

PRAXIS[®]
HOME RETAIL LIMITED
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:L52100MH2011PLC212866

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

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting (“EGM”) 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 Wednesday, the 30th day of October, 2019 at 12:00 Noon to transact the following business:

Special Business:

1. Preferential Issue of Compulsorily Convertible Debentures 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 Section 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under (including any amendments, statutory modification(s) or re-enactment thereof for the time being in force) the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (collectively, the “SEBI Regulations”), the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended from time to time and such statutes, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India and any other statutory / regulatory bodies and subject to necessary compliance(s) in accordance with all other applicable laws, rules, regulations,

circulars and guidelines and also subject to such further approvals, permissions, sanctions and consents as may be necessary and required from respective authorities prescribed thereunder, and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions, and consents as the case may be) which may be accepted by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the “Committee of Directors” of the Company or any other committee duly constituted or to be constituted and authorized in respect thereof to exercise its powers under this resolution), consent of the Shareholders of the Company (“Shareholders”) be and is hereby accorded to create, offer, issue and allot, from time to time, in one or more tranches 7,500 (Seven Thousand Five Hundred) Compulsorily Convertible Debentures (“CCDs”) of face value of ₹ 1,00,000/- (Rupees One Lakh only) each, for an aggregate amount of ₹ 75,00,00,000/- (Rupees Seventy – Five Crore only) bearing Coupon Rate of 0.01% (Zero point zero one percent) per annum to Future Corporate Resources Private Limited (fka Suhani Trading and Investment Consultants Private Limited) (hereinafter referred to as “FCRPL” or “Investor”), one of the Promoters of the Company on a preferential basis, with each such CCD (i.e face value) being convertible into equity shares of face value of ₹ 5/- (Rupees Five only) each of the Company (“Conversion Shares”) in one or more tranches at a conversion price of ₹ 106/- (Rupees One Hundred and Six only) per equity share comprising of a premium of ₹ 101/- (Rupees One Hundred and One only) per share and appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger or any such capital or corporate restructuring,

which may take place after allotment of the CCDs and it is being further clarified that if the number of Conversion Shares calculated by dividing the aggregate amounts on the CCDs being converted results in a number that is not an integral multiple of one (1), then it shall be rounded to the nearest multiple of one downwards and the fractions, if any, shall be ignored for the conversion and such fractional amount shall be refunded at the time of completing corporate action;

RESOLVED FURTHER THAT the Board be and is hereby authorised to offer, issue and allot requisite number of Conversion Shares to the holders of CCDs upon conversion of the CCDs;

RESOLVED FURTHER THAT the said CCDs shall be issued and allotted by the Company to the Investor within a period of 15 days from the date of passing of this resolution provided that where the allotment of the CCDs is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of last such approval;

RESOLVED FURTHER THAT the CCDs being offered, issued and allotted to the Investor by way of a preferential issue shall inter alia carry the following terms:

- (i) The CCDs to be offered, issued and allotted to the Investor shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (ii) The "Relevant Date" for the offer, issue and allotment of CCDs by way of a preferential issue, as per the SEBI Regulations, for the determination of the minimum price for the issue of the CCDs and Conversion Shares is 30th September, 2019, being 30 days prior to the date of this Extraordinary General Meeting;
- (iii) The CCDs and Conversion Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI Regulations. Subject to the aforesaid lock-in requirements, the CCDs and Conversion Shares shall be freely transferable;
- (iv) The CCDs shall be unsecured;
- (v) The CCDs shall carry a redemption coupon (or equivalent) of 0.01% (Zero point zero one

percent) per annum, which shall be calculated on the basis of 365/366 days a year and the actual number of days elapsed. The coupon shall be calculated from the date of allotment and payable in cash in respect of the CCDs for which conversion option is exercised at the time of conversion of such CCDs;

- (vi) The CCDs shall automatically and compulsorily be converted into Conversion Shares on the occurrence of any of the following events: (a) the CCD holder electing to convert the CCDs into Conversion Shares by exercising conversion option in one or more tranches thereof; or (b) for such number of CCDs where the conversion option is not exercised by the CCD holder on the last date falling within 18 months after the date of allotment of CCDs;
- (vii) The CCDs shall be convertible into Conversion Shares at a conversion price of ₹ 106/- (Rupees One Hundred and Six only) per equity share of face value of ₹ 5/- each of the Company. The conversion price shall be appropriately adjusted for any corporate actions such as bonus issue, rights issue, stock split, merger, demerger or any such capital or corporate restructuring, which may take place after allotment but before conversion of CCDs. It is being clarified that if the number of Conversion Shares calculated by dividing the aggregate amounts on the CCDs being converted results in a number that is not an integral multiple of one (1), then it shall be rounded to the nearest multiple of one downwards and the fractions, if any, shall be ignored for the conversion and such fractional amount shall be refunded at the time of completing corporate action;
- (viii) The Conversion Shares shall rank pari passu with the then existing equity shares of the Company in all respects, including as to dividend;

RESOLVED FURTHER THAT subject to the provisions of SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve the terms and conditions for issue of CCDs including the time, mode and manner of conversion of CCDs into Conversion Shares and to vary, modify or alter any of the terms and conditions, including size of the preferential issue to Investor, as it may deem expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorized 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 authorized to nominate one or more representatives of the Company to execute such further deeds, documents and writings that may be considered necessary, make necessary filings and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to this resolution;

RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorized signatory(ies) of the Company to give effect to this resolution including execution of any documents on behalf of the Company, make necessary filings and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors, if required, to give effect to this resolution.”

2. Ratification / Approval of Related Party Transaction(s) entered into / proposed to be entered into with Future Corporate Resources Private Limited for the Financial Year 2019-20

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **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), for ratifying / entering into following related party transaction(s) with Future Corporate Resources Private Limited (fka Suhani Trading and Investment Consultants Private Limited) to the extent of maximum amounts for the financial year 2019-20 as stated against respective nature of transaction mentioned herein below:

Name of the Related Party	Nature of Relationship	Name of Director or Key Managerial Personnel who is related, if any	Nature of Transactions as per Section 188 of the Companies Act, 2013	Monetary value (₹ in Lakhs)	Nature, Material Terms, and particulars of the contract or arrangement	Any other information relevant or important for the Members to take decision on the proposed resolution
Future Corporate Resources Private Limited (fka Suhani Trading and Investment Consultants Private Limited)	Enterprise which has significant influence	No Director / Key Managerial Personnel is related to the transaction with the Related Party.	Availing of funds by way of Inter-Corporate Deposit	7,500	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis	The transaction has been reviewed and approved by the Audit Committee / Board and is in ordinary course of business and arms' length pricing has been established.
			Payment of interest cost on annual basis	975		

RESOLVED FURTHER THAT the Board be and is hereby authorized 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. The Statement pursuant to Section 102 of the Act, relating to the Special Business to be transacted at the Extraordinary General Meeting of the Company ("**EGM**" or the "**Meeting**") is annexed hereto.
2. **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.**
3. 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.
4. 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).
5. 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 EGM.
6. Pursuant to Section 113 of the Companies Act, 2013 (the "**Act**") and rules framed thereunder, the corporate members intending to send their authorised representatives to attend the EGM 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 EGM.
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. 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.
10. 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 1st April, 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.

11. Electronic copy of the Notice of the EGM 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.
12. 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.
13. Members/Proxies are requested to bring the Attendance Slips duly filled in to the EGM.
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 EGM 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 EGM ("**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 EGM may also attend the EGM but shall not be entitled to cast their vote again.
- IV The remote e-voting period commences on 25th October, 2019 (9:00 am IST) and ends on 29th October, 2019 (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 23rd October, 2019, 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/](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.	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.
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.
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 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 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 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.+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 23rd October, 2019.
- IX Any person, who acquires Equity Shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the Cut-off date i.e. 23rd October, 2019, 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 EGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- 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 EGM 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 EGM in a fair and transparent manner.

- XIII The Chairperson shall, at the EGM, 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 EGM but have not cast their votes by availing the remote e-voting facility. The Scrutinizer shall after the conclusion of voting at the EGM, 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 EGM, 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.
- XIV 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.

- XV Pursuant to Section 113 of the Act and Rules framed thereunder, the Corporate Members intending to send their authorised representatives to attend the EGM are requested to send to the Company, a certified copy of the Board Resolution or Power of Attorney, if any, authorizing their representative(s) to attend and vote, on their behalf, at the EGM.
- XVI Members are requested to send all communications to our R & T Agents at the following address:

Link Intime India Private Limited

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. 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 (excluding Saturdays & holidays) upto and including date of the EGM of the Company.
16. The route map to the EGM 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: 30th September, 2019

Registered Office:

Praxis Home Retail Limited

CIN: L52100MH2011PLC212866

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

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT:

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned under each item of the accompanying Notice dated 30th September, 2019

Item No.1

The Company is pre-dominantly engaged in running Home Retail business and operates around 48 Stores PAN India under the brand name "HomeTown" for procuring, marketing and selling consumer durables such as furniture, home décor, consumer durable goods, and home improvement products and also has online store www.hometown.in. The Company is on a growth trajectory and for the expansion as well as its long-term working capital requirements, general corporate purposes and capital expenditure requirements if any, needs to mobilise the funds.

The Company, subject to receiving of necessary consents and approvals (including approvals, if any, required to be obtained by Future Corporate Resources Private Limited (fka Suhani Trading and Investment Consultants Private Limited) ("FCRPL" or "Investor"), is proposing to offer, issue and allot, on a preferential basis 7,500 (Seven Thousand Five Hundred) Compulsorily Convertible Debentures ("CCDs") of face value of ₹ 1,00,000/- (Rupees One Lakh only) each, for an aggregate amount of ₹ 75,00,00,000 (Rupees Seventy-Five Crore only) bearing Coupon Rate of 0.01% (Zero point zero one percent) per annum to FCRPL, who is one of the Promoters and existing Shareholder of the Company.

Each CCD will be convertible into equity shares of face value of ₹ 5/- (Rupees Five only) each of the Company ("Conversion Shares") in one or more tranches at a conversion price of ₹ 106/- (Rupees One Hundred and Six only) per equity share, comprising of a premium of ₹ 101/- (Rupees One Hundred and One only) per share.

The objective of the proposed preferential allotment of CCDs is to utilize the amount for the purpose of financing long-term working capital requirements, general corporate purposes, capital expenditure requirements, if any and fostering the growth trajectory of the Company and for repayment of the ad-hoc loans, Inter-Corporate Deposits (ICDs) obtained for the aforesaid purposes. Equity infusion will also help the Company to reduce dependence on debt capital and save interest cost, reducing Company's liability and strengthening the financial position of the Company.

Salient features of the preferential issue are as under:

- The "Relevant Date" as per SEBI Regulations for determining the minimum price for the offer, issue and allotment of the CCDs is 30th September, 2019,

being 30 days prior to the date of this Extraordinary General Meeting.

• Basis on which the price has been arrived at:

The equity shares of Company are listed on BSE Limited and National Stock Exchange of India Limited and are frequently traded in accordance with SEBI Regulations. National Stock Exchange of India Limited, having higher trading volume, has been considered for the purpose of computation of issue price.

The price at which the CCDs and the Conversion Shares shall be allotted has been determined in accordance with the applicable provisions of SEBI Regulations.

The price of the Conversion Shares, to be allotted on preferential basis is ₹ 106/- (Rupees One Hundred and Six only), which is not lower than the price of ₹ 105.86 (Rupees One Hundred Five and paise Eighty Six only) being the price determined in accordance with applicable provisions of SEBI Regulations.

- Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 26 weeks prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under the relevant provisions of the SEBI Regulations.
- The CCDs shall automatically and compulsorily be converted into Conversion Shares on the occurrence of any of the following events: (a) the CCD holder electing to convert the CCDs into Conversion Shares by exercising conversion option in one or more tranches; or (b) for such number of CCDs where the conversion option is not exercised by the CCD holder, on the last date falling within 18 months after the date of allotment of CCD.
- The CCDs shall carry a redemption coupon (or equivalent) of 0.01% (Zero point zero one percent) per annum, which shall be calculated on the basis of 365/366 days a year and the actual number of days elapsed. The coupon shall be calculated from the date of allotment and payable in cash in respect of the CCDs for which conversion option is exercised at time of conversion of such CCDs.
- The CCDs shall be unsecured.
- The CCDs shall be convertible into Conversion Shares at a conversion price of ₹ 106/- (Rupees One Hundred and Six only) per equity share appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger or any such capital or corporate

restructuring, it being clarified that if the number of Conversion Shares calculated by dividing the aggregate amounts on the CCDs being converted results in a number that is not an integral multiple of one (1), then it shall be rounded to the nearest multiple of one downwards and the fractions, if any, shall be ignored with corresponding amount for such fractions being refunded.

- The Conversion Shares shall rank pari passu with the then existing equity shares of the Company in all respects, including as to dividend.
- The entire amount payable on the CCDs shall be received by the Company prior to allotment.
- Post conversion of CCDs (Assuming full conversion to the extent applicable), the increase in equity share capital would be ₹ 3,53,77,355 (Rupees Three Core Fifty-Three Lakh Seventy-Seven Thousand Three Hundred and Fifty-Five only) and the increase in securities premium, would be ₹ 71,46,22,571 (Rupees Seventy One Crore Forty-Six Lakh Twenty-Two Thousand Five Hundred and Seventy -One only).
- This is the first preferential issue of securities by the Company in this financial year.
- The Promoter / Promoter Group Entity have not sold any Equity shares during the six months preceding the Relevant Date.

Disclosures as required under Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the purpose of allotment of securities on a preferential basis:

The objects of the preferential issue	The Investment amount shall be utilized for the purpose of financing long-term working capital requirements, general corporate purposes, capital expenditure requirements, if any and fostering the growth trajectory of the Company and for repayment of the ad-hoc loans, ICDs obtained for the aforesaid purposes.		
Maximum number of specified securities to be issued	7,500 (Seven Thousand Five Hundred) CCDs of face value of ₹ 1,00,000/- (Rupees One Lakh only) each, for an aggregate amount of ₹ 75,00,00,000 (Rupees Seventy - Five Crore only) bearing Coupon Rate of 0.01% (Zero point zero one percent) per annum to Future Corporate Resources Private Limited (fka Suhani Trading and Investment Consultants Private Limited) and each such CCD (i.e. face value) will be convertible into equity shares of the Company of face value ₹ 5/- (Rupees Five only) each ("Conversion Shares") in one or more tranches at a conversion price of ₹ 106/- (Rupees One Hundred and Six only) per equity share.		
Intention of Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer	The offer, issue and allotment of CCDs is being made to a Promoter entity. None of the Directors and / or Key Managerial Personnel of the Company intend to subscribe to the preferential offer for CCD.		
Shareholding pattern before and after the preferential issue	As given below		
Time frame within which the preferential issue shall be completed	The allotment of the CCDs will be completed within a period of 15 days from the date of passing of the above referred special resolution or 15 days from the date of receipt of necessary regulatory approvals, if any, whichever is later or within such further period as may be prescribed or allowed by SEBI, Stock Exchange(s) or other concerned authorities.		
The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and /or who ultimately control proposed allottees, the percentage of the post preferential issue capital that may be held by them	Name of the Allottee	Name of natural persons who are the ultimate beneficial owners	% of post preferential issue capital
	Future Corporate Resources Private Limited	Refer Note. 2 below	59.16% (after full conversion of CCDs)
Change in control, if any, in the Company consequent to the preferential issue	Post full conversion of the CCDs the Company shall become subsidiary of Future Corporate Resources Private Limited		

Note:

1. The maximum shareholding of Investor assuming that all the CCDs (to the extent applicable) are converted, shall be 59.16%
2. As of 30th September, 2019, the following 8 individuals and their respective family members are the ultimate beneficiaries through their respective discretionary family trusts, which are beneficiaries of the Retail Trust, holding 99% in Future Corporate Resources Private Limited (FCRPL), to whom the CCDs are proposed to be allotted; (i) Mr. Kishore Biyani; (ii) Mr. Vijay Biyani; (iii) Mr. Anil Biyani; (iv) Mr. Rakesh Biyani; (v) Mr. Sunil Biyani; (vi) Mr. Laxminarayan Biyani; (vii) Mr. Gopikishan Biyani; and (viii) Mr. Vivek Biyani.

Lock-in period:

The CCDs and Conversion Shares, to be offered, issued and allotted shall be subject to lock-in, to the extent applicable, as provided under the provisions of SEBI Regulations.

Listing:

The Company will make an application to the stock exchanges at which the existing shares are listed, for listing of the Conversion Shares. Such Conversion Shares once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects, including dividend.

Shareholding pattern before and after the proposed preferential issue is as follows:

Sr No	Category	Pre-issue Equity shareholding		After allotment of Conversion Shares	
		Number of Shares	Percentage of holding	Number of Shares	Percentage of Holding
A	Promoter and Promoter Group Holding				
1	Indian:				
	Individuals	1,74,754	0.71	1,74,754	0.55
	Bodies Corporate (Other than Future Corporate Resources Private Limited (fka Suhani Trading and Investments Consultants Private Limited)	22,04,293	8.95	22,04,293	6.95
	Future Corporate Resources Private Limited (fka Suhani Trading and Investments Consultants Private Limited)	1,16,82,558	47.43	1,87,58,029	59.16
	Sub Total	1,40,61,605	57.08	2,11,37,076	66.66
2	Foreign Promoters	0	0	0	0
	Sub Total A	1,40,61,605	57.08	2,11,37,076	66.66
B1	Non-Promoters' Holding				
	Institutional Investors:				
	Mutual Funds	2,70,027	1.10	2,70,027	0.85
	Alternate Investment Funds	5,57,595	2.26	5,57,595	1.76
	Foreign Portfolio Investor (Corporate)	12,24,815	4.97	12,24,815	3.86
	Financial Institutions / Banks	1,82,882	0.74	1,82,882	0.58
	Insurance Companies	20	0	20	0
	Sub Total B1	22,35,339	9.07	22,35,339	7.05
B2	Others				
	NBFCs registered with RBI	0	0	0	0
	Trusts	41,581	0.17	41,581	0.13
	Hindu Undivided Family	2,29,128	0.93	2,29,128	0.72

Sr No	Category	Pre-issue Equity shareholding		After allotment of Conversion Shares	
		Number of Shares	Percentage of holding	Number of Shares	Percentage of Holding
	Foreign Company	0	0	0	0
	Non Resident Indians	75,286	0.31	75,286	0.24
	Non Resident (Non Repatriable)	1,09,333	0.44	1,09,333	0.34
	Foreign National	5	0	5	0
	Foreign Portfolio Investor (Category-III)	80	0	80	0
	Directors and relatives (Includes Independent Director)	1,050	0	1,050	0
	Office Bearers	101	0	101	0
	Clearing Member	38,980	0.16	38,980	0.12
	Other Bodies Corporate	49,92,557	20.27	49,92,557	15.75
	Public	28,48,163	11.56	28,48,163	8.98
	Employee Benefit Trust {under SEBI (Share based Employee Benefit) Regulations, 2014}	0	0	0	0
	Sub Total B2	83,36,264	33.84	83,36,264	26.29
	TOTAL	2,46,33,208	100.00	3,17,08,679	100.00

Note: The maximum shareholding of Investor assuming conversion of all the CCDs, shall be 59.16% and taking together the shareholding of Persons Acting in Concert (PACs), Promoter shareholding will be 66.66% of the equity share capital of the Company.

The certificate of Pathak H.D. & Associates LLP, Chartered Accountants, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI Regulations, will be placed before the Shareholders at the Meeting and will be kept open for inspection at the Registered Office of the Company between 11.00 am and 1.00 pm upto the date of Extraordinary General Meeting on all working days (except Saturday, Sunday and Public Holiday).

The Board of Directors had at their meeting held on 30th September, 2019, approved the issue and allotment of the CCDs on a preferential basis to the Investor.

As it is proposed to issue the CCDs on a preferential basis, approval of the Shareholders by way of a Special Resolution is required, pursuant to the provisions of Section 62 of the Companies Act, 2013 and Rules thereto and the SEBI Regulations.

Your Directors recommend the resolution proposed at Item No. 1 of this Notice for your approval.

None of the Directors and / or the Key Managerial Personnel of the Company and /or their respective relatives are in any way concerned or interested in the aforesaid Special Resolutions, save and except to the extent of their Directorship / Shareholding, if any, in any of the entities mentioned in the said resolution(s).

Item No.2

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing 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 exceeds the thresholds prescribed, prior approval of the Shareholders by way of an Ordinary Resolution is required.

The Company is pre-dominantly engaged in running Home Retail business and operates around 48 Stores PAN India under the brand name "HomeTown" for procuring, marketing and selling consumer durables such as furniture, home décor, consumer durable goods, and home improvement products and also has online store www.hometown.in. The Company is on a growth trajectory and for the expansion as well as its long-term working capital requirements, general corporate purposes and capital expenditure requirements, if any, need to mobilise the funds. The aforesaid resolution at Item no. 1 is a step in the direction of mobilising long-term resources. However, in the meantime, for its funds requirements, the Company was required to mobilise some ad-hoc resources in form of Inter-Corporate Deposits from its promoter entity.

Accordingly, the Company had entered into and further proposes to enter into Related Party Transaction with Future Corporate Resources Private Limited (FCRPL)

(fka Suhani Trading and Investment Consultants Private Limited) as given in the below table.

Further pursuant to the Company's Policy on dealing with Related Party Transactions ("the Policy") framed in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, transactions entered into with Related Parties requiring approval of the Shareholders can be ratified within a period of three months from the date on which such contract or arrangement was executed. The said

transaction with FCRPL was executed on 26th August, 2019. Further the transaction was ratified by the Board and Audit Committee at its Meeting held on 30th September, 2019 and recommended for approval of the Shareholders.

Accordingly, in terms of the provisions of the SEBI Listing Regulations, the Companies Act, 2013 and the Policy, approval of the Shareholders of the Company is being sought by way of an Ordinary Resolution set out at Item No. 2 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 proposed transactions with related parties, is as under:

Name of the Related Party	Nature of Relationship	Name of Director or Key Managerial Personnel who is related, if any	Nature of Transactions as per Section 188 of the Companies Act, 2013	Monetary value (₹ in Lakhs)	Nature, Material Terms, and particulars of the contract or arrangement	Any other information relevant or important for the Members to take decision on the proposed resolution
Future Corporate Resources Private Limited (fka Suhani Trading and Investment Consultants Private Limited)	Enterprise which has significant influence	No Director / Key Managerial Personnel is related to the transaction with the Related Party.	Availing of funds by way of Inter-Corporate Deposit	7,500	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time in the ordinary course of business and on an arms' length basis	The transaction has been reviewed and approved by the Audit Committee / Board and is in ordinary course of business and arms' length pricing has been established.
			Payment of interest cost on annual basis	975		

FCRPL has charged the interest at the rate which is only marginally higher than its cost of funds. In view of this the said transaction can be said to be at arms' length and not benefitting the promoter company FCRPL in any manner.

No Shareholder of the Company being a related party or having any interest in the Ordinary Resolution as set out at Item No. 2 of the Notice shall vote to approve 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. 2 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. 2 of this Notice for your approval.

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

Place: Mumbai

Date: 30th September, 2019

Registered Office:

Praxis Home Retail Limited

CIN: L52100MH2011PLC212866

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

Smita Chowdhury
Company Secretary & Compliance Officer

Annexure A 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.



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: L52100MH2011PLC212866

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf the Extraordinary General Meeting of the Company to be held at Sunville Banquet & Conference, 9 Dr. Annie Besant Road, Siddharth Nagar, Worli, Mumbai - 400018, on Wednesday, the 30th day of October, 2019 at 12:00 Noon and at any adjournment thereof in respect of such Resolutions as are indicated below:

Sr. No.	Resolution	Optional*	
		For	Against
	Special Business		
1	Preferential Issue of Compulsorily Convertible Debentures of the Company		

Sr. No.	Resolution	Optional*	
		For	Against
Special Business			
2	Ratification / approval of Related Party Transaction(s) entered into/ proposed to be entered into with Future Corporate Resources Private Limited (fka Suhani Trading and Investment Consultants Private Limited) for the financial year 2019-20		

Signed this day of.....2019.

Revenue Stamp of ₹ 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 EGM. Appointing of Proxy does not prevent a Member from attending the EGM in person if he/she/it wishes. In case of joint holders, the signature of one holder will be sufficient, but names of all the joint holders should be stated.