

Ref: SEC//BSE/NSE/Q4/2019-20

Date: 14th May, 2020

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 31st March, 2020.

Kindly acknowledge receipt of the same.

Further we wish to state the this disclosure is being submitted in 'Sd/-' mode due to non-availability of necessary infrastructure for submission of signed disclosure in the light of 'work from home' instructions and as per the Guidelines for submissions of disclosure received by the Company from both the Stock Exchanges (BSE Limited and National Stock Exchange of India Limited), in compliance with Government's instructions in the wake of novel coronavirus (COVID-19) outbreak.

Thanking You,

Yours Faithfully,
For **PRAXIS HOME RETAIL LIMITED**,

Sd/-

Smita Chowdhury
Company Secretary & Compliance Officer
Cell No:8452841622

Encl: a/a

Compliance Report on Corporate Governance

1	Name of Listed Entity	Praxis Home Retail Limited
2	Period Ending	31st March, 2020

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 Regulation)	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.

II. Composition of Committees

SR. No.	Name of Committee	Whether Regular chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/NonExecutive/independent/Nominee) [§]	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. Shrirang 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. Shrirang 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.

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)
November 07, 2019 (Previous Quarter)	Yes	-	-	-
February 07, 2020 (Current Quarter)	Yes	4	2	91
March 19, 2020 (Current Quarter)	Yes	6	4	40

*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					
February 07, 2020	Yes	3	2	November 07, 2019	91
March 19, 2020	Yes	5	4		40
Stakeholders Relationship Committee					
February 07, 2020	Yes	2	0	November 07, 2019	91
Nomination & Remuneration Committee					
March 19, 2020	Yes	4	3	November 07, 2019	132
* 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.				
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**

For Praxis Home Retail Limited

sd/-

Smita Chowdhury

Company Secretary & Compliance Officer

Place: Mumbai

Date: May 14, 2020

Compliance Report on Corporate Governance		
1	Name of Listed Entity	Praxis Home Retail Limited
2	Period Ending	March 31, 2020
Annexure III - Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)		
I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)refer note below	Web Address
Details of business	Yes	https://www.praxisretail.in/what-we-do.html
Terms and conditions of appointment of independent directors	Yes	https://www.praxisretail.in/policies.html
Composition of various committees of board of directors	Yes	https://www.praxisretail.in/corporate-governance.html
Code of conduct of board of directors and senior management personnel	Yes	https://www.praxisretail.in/policies.html
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.praxisretail.in/policies.html
Criteria of making payments to non-executive directors	Yes	https://www.praxisretail.in/policies.html
Policy on dealing with related party transactions	Yes	https://www.praxisretail.in/policies.html
Policy for determining 'material' subsidiaries	Yes	https://www.praxisretail.in/policies.html
Details of familiarization programmes imparted to independent directors	Yes	https://www.praxisretail.in/policies.html
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.praxisretail.in/investor-contacts.html
email address for grievance redressal and other relevant details	Yes	https://www.praxisretail.in/investor-contacts.html
Financial results	Yes	https://www.praxisretail.in/quarterly-results.html
Shareholding pattern	Yes	https://www.praxisretail.in/shareholding-pattern.html
Details of agreements entered into with the media companies and/or their associates	N.A	-
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	N.A	-
New name and the old name of the listed entity	Yes	https://www.praxisretail.in/corporate-governance.html
Advertisements as per regulation 47 (1)	Yes	https://www.praxisretail.in/announcements.html
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	N.A	-
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A.	-
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.praxisretail.in/investors.html
Materiality Policy as per Regulation 30	Yes	https://www.praxisretail.in/policies.html
Dividend Distribution policy as per Regulation 43A (as applicable)	N.A.	-
It is certified that these contents on the website of the listed entity are correct.		
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders' Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Meeting of Risk Management Committee	21(3A)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (1A), (5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.

Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>III Affirmations:</p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied : N.A</p>		

For Praxis Home Retail Limited

Place: Mumbai
Date: May 14, 2020

sd/-
Smita Chowdhury
Company Secretary & Compliance Officer