

Ref: SEC/PB/BSE-NSE/2023-24

Date: April 17, 2023

To,  
**BSE Limited**  
Listing Department  
Floor 25, PJ Towers,  
Dalal Street,  
Mumbai – 400 001

**National Stock Exchange of India Limited**  
Listing Department  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East),  
Mumbai – 400 051

**Scrip Code: 540901**

**Symbol: PRAXIS**

Dear Sir / Madam,

**Sub: Proceeding & Result of Postal Ballot 2023 and Disclosure in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

With reference to the above subject, we have to inform you that:

- a) Pursuant to provisions of Section 110 of the Companies Act, 2013 (“the Act”), read with the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and other applicable provisions of the Act, the Consent of the Members of the Company was sought through Postal Ballot for the matters as mentioned in the Postal Ballot Notice dated March 17, 2023.
- b) M/s. Anant Gude & Associates, Practicing Company Secretary was appointed as the ‘Scrutinizer’ for conducting the Postal Ballot process in a fair and transparent manner.
- c) The Scrutinizer has submitted the Report for the Postal Ballot (e-voting) which is also enclosed herewith, and the Result whereof is announced on April 17, 2023.
- d) In terms of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), please find enclosed herewith details of Voting Results for the aforesaid Postal Ballot 2023.

Pursuant to the aforesaid, the following Resolution(s) has been passed by the Members of the Company with requisite majority.

**Ordinary Resolution(s):**

1. Increase in Authorised Share Capital of the Company;
2. Alteration of the Capital Clause of the Memorandum of Association of the Company;
3. Approval for Appointment of Mr. Samson Samuel (DIN: 07523995) as a Director of the Company;

**Special Resolution(s):**

4. Approval to cancellation of un-granted portion of both the Employee Stock Options Plan(s) and dissolution/ liquidation of the Trust created under the said Stock Option Plans.

Kindly also consider this as Disclosure in terms of the provisions of Regulation 30 and other applicable provision of the SEBI Listing Regulations.

The aforesaid document is also made available on the website of the Company at [www.praxisretail.in](http://www.praxisretail.in)

The above information may please be taken on record of your esteemed Exchange(s).

Thanking you.

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

**Sanu Kapoor**  
**Company Secretary & Compliance Officer**

Encl.: a/a

**Details of Voting Results**

(Combined Results of Votes cast by e-Voting services provided by NSDL)

<b>Day &amp; Date of the Meeting</b>	Postal Ballot Notice dated March 17, 2023 (Friday)
<b>Total Number of Shareholders on Record Date / Cut-off Date</b>	As on the Record Date / Cut-off Date i.e. March 10, 2023 the Total Number of Shareholders were <b>25,166</b>
<b>No. of Shareholders present in the Meeting either in person or through Proxy:</b>  <b>Promoters &amp; Promoter Group:</b>  <b>Public:</b>	Not Applicable
<b>No. of Shareholders attended the Meeting through two-way Video Conferencing ('VC') facility or other audio-visual means ('OAVM')</b>  <b>Promoters and Promoter Group:</b>  <b>Public:</b>	Not Applicable
<b>Mode of Voting:</b>	Through e-Voting (Services provided by NSDL)  <b><u>Scrutinized by:</u></b> The Scrutinizer Anant Gude & Associates Company Secretaries 6, Jay Kiran, Liberty Garden, Malad (West), <u>Mumbai – 400064.</u>

**SUMMARY OF PROCEEDINGS OF THE RESOLUTIONS PASSED BY WAY OF POSTAL  
BALLOT ON APRIL 16, 2023**

The Board of Directors, at its Meeting held on March 14, 2023, decided to obtain consent of the members through Postal Ballot pursuant to provisions of Section 110 of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in compliance with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 03/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs via remote E-voting for the following businesses:

**Ordinary Resolution(s):**

1. Increase in Authorised Share Capital of the Company.
2. Alteration of the Capital Clause of the Memorandum of Association of the Company.
3. Approval for Appointment of Mr. Samson Samuel (DIN: 07523995) as a Director of the Company.

**Special Resolution:**

4. Approval for cancellation of un-granted portion of both the Employee Stock Options Plan(s) and dissolution/ liquidation of the Trust created under the said Stock Option Plans.

The Postal Ballot Notice dated March 17, 2023 was sent to the members of the Company whose names appeared in the Register of Members/ List of Beneficial Owners as received from National Securities Depositories Limited (NSDL) and Central Depository Services Limited (CDSL) on Friday, March 10, 2023 (Relevant Date/ Benpos Date). The Company had completed sending the Postal Ballot Notice by way of emails through Link Intime India Private Limited on March 17, 2023.

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the MCA Circulars and Secretarial Standards 2 on General Meetings, the Company had provided e-voting facility alone for its Members to enable them to cast their votes electronically.

The e-voting commenced on Saturday, March 18, 2023 at 9:00 AM (IST) and ended on Sunday, April 16, 2023 at 5.00 PM (IST).

The Board of Directors of the Company (including Committee of Directors 'COD') had appointed Mr. Anant Gude, Proprietor of M/s. Anant Gude & Associates, (Membership No. A7219, COP No.: 18623), Practising Company Secretaries, as the Scrutinizer, for conducting the Postal Ballot & e-voting process in accordance with law and in a fair and transparent manner.

The scrutinizer's report was received on April 17, 2023 and all the resolutions as set out in the Notice were passed with requisite majority.

This is for your information and records.

Thanking You.

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

**Sanu Kapoor**  
**Company Secretary & Compliance Officer**



# 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

## **REPORT OF SCRUTINIZER IN RESPECT OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

April 17, 2023

To,  
The Managing Director  
**Praxis Home Retail Limited**  
iThink Techno Campus, Jolly Board Tower D, Ground Floor,  
Kanjurmarg (East),  
Mumbai – 400042.

Dear Sir,

### **Subject: Scrutinizer's Report on Postal Ballot by E-voting Process**

I, Anant Gude, Proprietor of M/s. Anant Gude & Associates, Company Secretary and a Whole-time Practicing Company Secretary has been appointed as the 'Scrutinizer' by the Board of Directors of Praxis Home Retail Limited (hereinafter referred to as (the "Company") for the purpose of conducting Postal Ballot through electronic means ("e-voting") pursuant to Section 108 & 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force) and other applicable provisions, if any, read with General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No.39/2020 dated December 31, 2020 and General Circular No.10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 03/22 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars"), wherein the timeline to send the Notice including Postal Ballot Notice by email to all its shareholders, has been **extended till September, 30, 2023**, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), for the Resolution(s) in respect of the matter as set out in the Postal Ballot Notice dated March 17, 2023 (hereinafter referred to as "Postal Ballot Notice" or "Notice"), in fair and transparent manner.

I submit my report as under:

- ❖ The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to postal ballot process through e-voting and the circulars issued by MCA is the responsibility of the management. My responsibility as a 'Scrutinizer' for the e-voting process is limited to providing a Scrutinizer's Report to the Chairman and/or Managing Director of the Company, based on the Reports generated from the electronic voting system being provided by National Securities Depository Limited ("NSDL"), as engaged by the Company.
- ❖ Because of threat posed by Covid-19 pandemic situation and pursuant to the above-referred MCA Circulars, the Notice of Postal Ballot was sent in electronic form only. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope were not sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the Assent or Dissent of the Members took place through the remote e-voting system only.





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

Mobile No : 99300 53007

Email : gudeanant@gmail.com

- ❖ On Friday, March 17 2023, the Company has completed the despatch of Postal Ballot Notice electronically to those shareholders who have registered email id with their Depository Participants and whose names appear in the Register of Members / records of Depositories as at the close of business hours on **March 10, 2023 i.e. the Cut-off Date**. In the Postal Ballot Notice, the Company had also requested the members who have not registered their e-mail address and had also provided the detailed procedure for registration of their e-mail addresses.
- ❖ The Company had engaged National Securities Depositories Limited (“NSDL”) as the Service Provider, for the purpose of extending the facility of e-voting to enable the members to cast their votes electronically (hereinafter referred to as the “Remote e-voting”).
- ❖ Link Intime India Private Limited is the Registrar & Share Transfer Agent (the “RTA”) of the Company having SEBI Registration No. INR000004058.
- ❖ The Remote e-voting commenced on Saturday, March 18, 2023 at 9.00 AM (IST) and ended on Sunday, April 16, 2023 at 5.00 PM (IST). E-voting facility was blocked by NSDL forthwith thereafter.
- ❖ The Postal Ballot Notices sent by email contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
- ❖ As prescribed under Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement in “**The Free Press Journal**” Newspaper in English language and in “**Navshakti**” Newspaper in Marathi language both dated **March 18, 2023**. The Notice published in the aforesaid Newspapers carried all the required information as specified in the said Rules.
- ❖ The votes were unblocked on Sunday, April 16, 2023 after 5:00 PM (IST) in the presence of two witnesses Mrs. Nutan Gude and Mr. Vrushank Gude who are not in the employment of the Company and the details containing the List of Members who voted “**for**” or “**against**” the Resolution(s), was downloaded from the e-voting website of NSDL.
- ❖ All votes casted on NSDL e-voting platform upto 5:00 PM (IST) of Sunday, April 16, 2023 were considered for my scrutiny.
- ❖ The Result of the Scrutiny of the above Postal Ballot Remote e-voting in respect of passing of Resolutions contained in the Notice, through Postal Ballot, is given in **ANNEXURE-I**.
- ❖ Resolutions stands passed on Postal ballot e-voting with requisite majority. You may accordingly declare the result of the voting by Postal Ballot e-voting.

For ANANT GUDE & ASSOCIATES

ANANT GUDE

Practicing Company Secretary

Proprietor

Membership No.: 7219 CP No.: 18623



UDIN: A007219E000112049

Place: Mumbai

Date: April 17, 2023

Encl: As above



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## ANNEXURE-I

### **ITEM NO. 1 OF THE NOTICE (AS AN ORDINARY RESOLUTION)**

#### **Approval for Increase in the Authorised Share Capital of the Company**

##### **i. Voted IN FAVOUR of the Resolution:**

Type of Voting	No. of Members Voting	No. of Votes cast by them	% of Total No. of Valid votes cast
E-Voting	139	42919844	99.999
<b>Total</b>	<b>139</b>	<b>42919844</b>	<b>99.999</b>

##### **ii. Voted AGAINST the Resolution:**

Type of Voting	No. of Members Voting	No. of Votes cast by them	% of Total No. of Valid votes cast
E-Voting	5	697	0.001
<b>Total</b>	<b>5</b>	<b>697</b>	<b>0.001</b>

### **ITEM NO. 2 OF THE NOTICE (AS AN ORDINARY RESOLUTION)**

#### **Approval for Alteration of the Capital Clause of Memorandum of Association of the Company**

##### **i. Voted IN FAVOUR of the Resolution:**

Type of Voting	No. of Members Voting	No. of Votes cast by them	% of Total No. of Valid votes cast
E-Voting	138	42919848	99.999
<b>Total</b>	<b>138</b>	<b>42919848</b>	<b>99.999</b>

##### **ii. Voted AGAINST the Resolution:**

Type of Voting	No. of Members Voting	No. of Votes cast by them	% of Total No. of Valid votes cast
E-Voting	5	691	0.001
<b>Total</b>	<b>5</b>	<b>691</b>	<b>0.001</b>







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## ITEM NO. 3 OF THE NOTICE (AS AN ORDINARY RESOLUTION)

Approval for Appointment of Mr. Samson Samuel (DIN: 07523995) as a Director of the Company

### i. Voted IN FAVOUR of the Resolution:

Type of Voting	No. of Members Voting	No. of Votes cast by them	% of Total No. of Valid votes cast
E-Voting	137	42919698	99.999
Total	137	42919698	99.999

### ii. Voted AGAINST the Resolution:

Type of Voting	No. of Members Voting	No. of Votes cast by them	% of Total No. of Valid votes cast
E-Voting	7	843	0.001
Total	7	843	0.001

## ITEM NO. 4 OF THE NOTICE (AS A SPECIAL RESOLUTION)

Approval to cancellation of ungranted portion of both the Employee Stock Options Plan(s) and dissolution/ liquidation of the Trust created under the said stock option plans

### i. Voted IN FAVOUR of the Resolution:

Type of Voting	No. of Members Voting	No. of Votes cast by them	% of Total No. of Valid votes cast
E-Voting	137	42919641	99.998
Total	137	42919641	99.998

### ii. Voted AGAINST the Resolution:

Type of Voting	No. of Members Voting	No. of Votes cast by them	% of Total No. of Valid votes cast
E-Voting	6	898	0.002
Total	6	898	0.002

For ANANT GUDE & ASSOCIATES

ANANT GUDE  
Practicing Company Secretary  
Proprietor

UDIN: A007219E000112049

