

**Ref: PHRL:2023-24**

**Date: May 23, 2024**

To  
**BSE Limited**  
Dept. of Corporate Services  
25th Floor, P J Towers,  
Dalal Street,  
Mumbai – 400001.  
**Scrip Code: 540901**

**National Stock Exchange of India Limited**  
Listing Department  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East)  
Mumbai – 400051.  
**Symbol: PRAXIS**

Dear Sir/Madam,

**Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2024**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with relevant circular(s) issued by SEBI/Exchanges from time to time, we are submitting the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2024, issued by Mr. Anant Gude, Proprietor of M/s. Anant Gude & Associates, Practicing Company Secretaries and the Secretarial Auditor of the Company

We request you to take this on record and to treat the same as compliance with the applicable provisions of the Listing Regulations.

Thanking you,

Yours faithfully,

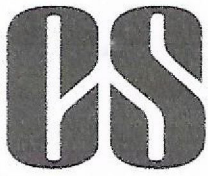
For **PRAXIS HOME RETAIL LIMITED**

Sanu Vishal  
Kapoor

Digitally signed by Sanu  
Vishal Kapoor  
Date: 2024.05.23 16:14:53  
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**Sanu Kapoor**  
**Head Legal & Company Secretary**

*Encl: As Above*



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF  
PRAXIS HOME RETAIL LIMITED  
FOR THE YEAR ENDED MARCH 31, 2024**

I, **Anant Gude**, Proprietor of **M/s. Anant Gude & Associates**, Practicing Company Secretary have conducted the review of compliance of the applicable statutory provisions and the adherence to good corporate governance practices by **PRAXIS HOME RETAIL LIMITED** (hereinafter referred to as 'the listed entity') having its registered office at iThink Techno Campus, Jolly Board Tower D, Ground Floor, Kanjurmarg (East), Mumbai - 400042. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing my opinion thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined:

- All the documents and records made available to me and explanations provided by Praxis Home Retail Limited ("the listed entity"),
- The filings / submissions made by the listed entity to the stock exchanges,
- Website of the listed entity,
- Other documents/ filings as may be relevant, which has been relied upon to make this certification,

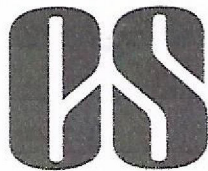
**For the year ended March 31, 2024 ("Review Period")** in respect of compliance with the provisions of:

- Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
- Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

***The specific regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:***

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018,





# Anant Gude & Associates

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

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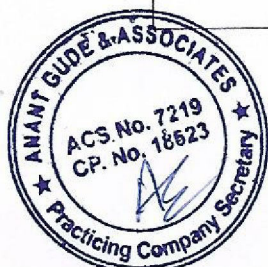
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011,
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018,
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015,
- (g) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003,
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars / guidelines issued thereunder.
- (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 and circulars / guidelines issued thereunder.
- (j) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2018

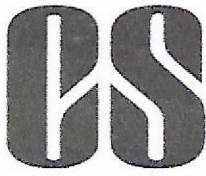
**Note:** The aforesaid list of SEBI regulations is only the list of Regulations which were applicable to the Company during the year under review.

And based on the above examination, explanations and presentations provided by the Company, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above regulations / circulars / guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations / Circulars / Guidelines including Specific Clause)	Compliance status (Yes/No/NA)
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes
2.	Adoption and timely updation of the policies: <ul style="list-style-type: none"><li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li><li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations</li></ul>	Yes





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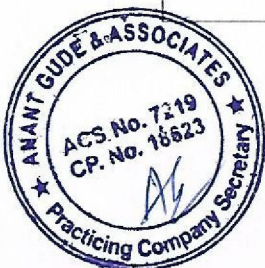
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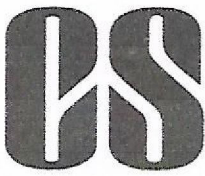
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	/circulars/guidelines issued by SEBI	
3.	<p>Maintenance and disclosures on Website:</p> <p>The Listed entity is maintaining a functional website</p> <p>Timely dissemination of the documents/ information under a separate section on the website</p> <p>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</p>	Yes
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company are disqualified under Section 164 of companies act 2013 as confirmed by the listed entity</p>	Yes
5.	<p>Details related to Subsidiaries of listed entities have been examined:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	The listed entity has no subsidiary
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial</p>	Yes





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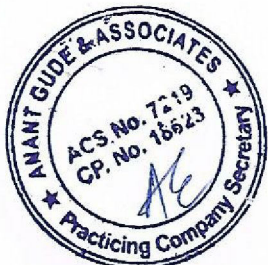
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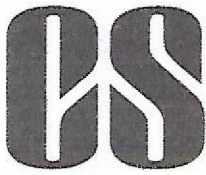
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	year/during the financial year as prescribed in SEBI Regulations.	
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>Pursuant to the order passed by the Securities and Exchange Board of India ("SEBI") dated 28th April, 2023, Future Corporate Resources Limited ("FCRL") and other promoter entities, Praxis Home Retail Limited had allotted 7500 CCDs to FCRL (Promoter Group Entity). After conversion of these CCDs, the shareholding of FCRL in the Company increased to 5.71%, which is more than 5% in the holding of the Company and thereafter, FCRL, along with other Persons Acting in Concert were required to make public announcement of the Open Offer, which was not done and thereafter, the Adjudicating Officer appointed by SEBI levied monetary penalty on FCRL and other PACs pursuant to Section 15(1) of Securities and Exchange Board of India, Act, 1992 Read with Rule 5 of SEBI (Procedure for holding enquiry and imposing penalties) Rules, 1995</p>	





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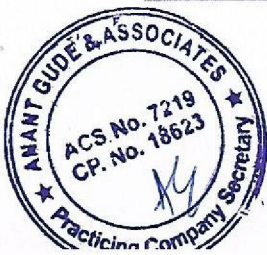
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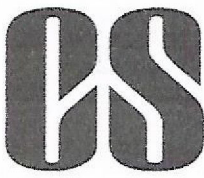
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12.	Additional Non-Compliance, if any/;  No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	
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Compliances related to resignation of statutory auditors from listed entity and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019: :

Sr. No.	Particulars	Compliance Status(Yes/No/NA)
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>	
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	The Auditor has not resigned during that period
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	The Auditor has not resigned during that period
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	Not Applicable
2.	<b>Other conditions relating to resignation of statutory auditor</b>	
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	
	a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	No such event has happened





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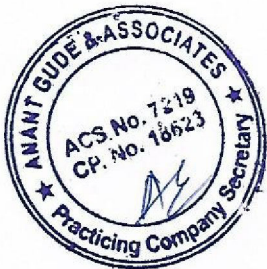
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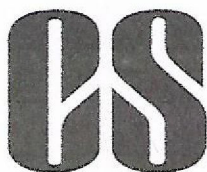
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	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	Same as above
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	Not Applicable

a. The listed entity has complied with the provisions of the above Regulations / circulars / guidelines issued as specified below

Sr. No.	Compliance Requirement	Regulation /Circular No.	Deviations	Action taken by	Type of Action	Details of violations	Fine Amount
	The listed entity has complied with the above Regulations & circulars/guidelines						





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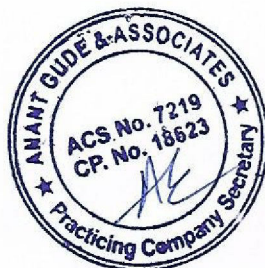
- b. The listed entity has taken the following actions to comply with the observations made in previous report

Sr. No.	Compliance Requirement	Regulation /Circular No.	Deviations	Action taken by	Type of Action	Details of violations	Fine Amount
	There were no objections in the previous report						

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity

For ANANT GUDE & ASSOCIATES,

ANANT GUDE  
Practicing Company Secretary  
Proprietor



UDIN: A007219F000042694

Date: April 6, 2024

Place: Mumbai