule 20 regarding voting by electronic means shall apply as far as applicable, *mutatis mutandis* to this respect of passing of certain items only through postal ballot without convening a general meeting. However, the Company is duty bound to provide a process of registration of e-mail addresses of members and state so in its public notice.
3. The Postal Ballot Notice is being sent to the Member(s) whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on 08th January, 2021 (cut-off date). The Postal Ballot Notice is being sent to the Members who have registered their e-mail IDs for receipt of documents in electronic form to their e-mail addresses registered with their Depository Participants/the Company's Registrar and Share Transfer Agent ("RTA"). For 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. The detailed procedure for registering the e-mail id and other details is given below:

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

I. For Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt Ltd by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the e-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

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

II. For Permanent Registration for Demat shareholders:

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

III. Registration of e-mail id for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt Ltd, by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the e-mail/ Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail ID and upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

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

IV. Registration of Bank Details for physical shareholders:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with Link Intime India Pvt Ltd, by clicking the link:

https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the e-mail/ Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate Number, PAN, e-mail ID along with the copy of the cheque leaf with the first named shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

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

4. Member(s) whose names appear on the Register of Members/ List of Beneficial Owners as on the cut-off date will be considered for the purpose of e-voting.
5. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides the Members the facility to exercise their right to vote by electronic means through e-voting services provided by NSDL and the business may be transacted through such e-voting. The instructions for e-voting are annexed to this Notice. The e-voting period shall commence on 13th January, 2021 from 9:00 AM (IST) and shall end on 11th February, 2021 at 05:00 PM (IST). e-voting shall not be allowed beyond the said date and time.
6. Members are requested to follow the procedure as stated herein below in the Notes to this Postal Ballot Notice for casting of votes by electronic mode. 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:

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

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘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.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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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 e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

Details on Step 2 is given below:

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

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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nqvg@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 Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: [1800-222-990](tel:1800-222-990) or contact at 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: evoting@nsdl.co.in or at telephone no. [+9122-24994545](tel:+9122-24994545) 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
7. A Member cannot exercise his/her vote through proxy on Postal Ballot.
8. 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 i.e., 08th January, 2021.
9. The resolution, if passed by the requisite majority of the Members through voting by electronic means shall be deemed to have been passed as if they have been passed at a general meeting of the Members convened in that behalf.
10. The Board of Directors of the Company (“the Board”), has appointed Mr. Anant Gude, Proprietor of M/s. Anant Gude & Associates, Practicing Company Secretary as the Scrutinizer, for conducting the said Postal Ballot and e-voting process in a fair and transparent manner.
11. Relevant documents referred to in the Postal Ballot Notice and Explanatory Statement along with the copy of proposed Amended copy of Memorandum of Association of the Company are available for inspection by the Members at the Registered Office of the Company during 11:00 AM (IST) to 05:00 PM (IST) on all working days (Monday-Friday) from the date of dispatch of the Notice till the last date for voting.
12. Members may also note that the Postal Ballot Notice is available on the Company’s website www.praxisretail.in and on the website of NSDL www.evoting.nsdl.com for download. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the Members may also send requests to the Company’s investor e-mail id: investorrelations@praxisretail.in
13. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.praxisretail.in and on the website of NSDL www.evoting.nsdl.com 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.
14. Members are requested to send all communications to our R & T Agents at the following address:
Link Intime India Private Limited
Registered Office: C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400083.
Tel. No.: +91 22 4918 6000; Fax No.: +91 22 4918 6060,
E-mail: rnt.helpdesk@linkintime.co.in
15. You are requested to 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).

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

As required under Section 102 read with Section 110 of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the special businesses mentioned in the accompanying Notice.

Item No :1 & 2

Considering the overall business growth and future expansion and the operational needs of the Company, the Company needs to raise funds for its operations by means of either equity or further debt. While the Company is considering the various options, it is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013 and its corresponding rules, amendments thereof to consider option of raising equity funds as per the applicable provisions of the Companies Act, 2013 and rules made thereunder and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations) and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations), collectively known as SEBI Regulations, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as amended from time to time.

Section 61 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) provides that a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its members in its general meeting or through Postal ballot, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares.

Article 3 (a) of the Articles of Association empowers the Company to increase, consolidate, subdivide, reduce or otherwise alter its Authorise Share Capital, for the time being, and to divide the shares in the capital into several classes with rights, privileges or conditions, as may be determined.

As currently the Company has a very small room in authorised share capital to consider any equity fund raise, It is proposed to increase the Authorised Share Capital of the Company from Rs. 24,00,00,000 (Rupees Twenty-Four Crores Only) divided into 3,54,00,000 (Three Crores Fifty-Four Lakhs) Equity Shares having face value of Rs.5/- each and 6,30,000 (Six Lakhs Thirty Thousand) Preference Shares having face value of Rs.100/- each by addition of 4,00,00,000 (Four Crores) Equity Shares having face value of Rs.5/- each to Rs. 44,00,00,000 (Rupees Forty-Four Crores Only) divided into 7,54,00,000 (Seven Crores Fifty-Four Lakhs) Equity Shares of face value Rs. 5/- each and 6,30,000 (Six Lakhs Thirty Thousand) Preference Shares of face value Rs. 100/- each.

Consequently, the existing clause V (a) of the Memorandum of Association of the Company needs to be altered accordingly for deletion of the previous authorised share capital and substitution of the proposed increased Authorised Share Capital.

The above-mentioned increase in the Authorised Share Capital of the Company and subsequent alteration of aforesaid clause of Memorandum of Association will require approval of the Members. The Board of Directors recommends the resolutions at item nos. 1 & 2 to be passed as Ordinary Resolution(s).

It is requested to note that the draft of the Altered Memorandum of Association of the Company shall be open for inspection of the members at the Registered Office of the Company during 11:00 AM (IST) to 5:00 PM (IST) on all working days (Monday – Friday) (i.e. except Saturday(s), Sunday(s) and Public Holidays) from the date of dispatch of the Notice till the last date for voting.

None of the Directors/Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution(s) as mentioned at item nos. 1 & 2 above, except to the extent of their shareholding, if any

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**For and on behalf of the Board of Directors
PRAXIS HOME RETAIL LIMITED**

**Place: Mumbai
Date: January 07, 2021**

**Sd/-
Smita Chowdhury
Company Secretary & Compliance Officer
Membership No. A30227**