



PRAXIS HOME RETAIL LIMITED

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

Tel. No.: +91-22-68824900 **Fax No.:** +91-22-68824801 **CIN:** L52100MH2011PLC212866

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

NOTICE

NOTICE is hereby given that the 11th Annual General Meeting ('AGM') of the Members of PRAXIS HOME RETAIL LIMITED will be held via two-way Video Conferencing ('VC') facility or Other Audio Visual Means ('OAVM') on Friday, August 19, 2022 at 11:30 AM (IST) to transact the following business(es):

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Ms. Avni Biyani (DIN: 02177900), Non-Executive Non-Independent Director, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint the Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modifications, the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and based on the recommendation of the Audit Committee and the Board of Directors; M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E), be and are hereby appointed as the 'Statutory Auditors' of the Company to hold the office for a period of 5 (five) years commencing from the conclusion of 11th Annual General Meeting until the conclusion of 16th Annual General Meeting of the Company and the Board of Directors are hereby authorised to fix the remuneration for the said period in addition to out-of-pocket expenses, as may be incurred by them in the performance of their duties."

By order of the Board of Directors
For PRAXIS HOME RETAIL LIMITED,

Place: Mumbai
Date: May 14, 2022

Sd/-
SMITA CHOWDHURY
Company Secretary & Compliance Officer

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular dated May 5, 2022 read with General Circulars dated December 14, 2021, December 8, 2021, January 13, 2021, May 5, 2020, April 13, 2020 and April 8, 2020 permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through Video conferencing ('VC') facility or Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020; ('SEBI Circulars') has also granted certain relaxations in connection with convening and holding of AGM. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the 11th AGM of the Company is being held through VC/OAVM on Friday, August 19, 2022 at 11:30 AM (IST). The deemed venue for the 11th AGM will be the Registered Office of the Company i.e., iThink Techno Campus, Jolly Board Tower-D, Ground Floor, Kanjurmarg (East), Mumbai - 400042.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. HOWEVER, SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF THE MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULAR(S) AND THE SEBI CIRCULAR(S), THE FACILITY FOR APPOINTMENT OF PROXY(IES) BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM VENUE, ARE NOT ANNEXED TO THIS NOTICE.**
3. Institutional Investors, who are the Members of the Company, are encouraged to attend the 11th AGM through VC/OAVM mode and vote electronically. Corporate Members intending to appoint their Authorised Representative(s) pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-Voting, are requested to send a Certified copy of the Board Resolution to the '**Scrutiniser**' by e-mail at ngvg@rediffmail.com with a copy marked to evoting@nsdl.co.in.
4. The Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the Ordinary Business(es) to be transacted at the Meeting is annexed hereto. The relevant details pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Secretarial Standard-2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of (i) Director seeking re-appointment and (ii) Appointment of the Statutory Auditors under provisions of Section 139, 141, 142 of the Act and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], at this AGM are also annexed hereto.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on a first-come-first-served basis as per the MCA circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first-come-first-served basis. The detailed instructions for joining the meeting through VC/OAVM form part of the Notes to this Notice.
6. Members who wish to inspect the relevant documents referred to in the Notice, can send an e-mail to investorrelations@praxisretail.in by mentioning their DP-ID & Client-ID/Physical Folio Number. The attendance of the Members at the AGM through VC/OAVM, will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. In line with the MCA Circular dated May 5, 2022 the Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. The Notice convening the 11th AGM has been uploaded on www.praxisretail.in, website of the Company and may also be accessed from the relevant section of the websites of the stock exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Praxis 11th AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
8. 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 into 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.
9. 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.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code etc., to their respective Depository Participant(s) in case the shares are held in electronic form and to the Company's R&T Agents in case the shares are held in physical form.
11. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), securities of listed companies can only be transferred in dematerialised form with effect from April 1, 2019, except in case of transmission or transposition of securities. In view of the above, Members are advised to dematerialise shares held by them in physical form.
12. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars etc. from the Company in electronic form. The detailed procedure for registering the email-id and other details is/are given below:
13. PAN, KYC DETAILS UPDATION AND NOMINATION:
Pursuant to the SEBI Circular bearing Reference No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, issued towards Common and Simplified Norms for processing Investor's Service Request by RTAs and norms for furnishing PAN, KYC Details and Nomination, Link Intime India Private Limited, the Registrar & Share Transfer Agents of the Company has dispatched the letters and forms to 877 physical shareholders of the Company through post. However, further to this, we request our shareholders to kindly contact the Company or the Company's Registrar & Share Transfer Agents, in case the documents have not reached or completion of KYC updating procedures have not yet been done for any shareholder.

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

a. For Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Private Limited by clicking the link: https://linkintime.co.in/emailreg/email_register.html on their website

www.linkintime.co.in at the "Investor Services" tab by choosing the e-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DP-ID, Client-ID / PAN, Mobile Number and e-mail id. In case of any query, a Member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in.

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

b. For Permanent Registration for Demat shareholders:

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

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

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

d. Registration of Bank Details for physical shareholders:

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

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

13. Members are requested to send their queries with regard to the Accounts during the period from August 16, 2022 (9:00 AM IST) to August 18, 2022 (5:00 PM IST) at email id investorrelations@praxisretail.in
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 the Resolution(s) 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. Members will be provided with the facility for voting through electronic voting system during the VC proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote at the end of discussion on the Resolution(s) on which voting is to

be held, upon announcement by the Chairperson. Members who have cast their vote on the Resolution(s) by remote e-Voting prior to the AGM, will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such Resolution(s) again.

III. The remote e-Voting period commences on August 16, 2022 (9:00 AM IST) and ends on August 18, 2022 (5:00 PM IST). During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on the Cut-off date of August 12, 2022 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.

IV. 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: Instructions for attending the AGM through VC/OAVM and remote e-Voting (before and during the AGM) are given below:

A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM

- i. The Members will be provided with a facility to attend the AGM through VC/OAVM through NSDL e-Voting system and they may access the same at <https://www.evoting.nsdl.com> under the Shareholders / Members login by using the remote e-Voting credentials, where the **(e-Voting Event Number) EVEN** of the Company will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM. Please note that the Members who do not have the User-ID and Password for e-Voting or have forgotten the User ID/Password may retrieve the same by following the remote e-Voting instructions mentioned below to avoid last minute rush. Further, Members may also use the OTP- based login for logging into the e-Voting system of NSDL.
- ii. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use camera and Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- iii. Members are encouraged to submit their questions in advance with regard to the Financial Statements or any other matter to be placed at the 11th AGM, from their registered e-mail address, mentioning their name, DP-ID and Client-ID / Folio Number and Mobile Number, to reach the Company's e-mail address at investorrelations@praxisretail.in during the period from August 16, 2022 (9:00 AM IST) to August 18, 2022 (5:00 PM IST). Such questions by the Members shall be suitably replied by the Company.
- iv. Members who would like to express their views / ask questions as a **'Speaker'** at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP-ID and Client-ID / Folio Number, PAN and Mobile Number at investorrelations@praxisretail.in during the period from August 16, 2022 (9:00 AM IST) to August 18, 2022 (5:00 PM IST). Only those Members who have pre-registered themselves as a **'Speaker'** will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- v. Members who need technical assistance before or during the AGM to access and participate in the Meeting may contact NSDL on evoting@nsdl.co.in and or Toll Free Number 1800-1020-990 / 1800-22-44-30 or contact **Ms. Soni Singh**: E-mail ID evoting@nsdl.co.in and / or **Ms. Sarita**
Note: E-mail-ID evoting@nsdl.co.in

B. INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/DURING THE AGM

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by

the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 2/2022 dated May 5, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint Authorised Representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-Voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first-come-first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first-come-first-served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and May 5, 2022; the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.praxisretail.in the Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com
7. AGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021 and MCA Circular No.2/2022 dated May 5, 2022.

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

The remote e-Voting period begins on August 16, 2022 at 09:00 AM (IST) and ends on August 18, 2022 at 05:00 PM (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the Record Date (Cut-off Date) i.e. August 12, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date, being August 12, 2022.

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





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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL SPEED-e" facility by scanning the QR code mentioned below for seamless voting experience. <div style="border: 1px solid black; padding: 5px; margin-top: 10px;"> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

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

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email-ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email-ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

- a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the **Scrutiniser** by e-mail to ngvg@rediffmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com 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.: 1800-1020-990 and 1800-22-44-30 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in

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

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

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

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

6. Registration of a Member as 'Speaker' at the 11th AGM:

Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP-ID and Client-ID/ Folio Number, PAN and Mobile Number etc. by e-mail to: investorrelations@praxisretail.in during the period from August 16, 2022 (9:00 AM IST) to August 18, 2022 (5:00 PM IST) only those Members who have pre-registered themselves as a 'Speaker' will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

By order of the Board of Directors
For PRAXIS HOME RETAIL LIMITED,

Sd/-

SMITA CHOWDHURY

Company Secretary & Compliance Officer

Registered Office:

PRAXIS HOME RETAIL LIMITED

(CIN: L52100MH2011PLC212866)

iThink Techno Campus, Jolly Board Tower-D,

Ground Floor, Kanjurmarg (East),

Mumbai - 400042.

ADDITIONAL INFORMATION RELATING TO THE ORDINARY BUSINESS(ES):

Item No. 2

Ms. Avni Biyani, Non-Executive Non-Independent Director of the Company is liable to retire by rotation and being eligible, offers herself for re-appointment.

A brief profile of Ms. Avni Biyani, including nature of her expertise along with related details as required under the provisions of the Companies Act, 2013 (the 'Act'), Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and Secretarial Standard on General Meetings ("**SS-2**") is provided in **Annexure - A** to this Notice.

Ms. Avni Biyani is concerned and interested in the Resolution to the extent of her appointment and shareholdings in the Company, and shall refrain herself from voting in the aforesaid resolution. None of the other Directors, Key Managerial Personnel(s) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the passing of the proposed Resolution.

The Board, accordingly, recommends passing of the Ordinary resolution as set out at Item No. 2 of this Notice for the approval of Members.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION OF THE COMPANIES ACT, 2013 (THE "ACT") SETS OUTS ALL MATERIAL FACTS RELATING TO BUSINESS MENTIONED UNDER ITEM NO. 3 OF THE ACCOMPANYING NOTICE:

In accordance with Section 139, 141 & 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the term of M/s. Pathak H. D. & Associates LLP, Chartered Accountants (Firm Registration No. 107783W/ W100593), present Statutory Auditors of the Company expires at the conclusion of 11th Annual General Meeting (AGM). Further, the Audit Committee and Board of Directors of the Company have recommended the appointment of **M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E)** as '**Statutory Auditors**' of the Company in place of M/s. Pathak H. D. & Associates LLP from the conclusion of 11th AGM till the conclusion of the 16th AGM of the Company.

The Board of Directors of the Company at their meeting held on May 14, 2022, on the recommendation of the Audit Committee, have recommended the Appointment of M/s. Singhi & Co, Chartered Accountant (Firm Registration No. 302049E) as the 'Statutory Auditors' of the Company, for the approval of the Members at the this 11th AGM of the Company for a term of 5 (five) consecutive years from the conclusion of this 11th AGM till the conclusion of 16th AGM of the Company, at an Annual Remuneration of ₹ 22 Lakh for the year ending March 31, 2023 plus Out-of-Pocket Expenses and applicable taxes. The Remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

After evaluating all proposals and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., M/s. Singhi & Co. has been recommended to be appointed as the 'Statutory Auditors' of the Company.

Pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Company has received written Consent dated May 11, 2022 from M/s. Singhi & Co. covering the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder.

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Singhi & Co., has confirmed that they hold a valid 'Certificate' dated August 23, 2019 (valid upto August 22, 2022) issued by the Peer Review Board of ICAI.

Additional information about Statutory Auditors pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided below:

Details	Particulars
Proposed fees payable to the statutory auditor Audit fees in connection with the audit of the accounts of the Company for the Financial Year 2022-23 and material change in the fee payable	₹ 22 Lakh (including Tax Audit and Limited Review certification) with authority to the Board to revise mutually during the tenure of five years, if required. There is a decrease in the proposed fees from that of the existing Statutory Auditors' - Pathak H D & Associates LLP fees. The rationale for this change is that the Company has considered and proposed to the Audit Committee a few profiles of other firms alongside the profile of M/s. Singhi & Co. with relevant professional exposure and experience for comparative analysis and found Singhi & Co. most appropriate with respect to the cost, experience and their professional expertise.
Terms of Appointment	M/s. Singhi & Co. is proposed to be appointed for the first term of 5 (five) consecutive years from the conclusion of this 11 th AGM till the conclusion of 16 th AGM of the Company.
Basis of recommendation for appointment including the details in relation to and credentials of the Statutory Auditors proposed to be appointed	M/s. Singhi & Co. has been in the profession for over 80 years and is one of the well reputed audit firms in the country. They provide varied services which include assurance, risk advisory, taxation, corporate finance etc. They serve multiple listed companies and have tremendous experience in the field of audit. M/s. Singhi & Co. has over 26 partners with 7 offices across the country. They are Indian members of Moore Global network. After comparison, the Audit Committee found M/s. Singhi & Co. to be most appropriate for their appointment as "Statutory Auditors" of the Company and recommended the same.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board, accordingly, recommends passing of the Ordinary resolution as set out at Item No. 3 of this Notice for the approval of Members.

By order of the Board of Directors
For PRAXIS HOME RETAIL LIMITED,

Place: Mumbai
Date : May 14, 2022

Sd/-
SMITA CHOWDHURY
Company Secretary & Compliance Officer

Annexure – A

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	Ms. Avni Biyani
DIN	02177900
Date of Birth	November 04, 1989
Age	32 years
Date of first appointment on the Board	March 26, 2021
Qualifications	Studied at Dhirubhai Ambani International School and Graduated in Sociology & Politics from New York University
Experience and Expertise in Specific Functional Area	<p>Ms. Avni Biyani has the explicit knowledge of specialty food superstore. She formally joined Future Group in 2011 as part of its food business and over the years has established Foodhall as India's premium lifestyle food destination. Ms. Avni is also a part of Future Group's Integrated Food Strategy Council and is responsible for ramping up the group's foray into the premium food segment. She has a keen interest in the fashion & lifestyle businesses of the group and is closely involved with the launch of India's first fast fashion brand – Cover Story.</p> <p>Ms. Avni Biyani, is the younger daughter of Kishore Biyani, Promoter of the Company. She studied at Dhirubhai Ambani International School and graduated in Sociology & Politics from New York University. Apart from her interest in liberal arts and humanities, Ms. Biyani is a passionate cook and a connoisseur of various global cuisine. Her love for travelling and exploring new places across the world has translated into her vision for Foodhall. Observing customers also inspires her in many ways to comprehend a lot of business practices and selling styles. Ms. Biyani loves to ski and is also a trained classical dancer.</p>
Terms and conditions of appointment / revision	As approved by the Nomination & Remuneration Committee and the Board of Directors of the Company.
Number of Board meetings attended during the year 2021-22	6 out of 6 Board Meetings
Directorship in other Public Companies (excluding foreign companies & Section 8 companies)(As on March 31, 2022)	None
Directorship held in other Listed entity from which the person has resigned, in the past three years	Future Lifestyle Fashions Limited (Resigned w.e.f. June 28, 2021)

Name of the Director	Ms. Avni Biyani
Chairmanship / Membership of Committees of the Board of Directors of other Listed companies (As on March 31, 2022)	None
Shareholding (as on March 31, 2022)	35,72,499 Equity Shares
Relationship with other Directors / Key Managerial Personnel(s)	Not related to any Director / Key Managerial Personnel(s).

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

By order of the Board of Directors
For PRAXIS HOME RETAIL LIMITED,

Place: Mumbai
Date : May 14, 2022

Sd/-
SMITA CHOWDHURY
Company Secretary & Compliance Officer

