



# Anant Gude & Associates

B.Com., LL.B., ACS

COMPANY SECRETARIES

6, Jay Kiran, Liberty Garden,  
Malad (West), Mumbai-400 064

Mobile No : 99300 53007

Email : gudeanant@gmail.com

## SCRUTINIZER'S REPORT

To,  
The Chairperson of  
**the Seventh Annual General Meeting ("AGM") of the Members of  
Praxis Home Retail Limited**

held on Tuesday, 18<sup>th</sup> September, 2018 at 10:30 a.m. at Sunville Banquet & Conference,  
9, Dr. Annie Besant Road, Siddharth Nagar, Worli, Mumbai – 400 018

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 28<sup>th</sup> May, 2018, has appointed me as the Scrutinizer for the purpose of scrutinizing the Remote e-voting process and Ballot voting conducted at the AGM for all the Resolutions as set out in the Notice of the AGM.
2. In compliance with the provisions of section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the applicable provisions of Secretarial Standards issued by ICSI as amended from time to time, the Company had provided its Members the Remote e-voting facility as provided by the National Securities Depository Limited ("NSDL") for all the Resolutions as set out in the Notice of the AGM.
3. Further, the facility for voting through Ballot Paper was also made available at the AGM for those Members / Proxy Holders who attended the AGM and had not cast their vote through Remote e-voting.
4. I submit my report as under:
  - 4.1 The Company had given the Ballot Paper to the Members / Proxy Holders who were present at the AGM held on Tuesday, 18<sup>th</sup> September, 2018 at 10:30 a.m. at Sunville Banquet & Conference, 9, Dr. Annie Besant Road, Siddharth Nagar, Worli, Mumbai – 400 018.
  - 4.2 Particulars of all the Ballot Papers received from the Members and the votes cast by electronic mode have been entered in the register maintained for the purpose.
  - 4.3 The Ballot Papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Ballot Papers.
  - 4.4 The ballot boxes were opened in my presence.
  - 4.5 The ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company as on 12<sup>th</sup> September, 2018 ("cut-off date").
  - 4.6 I did not find any defaced or mutilated Ballot Papers.





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4.7 The Remote e-voting period had commenced on Saturday, 15<sup>th</sup> September, 2018 at (9:00 a.m.) and ended on Monday 17<sup>th</sup> September, 2018 at (5:00 p.m.).

4.8 I have also received a complete record of votes cast through electronic mode, upto 5:00 p.m. on 17<sup>th</sup> September, 2018 from NSDL, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 18<sup>th</sup> September, 2018 at 12:14 p.m. in the presence of two witnesses, Mr. Chetan Dalal and Mr. Arpit Maheshwari who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Chetan Dalal

Name: Arpit Maheshwari

4.9 The Remote e-voting data was scrutinized by me for verification of the votes cast in favour and against the Resolutions, as set in the Notice of the AGM.

5. A summary of the combined voting results of the votes cast through Ballot Papers received and Remote e-voting is given as "Annexure 1".

6. I have handed over the Ballot Papers and other related papers/ registers and records for the safe custody to the Chairperson who has been authorized by the Board to supervise the Ballot process.

7. On the basis of the scrutiny of the votes cast by Ballot Papers and through Remote e-voting, the Resolution no. 1 to Resolution no. 15 as set out in the Notice of the AGM have been passed by the Members of the Company with the requisite majority.

You may accordingly declare the aforesaid voting result of votes cast through Remote e-voting and Ballot Papers.

Thanking you,

**FOR ANANT GUDE & ASSOCIATES**  
Practicing Company Secretary

**Anant Gude**  
Proprietor  
Membership No. 7219 / CP No. 18623



Date : 18<sup>th</sup> September, 2018  
Place : Mumbai





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## Annexure 1

### RESOLUTION – 1

**ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**

Particulars	Remote e-voting		Polling at the Meeting		Consolidated Voting Results		
	No. of Members Voted	No. of Valid votes cast	No. of Members / Proxy Voted	No. of Valid votes cast	Total No. of Members Voted	Total No. of Votes casted	% of total number of valid votes cast
Voted in favour of the Resolution	111	19950208	22	20895	133	19971103	100.00
Voted against the Resolution	0	0	0	0	0	0	0
Invalid Votes	0	0	3	72215	3	72215	-

### RESOLUTION – 2

**APPROVAL OF CONTINUATION OF M/S PATHAK H.D. & ASSOCIATES, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY FOR THEIR REMAINING TENURE WITHOUT RATIFICATION**

Particulars	Remote e-voting		Polling at the Meeting		Consolidated Voting Results		
	No. of Members Voted	No. of Valid votes cast	No. of Members / Proxy Voted	No. of Valid votes cast	Total No. of Members Voted	Total No. of Votes casted	% of total number of valid votes cast
Voted in favour of the Resolution	108	19950172	22	20895	130	19971067	100.00
Voted against the Resolution	2	29	0	0	2	29	0.00
Invalid Votes	0	0	3	72215	3	72215	-





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## RESOLUTION – 3

### APPOINTMENT OF MR. VIRAJ DIDWANIA AS A DIRECTOR OF THE COMPANY

Particulars	Remote e-voting		Polling at the Meeting		Consolidated Voting Results		
	No. of Members Voted	No. of Valid votes cast	No. of Members / Proxy Voted	No. of Valid votes cast	Total No. of Members Voted	Total No. of Votes casted	% of total number of valid votes cast
Voted in favour of the Resolution	106	19763182	22	20895	128	19784077	99.06
Voted against the Resolution	3	187016	0	0	3	187016	0.94
Invalid Votes	0	0	3	72215	3	72215	-

## RESOLUTION – 4

### APPROVAL FOR REVISION IN THE REMUNERATION PAYABLE TO MR. VIRAJ DIDWANIA, CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

Particulars	Remote e-voting		Polling at the Meeting		Consolidated Voting Results		
	No. of Members Voted	No. of Valid votes cast	No. of Members / Proxy Voted	No. of Valid votes cast	Total No. of Members Voted	Total No. of Votes casted	% of total number of valid votes cast
Voted in favour of the Resolution	96	19894019	22	20895	118	19914914	99.81
Voted against the Resolution	12	37915	0	0	12	37915	0.19
Invalid Votes	0	0	3	72215	3	72215	-





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## RESOLUTION – 5

### APPOINTMENT OF MR. SHRIRANG SARDA AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

Particulars	Remote e-voting		Polling at the Meeting		Consolidated Voting Results		
	No. of Members Voted	No. of Valid votes cast	No. of Members / Proxy Voted	No. of Valid votes cast	Total No. of Members Voted	Total No. of Votes casted	% of total number of valid votes cast
Voted in favour of the Resolution	106	19950190	22	20895	128	19971085	100.00
Voted against the Resolution	2	6	0	0	2	6	0.00
Invalid Votes	0	0	3	72215	3	72215	-

## RESOLUTION – 6

### APPOINTMENT OF MR. PANKAJ BHARGAVA AS INDEPENDENT DIRECTOR OF THE COMPANY

Particulars	Remote e-voting		Polling at the Meeting		Consolidated Voting Results		
	No. of Members Voted	No. of Valid votes cast	No. of Members / Proxy Voted	No. of Valid votes cast	Total No. of Members Voted	Total No. of Votes casted	% of total number of valid votes cast
Voted in favour of the Resolution	106	19950190	22	20895	128	19971085	100.00
Voted against the Resolution	2	6	0	0	2	6	0.00
Invalid Votes	0	0	3	72215	3	72215	-







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## RESOLUTION – 7

### APPOINTMENT OF MR. SHANTANU SHAH AS INDEPENDENT DIRECTOR OF THE COMPANY

Particulars	Remote e-voting		Polling at the Meeting		Consolidated Voting Results		
	No. of Members Voted	No. of Valid votes cast	No. of Members / Proxy Voted	No. of Valid votes cast	Total No. of Members Voted	Total No. of Votes casted	% of total number of valid votes cast
Voted in favour of the Resolution	105	19950185	22	20895	127	19971080	100.00
Voted against the Resolution	2	6	0	0	2	6	0.00
Invalid Votes	0	0	3	72215	3	72215	-

## RESOLUTION – 8

### APPOINTMENT OF MR. S. SUBRAMANIAN AS INDEPENDENT DIRECTOR OF THE COMPANY

Particulars	Remote e-voting		Polling at the Meeting		Consolidated Voting Results		
	No. of Members Voted	No. of Valid votes cast	No. of Members / Proxy Voted	No. of Valid votes cast	Total No. of Members Voted	Total No. of Votes casted	% of total number of valid votes cast
Voted in favour of the Resolution	107	19950193	22	20895	129	19971088	100.00
Voted against the Resolution	2	6	0	0	2	6	0.00
Invalid Votes	0	0	3	72215	3	72215	-





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## RESOLUTION – 9

### APPOINTMENT OF MS. SRIDEVI BADIGA AS INDEPENDENT DIRECTOR OF THE COMPANY

Particulars	Remote e-voting		Polling at the Meeting		Consolidated Voting Results		
	No. of Members Voted	No. of Valid votes cast	No. of Members / Proxy Voted	No. of Valid votes cast	Total No. of Members Voted	Total No. of Votes casted	% of total number of valid votes cast
Voted in favour of the Resolution	106	19950190	22	20895	128	19971085	100.00
Voted against the Resolution	2	6	0	0	2	6	0.00
Invalid Votes	0	0	3	72215	3	72215	-

## RESOLUTION – 10

### APPROVAL OF PRAXIS HOME RETAIL LIMITED SHARE VALUE APPRECIATION RIGHTS, PLAN – 2018 AND GRANT OF SHARE BASED EMPLOYEE BENEFITS THEREOF

Particulars	Remote e-voting		Polling at the Meeting		Consolidated Voting Results		
	No. of Members Voted	No. of Valid votes cast	No. of Members / Proxy Voted	No. of Valid votes cast	Total No. of Members Voted	Total No. of Votes casted	% of total number of valid votes cast
Voted in favour of the Resolution	99	19912201	22	20895	121	19933096	99.81
Voted against the Resolution	10	37894	0	0	10	37894	0.19
Invalid Votes	0	0	3	72215	3	72215	-





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## RESOLUTION – 11

**GRANT OF EMPLOYEE STOCK OPTIONS/SHARE VALUE APPRECIATION RIGHTS TO THE EMPLOYEES OF THE SUBSIDIARY COMPANY (IES), IF ANY, OF THE COMPANY, UNDER PRAXIS HOME RETAIL LIMITED SHARE VALUE APPRECIATION RIGHTS, PLAN – 2018**

Particulars	Remote e-voting		Polling at the Meeting		Consolidated Voting Results		
	No. of Members Voted	No. of Valid votes cast	No. of Members / Proxy Voted	No. of Valid votes cast	Total No. of Members Voted	Total No. of Votes casted	% of total number of valid votes cast
Voted in favour of the Resolution	98	19912286	22	20895	120	19933181	99.81
Voted against the Resolution	13	37922	0	0	13	37922	0.19
Invalid Votes	0	0	3	72215	3	72215	-

## RESOLUTION – 12

**GRANT OF EMPLOYEE STOCK OPTIONS/SHARE VALUE APPRECIATION RIGHTS TO THE EMPLOYEES OF THE COMPANY AND THAT OF THE SUBSIDIARY COMPANY (IES), IF ANY, BY WAY OF SECONDARY ACQUISITION UNDER PRAXIS HOME RETAIL LIMITED SHARE VALUE APPRECIATION RIGHTS, PLAN – 2018**

Particulars	Remote e-voting		Polling at the Meeting		Consolidated Voting Results		
	No. of Members Voted	No. of Valid votes cast	No. of Members / Proxy Voted	No. of Valid votes cast	Total No. of Members Voted	Total No. of Votes casted	% of total number of valid votes cast
Voted in favour of the Resolution	98	19912296	22	20895	120	19933191	99.81
Voted against the Resolution	12	37898	0	0	12	37898	0.19
Invalid Votes	0	0	3	72215	3	72215	-







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## RESOLUTION – 13

### APPROVAL OF THE TRUST ROUTE FOR IMPLEMENTATION OF PRAXIS HOME RETAIL LIMITED SHARE VALUE APPRECIATION RIGHTS, PLAN – 2018

Particulars	Remote e-voting		Polling at the Meeting		Consolidated Voting Results		
	No. of Members Voted	No. of Valid votes cast	No. of Members / Proxy Voted	No. of Valid votes cast	Total No. of Members Voted	Total No. of Votes casted	% of total number of valid votes cast
Voted in favour of the Resolution	100	19912329	22	20895	122	19933224	99.81
Voted against the Resolution	9	37870	0	0	9	37870	0.19
Invalid Votes	0	0	3	72215	3	72215	-

## RESOLUTION – 14

### APPROVAL TO PROVISION OF MONEY BY THE COMPANY FOR PURCHASE OF ITS OWN SHARES BY THE TRUST/TRUSTEES FOR THE BENEFITS OF THE EMPLOYEES UNDER PRAXIS HOME RETAIL LIMITED SHARE VALUE APPRECIATION RIGHTS, PLAN – 2018

Particulars	Remote e-voting		Polling at the Meeting		Consolidated Voting Results		
	No. of Members Voted	No. of Valid votes cast	No. of Members / Proxy Voted	No. of Valid votes cast	Total No. of Members Voted	Total No. of Votes casted	% of total number of valid votes cast
Voted in favour of the Resolution	99	19912326	22	20895	121	19933221	99.81
Voted against the Resolution	10	37873	0	0	10	37873	0.19
Invalid Votes	0	0	3	72215	3	72215	-





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## RESOLUTION – 15

### APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTION(S) FOR THE FINANCIAL YEAR 2018-19

Particulars	Remote e-voting		Polling at the Meeting		Consolidated Voting Results		
	No. of Members Voted	No. of Valid votes cast	No. of Members / Proxy Voted	No. of Valid votes cast	Total No. of Members Voted	Total No. of Votes casted	% of total number of valid votes cast
Voted in favour of the Resolution	74	5948922	22	20895	96	5969817	100.00
Voted against the Resolution	4	21	0	0	4	21	0.00
Invalid Votes	0	0	3	72215	3	72215	-

