

**Ref:** SEC//BSE/NSE/Q2/2019-20

**Date:** 4<sup>th</sup> October, 2019

To,

Dept. of Corporate Services  
**BSE Limited**  
Floor 25, PJ Towers,  
Dalal Street,  
Mumbai- 400001.

Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra East,  
Mumbai- 400051.

**Scrip Code: 540901**

**Symbol: PRAXIS**

Dear Sir/Madam,

**Sub: Corporate Governance Report under Regulation 27 (2) (a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").**

Pursuant to regulation 27 (2) (a) of the Listing Regulations, we are enclosing herewith Corporate Governance Report for the quarter ended 30<sup>th</sup> September, 2019.

Kindly acknowledge receipt of the same.

Thanking You,

Yours Faithfully,  
For **Praxis Home Retail Limited**

  
**Smifa Chowdhury**  
**Company Secretary & Compliance Officer**  
**ACS No. 30227**



Encl: a/a

Compliance Report on Corporate Governance

1	Name of Listed Entity	Praxis Home Retail Limited
2	Period Ending	30th September, 2019

Annexure I

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	DIN	Category (Chairperson /Executive/Non-Executive/independent/Nominee) &	Initial Date of Appointment (DD-MM-YYYY)	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth (DD-MM-YYYY)	No of Directorship in listed entities including this listed entity [In reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [In reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Viraj Didwania	DIN -02412474	Chairperson - Executive	12-10-2017	NA	NA	NA	04-04-1982	1	0	2	0
Mr.	Shrirang Sarda	DIN -00576667	Non- Executive Non-Independent	12-12-2017	NA	NA	NA	01-05-1972	1	0	1	1
Mr.	Shantanu Shah	DIN - 07012322	Non-Executive Independent	12-12-2017	NA	NA	5 Yrs	01-03-1982	1	1	1	1
Mr.	Pankaj Bhargava	DIN – 02685275	Non-Executive Independent	12-12-2017	NA	NA	5 Yrs	20-04-1966	1	1	2	0
Mr.	S. Subramanian	DIN -00092215	Non-Executive Independent	12-12-2017	NA	NA	5 Yrs	15-12-1949	1	1	1	0
Ms.	Sridevi Badiga	DIN: 02362997	Non-Executive Independent	12-12-2017	NA	NA	5 Yrs	05-10-1971	2	2	2	0

Whether Regular chairperson appointed - Yes

Whether Chairperson is related to Managing Director or CEO - No

\$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



B. Composition of Committees						
SR. No.	Name of Committee	Whether Regular chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/NonExecutive/Independent/Nominee) <sup>§</sup>	Date of Appointment (DD-MM-YYYY)	Date of Cessation (DD-MM-YYYY)
1	Audit Committee	Yes	Mr. Shantanu Shah	Chairperson – Non-Executive Independent Director	14-02-2018	NA
			Ms. Sridevi Badiga	Non-Executive Independent Director	12-12-2017	NA
			Mr. Pankaj Bhargava	Non-Executive Independent Director	12-12-2017	NA
			Mr. S. Subramanian	Non-Executive Independent Director	12-12-2017	NA
			Mr. Viraj Didwania	Executive Director	12-12-2017	NA
2	Nomination & Remuneration Committee	Yes	Mr. S. Subramanian	Chairperson – Non-Executive Independent Director	12-12-2017	NA
			Mr. Pankaj Bhargava	Non-Executive Independent Director	12-12-2017	NA
			Mr. Shirang Sarda	Non- Executive Non-Independent Director	12-12-2017	NA
			Mr. Shantanu Shah	Non-Executive Independent Director	12-12-2017	NA
3	Stakeholders' Relationship Committee	Yes	Mr. Shirang Sarda	Chairperson – Non-Executive Non- Independent Director	12-12-2017	NA
			Mr. Viraj Didwania	Executive Director	12-12-2017	NA
			Mr. Pankaj Bhargava	Non-Executive Independent Director	12-12-2017	NA
4	Corporate Social Responsibility Committee	Yes	Mr. Viraj Didwania	Chairperson- Executive Director	12-12-2017	NA
			Mr. Pankaj Bhargava	Non-Executive Independent Director	12-12-2017	NA
			Mr. Shantanu Shah	Non-Executive Independent Director	12-12-2017	NA
			Mr. S. Subramanian	Non-Executive Independent Director	12-12-2017	NA
§ Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.						
# Provision relating to the Risk Management Committee under Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company.						



**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & Remuneration Committee - **Yes**
  - c. Stakeholders' Relationship Committee - **Yes**
  - d. Risk Management Committee (applicable to the top 100 listed entities) – **N.A.**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015- **Yes**
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015- **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here- **Yes**

Place: Mumbai  
Date: October 04, 2019



For Praxis Home Retail Limited

*Smita Chowdhury*  
Smita Chowdhury

Company Secretary & Compliance Officer

III. Meeting of Board of Directors							
Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)				Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
May 23, 2019 (Previous Quarter)				Yes	6	4	-
August 7, 2019 (Current Quarter)				Yes	4	3	75
September 30, 2019 (Current Quarter)				Yes	6	4	53
*to be filled in only for the current quarter meetings							
IV. Meeting of Committees							
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*		
Audit Committee							
August 7, 2019	Yes	4	3	May 23, 2019	75		
September 30, 2019	Yes	5	4				
Stakeholders Relationship Committee							
August 7, 2019	Yes	2	1	May 23, 2019	75		
Nomination & Remuneration Committee							
August 7, 2019	Yes	3	3	May 23, 2019	75		
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.							
**to be filled in only for the current quarter meetings							
V. Related Party Transactions							
Subject			Compliance status (Yes/No/NA)refer note below				
Whether prior approval of audit committee obtained			Yes				
Whether shareholder approval obtained for material 'RPT			Yes				
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			Yes				
Notes							
1	In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.						
2	If status is "No" details of non-compliance may be given here.						

Annexure III (Format to be submitted at the end of 6 months after end of financial year along with second quarter report of next financial year)		
<b>I Affirmations</b>		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)refer note below
Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<b>Note</b> 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here. 3. If the Listed Entity would like to provide any other information the same may be indicated here.		

Place: Mumbai  
Date: October 04, 2019



For Praxis Home Retail Limited

*Smita Chowdhury*  
Smita Chowdhury

Company Secretary & Compliance Officer  
ACS No. 30227