

Date: April 05, 2018

Ref: SEC/BSE/NSE/Q1/2018-19

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to regulation 27 (2) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Corporate Governance Report for the quarter and Financial Year ended March 31, 2018.

Kindly acknowledge receipt of the same.

Thanking You,

Yours Faithfully,  
For Praxis Home Retail Limited

  
**Smita Chowdhury**  
Company Secretary & Compliance Officer



**Compliance Report on Corporate Governance**

<b>1</b>	<b>Name of Listed Entity</b>	<b>Praxis Home Retail Limited</b>
<b>2</b>	<b>Period Ending</b>	<b>31st March, 2018</b>

**Annexure I**

**I. Composition of Board of Directors**

<b>Title (Mr. / Ms)</b>	<b>Name of the Director</b>	<b>PAN\$ &amp; DIN</b>	<b>Category (Chairperson /Executive/NonExecutive/independent/Nominee)</b>	<b>Date of Appointment in the current term /cessation</b>	<b>Tenure*</b>	<b>No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>
Mr.	Viraj Didwania	PAN -AFOPD5268G DIN -02412474	Chairperson - Executive	12-10-2017	NA	1	2	0
Mr.	Shrirang Sarda	PAN -ACQPS4207B DIN -00576667	Non- Executive Non-Independent	12-12-2017	NA	1	0	1
Mr.	Shantanu Shah	PAN - ATMP53293A DIN - 07012322	Independent	12-12-2017	5 Yrs	1	1	0
Mr.	Pankaj Bhargava	PAN -AAHPB9397G DIN - 02685275	Independent	12-12-2017	5 Yrs	1	2	0
Mr.	S. Subramanian	PAN -AAJPS7865E DIN -00092215	Independent	12-12-2017	5 Yrs	1	1	0
Ms.	Sridevi Badiga	PAN: ADYBP3954F DIN: 02362997	Independent	12-12-2017	5 Yrs	2	1	1

\$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**

<b>Sl. No.</b>	<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/NonExecutive/independent/Nominee) §</b>
1	Audit Committee	Ms. Sridevi Badiga	Chairperson – Independent Director
		Mr. Pankaj Bhargava	Independent Director
		Mr. S. Subramanian	Independent Director
		Mr. Viraj Didwania	Executive Director
		Mr. Shantanu Shah	Independent Director
2	Nomination & Remuneration Committee	Mr. Pankaj Bhargava	Chairperson – Independent Director
		Mr. S. Subramanian	Independent Director
		Mr. Shrirang Sarda	Non-Independent Non- Executive
		Mr. Shantanu Shah	Independent Director
3	Stakeholders' Relationship Committee	Mr. Shrirang Sarda	Chairperson – Non- Independent Non- Executive
		Mr. Viraj Didwania	Executive Director
		Mr. Pankaj Bhargava	Independent Director
4	Corporate Social Responsibility Committee	Mr. Viraj Didwania	Chairperson- Executive Director
		Mr. Pankaj Bhargava	Independent Director
		Mr. Shantanu Shah	Independent Director
		Mr. S. Subramanian	Independent Director
5	Risk Management Committee#	Mr. Viraj Didwania	Executive Director
		Mr. Shrirang Sarda	Non-Independent Non- Executive
		Mr. Harish Parasuram	Chief Financial Officer (CFO)

§ 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 our Company. However, for better governance the Company has constituted the Committee.



III. Meeting of Board of Directors	
Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)
October 12, 2017 (Previous Quarter)	NA
November 17, 2017 (Previous Quarter)	35
November 20, 2017 (Previous Quarter)	2
December 08, 2017 (Previous Quarter)	17
December 12, 2017 (Previous Quarter)	3
February 14, 2018 (Current Quarter)	63

IV. Meeting of Committees				
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b>				
February 14, 2018	Yes	Yes	December 12, 2017	63
<b>Stakeholders Relationship Committee</b>				
February 14, 2018	yes	yes	-	-
<b>Nomination &amp; Remuneration Committee</b>				
No Meeting was held in this quarter	Not Applicable	Not Applicable	December 12, 2017	Not Applicable

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

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	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**Notes**

- 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.
- 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- <b>Yes</b>	
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015	
a. Audit Committee - <b>Yes</b>	
b. Nomination & Remuneration Committee - <b>Yes</b>	
c. Stakeholders' Relationship Committee - <b>Yes</b>	
d. Risk Management Committee (applicable to the top 100 listed entities) – <b>Constituted Voluntarily</b>	
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 - <b>Yes</b>	
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- <b>Yes</b>	
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: <b>Not Applicable</b>	

Place: Mumbai  
Date: April 05, 2018



For Praxis Home Retail Limited,  
*Smita Chowdhury*  
Smita Chowdhury  
Company Secretary & Compliance Officer

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)refer note below</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	yes	
Criteria of making payments to non-executive directors	yes	
Policy on dealing with related party transactions	yes	
Policy for determining 'material' subsidiaries	yes	
Details of familiarization programmes imparted to independent directors	yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	yes	
email address for grievance redressal and other relevant details	yes	
Financial results	yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	Yes	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
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)	yes
Meeting of Board of directors	17(2)	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
Composition of Audit Committee	18(1)	yes
Meeting of Audit Committee	18(2)	yes
Composition of nomination & remuneration committee	19(1) & (2)	yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA (Constituted Voluntarily)
Vigil Mechanism	22	yes
Policy for related party Transaction	23(1),(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)	NA



*Shukla*

Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	yes
Familiarization of independent directors	25(7)	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><b>III Affirmations:</b></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 : Not Applicable</p>		

Place: Mumbai  
Date: April 05, 2018



For Praxis Home Retail Limited

Smita Chowdhury  
Company Secretary & Compliance Officer