

Ref: SEC/BSE-NSE/A_03/2021

Date: August 31, 2021

To

BSE Limited

Dept. of Corporate Services
25th Floor, P J Towers,
Dalal Street,
Mumbai – 400001.

National Stock Exchange of India Limited

Listing Department
Exchange Plaza, Bandra Kurla Complex,
Bandra (East)
Mumbai – 400051.

Scrip Code: 540901

Symbol: PRAXIS

Dear Sir/Madam,

Ref: Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Annual Report for the financial year ended March 31, 2021 along with Notice of the Tenth (10th) Annual General Meeting and Cut-off Date for the purpose of e-voting

Please take note that the Tenth (10th) Annual General Meeting ("AGM") of the Members of the Company is scheduled to be held on Friday, September 24, 2021, at 12:00 Noon via two-way Video Conferencing ('VC') facility or Other Audio Visual Means ('OAVM') in accordance with the General Circular Series Nos. 02/2021, 20/2020, 17/2020 and 14/2020, dated January 13, 2021, May 5, 2020, April 13 2020 and April 8, 2020 respectively issued by Ministry of Corporate Affairs (collectively referred to as 'MCA circulars') and the SEBI circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ('SEBI Circulars') granting exemption from holding the AGM without the physical presence of the members at a common venue due to ongoing COVID-19 pandemic. The deemed venue for the 10th AGM will be the registered office of the Company at iThink Techno Campus, Jolly Board Tower D, Ground Floor, Kanjurmarg (East), Mumbai-400042.

Pursuant to Regulation 30, 34 and all other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("**Listing Regulations**"), please find enclosed herewith the Annual Report for the financial year ended March 31, 2021 and the Notice calling the Tenth AGM ("the Notice") which are being sent to the Members of the Company in accordance with the MCA circulars and the aforementioned SEBI circulars.

Please note that the Company has fixed September 17, 2021 as the Cut-off Date for the purpose of e-voting.



PRAXIS

HOME RETAIL LIMITED

The detail procedure for remote e-voting before the AGM and e-voting during the AGM is set out in the Notice annexed herewith.

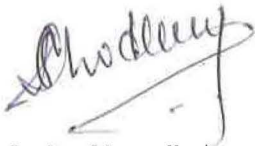
The aforesaid documents are also made available on the website of the Company at www.praxisretail.in.

You are kindly requested to take note of the above.

Thanking you,

Yours faithfully,

For **Praxis Home Retail Limited**



Smita Chowdhury
Company Secretary & Compliance Officer
Encl.: As Above



PRAXIS HOME RETAIL LIMITED

Regd. Off.: iThink Techno Campus, Jolly Board Tower D, Ground Floor, Kanjurmarg (East), Mumbai - 400042.

Tele/Fax No.: +91 22 68824900; CIN: L52100MH2011PLC212866

website: www.praxisretail.in e-mail: investorrelations@praxisretail.in

NOTICE

NOTICE is hereby given that the Tenth Annual General Meeting ('AGM') of the Members of Praxis Home Retail Limited will be held via two-way Video Conferencing ('VC') facility or other audio visual means ('OAVM') on Friday, the September 24, 2021 at 12:00 noon to transact the following business:

Ordinary Business (es):

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Shirang Sarda (DIN: 00576667), Non-Executive Non Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.

Special Business (es):

3. Appointment of Mr. Mahesh Shah as Managing Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152, 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification (s) or re-enactment (s) thereof for the time being in force), Mr. Mahesh Shah (DIN: 01488017) who was appointed as an Additional Director, designated as Managing Director, being Key Managerial Personnel of the Company by the Board of Directors with effect from May 5, 2021 and who holds office up to the date of the ensuing Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under

Section 160 of the Act, signifying its intention to propose the candidature of Mr. Mahesh Shah for the office of Director, be and is hereby appointed as Managing Director of the Company, to hold office for a term of five years with effect from May 5, 2021, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee constituted or to be constituted to exercise the powers including its powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits specified under the relevant provisions of the Companies Act, 2013 and/or as approved by the Central Government or any such other competent authority and the Board, be and is hereby further authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion, consider necessary, expedient or desirable, including to make necessary applications, representations with the concerned authorities and to settle any questions or doubts that may arise in relation thereto and to authorise one or more representatives of the Company to carry out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution and to execute such further deeds, documents and writings that may be considered necessary and appropriate;

4. Approval for remuneration to be paid to Mr. Mahesh Shah, (DIN: 01488017) Managing Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder read with Schedule V to the Act (including any statutory modification (s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government, if any, and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be imposed or prescribed by any of the Authorities while granting such approvals, permissions and sanctions, the consent of the Members of the Company, be and is hereby accorded for remuneration payable to Mr. Mahesh Shah (DIN:01488017) as the Managing Director of the Company for a period of 3 (three) years with effect from May 5, 2021 and that Mr. Mahesh Shah be paid remuneration of ₹ 3,00,00,000/- (Rupees Three Crore only) per annum, in terms of section II of part II of Schedule V of the Companies Act, 2013 and as per the details of remuneration set out in the Statement annexed to this Notice, and shall also be entitled to the perquisites mentioned therein;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the tenure of the Managing Director, the Company may as contemplated under the provisions of Schedule V to the Companies Act, 2013 pay to the Managing Director, the aforesaid remuneration of ₹ 3,00,00,000/- (Rupees Three Crore only) per annum, as decided by the Board of Directors (hereinafter referred to as the ‘Board’ which term shall be deemed to include Nomination and Remuneration Committee or any other Committee which has been authorised by the Board to exercise the powers conferred under this resolution) from time to time as the minimum remuneration by way of salary, perquisites and other allowances and benefits, subject to receipt of the requisite approvals, if any;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to vary, amend, modify and

revise the remuneration payable to the Managing Director, from time to time to the extent the Board may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified in this resolution and further is subject to the limits as specified under the relevant provisions of the Companies Act, 2013 and/or as approved by the Central Government or any such other competent authority and the Board, be and is hereby further authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion, consider necessary, expedient or desirable, including to make necessary applications, representations with the concerned authorities and to settle any questions or doubts that may arise in relation thereto and to authorise one or more representatives of the Company to carry out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution and to execute such further deeds, documents and writings that may be considered necessary and appropriate”.

5. Appointment of Ms. Avni Biyani (DIN: 02177900) as Non-Executive Non-Independent Director of the Company

To consider and if thought fit to pass, with or without modification (s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the relevant Rules made thereunder (including any statutory modification (s) or re-enactment (s) thereof for the time being in force), Ms. Avni Biyani (DIN: 02177900) who was appointed as an Additional Director designated as Non Executive Non-Independent Director of the Company by the Board of Directors with effect from March 26, 2021 on the recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of the ensuing Annual General

Meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying its intention to propose the candidature of Ms. Avni Biyani for the Office of Director, be and is hereby appointed as a Non-Executive Non Independent Director of the Company; liable to retire by rotation.

6. Appointment of Mr. Harminder Sahni, (DIN: 00576755) as Independent Director of the Company

To consider and if thought fit to pass, with or without modification (s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Harminder Sahni (DIN:00576755) who was appointed as an Additional Director designated as Independent Director of the Company by the Board of Directors with effect from March 26, 2021 on the recommendation of the Nomination and Remuneration Committee and who holds office upto the date of the ensuing Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying its intention to propose the candidature of Mr. Harminder Sahni for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from March 26, 2021, not liable to retire by rotation."

7. Appointment of Mr. Jacob Mathew, (DIN: 00080144) as Independent Director of the Company

To consider and if thought fit to pass, with or without modification (s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Jacob Mathew (DIN:00080144) who was appointed as an Additional Director designated as Independent Director of the Company by the Board of Directors with effect from March 26, 2021 on the recommendation of the Nomination and Remuneration Committee and who holds office upto the date of the ensuing Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying its intention to propose the candidature of Mr. Jacob Mathew for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from March 26, 2021, not liable to retire by rotation."

8. Appointment of Ms. Anou Singhvi, (DIN: 0757297) as Independent Director of the Company

To consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Anou Singhvi (DIN: 07572970) who was appointed as an Additional Director designated as Independent Director of the Company by the Board of Directors with effect from June 30, 2021 on the recommendation of the Nomination and Remuneration Committee and who holds office upto the date of the ensuing Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160

of the Act, signifying its intention to propose the candidature of Ms. Anou Singhvi for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from June 30, 2021, not liable to retire by rotation.”

By order of the Board of Directors
For Praxis Home Retail Limited

Smita Chowdhury
Company Secretary & Compliance Officer

Place: Mumbai
Date : June 30, 2021

Registered Office:
Praxis Home Retail Limited
(CIN: L52100MH2011PLC212866)
iThink Techno Campus, Jolly Board Tower D,
Ground Floor, Kanjurmarg (East), Mumbai- 400042.

NOTES:

1. In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs vide its General Circular Series Nos. 02/2021, 20/2020, 17/2020 and 14/2020, dated January 13, 2021, May 5, 2020, April 13 2020 and April 8, 2020 respectively (collectively referred to as 'MCA circulars') permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through Video conferencing ('VC') facility or other audio visual means ('OAVM'), without the physical presence of the members at a common venue. Further, Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020; ('SEBI circulars') has also granted certain relaxations in connection with convening and holding of AGM. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA circulars, the 10th AGM of the Company is being held through VC/ OAVM on Friday, September 24, 2021 at 12:00 noon (IST). The deemed venue for the 10th AGM will be the registered office of the Company: iThink Techno Campus, Jolly Board Tower D, Ground Floor, Kanjurmarg (East), Mumbai - 400042.

2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM VENUE ARE NOT ANNEXED TO THIS NOTICE.

3. Institutional Investors, who are members of the Company, are encouraged to attend the 10th AGM through VC/OAVM mode and vote electronically.

Corporate members intending to appoint their authorised representatives pursuant to sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at ngvg@rediffmail.com with a copy marked to evoting@nsdl.co.in.

4. The Statement pursuant to Section 102 of the Act, relating to the Special Business to be transacted at the Meeting is annexed hereto. The relevant details pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on a first come first served basis as per the MCA circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. The detailed instructions for joining the meeting through VC/OAVM form part of the Notes to this Notice.

6. Members who wish to inspect the relevant documents referred to in the Notice can send

an e-mail to investorrelations@praxisretail.in by mentioning their DP ID & Client ID/Physical Folio Number. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. In line with the MCA circular dated January 13, 2021 and SEBI circular dated January 15, 2021, the Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 10th AGM has been uploaded on the website of the Company at www.praxisretail.in and may also be accessed from the relevant section of the websites of the stock exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also available on the website of NSDL at www.evoting.nsdl.com
8. Members can avail themselves of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail themselves of this facility may send their nominations in the prescribed Form No. SH-13 duly filled into the Company's Registrar & Transfer Agents (**R & T Agents**). Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
9. The Securities and Exchange Board of India ("**SEBI**") has made it mandatory for all companies to use the bank account details furnished by the Depositories for any payment (including dividend) through Electronic Clearing Service ("**ECS**") to investors. In the absence of ECS facility, companies shall mandatorily print the bank account details of the investors on such payment instruments. Members are encouraged to avail ECS facility and requested to update bank account details in the prescribed form to their respective Depository Participant(s) and/or the Company's R & T Agents.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code etc., to their respective Depository Participant(s) in case the shares are held in electronic form and to the Company's R&T Agents in case the shares are held in physical form.
11. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), securities of listed companies can only be transferred in dematerialised form with effect from April 1, 2019, except in case of transmission or transposition of securities. In view of the above, Members are advised to dematerialise shares held by them in physical form.
12. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company in electronic form. The detailed procedure for registering the email id and other details is given below:

Procedure for registration of e-mail address and bank details by shareholders:-

 - a. **For Temporary Registration for Demat shareholders:**

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Private Limited by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the e-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DP-ID, Client-ID/ PAN, mobile number and e-mail id. In case of any query,

a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

b. For Permanent Registration for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

c. Registration of email id for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Private Limited by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the e-mail Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

d. Registration of Bank Details for physical shareholders:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with Link Intime India Private Limited by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the e-mail/Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate Number, PAN, e-mail Id along with the copy of the cheque leaf with the first named shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

13. Members are requested to send their queries with regard to the Accounts during the period from September 21, 2021 (9:00 am IST) to September 23, 2021 (5:00 pm IST) at email id investorrelations@praxisretail.in
14. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India (ICSI) as amended from time to time, the Company is pleased to provide its Members

the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the businesses may be transacted through e-voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("**remote e-voting**") will be provided by National Securities Depository Limited ("**NSDL**").

- II Members will be provided with the facility for voting through electronic voting system during the VC proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote at the end of discussion on the resolutions on which voting is to be held, upon announcement by the Chairperson. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.
- III The remote e-voting period commences on September 21, 2021 (9:00 AM IST) and ends on September 23, 2021 (5:00 PM IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date of September 17, 2021 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- IV The details of the process and manner for remote e-voting is explained herein below:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Instructions for attending the AGM through VC/OAVM and remote e-Voting (before and during the AGM) are given below:

A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM

- i. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system and they may access the same at <https://www.evoting.nsdl.com> under the Shareholders/Members login by using the remote e-Voting credentials, where the EVEN of the Company i.e 114062 will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID/Password may retrieve the same by following the remote e-Voting instructions mentioned below to avoid last minute rush. Further, Members may also use the OTP- based login for logging into the e-Voting system of NSDL.
- ii. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use camera and Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- iii. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 10th AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail

address at investorrelations@praxisretail.in during the period from September 21, 2021 (9:00 AM IST) to September 23, 2021(5:00 PM IST). Such questions by the Members shall be suitably replied by the Company.

- iv. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number at investorrelations@praxisretail.in during the period from September 21, 2021 (9:00 AM IST) to September 23, 2021 (5:00 PM IST). Only those Members who have preregistered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- v. Members who need technical assistance before or during the AGM to access and participate in the Meeting may contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact **Ms. Soni Singh:** +91-22-24994559 and e-mail ID sonis@nsdl.co.in and / or **Ms. Sarita Mote:** +91-22-24994890 and e-mail ID saritam@nsdl.co.in

B. INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/ DURING THE AGM

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 02/2021 dated January 13, 2021, Circular No. 20/2020 dated May 05, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs followed by and all other relevant circulars issued from time to time, physical attendance of the Members to the general meeting venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM).

Hence, Members can attend and participate in the ensuing Annual General Meeting (AGM) through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and

January 13, 2021 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at – <https://www.praxisretail.in/annual-reports.html>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with

MCA Circular No. 02/2021 dated January 13, 2021, Circular No. 20/2020 dated May 05, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 14/2020 dated April 08, 2020.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on September 21, 2021 at 09:00 AM and ends on September 23, 2021 at 05:00 PM. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September, 17, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September, 17, 2021.





How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <u>NSDL</u> where the e-Voting is in progress.
Individual Shareholders(holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800-1020-990 and 1800-2244-30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542/43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password'

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial

password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email IDs are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/ Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to

send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to ngvg@rediffmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-1020-990 and 1800-22-44-30 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorrelations@praxisretail.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorrelations@praxisretail.in. If you are an

Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. September 17, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800-1020-990 and 1800-2244-30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. September 17, 2021 may follow steps mentioned in the Notice of the AGM under "Access to NSDL

e-Voting system”.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under **“Join General meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable WiFi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorrelations@praxisretail.in. The same will be replied by the company suitably.
6. **Registration of the Member as Speaker at the 10th AGM:** Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number at "mailto:investorrelations@praxisretail.in" during the period from September 21, 2021 (9:00 AM IST) to September 23, 2021 (5:00 PM IST) Only those Members who have pre-registered themselves as a speaker will be allowed to express their views ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
15. The requirement to place the matter relating to ratification of appointment of Statutory Auditors by Members at every Annual General Meeting is done away with as per Companies (Amendment) Act, 2017 vide notification dated May 07, 2018 issued by Ministry of Corporate Affairs. Accordingly, no resolution was proposed

for ratification of appointment of Pathak H.D. & Associates LLP. Chartered Accountants, who are the Statutory Auditors of the Company and were appointed at the Sixth Annual General Meeting held on September 21, 2017. Further, they have

confirmed that they are eligible in terms of Section 141 of Act to continue as Statutory Auditors of the Company. The details of remuneration paid to Auditors is provided in the Annual Accounts for the year ended March 31, 2021.

By order of the Board of Directors
For Praxis Home Retail Limited

Place: Mumbai
Date: June 30, 2021

Smita Chowdhury
Company Secretary & Compliance Officer
Registered Office:

Praxis Home Retail Limited
(CIN: L52100MH2011PLC212866)
iThink Techno Campus, Jolly Board Tower D,
Ground Floor, Kanjurmarg (East), Mumbai- 400042.

ADDITIONAL INFORMATION RELATING TO THE ORDINARY BUSINESS

Item No. 2

Mr. Shrirang Sarda, Non-Executive Non-Independent Director of the Company is liable to retire by rotation and being eligible, offers himself for re-appointment.

A brief profile of Mr. Shrirang Sarda, including nature of his expertise along with related details as required under the provisions of the Companies Act, 2013 (the "**Act**"), Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and Secretarial Standard on General Meetings ("**SS-2**") is provided in **Annexure - A** to this Notice.

Mr. Shrirang Sarda shall be deemed to be concerned or interested in the resolution to the extent of his appointment and shareholdings in the Company and shall not Participate in process of voting of the proposed resolution. None of the other Directors, Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the passing of the proposed Resolution.

The Board of Directors recommends the resolution at Item No. 2 as Ordinary Resolution for the approval of the Members.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Appointment of Mr. Mahesh Shah (DIN: 01488017) as Managing Director of the Company

The Board of Directors of the Company has appointed Mr. Mahesh Shah as an Additional Director, designated as Managing Director, being Key Managerial Personnel of the Company with effect from May 5, 2021, subject to approval of the Members at the ensuing Annual General Meeting ("**AGM**").

In terms of Section 161 of the Companies Act, 2013 ("the Act"), Mr. Mahesh Shah, holds office up to the date of the AGM of the Company. The Company has received a notice from a Member signifying its intention to propose the candidature of Mr. Mahesh Shah for the Office of Director of the Company at the AGM.

Mr. Mahesh Shah has provided a confirmation that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given consent to act as a Director of the Company.

A brief profile and additional information as required to be provided pursuant to the requirements of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS-2), in respect of the Appointee, is provided in the **Annexure A** to this Notice and forms part of the Statement.

Your Directors recommends the Ordinary Resolution as set out at Item No. 3 of this Notice for the approval of the Members of the Company. His appointment shall not be liable to retire by rotation.

Except Mr. Mahesh Shah himself and his relatives to the extent of their shareholdings in the Company, if any, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the passing of the proposed Resolution.

Item No. 4

Approval for Remuneration to be paid to Mr. Mahesh shah, (DIN: 01488017) Managing Director of the Company.

Mr. Mahesh Shah has been appointed as an Additional Director, designated as Managing Director, being Key Managerial Personnel of the Company w.e.f. May 5, 2021 by the Board in the Board Meeting held on April 6, 2021.

Further the Board of Directors at its Meeting held on April 6, 2021, pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members and Central Government (if any), had approved the remuneration payable to Mr. Mahesh Shah w.e.f. May 5, 2021 on the terms and conditions as proposed in the Resolution at Item No. 4 of this Notice.

The Board considers that appointment of Mr. Mahesh Shah would be of immense benefit to the Company and it is desirable to avail his services as a Managing

Director.

A brief profile of Mr. Mahesh Shah, including nature of his expertise, is provided in the **Annexure B** as required under Schedule V to the Companies Act, 2013 ("the Act") which forms a part of the Statement. Further, additional information as required under Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS-2), in respect of Mr. Mahesh Shah is provided in the **Annexure A** to this Notice and also forms part of the Statement.

Mr. Mahesh Shah is also entitled for perquisites as mentioned herein below:

Perquisites: Subject to overall ceiling as aforesaid, the Managing Director shall have liberty to opt for such other allowances, perquisites and incentives as he deems fit including medical reimbursement, leave travel concession for self and family, club fees, use of Company provided cars and such other allowances, benefits, amenities and facilities, etc., as per the Company's Rule or as may be agreed to between the Board of Directors and the Managing Director;

The Managing Director will also be a member of the Group Medical and Personal Accident Insurance policies of the Company;

In addition to the perquisites referred above, he will also be eligible to the following perquisites, which shall not be included in the computation of the ceiling on remuneration.

- Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);
- Gratuity payable as per Gratuity Act, 1972;
- Encashment of leave at the end of the tenure; and
- Reimbursement of expenses incurred for the business of the Company.

Subject to the applicable provisions of the Act, perquisites and allowances shall be valued as per Income Tax Act, 1961 read with Income Tax Rules, 1962 wherever applicable, and at cost, in the absence of any

such Rules.

With his experience in retail sector, his role as Managing Director would be very crucial for the overall growth and achieving profitability in the Company.

As required under the provisions of the Act, approval of the Members is being sought for the remuneration payable to Mr. Mahesh Shah as Managing Director of the Company for a period of 3 (three) years as mentioned in Item No. 5 of this Notice. Accordingly, your Directors recommend the Special Resolution as set out in this Notice for the approval of the Members of the Company.

Further, as per the provisions of section 197 of Companies Act, 2013, in case of absence or inadequacy of profits, the Company shall pay managerial remuneration as per the provision of schedule V.

Further, the Board of Directors may vary or increase the remuneration payable to Managing Director on recommendation by the Nomination and Remuneration Committee, from time to time to the extent the Board of Directors and Committee may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by the Central Government or any such other competent authority, subject to the approval of the shareholders of the Company.

The break-up of Remuneration proposed to Mr. Mahesh Shah is as follows:

Particulars	Proposed Remuneration (in ₹)
Basic	75,00,000
HRA	37,50,000
Other Allowances	1,16,51,423
Annual Payments – LTA & PF	9,30,000
Performance Bonus	58,08,000
Gratuity	3,60,577
Sub-Total (excluding Employers provident fund)	3,00,00,000
Commission	—
Total	3,00,00,000

Mr. Mahesh Shah does not hold managerial position of any other public company. Hence, the aforesaid remuneration shall be in compliance with the provisions of Section V of part II of Schedule V to the Companies Act, 2013

The Board recommends the Special Resolution as set out at Item No. 4 in this Notice for the approval of the Members of the Company.

Except Mr. Mahesh Shah himself and his relatives to the extent of their shareholdings in the Company, if any, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the passing of the proposed Resolution.

Item No. 5

Appointment of Ms. Avni Biyani (DIN: 02177900) as Non-Executive Non-Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Ms. Avni Biyani as an Additional Director designated as Non-Executive Non-Independent Director of the Company with effect from March 26, 2021, subject to approval of the Members at the ensuing Annual General Meeting ("AGM").

In terms of Section 161 of the Companies Act, 2013 ("the Act"), Ms. Avni Biyani, holds office up to the date of the ensuing AGM of the Company. The Company has received a notice from a Member signifying its intention to propose the candidature of Ms. Avni Biyani for the Office of Director of the Company at the AGM.

Ms. Avni Biyani has provided a confirmation that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given consent to act as a Director of the Company.

A brief profile and additional information as required to be provided pursuant to the requirements of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS-2), in respect of the Appointee, is provided in the **Annexure A** to this Notice and forms part of the Statement.

The Board considers that appointment of Ms. Avni Biyani would be of immense benefit to the Company and it is desirable to avail her services as a Non-Executive Non- Independent Director. In terms of the provisions of Section 152(6) of the Act, Ms. Avni Biyani shall be liable to retire by rotation.

Your Directors recommends the Ordinary Resolution as set out in this Notice for the approval of the Members of the Company.

Except Ms. Avni Biyani, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested, financially or otherwise, in the passing of the proposed Resolution.

No Shareholder of the Company being a related party or having any interest in the Ordinary Resolution as set out at Item No. 5 of the Notice shall vote to approve this Ordinary Resolution

Item No. 6

Appointment of Mr. Harminder Sahni (DIN: 00576755) as Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mr. Harminder Sahni as an Additional Director designated as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from March 26, 2021, subject to approval of the Members at the ensuing Annual General Meeting ("AGM").

In terms of Section 161 of the Companies Act, 2013 ("the Act"), Mr. Harminder Sahni, holds office up to the date of the ensuing AGM of the Company. The Company has received a notice from a Member signifying its intention to propose the candidature of Mr. Harminder Sahni for the Office of Director of the Company at the AGM.

Mr. Harminder Sahni has provided a confirmation that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given consent to act as a Director of the Company. He has also given a declaration that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies

Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Board is also of the opinion that Mr. Harminder Sahni is independent of the Management of the Company.

A brief profile and additional information as required to be provided pursuant to the requirements of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS-2), in respect of the Appointee, is provided in the **Annexure A** to this Notice and forms part of the Statement.

The Board considers that appointment of Mr. Harminder Sahni would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. In terms of the provisions of Section 149 (13) of the Act, Mr. Harminder Sahni shall not be liable to retire by rotation.

Your Directors recommends the Ordinary Resolution as set out at Item No. 6 of this Notice for the approval of the Members of the Company.

Except Mr. Harminder Sahni, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested, financially or otherwise, in the passing of the proposed Resolution.

Item No. 7

Appointment of Mr. Jacob Mathew (DIN: 00080144) as Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mr. Jacob Mathew as an Additional Director designated as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from March 26, 2021, subject to approval of the Members at the ensuing Annual General Meeting ("AGM").

In terms of Section 161 of the Companies Act, 2013 ("the Act"), Mr. Jacob Mathew, holds office up to the date of the ensuing AGM of the Company. The Company has received a notice from a Member signifying its intention to propose the candidature of Mr. Jacob Mathew for the Office of Director of the Company at the AGM.

Mr. Jacob Mathew has provided a confirmation that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given consent to act as a Director of the Company. He has also given a declaration that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Board is also of the opinion that Mr. Jacob Mathew is independent of the Management of the Company.

A brief profile and additional information as required to be provided pursuant to the requirements of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS-2), in respect of the Appointee, is provided in the **Annexure A** to this Notice and forms part of the Statement.

The Board considers that appointment of Mr. Jacob Mathew would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. In terms of the provisions of Section 149(13) of the Act, Mr. Jacob Mathew shall not be liable to retire by rotation.

Your Directors recommends the Ordinary Resolution as set out at Item No. 7 of this Notice for the approval of the Members of the Company.

Except Mr. Jacob Mathew, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested, financially or otherwise, in the passing of the proposed Resolution.

Item No. 8

Appointment of Ms. Anou Singhvi (DIN: 07572970) as Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Ms. Anou Singhvi as an Additional Director designated as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from June 30, 2021, subject to approval of the Members at the ensuing Annual General Meeting ("AGM").

In terms of Section 161 of the Companies Act, 2013 ("the Act"), Ms. Anou Singhvi, holds office up to the date of the ensuing AGM of the Company. The Company has received a notice from a Member signifying its intention to propose the candidature of Ms. Anou Singhvi for the Office of Director of the Company at the AGM.

Ms. Anou Singhvi has provided a confirmation that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given consent to act as a Director of the Company. She has also given a declaration that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Board is also of the opinion that Ms. Anou Singhvi is independent of the Management of the Company.

A brief profile and additional information as required to be provided pursuant to the requirements of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS-2), in respect of the Appointee, is provided in the **Annexure A** to this Notice

and forms part of the Statement.

The Board considers that appointment of Ms. Anou Singhvi would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director. In terms of the provisions of Section 149 (13) of the Act, Ms. Anou Singhvi shall not be liable to retire by rotation.

Your Directors recommends the Ordinary Resolution as set out at Item No. 8 of this Notice for the approval of the Members of the Company.

Except Ms. Anou Singhvi, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested, financially or otherwise, in the passing of the proposed Resolution.

By order of the Board of Directors
For Praxis Home Retail Limited

Smita Chowdhury
Company Secretary & Compliance Officer

Place: Mumbai
Date : June 30, 2021

Registered Office:
Praxis Home Retail Limited
(CIN: L52100MH2011PLC212866)
iThink Techno Campus, Jolly Board Tower D,
Ground Floor, Kanjurmarg (East), Mumbai- 400042.

Annexure – A

Information as required pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), in respect of Directors seeking appointment / re-appointment / revision in remuneration at the Annual General meeting.

Name of the Director	Mr. Shirang Sarda
DIN	00576667
Date of Birth	May 01, 1972
Age	49 years
Date of first appointment on the Board	December 12, 2017
Qualifications	Commerce graduate from BYK College of Commerce and MBA from Simon Business School, University of Rochester in 1996
Experience and Expertise in Specific Functional Area	<p>Mr. Shirang Sarda joined his family business named as Sarda Group in 1996 and played a key role in diversifying the Sarda family's Bidi business.</p> <p>He was instrumental in establishing a world- class dairy farm, Sarda Farms, and setting up its last mile distribution for chilled milk. He pioneered Yogi Ayurvedic Products Private Limited a leading GMP certified company engaged in manufacturing Ayurvedic products. He initiated the Sarda Group's diversification in the hospitality industry with the launch of Apple Country, Manali, one of the highest- occupied hotels of Manali. As Director of TLC Relationship Private Limited (a leading CRM services company for the hospitality vertical), led the technology aspect for CRM services.</p> <p>He developed Nashik's first shopping centre, 'The Zone', integrating Retail, Entertainment and Leisure to attract national retailers to the city. He is the Chairman of 'City Center Mall Private Limited' a 5,50,000 sq. ft. shopping center in Nashik integrating retail, entertainment and food, which intends to create a world class digital customer experience. He is the Chairman of Shreelekha Nagari Sahakari Adhikosh Ltd., a micro-finance society for over 12,000 women. Also involved in various non- profit and CSR activities. He aspires to enrich social sensibilities across the Sarda Group.</p>
Terms and conditions of appointment/ revision	As approved by the Nomination & Remuneration Committee and the Board of Directors of the Company
Number of Board meetings attended during the year 2020-21	8 out of 8 Board Meetings
Directorship held in other Listed companies (As on March 31, 2021)	None
Directorship in other Public Companies (excluding foreign companies & Section 8 companies)(As on March 31, 2021)	None
Chairmanship / Membership of Committees of the Board of Directors of other Listed companies (As on March 31, 2021)	None
Shareholding (as on March 31, 2021)	50 Equity Shares

Name of the Director	Mr. Shrirang Sarda
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel.

Note: For further details related to remuneration drawn and proposed, directorship/committee membership, please refer to Board's Report, Corporate Governance Report forming part of the Annual Report.

Name of the Director	Mr. Mahesh Shah
DIN	01488017
Date of Birth	July 01, 1968
Age	53 years
Date of first appointment on the Board	May 5, 2021
Qualifications	M.M.S. – Management from S.P. Jain Institute of Management & Research and Bachelor's degree in Engineering from Veermata Jijabai Technological Institute (V.J.T.I)
Experience and Expertise in Specific Functional Area	<p>Mr. Mahesh Shah has a rich expertise and experience of more than 29 years in retail industry, has worked with India's leading retail houses and has had a long-term relationship with Future Group. To summarise, Mr. Shah has been associated with the Future Group as a CEO – HomeTown (erstwhile Pantaloon India Limited) from May 2005 – July 2011, then had worked as a CEO – HomeTown with Future Retail Limited and Praxis Home Retail Limited for a total period from June 2013 – Oct 2018. Even outside the group, he has shown his exemplary performances as a President – HomeCentre (company being Lifestyle International Private Limited), with his recent stint being in Welspun Flooring Limited as a CEO.</p> <p>Mr. Shah's benchmarked performance is that of setting up the concept "HomeTown", a complete home retailing format of an average size of 1,50,000 sq.ft encompassing Furniture, Home Improvement, Electronics, Furnishings, Décor and Housewares. He has a record of setting up 11 stores across India and was responsible for concept profitability, store design and merchandising. Also headed value retailing formats for home: "Furniture Bazaar" and "Home Bazaar" during his tenure with HomeTown between 2005-2011. He is known for his strategic business decisions related to sourcing and merchandising of Furniture and Home Improvement Categories.</p> <p>HomeTown with the largest market share in Furniture and Modular Kitchens in the country today, the main challenge surpassed by Mr. Shah was that of creating and maintaining a team that believed in the vision and which delivered inspite of the financial constraints.</p> <p>Mr. Shah's experiences are manifold and too wide. His strong parameters are can be put up as :</p> <ul style="list-style-type: none"> • Turning around Businesses, • Entrepreneurial outlook, • Success in launching new product categories / starting new Businesses, • Consumer Insights, • Team Building and Development. <p>His proven specialities are in setting up retail stores, driving retail sales, recruitment and training, store layout and design, merchandising, supply chain and reverse engineering, vendor development and sourcing, Dealer network Design and Management.</p>

Name of the Director	Mr. Mahesh Shah
Terms and conditions of appointment/revision	As approved by the Nomination & Remuneration Committee and the Board of Directors of the Company
Number of Board meetings attended during the year 2020-21	Not Applicable
Directorship held in other Listed companies (As on March 31, 2021)	None
Directorship in other Public Companies (excluding foreign companies & Section 8 companies) (As on March 31, 2021)	None
Chairmanship / Membership of Committees of the Board of Directors of other Listed companies (As on March 31, 2021)	Not Applicable
Shareholding (as on March 31, 2021)	Nil
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel (s).

Note: For further details related to remuneration drawn and proposed, directorship/committee membership, please refer to Board's Report, Corporate Governance Report forming part of the Annual Report.

Name of the Director	Ms. Avni Biyani
DIN	02177900
Date of Birth	November 04, 1989
Age	31 years
Date of first appointment on the Board	March 26, 2021
Qualifications	Studied at Dhirubhai Ambani International School and Graduated in Sociology & Politics from New York University
Experience and Expertise in Specific Functional Area	<p>Ms. Avni Biyani is the Concept Head of Foodhall, the specialty food superstore from Future Group. She formally joined Future Group in 2011 as part of its food business and over the years has established Foodhall as India's premium lifestyle food destination. Ms. Avni Biyani is also a part of Future Group's Integrated Food Strategy Council and is responsible for ramping up the group's foray into the premium food segment. She has a keen interest in the fashion & lifestyle businesses of the group and is closely involved with the launch of India's first fast fashion brand - Cover Story.</p> <p>Ms. Avni Biyani, is the younger daughter of Mr. Kishore Biyani, Chief Executive of Future Group. Apart from her interest in liberal arts and humanities, Ms. Biyani is a passionate cook and a connoisseur of various global cuisine. Her love for travelling and exploring new places across the world has translated into her vision for Foodhall. Observing customers also inspires her in many ways to comprehend a lot of business practices and selling styles. Ms. Biyani loves to ski and is also a trained classical dancer.</p>

Name of the Director	Ms. Avni Biyani
Terms and conditions of appointment/revision	As approved by the Nomination & Remuneration Committee and the Board of Directors of the Company
Number of Board meetings attended during the year 2020-21	1 out of 1 Board Meeting
Directorship held in other Listed companies (As on March 31, 2021)	1. Future Lifestyle Fashions Limited
Directorship in other Public Companies (excluding foreign companies & Section 8 companies) (As on March 31, 2021)	None
Chairmanship / Membership of Committees of the Board of Directors of other Listed companies (As on March 31, 2021)	None
Shareholding (as on March 31, 2021)	3783 Equity Shares
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel.

Note: For further details related to remuneration drawn and proposed, directorship/committee membership, please refer to Board's Report, Corporate Governance Report forming part of the Annual Report.

Name of the Director	Mr. Harminder Sahni
DIN	00576755
Date of Birth	September 17, 1968
Age	52 years
Date of first appointment on the Board	March 26, 2021
Qualifications	M.B.A. from IMS, Indore and a Textile Engineer from TITS, Bhiwani
Experience and Expertise in Specific Functional Area	Mr. Harminder Sahni is the Founder and Managing Director of Wazir Advisors. He has been advising various consumer centric businesses. He carries with him immense experience of over two decades as a management consultant in the Consumer Goods, Retail and Textile sectors. He has been guiding various Indian and International companies on corporate strategy, business creation, diversification and performance enhancement.
Terms and conditions of appointment/revision	As approved by the Nomination & Remuneration Committee and the Board of Directors of the Company
Number of Board meetings attended during the year 2020-21	1 out of 1 Board Meeting
Directorship held in other Listed companies (As on March 31, 2021)	1. Future Consumer Limited

Name of the Director	Mr. Harminder Sahni
Directorship in other Public Companies (excluding foreign companies & Section 8 companies)(As on March 31, 2021)	None
Chairmanship / Membership of Committees of the Board of Directors of other Listed companies (As on March 31, 2021)	1. Future Consumer Limited Admin Committee – Member Corporate Social Responsibility Committee – Member
Shareholding (as on March 31, 2021)	Nil
Relationship with other Directors/Key	
Managerial Personnel	Not related to any Director/Key Managerial Personnel

Note: For further details related to remuneration drawn and proposed, directorship/committee membership, please refer to Board's Report, Corporate Governance Report forming part of the Annual Report.

Name of the Director	Mr. Jacob Mathew
DIN	00080144
Date of Birth	March 26, 1961
Age	60 years
Date of first appointment on the Board	March 26, 2021
Qualifications	Designer trained at India's National Institute of Design
Experience and Expertise in Specific Functional Area	Mr. Mathew co-founded Tesseract Design, now Idiom Design, Dovetail Furniture, Spring Health Water and is also a Design Principal at Srishti where he leads the Impact Edge Lab. His day job is CEO Industree Foundation. Mr. Mathew spent the first 25 years of his professional life transforming Business by Design, now well into his next 25, he is bent on transforming Society through business and design.
Terms and conditions of appointment/revision	As approved by the Nomination & Remuneration Committee and the Board of Directors of the Company
Number of Board meetings attended during the year 2020-21	1 out of 1 Board Meeting
Directorship held in other Listed companies (As on March 31, 2021)	None
Directorship in other Public Companies (excluding foreign companies & Section 8 companies)(As on March 31, 2021)	None
Chairmanship / Membership of Committees of the Board of Directors of other Listed companies (As on March 31, 2021)	None

Name of the Director	Mr. Jacob Mathew
Shareholding (as on March 31, 2021)	55 Equity Shares
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel.

Note: For further details related to remuneration drawn and proposed, directorship/committee membership, please refer to Board's Report, Corporate Governance Report forming part of the Annual Report.

Name of the Director	Ms. Anou Singhvi
DIN	07572970
Date of Birth	October 18, 1973
Age	48 years
Date of first appointment on the Board	June 30, 2021
Qualifications	Interior Design from Parsons School of Design, New York along with.
Experience and Expertise in Specific Functional Area	<p>Ms. Anou Lunia Singhvi is a businesswoman and revivalist of Jewelled Textiles. She manages the family-owned heritage luxury brand P. C. Lunia - Purveyors of Precious Objets D'Art. Hailing from New York, she belongs to a prominent family of 9th generation of jewellers from Jaipur. As a creative, her works as a visual and performing artist have been showcased at various national venues and her artworks can be found in prominent homes and government buildings in India and the Middle East. Her work as a jewellery designer has been featured in the illustrious MARWAR Magazine. She also has fashion line of hand-block printed as well as hand-embroidered t-shirts and pashmina shawls that can be found in hi-end designer stores in India.</p> <p>A founding member of the NGO Srishti Art and Craft Society, she aims to empower artists and craftsmen from 2nd tier cities in India through the non-profit organization. As a thinker and writer, she pens thoughts about her understanding of spirituality, philosophy and how it relates to the rich heritage of the arts and crafts of India. Her articles on the topics of spirituality, art and jewellery have been published in the Times of India and Gems and Jewellery Magazine as well.</p> <p>Ms. Singhvi studied Interior Design from Parsons School of Design, New York along with a BFA in Applied Arts from University of Rajasthan.</p>
Terms and conditions of appointment/revision	As approved by the Nomination & Remuneration Committee and the Board of Directors of the Company
Number of Board meetings attended during the year 2020-21	Not Applicable
Directorship held in other Listed companies (As on March 31, 2021)	None
Directorship in other Public Companies (excluding foreign companies & Section 8 companies)(As on March 31, 2021)	None

Name of the Director	Ms. Anou Singhvi
Chairmanship / Membership of Committees of the Board of Directors of other Listed companies (As on March 31, 2021)	None
Shareholding (as on March 31, 2021)	Nil
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel.

Note: For further details related to remuneration drawn and proposed, directorship/committee membership, please refer to Board's Report, Corporate Governance Report forming part of the Annual Report.

ANNEXURE B – FOR ITEM NO. 4 OF THE NOTICE

(Information / Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder):

A. General Information

- | | |
|--|--|
| 1. Nature of Industry | : The Company is engaged in Retail Business and operates on pan India basis. |
| 2. Date or expected date of Commercial Production | : N.A. (since the Company has already commenced its business Activities). |
| 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | : N.A. |
| 4. Financial performance of the Company based on given indicators | |

(₹ in Lakh)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Paid up Share Capital (*)	1519.16	1381.66	1,231.66
Total Turnover	31309.58	70,339.63	68,280.56
Profit / (Loss) before tax	(10323.52)	(8,072.46)	(2,609.82)
Net Profit / (Loss) after tax	(10322.16)	(8,073.83)	(2,693.77)
EPS – Basic and Diluted (in `)	(36.61)	(32.24)	(10.94)

5. Foreign Investments or collaborations, if any :

There is no direct foreign investment in the Company as on date of this notice and no foreign collaboration in the Company. Foreign investors deal in the Equity Shares of the Company, which is listed on BSE and NSE through secondary market.

II. Information about the Appointee:

Particulars	Mr. Mahesh Shah
Background details	<p>With more than 29 years of rich expertise and experience in retail industry, Mr. Mahesh Shah, aged 52 years has done M.M.S. – Management from S.P. Jain Institute of Management & Research and holds a Bachelor’s degree in Engineering from Veermata Jijabai Technological Institute (V.J.T.I). Mr. Shah has worked with India’s leading retail houses and has had a long-term relationship with Future Group. To summarise, Mr. Shah has been associated with the Future Group as a CEO – HomeTown (erstwhile Pantaloon India Limited) from May 2005 – July 2011, then had worked as a CEO – HomeTown with Future Retail Limited and Praxis Home Retail Limited for a total period from June 2013 – Oct 2018. Even outside the group, he has shown his exemplary performances as a President – HomeCentre (company being Lifestyle International Private Limited), with his recent stint being in Welspun Flooring Limited as a CEO.</p> <p>Mr. Shah’s benchmarked performance is that of setting up the concept “HomeTown”, a complete home retailing format of an average size of 1,50,000 sq.ft encompassing Furniture, Home Improvement, Electronics, Furnishings, Décor and Housewares. He has a record of setting up 11 stores across India and was responsible for concept profitability, store design and merchandising. Also headed value retailing formats for home: “Furniture Bazaar” and “Home Bazaar” during his tenure with HomeTown between 2005-2011. He is known for his strategic business decisions related to sourcing and merchandising of Furniture and Home Improvement Categories.</p> <p>HomeTown with the largest market share in Furniture and Modular Kitchens in the country today, the main challenge surpassed by Mr. Shah was that of creating and maintaining a team that believed in the vision and which delivered inspite of the financial constraints.</p> <p>Mr. Shah’s experiences are manifold and too wide. His strong parameters are can be put up as :</p> <ul style="list-style-type: none"> • Turning around Businesses, • Entrepreneurial outlook, • Success in launching new product categories / starting new Businesses, • Consumer Insights, • Team Building and Development. <p>His proven specialities are in setting up retail stores, driving retail sales, recruitment and training, store layout and design, merchandising, supply chain and reverse engineering, vendor development and sourcing, Dealer network Design and Management.</p>
Recognition and Awards	None

Particulars	Mr. Mahesh Shah
Job profile and his suitability	<p>As Managing Director of the Company, Mr. Mahesh Shah holds executive position for business responsibilities including substantial powers of management of the affairs of the Company, general control of the business of the Company subject to the supervision of the Board of Directors and continuously strives to promote the interests and welfare of the Company and all its stakeholders.</p> <p>Mr. Mahesh Shah has rolled out various technology led initiatives to bring in a welcome change in the retail experience for the customers and constantly endeavors to achieve higher customer satisfaction and deliverables which is vital in the long run to put the Company on the path to growth and profitability.</p> <p>Further Mr. Mahesh Shah possesses rich work experience in the Consumer and Retail Space.</p>
Remuneration proposed	As mentioned in the resolution and statement annexed.
Comparative remuneration profile with respect to industry, size of company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>Despite the slowdown that retail industry is facing around the globe due to COVID-19 pandemic, it is expected to grow at a steady pace presenting ample of business opportunities to increase the market size and market reach which would require vigorous efforts on part of the Management and leadership team of the Company.</p> <p>Considering that Mr. Mahesh Shah is at the helm of the leadership team and is responsible for operations and management of the Company and with experience, qualifications and knowledge of Mr. Mahesh Shah, the Board of Directors consider the proposed remuneration to be in line with the industry norms, size of the Company and the segment into which the Company carries on its business.</p>
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Mahesh Shah at present does not hold any share in the Company. Besides the present and proposed remuneration, he does not have any other pecuniary relationship with the Company.

III. Other information:

1. Reasons of loss or inadequate profits:

During the financial year 2018-19, 2019-20 and 2020-21 the Company had incurred losses due to various initiatives of the Company to improve sales and optimize costs to improve profitability in the forthcoming years. Also in the forthcoming financial years, the management expects that keeping in mind gearing up of the overall economy, post the COVID-19 pandemic the business of the Company will improve subject to internal and external risks.

2. Steps taken or proposed to be taken for improvement:

The Company has undertaken various initiatives as outlined under the heading "COVID-19 impact", in our Annual Report, to improve its growth and profitability. The Company has been reviewing the performance of its brick and mortar and online formats and projects better profitability in future through better performance of its various brands.

The Company has also focused on the growth of its brands portfolio and expansion of the retail network by increasing its presence in new cities and expanded its products offerings, added new stores.

The Management is hopeful that the above steps shall result in the improvement of the Company's business in the forthcoming years.

3. Expected increase in productivity and profits in measurable terms:

The Company expects that with various steps proposed to be taken as stated above, coupled with its proposal to partner with high growth brands, it will be able to further improve the same store growth and its operating margins to deliver improved performance in the years to come and shall have adequate profit to make payment of managerial remuneration as approved by the Members of the Company.

III. Disclosures:

The details of remuneration paid to all Directors along with relevant details are provided in the Corporate Governance Report which forms part of the Annual Report. As required the details of remuneration proposed to be paid to the Managing Director is provided in respective resolutions and statements as provided above.

By order of the Board of Directors
For Praxis Home Retail Limited

Place: Mumbai
Date : June 30, 2021

Smita Chowdhury
Company Secretary & Compliance Officer

Registered Office:
Praxis Home Retail Limited
(CIN: L52100MH2011PLC212866)
iThink Techno Campus, Jolly Board Tower D,
Ground Floor, Kanjurmarg (East), Mumbai- 400042.



THE **ART OF**
BETTER LIVING



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INVESTOR INFORMATION

CIN
L52100MH2011PLC212866

BSE Code
540901

NSE Symbol
PRAXIS

AGM Date
September 24, 2021

AGM Mode

Video Conferencing (VC) or Other
Audio Visual Means (OAVM)

Disclaimer: This document contains statements about expected future events and financials of Praxis Home Retail Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis of this Annual Report.



Scan to download



Please find our online version at

<https://www.praxisretail.in/annual-reports.html>



THE ART OF BETTER LIVING

Hometown - our brand, now present across digital channels such as web portal, app and online marketplaces as well as a nationwide store network is born out of a passion for design and quality, and a commitment to make beautiful homes and better life for our customers.

Pioneering home retail in India since 2007, our product assortment is wide; in function and style. We offer a large, curated selection to furnish a home from furniture, homeware, décor and furnishings, modular kitchen, kitchenware, bathroom accessories and design and build consultation and services.



11%
Share of
Revenue from
Digital Channel

44
Stores
Nationwide



WHAT WE DO

Embarking on the journey in 2007, Praxis Home Retail Limited always strives to create living spaces that are unique and ahead of its times.

For this, we make trendy furniture and home décor that make luxurious living affordable. We offer a wide range of products for furniture, homeware, customised solutions in kitchen and wardrobes and home improvement. With our 44 stores in 28 cities, we are dedicatedly creating best products and experiences for our customers.

Brand, Customer and Marketing

HomeTown story is about a passion for creating stylish, functional, comfortable home for our Customers where they spend their special moments with ease and joy. We provide high quality home products, solutions and interior concepts that are versatile and functional. Our well informed, discerning Customers are ever curios about home interiors with different needs and design preferences and approach us for trendy, functional and quality products. The customer journey is digitally powered through mobile wallet, shoppable product kiosks, virtual shopping to provide a truly omnichannel shopping experience.

Our focus is on Brand building, Customer acquisition and loyalty help ensure profitable Customer footfalls into our stores and on the website. We have a strong CRM framework developed through a deep understanding of our customers' behavior, preferences and purchase history. We serve our Customers with Product recommendations, personalised offers, and decor inspirations, and create lifelong value and build customer relationships.





We are among the industry leaders in India with strategic focus on home retail.

Home retail remains our core competence. Being the industry leader in our field and our hometown brand, we are constantly creating value for our clients and customers by providing them with a range of great quality home products and services.

Our increase in scale and focus on execution, allow us to provide our customers with the best value in terms of quality and cost. We also provide the most exciting and innovative solutions in personalised interior designing and services for homes and offices. Over and above these, our online presence allows us to cater to the specific needs of the new-age online customers.

OUR VALUES

We work to create value beyond profit, putting our customers and stakeholders at the centre of our decision-making.



INDIANNESS

Believing in the Indian way and in oneself



LEADERSHIP

In thought and in business



RESPECT & HUMILITY

In dealing with everyone within and outside the organization



INTROSPECTION

For continuous learning, self-development and personal excellence



OPENNESS & ADAPTABILITY

Open to new ideas, knowledge and proactive in meeting challenges emerging from changing business scenarios



VALUING AND NURTURING RELATIONSHIPS

With customers, business associates, stakeholders, communities and society



SIMPLICITY & POSITIVITY

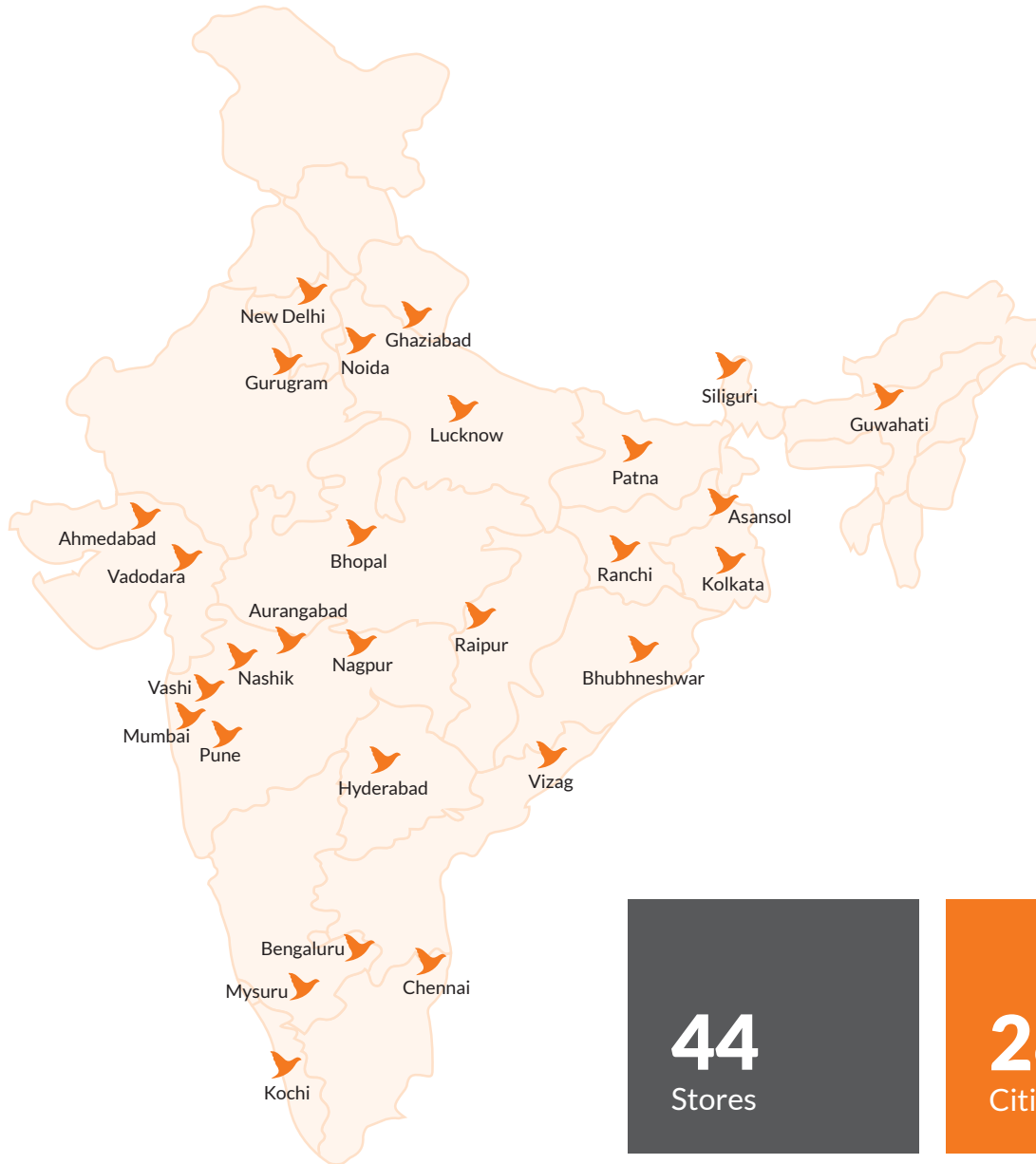
To foster innovation, speed and imagination



FLOW

Learn and be inspired from the universal laws of nature

CHANGING TRENDS ACROSS PRESENCE



44
Stores

28
Cities

Spread over
8.42 Lakh sq.ft.
Of retail space

Disclaimer: This map is a generalised illustration only for the ease of the reader to understand the locations, and is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features / states do not necessarily reflect the actual position. The Company or any of its directors, officers or employees cannot be held responsible for any misuse or misinterpretation of any information or design thereof. The Company does not warrant or represent any kind in connection to its accuracy or completeness.

DIGITAL PRESENCE



1.5 Mn

Registered Customers on Mobile App & Website

5 Lakhs

Andriod App Downloads

Top 3 Furniture Seller on:



pepperfry

11%

Share of Revenue from Digital Channel

1,700

Pincodes with

72

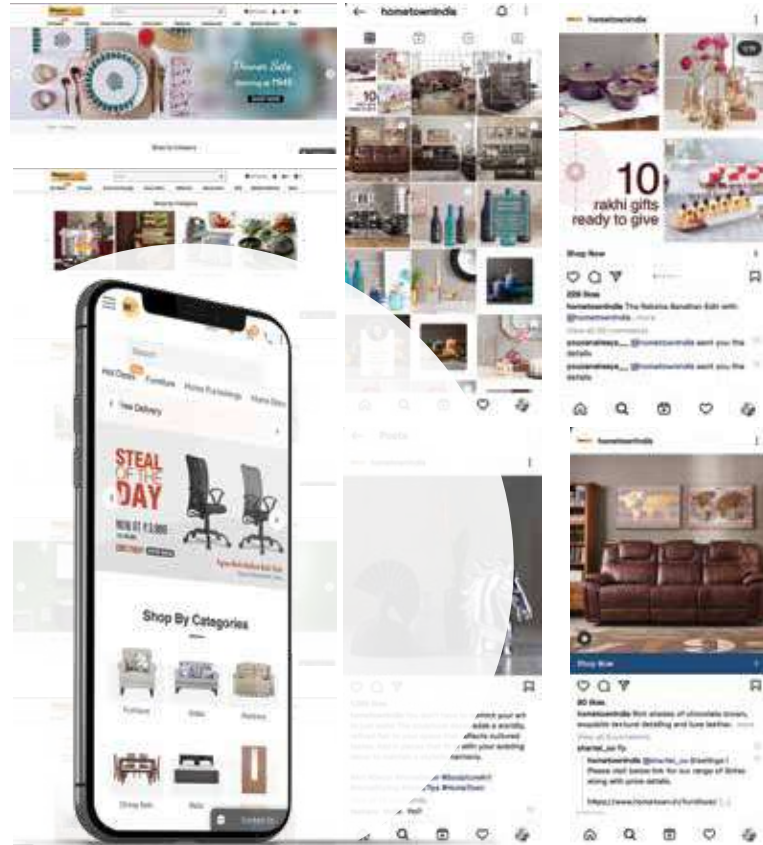
Hours Delivery

Goldseller



DIGITAL FIRST

Digital Capabilities	Status
Discover online, ship from store	Active
Discover online, ship from warehouse	Active
Discover online, close purchase at store (Salesforce)	Active
Discover at store, ship from warehouse	Active
Discover at store, close purchase online (Salesforce to HomeTown.in integration)	Active
Endless aisle – Display of whole product range through big screens	Active
Warehouse capable of B2B and B2C shipping	Active
Common inventory pool, exposed to multiple marketplaces	Active
Tour the store from home, with custom demos; ship from warehouse	Active
Assisted commerce : enabled by qualified agent, at studio; deliver from Warehouse	To be started



Endless Aisle

Enables customer to browse entire display of Furniture inventory check and payment enabled hence providing seamless experience to the customer

Live Product Demo Video

- Enables customer to request for video demo of products from comfort of their home
- Acting as a major factor in reducing friction of purchase



ASSISTED COMMERCE

Appoint Design Agents, through a robust curation process

- Strong aesthetic
- Community influencer
- Technical qualifications preferred (Architect / Interior Designer)
- Train and equip with basic materials
- Lead generation through performance marketing, digital-first brand building,



Role of Digital Design Agent (DDA)

- Create awareness about HT range and brand in community
- Convert leads for furniture, custom builds
- Generate leads from local networks
- Ensure end-to-end coordination including browse, order placement, delivery, installation and post sales service

Pilot in Ahmednagar

Hometown has stores at Pune and Aurangabad. Ahmednagar is situated at approx equal distance between Pune and Aurangabad. It is a sub 1 mn population town. It is an ideal candidate for introducing DDA to increase the reach of HomeTown, where we are piloting a model



OUR PRODUCT PORTFOLIO



Home Furnishings



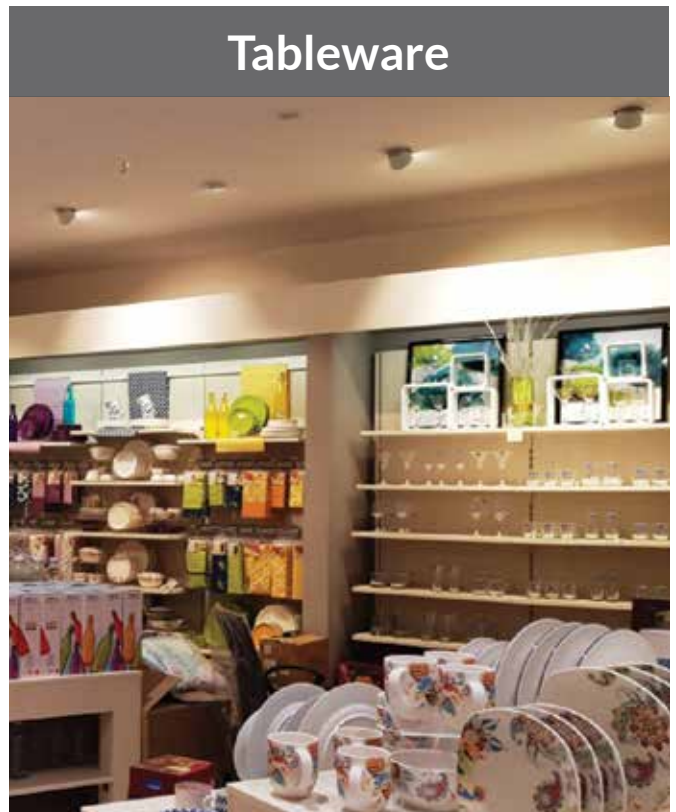
Furniture

Perfect blend of design and function with furniture that suits every customer's individual taste and needs. Whatever the style—modern, rustic or traditional, at Hometown we have an product for everyone.

Inspired from the global trends to suit your taste and best reflect your mood at home. Be it creating a perfect corner with our eclectic decor or spotlight to your dining room with our home ware products, we have it all.



Home Décor



Tableware



Kitchenware

Great design, unparalleled quality, and elegant forms for kitchens and wardrobes that are stylish functional and state of art.



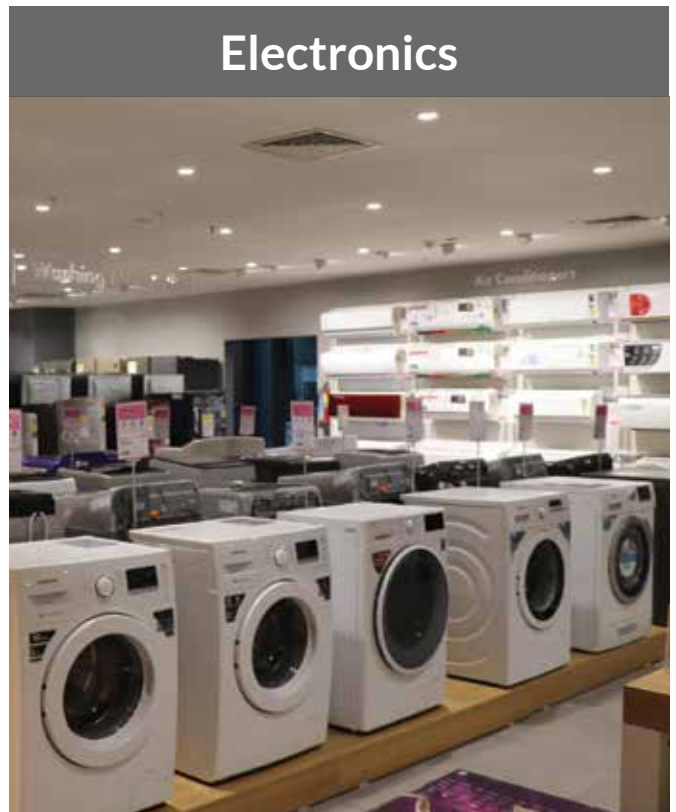
Modular Kitchens

Bath



Create stylish and functional bathroom, with our range of bath vanity, shower multi function and enclosures to wall mirrors.

Electronics





LAURA ASHLEY
SINCE 1953

Discover and shop the full range of the quintessentially British brand Laura Ashley exclusively available at Hometown. With ornate detailing, plush textures, sophisticated styles, timeless designs and rich colourways, this beautiful brand has something to suit every taste and style. Look out for our statement furniture options including sofas, beds, dressers and dining sets, as well as striking decorative accessories and elegant home furnishings that will give the finishing touch to your space. Whilst our lighting options have been designed to illuminate your home with heightened style and elegance. We offer a luxurious collection that ensures your home displays an extension of your personality.



FROM THE MANAGING DIRECTOR' DESK



Dear Shareholders,

I hope you and your near and dear ones are safe and healthy. The COVID-19 pandemic has impacted everyone's lives and businesses through the entire financial year of 2020-21 and still continues to create disruptive impact on the lives and livelihood of people across the world. But as they say, challenges always give you the opportunity to revisit yourself and change the approach, we also brought about several changes to our strategy and strengthened our core, while adapting to the new normal.

India's consumption has been driven by strong fundamentals - increasing share of affluent and elite households, urbanization, nuclearization of households and increasing share of younger population with higher appetite to spend. However, with COVID-19 hitting the country in 2020, the factors driving consumption came under pressure putting hard brakes on the growth rates. The retail sector saw its first contraction in 2020 after showing double digit growth over the past several years. Economic revival is on the anvil now. The signs of recovery are visible both on-ground (increasing GST collections, increasing e-way bills etc.) and in the sentiments of consumer and capital markets. It is expected that India's retail sector will bounce back to the pre-Covid trajectory sometime soon, but some trends and behaviours of consumption developed during the pandemic - like adoption of digital platforms of consumption and increased focus on designing the space within homes - will have a lasting impact.



While the pandemic impacted our business severely, it also forced us to introspect and develop strategies that will help us recover **faster and be better prepared for the future.** We have been in constant engagement with all our stakeholders to understand and allay their anxieties and engage with customers far more effectively on both digital and physical spaces.

I am pleased to share with you the Annual Report and your Company's performance in Financial Year 2020-21. While the pandemic and government regulations such as lockdown, forced the company to close stores for prolonged periods, our increasing focus on the digital channels helped us retain our engagement and business with consumers. Digital sales now account for almost 12% of our sales and is expected to pick up further momentum and share in the ongoing financial year.

The online channel has grown in partnership with leading online marketplaces as well as your company's own webstore and mobile applications. Through the year, our focus on enabling the necessary logistics network as well as preparing our stores to handle pick-up for online orders helped ensure faster delivery and higher availability of inventory for digital channels.

Today, Hometown has become a formidable brand on all the market places with a strong brand recall. We delved into new fulfilment models with marketplaces which gave us disproportionate returns and strengthened our brand image.

During the year we continued to adopt a measured approach towards sustainable growth that is value accretive in the long run. Our endeavour is to increase the velocity of sales for existing business and increase overall retail space and presence. The objective has been to enhance assortment relevance, improve quality standards, shopping experience and reinvent ourselves for higher customer conversion ratio, better ticket sizes, better same store sales growth and focus on higher margin products.

We are taking steps to design smarter and experiential stores using technology, innovation in services, layouts, sections and digital interface. This will help us attract more evolved and experience seeking customers in key catchments and metros. Alongside this, these stores redefine the shopping experience and set new benchmarks for retailing in India. We have also directed our efforts to enhance customers' shopping experience through EMI facility for spends above certain limit across stores of the Company, and many more initiatives. These innovative fast-growing digital tools are yielding deep consumer big-data which in-turn shall immensely help us in penetrating deeper into our customer-base while at the same time, bringing in new age customers in large numbers.

We understand the importance of online sales channel in post COVID-19 era. To ride this wave of optimism and growth aligned with our vision to continuously enhance the customer buying experience we are investing on our website and app and adding new features and improved design. This will help us in increasing the conversion on the website and provide our users a seamless experience. We are working to develop a separate fulfilment structure for our digital business to further improve on the timelines and promise to the customer. In this pursuit we have placed strategies that will focus on building a rich experience for customer to have a seamless shopping experience both at physical store and on our website.

Our Focus

The focus of the Company continues to be a one stop destination for all home interior requirements – products and services. We have continued to work on optimizing productivity on per store basis which has become ever so important with stores reopening post the lockdowns. To ensure the desired efficiency we are also looking to run some categories on Sale or Return (SOR) model (Office furniture, Home Improvement etc to name a few) which will ensure that we minimise risk with respect to

excess inventory without hampering the customer experience. With a view to ensure customer and employee safety, we have also instituted various safety measures across all our stores to ensure a safe shopping environment. Another focus area for us is improving throughput per square feet through a combination of – improving footfalls, increasing conversions, introduction of newer and contemporary range of assortment across categories.

Future Outlook

In these tumultuous times, we have strived to provide efficient consumer services. We will continue to strengthen our digital and electronic capabilities to reach out to our customers.

The Company's fundamentals are intact to support the strong growth prospects. Over the years, we have built a highly resilient and diverse business with a strong foundation. The broadness of our portfolio further allows us to serve a wide range of markets and application areas. As a leading player, we have also developed the flexibility and agility needed to compete in today's demanding markets as well as the ability to respond swiftly and effectively to fluctuations in demand.

Today, when I look back on the path we travelled, it gives me a sense of pride and confidence in our strong and diverse team, which is capable of handling any challenges. It is this pride of working with such an illustrious team that drives us every day as we work to honour our stakeholders' faith and investment in us. I would like to thank our customers, suppliers and other partners for their continued faith in our capability and helping us in improving our processes and in developing ourselves into a world-class company. I would like to thank my fellow Directors, our senior leadership team and stakeholders for their continued support and faith in our vision and helping us drive towards success. Be safe and healthy!

Mahesh Shah

Managing Director

BOARD OF DIRECTORS



Mr. Mahesh Shah

Managing Director | DIN: 01488017

Mr. Mahesh Shah, Additional Director, designated as Managing Director being Key Managerial Personnel of the Company has more than 29 years of rich expertise and experience in retail industry, Mr. Mahesh Shah, aged 52 years has done M.M.S. – Management from S.P. Jain Institute of Management & Research and holds a Bachelor’s degree in Engineering from Veermata Jijabai Technological Institute (V.J.T.I). Mr. Shah has worked with India’s leading retail houses and has had a long-term relationship with Future Group. To summarise, Mr. Shah has been associated with the Future Group as a CEO – HomeTown (erstwhile Pantaloon India Limited) from May 2005 – July 2011, then had worked as a CEO – HomeTown with Future Retail Limited and Praxis Home Retail Limited for a total period from June 2013 – Oct 2018. Even outside the group, he has shown his exemplary performances as a President – HomeCentre (company being Lifestyle International Private Limited), with his recent stint being in Welspun Flooring Limited as a CEO. Mr. Shah’s benchmarked performance is that of setting up the concept “HomeTown”, a complete home retailing format of an average size of 1,50,000 sq.ft encompassing Furniture, Home Improvement, Electronics, Furnishings, Décor and Housewares. He has a record of setting up 11 stores across India and was responsible for concept profitability, store design and merchandising. Also headed value retailing formats for home: “Furniture Bazaar” and “Home Bazaar” during his tenure with HomeTown between 2005-2011. He is known for his strategic business decisions related to sourcing and merchandising of Furniture and Home Improvement Categories.



Ms. Anou Singhvi

Independent Director | DIN: 07572970

Ms. Anou Lunia Singhvi, Additional Independent Director, is the Managing Partner at Worldwide Software Exports, a boutique software engineering firm providing solutions to retail and retail-adjacent companies. Historically she has been a visual and performing artist along with being a jewellery designer, and her works have been showcased in multiple venues across India and the Middle-East. Her articles on topics like spirituality, indian jewellery and the rich heritage of the arts and crafts of India have been published in various publications including Times of India, Gems and Jewellery Magazine, and Marwar. Ms. Anou Singhvi studied Interior Design from Parsons School of Design, New York and also holds a BFA degree in Applied Arts from University of Rajasthan. As a founding member of the NGO Srishti Art and Craft Society, she has empowered artists and craftsmen from 2nd tier cities across India.



Mr. Harminder Sahni

Independent Director | DIN: 00576755

Mr. Harminder Sahni, Additional Independent Director has done his M.B.A from IMS, Indore and a Textile Engineer from TITS, Bhiwani. Mr. Sahni is the Founder and Managing Director of Wazir Advisors. He has been advising various consumer centric businesses. He carries with him immense experience of over two decades as a management consultant in the Consumer Goods, Retail and Textile sectors. He has been guiding various Indian and International companies on corporate strategy, business creation, diversification and performance enhancement.



Mr. Jacob Mathew

Independent Director | DIN: 00089144

Mr. Jacob Mathew, Additional Independent Director is a product designer trained at India's National Institute of Design. He serves as the CEO of Industree Foundation, a highly regarded social enterprise that helps rural communities assess their traditional skill base, organise them into production units and develop products that appeal to modern markets. He is also the co-founder of Tesseract Design, Dovetail Furniture and Spring Health Water, a safe drinking water initiative operating in rural areas in Eastern India. He also teaches as a Design Principal at Srishti Manipal Institute of Art, Design & Technology in Bangalore, where he leads the Impact Edge Lab. Mr. Jacob spent the first 25 years of his professional life transforming businesses through design-thinking, and now well into his next 25, he is bent on transforming society through business and design.



Mr. Shirang Sarda

Non-Executive Non-Independent Director | DIN: 00576667

Mr. Shirang Sarda, Non-Executive, Non-Independent Director, graduated in Commerce from BYK College of Commerce and MBA from Simon Business School, University of Rochester in 1996. He joined the Sarda Group family business in 1996 and played a key role in diversifying the Sarda & Kadak Bidi business. He was instrumental in establishing a world-class dairy farm, Sarda Farms, and setting up its last mile distribution for chilled milk. He pioneered Yogi Ayurvedic Products Private Ltd. a leading GMP certified company engaged in manufacturing Ayurvedic products. He initiated the Sarda Group's diversification in the hospitality industry with the launch of Apple Country, Manali, one of the highest-occupied hotels of Manali. As Director of TLC Relationship Pvt. Ltd. (a leading CRM services company for the hospitality vertical), led the technology aspect for CRM services. He played a key role in setting up Nashik's first mall, 'The Zone', integrating Retail, Entertainment and Leisure to attract national retailers to the city. He is a Chairman of City Center Mall Pvt. Ltd., a 5,50,000 sq.ft. shopping center in Nashik integrating retail, entertainment and food, which intends to create a world-class digital customer experience. He is a Chairman of Shreelekha Nagari Sahakari Adhikosh Ltd., a micro-finance society for over 12,000 women. Also involved in various non-profit and CSR activities. He aspires to enrich social sensibilities across the Sarda Group.



Ms. Avni Biyani

Non-Executive Non-Independent Director | DIN: 02177900

Ms. Avni Biyani, Additional Non-Executive, Non-Independent Director is the Concept Head of Foodhall, a gourmet food superstore chain that is part of Future Group. She formally joined Future Group in 2011 as part of its food business and over the years established Foodhall as India's premium lifestyle food destination. She is also a part of Future Group's Integrated Food Strategy Council and is responsible for growing the group's foray into the premium food segment. She also takes a keen interest in the fashion and lifestyle businesses of the group and is also closely involved with the operations of the fast fashion brand – CoverStory. Ms. Avni Biyani is a graduate of New York University where she studied liberal arts and humanities. Apart from her interest in sociology and public policy, she is a passionate cook and a connoisseur of various global cuisine. Her love for travelling and exploring new places across the world has translated into her vision for Foodhall. Observing customers also inspires her in many ways to comprehend a lot of business practices and selling styles. She is also a trained classical dancer.

CORPORATE INFORMATION

Board of Directors

Mr. Mahesh Shah

Managing Director
DIN: 01488017

Ms. Anou Singhvi

Independent Director
DIN: 07572970

Mr. Harminder Sahni

Independent Director
DIN: 00576755

Mr. Jacob Mathew

Independent Director
DIN: 00089144

Mr. Shrirang Sarada

Non-Executive Non-Independent
Director
DIN: 00576667

Ms. Avni Biyani

Non-Executive Non-Independent
Director
DIN: 02177900

Statutory Auditors

Pathak H.D. & Associates LLP
(Membership No. 107783W /
W100593)

Deputy Chief financial Officer

Mr. Vikash Kabra

Company Secretary & Compliance Officer

Ms. Smita Chowdhury

Secretarial Auditor

M/s. Anant Gude & Associates
Practising Company Secretary
ACS No. 7219 / CP No. 18623

Share Transfer Agent

Link Intime India Pvt. Ltd.
C-101, Embassy 247,
L. B. S. Marg, Vikhroli (West),
Mumbai - 400 083.
Tel. No. + 91 22 4918 6000
Fax No. + 91 22 4918 6060
Website: www.linkintime.co.in

Bankers

RBL Bank Limited
State Bank of India
Axis Bank Limited

Registered & Corporate / Store Support Office

iThink Techno Campus, Jolly Board Tower D,
Ground Floor, Kanjurmarg (East),
Mumbai - 400 042, Maharashtra
Tel : +91-22-68824900
Fax: +91-22-7106 8032
Website: www.praxisretail.in

Investor Email Id

Investorrelations@praxisretail.in

Corporate Identity Number

L52100MH2011PLC212866

Date of Incorporation

January 31, 2011

Stock Exchanges where the Company's Equity Shares are Listed

- i) BSE Limited (BSE)
- ii) National Stock Exchange of India Limited (NSE)



MANAGEMENT DISCUSSION & ANALYSIS

This discussion aims at providing an understanding of the financial statements and a summary of our business performance and the eco-system it operates in. Management Discussion and Analysis comprises of:

- Economy Overview
- Industry Overview
- Opportunities and threats
- Information Technology Initiatives
- Business / Operational Overview
- Risks and Internal Adequacy
- Human Resources
- Performance Overview

Some of the statements in discussion may be forward-looking. The future performance of such statements may differ from those stated in the Management Discussion and Analysis. Such probable difference can be on account of various factors such as changes in the macro-economic environment, Government regulations, tax regimes, impact of competition, and demand-supply constraints.

Economic Overview

Indian Economy

India's gross domestic product (GDP) shrank 7.3% to ₹ 135.13 trillion in 2020-21 (in real terms adjusted for inflation). Having witnessed consistent GDP improvement over the past few years, the Indian economy too faced challenges owing to the pandemic. The Government announced lockdowns to contain the virus spread and then subsequently started opening up the economy and relaxing the restrictions. In doing so, several fiscal stimulus were introduced to revive the economy and an ambitious Atmanirbhar Bharat package worth Rupees Twenty Lakh Crores was announced to support the domestic manufacturers. The Indian economy gradually started showing early signs of a broad V-shaped recovery, owing to larger public stimulus spends, the revival of consumer confidence, robust financial markets and an uptick in manufacturing activity. As a result, the GDP grew by 1.6% between January and March, 2021. However, the onset of second wave has once again put breaks to otherwise improving sentiments. In the long-term, the recovery is expected to be even quicker owing to ongoing vaccination drive and better awareness

levels. In its latest edition of World Economic Outlook published in April, 2021, IMF has projected India's GDP to grow 12.5 per cent in FY22, the highest among emerging and advanced economies.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2021/03/23/world-economic-outlook-april-2021>)

Retail Industry

The retail segment has undergone various changes in the past few years. While it was a little less organized, it is now taking steps towards being a properly organized and evolved segment. Experts believe that the industry performed magnificently well during the last three years. However, with the onset of the pandemic in 2020, not only the economy faced an upheaval, but the market scenario and the consumer preferences underwent a major transformation. But the industry took things in its stride by focusing on the provision of online sales to meet the rising demand of the consumers. However, 2021 seems to be the year for recovery and one of the key focus areas will be to enhance both B2B and B2C relationships, both at stores as well as through online channel.

Covid-19 Impact

The retail industry was impacted by the outbreak of Covid-19 followed by the nation-wide lockdown in the last week of March, 2020. The closure of retail stores and shopping malls across the country led to a sharp decline in consumer demand. While stores selling essential items like food and groceries, medicines were allowed to function, stores selling non-essential items like apparels, consumer durables etc were completely shut. As the lockdown was eased in a phased manner, the industry initially grappled with both supply and demand side issues. When the shopping complexes and malls were allowed to open from June, 2020, footfalls were low as people were cautious of stepping out due to the virus and on the supply side, retail players faced logistic challenges and some FMCG players partnered with online delivery players to supply products to end consumers.

Industry Overview

As per a joint report by FICCI and Deloitte, the Indian retail industry, which is presently growing at 10 percent,

is expected to almost double to ₹ 85 trillion (lakh crore) by 2021. This growth will be majorly driven by consumer data and technology disruptions. Along with this, consumer preferences will be the focus for all brands and retailers. The report further states that consumer retail is an essential part of the retail industry and has a current estimated size of more than ₹ 45 trillion. It is expected to witness a CAGR of over 1 percent in 2016-21 to reach a size of Rs. 85 trillion by 2021. Additionally, digital marketing spends by advertisers is also anticipated to double in the next 4 years to 24 percent of the total expenses.

However, in 2021, there will also be an increased competition in the already competitive market. While with the digital acceptance, the retailers will be working to meet the surging consumer's demand; they will have to focus on their USP so as to differentiate them from the other brands in the market and increase their preference by the consumers.

Differentiation will be the need of the hour. Hence, to ensure this, the retailers will be focusing on revamping

their revenue business models as they now understand that with the changing times change in strategies is essential. Along with this, they will also focus on offering exclusive subscriptions or memberships to ensure consumer loyalty, developing new partnerships and collaborations with key FMCG and consumer durable players, and an omnichannel digital experience. Since there is increased use of smartphones, apps, the internet, and social media, there will be a dire need for the retailers to come up with extraordinary omnichannel strategies along with the perfect blend of an offline and online extension of customer experiences.

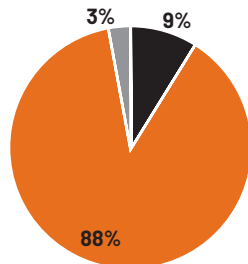
Organized and e-commerce retail sector to grow

As per IBEF's Industry retail industry report 2020, the Indian retail industry accounts for over 10% of the country's GDP. India is the world's fifth-largest global hub in the retail space. It also states that by 2021, traditional retail will hold a share of 75% with the organized retail share reaching expecting to reach 18% and e-commerce retail will be reaching 7% of the total retail market.

Scope for expansion

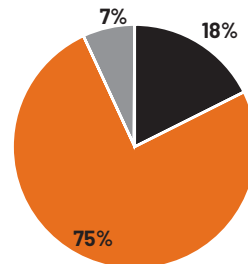
The share of organised retail and e-commerce is projected to increase to 18% (earlier 9%) and 7% (earlier 3%) respectively in 2021F as shown in chart 3 and 4 below.

Chart3: Segment wise breakup of Indian retail industry in 2019



■ Organised Retail ■ Unorganised Retail
■ E-Commerce

Chart 4: Segment wise breakup of Indian retail industry in 2021F



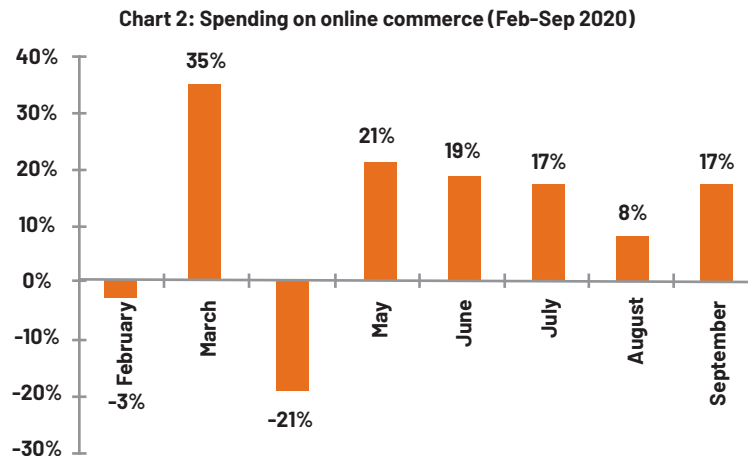
■ Organised Retail ■ Unorganised Retail
■ E-Commerce

Boom in e-commerce sales

The spread of the virus led to an acceleration in online sales of consumer products as consumer behaviour changed during the lockdown as people avoided physical store visits due to fears of virus contraction. Shopping through online channels not only enabled customers to shop from the comfort and safety of

their homes but it also allowed retail players to operate and survive despite restrictions during the period of lockdown and subsequent stages of unlock.

Online sales have gone up from -3% in the month of February 2020 to 17% in the month of September, 2020 as shown in chart 2 below.



Digital adoption

To keep up with the technological trends, retailers will also introduce AI technology in their operations to ensure flawless working. Artificial Intelligence based chatbots, customized and personalized offerings will also see a rise. Additionally, they will be a greater need to track and store consumer data. Internet will help in this task of gathering and analysis of consumer data and will also play a major role in pushing the growth of consumer business retailers.

2021 will also see the shoppers coming back to the physical stores for shopping and the brick and mortar will experience growth yet at the same time it will face an increased competition. However, online shopping will continue to grow owing to the safety concern of consumers. The primary focus of the retailers will be on enhancing B2B and B2C relationships and inculcation of a combination of offline and online strategies. On the whole, 2021 seems to be an optimistic and progressive year filled with growth and opportunities.

Source: <http://www.businessworld.in/article/How-Is-2021-Going-To-Be-For-The-Distribution-Retail-Segment-/31-03-2021-385185/>

The Indian retail trading has received Foreign Direct Investment (FDI) equity inflow totalling US\$ 3.44 billion during April, 2000-December, 2020, according to Department for Promotion of Industry and Internal Trade (DPIIT).

With the rising need for consumer goods in different sectors including consumer electronics and home appliances, many companies have invested in the Indian retail space in the past few months.

India's retail sector attracted US\$ 6.2 billion from various private equity and venture capital funds in 2020.

Source: <https://www.ibef.org/industry/retail-india.aspx>

The retail market in India has undergone a major transformation and has witnessed tremendous growth in the last 10 years. The retail market size is expected to reach ~1.5 trillion by 2030 which is an addition of \$700 billion in market size from current estimated market size of \$793 billion in 2020. India's e-commerce retail market which stood at \$30 billion in 2019 is also set to grow at a CAGR of 30% for gross merchandise value to be worth \$200 billion by 2026. The Indian e-commerce sector is expected to grow at a 27% CAGR over 2019 to 2024 and is expected to reach \$99 billion by 2024. Direct-to-Consumer segment could have a \$100 billion addressable market by 2025.

The number of households carrying out online transactions in India is estimated to grow from 154 million in 2020 to 233 million in 2025. India ranks among the best countries to invest in Retail space. Factors that make India so attractive include the second largest population in the world, a middle class of 600 million people, increasing urbanization, rising household incomes, connected rural consumers and increasing consumer spending. India ranked No. 2 in Global Retail Development Index (GRDI) in 2019.

Retail sector has contributed ~800 billion to India's GDP in FY20 and has employed 8% of its workforce (35+ million). It is expected to create 25 million new jobs by 2030.

Recent policy changes allow 100% FDI under the automatic route for single-brand retail trading.

Source: <https://www.investindia.gov.in/sector/retail-e-commerce>

Furniture Market Overview

The demand for residential furniture increasing by the orders from contract customers. The number of single- and two-person households has been increasing, resulting in the demand for small and portable furniture.

Factors such as growth in the residential construction market, rising internet penetration, the rising popularity of eco-friendly products, and lifestyle changes are contributing to the growth of the home furniture market.

The key factors driving the increase in demand for home furniture in India include growing housing and commercial construction and an increase in income levels that influence customers to adopt global lifestyle options, especially in urban affluent Indians. The demand for furniture products in India varies across different income levels from high income class to medium income who choose the furniture according to their choices, preferences and purchasing power.

In terms of age bracket, the age group of 25-35 years has been considered as the prime target group by furniture retailers in India. Based on cities, most of the demand for furniture products from the organized companies has originated from tier-1 cities.

Home Décor

The home décor market is growing nationally at a steady upward trend. The year 2020-21 was of dynamic changes as various companies witnessed transformation in innovative thinking and creativity. The year also saw an increasing number of brands bolster their online experience with offline centres. This resulted in a more personalized customer experience. Knowing enough about customers even before they walk into the store is no longer sci-fi, it is mainstream! Every category right from furniture (sofas, tables, beds), furnishings (drapes, bed linen, carpets & rugs) to complete home interiors (modular kitchens, wardrobes, storage units, wallpaper and painting, home automation), saw a rapid growth this year. A significant market shift is being experienced amongst companies in the furniture and home decor segment with the transposition of the unorganized retail to organized retail sector. This shift, alongside the change in consumption patterns, is paving way to digital spending.

Six key drivers of consumption that will shape consumer purchasing decisions: Value

The hunt for value is increasingly being driven by price-savvy consumers. With growing pressure on household budgets, consumer perception of value is changing. Shoppers want to pay less for more and they are demonstrating that they are willing to search until they find what they are looking for.

Convenience

Consumers have less 'free time' and are therefore looking for seamless experiences they can use anytime, anyhow and anywhere. Customers are showing a growing preference for online ordering, curbside pickups and home delivery. They are also looking for easy (and free) returns.

Experience

Customers are now engaging with retailers beyond the traditional transaction, forcing retailers to focus on delivering more tailored, seamless, responsive, and consistent customer experiences. In particular, customers are looking for more immersive and more unique experiences from their retailers.

Choice

Even before the pandemic, customers were gravitating towards two ends of the choice spectrum – either online players with almost unlimited choice, or discounters with limited selection but good value for money. Product range is becoming a critical differentiator among retailers.

Privacy and security

While, on the one hand, consumers are quickly becoming aware of data privacy risks and concerns, they are also increasingly willing to trade some risk in return for a seamless buying experience with trusted brands. So, while 71 percent of consumers say they are worried about data privacy, 66 percent say they are willing to share their data.

Purpose

Consumers are increasingly aware of retailers' behavior. Those who demonstrate the right behavior while ensuring their purpose is aligned with customers' values and expectations will hold a strong position.

Company Overview

Your Company operates stores of home furniture and home fashion under the brand name of HomeTown and also operates the web portal (www.hometown.in) to drive online sales of Furniture, Furnishing products with wide range of assortment catering to large section of customers. We are also present on leading market places like Flipkart, Amazon and Pepperfry. The

web portal in addition to offering rich information on design & modular solutions i.e Design & Build, Modular Kitchens & Wardrobes also helps in capturing details of potential customers to enable service closure by the physical stores. HomeTown as a one-stop shop continues to thrive its focus on customer satisfaction while providing a wide range of furniture, home furnishing goods, design and build, other home related products and high quality services including complete home design, modular kitchen designing, electronics, along with great in store experience.

The Company continues its strategy of adopting a measured approach towards growth that captures consumer spend from a growing set of Indian consumers and at the same time ensuring that this growth is sustainable and value accretive in the long run. A key focus for the Company is to increase its velocity of sales for its existing business and increase its overall retail space and presence. The objective has been to enhance assortment relevance, improve quality standards, shopping experience and reinvent ourselves for higher customer conversion ratio, better ticket sizes, better same store sales growth and focus on higher margin products.

The Company is determined to design its format stores to be smarter and experiential through use of technology, innovation in services, layouts, sections and digital interface. It aims at attracting more evolved and experience seeking customers in key catchments and metros. These stores redefine the shopping experience and set new benchmarks for retailing in India. HomeTown store is where many of the Company's innovations and ideas to give consumers a world class shopping experience have come together.

As part of other efforts to enhance customers' shopping experience and have a bigger share of their shopping wallet certain other initiatives have also been taken. This includes EMI facility through financing companies for spends above certain limit across stores of the Company, and many more initiatives. These innovative fast-growing digital tools are yielding deep consumer big-data which in-turn shall immensely help us in penetrating deeper into our customer-base while at the same time, bringing in new age customers

in large numbers. e-Commerce.

Hometown has become a formidable brand on all the market places with a strong brand recall. We delved into new fulfilment models with marketplaces which gave us disproportionate returns and strengthened our brand image. With our vision to continuously enhance the customer buying experience we are revamping our website and app with new features and improved design. This will help us in increasing the conversion on the website and provide our users a seamless experience. We are working to develop a separate fulfilment structure for our e-Commerce business to further improve on the timelines and promise to the customer. This is being done by keeping in mind that we also optimize our supply chain to get maximum output by efficient utilization of resources. There are lot of initiatives in progress and in pipeline to build on the omni channel experience so that customer has a seamless shopping experience both at Physical store and on our website. We understand the importance of Online sales channel in post COVID-19 era. Hence, the Company is determined to further strengthen our internal systems and processes to provide a world class experience

Opportunities

Higher brand consciousness:

With higher disposable income, there is a changing shift in preference towards premium and customized services. Convenience also continues to play for young, aspirational consumers who seek more flexibility and choice in their consumption basket as well as a superior shopping experience. High-street retail is increasingly gaining ground, online platforms notwithstanding.

Growing young population and working women:

A large young working population with median age of 24 years, nuclear families in urban areas, along with increasing workingwomen population and emerging opportunities in the services sector are proving to be the key factors in the growth of the organized Retail sector in India. The growth pattern in organized retailing and in the consumption made by the Indian population will follow a rising graph helping the newer businessmen to enter the India Retail Industry.

Changing consumer preferences and growing urbanization:

Purchasing power of Indian urban consumer is growing and branded merchandise in categories like Apparels, Cosmetics, Shoes, Watches, Beverages, Food and even Jewellery, are slowly becoming lifestyle products that are widely accepted by the urban Indian consumer.

Adoption of omni-channel and expansion of online:

The influx of mobile usage and internet technologies have led to increasing popularity of online shopping. This trend has led to the rise of the Omni-channel and other online shopping avenues in the retail industry. This will play a significant role once the lockdown is lifted, when customers would still be wary about stepping into stores for shopping, despite stores stepping-up their anti-COVID-19 precautionary measures.

Threats

Economic Slowdown: Retail consumption is directly impacted by the general economic environment. A subdued GDP growth performance, lowered market confidence, unanticipated policy reforms and rising oil prices, along with the ramifications of the COVID-19 pandemic, resulting into disruption in supply chain and change in consumer spend behaviour posing certain risk to business are some of the many macroeconomic factors that affect retail performance.

New entrants: With India presenting an attractive retail market, there is a continuous influx of new entrants into the sector. Our nationwide footprint, seamless service offers, diversified format presence and capable management team are few of the factors that help us retain our competitive edge.

Industry disruptions: Increased competition among leading national retailers, compounded by foreign brands entering the market has led to rivalry for locations, footfalls and offering price-based discounts to attract the customer. Our robust pipeline of stores and an array of insightful promotions help us navigate a tough operating context.

Information Technology (IT) Initiatives

The IT strategy for 2020-21 was focused on the following business objectives –

1. **Seamless Integration of lead data between online and offline channels of Hometown:** The lead information gathered at stores are now available in his online cart to complete the purchase digitally. The reverse is also true wherein products added to hometown.in cart reflect under the same customer at our offline stores through our CRM solution. Hence for the customer, it is a seamless journey between Hometown stores and our online site hometown.in.
2. **Revamp of hometown.in:** Rapid adoption of consumption of Home products through digital channels during the pandemic brought forth few key imperatives – Revamping of the Search and Browse: Hometown.in moved from a push-based browsing experience to a Machine Learning based Search and Browse experience for the customer. Hometown.in thus uses its analytics driven engine to share type-aheads, suggested products and suggested keywords (and in effect product category) to share search and browse results with customers.
3. **Optimizing the merchandizing experience:** To strike a balance between data-driven recommendation and information-push about products to customers, hometown.in introduced a Merchandising engine for ranking, boosting, pinning and thus promoting products. The overall approach gets further refined based on analysis of the customers funnel in terms of interest shown from Browse/Search till shortlisting/procurement.
4. **Rules engine based recommendation:** Revamped the entire recommendation engine by moving it to a Machine Language (ML) based recommendation, wherein past browse, search, procurement by the customer or its ilk drives the appropriate product recommendation rather than any manual decision to push product recommendation. An entire revamp of the Search, Browse and Recommendation engine is driving rich dividend in the subsequent financial year wherein the richness of data and hence recommendation has prompted an incremental sales closure of more than half a million ₹ per month.

5. **Improvement in Customer Experience:** While Customer experience and response to customer queries and complaints have been one of the founding principles of Praxis, IT brought all customer interaction on social media under one roof by introducing Social Studio as its Online Reputation Management (ORM). The end result is a drastic reduction in Turn Around Time (TAT) and consistency in customer interaction.

BUSINESS / OPERATIONAL OVERVIEW

The focus of the Company continues to be a one stop destination for all home interior requirements – products and services. Digital initiatives continue to be built on at a rapid pace. We continue to strengthen our e-Commerce operations both in the marketplace and through HomeTown. in. The Company continues to work on optimizing productivity on per store basis which has become ever so important with stores reopening post COVID-19. To ensure the desired efficiency we are also looking to run some categories on Sale or Return (SOR) model (Office furniture, Home Improvement etc to name a few) which will ensure that we minimise risk w.r.t excess inventory without hampering the customer experience. With a view to ensure customer and employee safety, we have also instituted various safety measures across all our stores to ensure a safe shopping environment. Improving throughput per square feet continues to be a focus area through a combination of – improving footfalls, increasing conversions, introduction of newer and contemporary range of assortment across categories. Through a combination of technology and skilled staff The Company strives to provide the best in class experience to the consumer. Improving productivity and efficiency yielding to more cost-effective back end operations continues to be a major focus.

Supply chain management

Due to outbreak of COVID-19 there is a surge observed in demand on Online platforms, lot of first-time buyers are compelled to opt the online route because of the social distancing and lockdown norms. Customers find comfort and ease in online buying hence a shift has been observed in buying pattern across categories. Unfortunately, the Supply chains are equally affected

for physical stores as well as online channels and initially customers had to adjust with long timelines and unexpected delay in deliveries. Now, the situation seems to be stable and an increase in demand is observed.

Your Company's online platform Hometown.in also saw a surge, customer visits doubled as compared to the last year. Praxis also faced challenges w.r.t supply chain initially but over the time the situation stabilized. Your Company took several initiatives to lessen the impact and make sure that customers can continue shopping for their needs. Please find below couple of such initiatives:

- To ease customer purchase through online channel and overcome the hurdle of touch and feel during high ticket purchases, Praxis introduced a policy of Same Time Return, under which customer can return the product ordered online if they don't like the product post delivery as opposed to our 24 hour cancellation policy.
- Praxis reached out to our existing customers through a Whatsapp campaign to understand their needs and tried to fulfill the same to best of our abilities.

Your company is rapidly building up systems and processes in wake of the pandemic and making sure that we are ready to handle the increase in demand through online channel and provide best in class experience to the customers.

Risks Internal Adequacy

Risk and Concerns: The Company recognises that risk is an inherent part of every business. The current economic environment in combination with significant growth ambitions of the Company carries with it an evolving set of risks. Company recognises that these risks need to be managed to protect its customers, employees, shareholders and other stakeholders in the society to achieve our objectives and ensuring sustainable growth of the business. Key risk areas are periodically reviewed by the Senior Management of the Company.

Nevertheless, the Company periodically reviews risks, and provide an integrated approach for identifying,

assessing, mitigating, monitoring and reporting of various risks associated with the business of the Company.

The Audit Committee has been entrusted by the Board with the primary responsibility to monitor and review risk management, assessment and minimization procedures and to develop, implement and monitor the risk management plan and identify, review and mitigate all elements of risks which the Company may be exposed to.

Further, the Audit Committee has delegated the Internal Auditors with the role of risk management, assessment and minimization procedures and also periodically reviews with them the existing procedures and measures to improvise the same.

The Company has in place adequate internal financial controls with reference to financial statements and proactively tracks all changes on the regulatory front and make sure our systems and processes are in compliance of the same. The general economic and political conditions in India, Indian monetary and fiscal policies, state of the economy also have impact on our business. An important element of our business is our procurement strategy which is largely import oriented. The Company closely tracks developments in this area and taking proactive steps to mitigate risks arising as a result of any import related policy changes.

Internal Control Systems and their Adequacy

The Company has adequate internal controls and risk management processes that are commensurate with the nature of business, and size and complexity of its operations.

Appropriate internal control policies and procedures are designed to ensure sound management of our Company's operations, safekeeping of its assets, optimal utilisation of resources, reliability of its financial information and compliance and have been set up to provide reasonable assurance on:

- Effectiveness and efficiency of its operations
- Reliability of financial reporting
- Compliance with applicable laws and regulations

The compliance with these policies and procedures

is ingrained into the management review process. Deviations from laid-down processes and policies are addressed through systemic process. The Company continuously assesses effectiveness of its internal controls across multiple functions and locations through internal audit. Standard operating procedures have been laid down for important processes across functions. The internal audit programme, significant audit findings, adequacy of internal controls and the financial and risk management processes are regularly reviewed by the Audit Committee. Proactive steps are taken to ensure compliance with various upcoming regulations by the Compliance team. The Company also encourages the employees to adopt fair, compliant and ethical practices. Praxis continues to stay committed to the areas of control and compliance, to ensure the highest standards of governance.

Human Resource Initiatives

Human Resource is one of the key interfaces the Company has with its customers and hence it plays a vital role in writing the success story of any Company.

The year under review witnessed significant progress in people practices, policies, and processes. It's been nearly a full year since we started working from home or following Covid-19 protocols in the workplace. The biggest challenge that the Company faced during this pandemic was to retain the core employees and keep the strategic business functional. During this tough time, the Company received the tremendous co-operation from all our employees and your Company appreciates their resilience in holding the fort. But as the pandemic stretches, your Company want to do best to ensure that employees are safe, happy, and productive while maintaining a work-life balance in this new digital workplace. Therefore, your Company has launched – WITH YOU, a Covid initiative to assist employees to focus on work, family, and mental health. Meeting Free Hour, No meetings after 6 pm & Wellness Wagon were few significant initiatives under the campaign.

Safety of our employees is of paramount importance and this was reflected both during the onset and living through the pandemic. The Company has recast the way we work keeping in mind safety and agility.

The Company's success relies on the continued support of its dynamic and talented human capital. Attracting, enabling, and retaining talent have been the foundation of the People Office function. The reimagined approach to learning and development has helped the Company to train employees and new recruits on digital platform. Continual pursuit to connect with employees on a regular basis, open and transparent communication, progressive HR policies have improved retention and employee engagement level. The total number of employees as on March 31, 2021 is 1647 (March 31, 2020).

The disclosure under the Sexual Harrasment of women at workplace (Prevention, Prohibition and Redressal Act, 2013) has been covered in the Board's Report forming part of this Annual Report 2020-21.

Review of Financial Performance of the Company for the year under review

Your Company's Audited Financial Statements are prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended. Your Company has incurred losses amounting to ₹ 10,322.16 lakhs as per Audited Financial Statements for Financial Year ended March 31, 2021, which are primarily on account of COVID-19 induced lockdown and the overall slowdown of the economy during the pandemic.

On account of the losses suffered, your Company has taken various initiatives to improve sales and optimise costs to improve profitability in the forthcoming years.

Review of the Financial Performance

Total Revenue

Total revenue for the Financial Year ended March 31, 2021 (FY 2021) was ₹ 37,867.53 lakhs as compared to ₹ 70,372.76 lakhs for the Financial Year ended March 31, 2020 (FY 2020), representing a decrease of 46.19% primarily on account of COVID-19 induced lockdown and the overall slowdown of the economy during the Pandemic.

Total Expenses : Our total expenditure for the FY 2021 was ₹48,191.05 Lakhs as compared to ₹ 78,445.21 Lakhs

for the FY 2020, representing a decrease of 38.57%.

Total expenditure comprises of:

Purchase of Stock In Trade

The purchase of stock in trade for the FY 2021 was ₹ 13,116.90 Lakhs as compared to ₹ 40,683.74 Lakhs for the FY 2020, representing a decrease of 67.76%. This decrease was due to resultant decrease in sale of products on account of COVID-19 induced lockdown and the overall slowdown of the economy during the pandemic.

Changes in Inventories of Stock-in-Trade

The changes inventories of stock-in-trade for the FY 2021 were ₹ 8,441.53 Lakhs as compared to ₹ 2,165.20 lakhs for the FY 2020. The change in inventories of stock-in-trade was due to liquidation of existing stock available with the Company and less inward on account of the Pandemic.

Employee Benefit Expenses

Employee benefit expense for the FY 2021 was ₹5,394.52 Lakhs as compared to ₹8,724.04 Lakhs for the FY 2020, representing a decrease of 38.16%. This decrease was mainly due to decrease in staff count & salaries on account of the Pandemic.

Rent including Lease Rental Expense

Rent including lease rental expense for the FY 2021 was ₹3,484.46 Lakhs as compared to ₹3,956.93 Lakhs for the FY 2020, representing a decrease of 11.94%.

Finance Costs

Finance costs for the FY 2021 was ₹3,422.57 Lakhs as compared to ₹4,006.97 Lakhs for the FY 2020, representing a decrease of 14.58%. The said decrease is mainly due to reduction in borrowings during the FY 2021.

Depreciation and Amortization Expense

Depreciation and amortization expense for the FY 2021 was ₹5,678.84 Lakhs as compared to ₹5,690.00 Lakhs for the FY 2020, representing a decrease of 0.20%.

Other Expenses

Other expenses for the FY 2021 were ₹8,652.23 Lakhs as compared to ₹13,218.33 Lakhs for the FY 2020,

representing a decrease of 34.54%. The decrease was mainly due to decrease in operational expenses because of closure of the stores due to COVID 19 during the FY 2021.

Profit/(Loss) After Tax

The profit/(loss) after tax for the FY 2021 was (₹10,322.16) Lakhs as compared to (₹8,073.83) Lakhs for the FY 2020. The increase in losses was primarily on account of decrease in sales on account of closure of stores during the major part of the year because of Government induced lockdowns with respect to COVID 19 Pandemic.

Earnings Per Share (EPS)

Basic and diluted EPS was ₹ (32.24) for 2019-20 and ₹ (36.61) for 2020-21. The EPS worsened due to greater losses in operations which were badly hit on account of COVID-19 pandemic.

Net Profit Margin

Net Profit Margin worsened from -11.47% in 2019-20 to -27.26% in 2020-21 due to greater losses in operations which were badly hit on account of COVID-19 pandemic.

Return on Net Worth

Return on Net Worth increased from -191.22% in 2019-20 to -71.80 % in 2020-21 mainly due to increase in negative networth on account of higher losses.

Interest Coverage Ratio

The Interest Coverage Ratio declined from -1.01 times in 2019-20 to -2.02 times in 2020-21 due to greater losses in operations which were badly hit on account of COVID-19 pandemic.

Current Ratio

The Current Ratio increased from 0.69 times in 2019-20 to 0.45 times in 2020-21 mainly due to reduction in Current Assets.

Debt Equity Ratio

Debt Equity Ratio improved from 2.44 times in 2019-20 to 1.35 times in 2020-21 mainly due to decrease in Debt.

Debtors Turnover Ratio

Debtors Turnover Ratio decreased from 45.75 times in 2019-20 to 22.62 times in 2020-21, mainly due to lower

revenues from operations on account of COVID-19 pandemic.

Inventory Turnover Ratio

Inventory Turnover Ratio decreased from 2.35 times in 2019-20 to 1.61 times in 2020-21, mainly due to lower revenues from operations on account of COVID-19 pandemic.

BOARD'S REPORT

To
The Members,

Your Directors are pleased to present the Tenth Annual Report of the Company together with the Audited Financial Statements for the financial year ended March 31, 2021.

Financial Highlights

The financial performance of the Company is as follows:

Particulars	Financial Year 2020-21	Financial Year 2019-20
Revenue from Operations	31,309.58	70,277.39
Other Income	6,557.95	95.36
Total Income	37,867.53	70,372.75
Profit / (Loss) before Depreciation and Amortization Expense & Tax expense	(4,644.68)	(2,382.46)
Less: Depreciation and Amortization expense	5678.84	5,690.00
Profit / (Loss) before Tax	(10,322.16)	(8,072.46)
Less: Tax expense	(1.37)	1.37
Profit / (Loss) after Tax	(10,322.16)	(8,073.83)
Other Comprehensive Income for the Year	152.57	(137.15)
Total Comprehensive Income for The Year	(10,169.58)	(8,210.98)
Earnings Per Equity Share of Face Value of ₹ 5/- each		
- Basic (in ₹)	(36.61)	(32.24)
- Diluted (in ₹)	(36.61)	(32.24)

Review of Performance

During the financial year under review, the Company had a total income of ₹ 37,867.53 Lakh. The total expenditure during the year was ₹ 48,191.05 Lakh. The Company has incurred a loss of ₹ 10,322.16 Lakh after tax for the year under review.

Business Outlook

Business outlook has been discussed in detail in Management Discussion and Analysis (MDA) which forms part of the Annual Report.

Information Technology

Having put together an Omni-channel data platform in the preceding financial year, the focus of all technological initiatives was on transforming the organization into a data driven decision-making body.

This focus resulted in a slew of initiatives – Changing the operational KPIs of the org. to ensure actions based on customer prospect data from physical and online stores;

1. Introduction of gamification/rewards to ensure adoption of CRM solution;
2. Assessment of lost sales;

Owing to the adoption thus garnered, we have been able to follow the customer's journey at the store and online channels right from purchase intent to closure of sales or that of lost sales. This has helped the organization in bringing about a very rich engagement with the prospect wherein the scope of discussion shifts from being generic to specific products in which the customer has shown interest.

In addition, owing to the integrated data platform, there was a huge uptick in customer experience due to multiple self-service initiatives introduced on hometown.in such as Track Order, Self-Service complaints/requests, etc. The 360-degree view of the customer further enabled a much richer engagement between the customer service team and the customers. This is evident from a fair increase in Net Promoter Score of the organization.

With the motto being a data driven organization, we also introduced a slew of analytical reports covering overall Sales, Merchandise Sales at a category level, comparative analysis of products/brands, supplier analysis, etc. The primary objective is to enable the Category team to make informed decisions by leveraging the concerned reports.

Human Resource

In 2020-21, Human Resource continued its role as one of the enablers to achieve results for employees by implementing reforms and consolidating its impact across the organization. The organizational culture change is supported by pursuing two priority areas:

- Strategic and targeted acquisition of talent based on competencies, with an aim to enhance the overall quality and diversity.
- Honest and result-focused performance management as a foundation for effective career development.

The revised hiring and selection policy streamlined the evidence-based recruitment process and created internal mobility framework to ensure better talent pool at store, region, and store support office. The rise in operations combined with in-demand skill gap created pathways for nurturing and developing 'Apprentices' through National Apprenticeship Program to keep pace with the organization. These apprentices are trained to be deft in skill through constant learning and training. The organization has also initiated diversity and gender inclusion hiring to promote positive employee experiences.

Performance and career management played a key pillar in managing and supporting leadership talent. Crucial to the implementation was HR Connect which promoted employee performance and resolve or

prevent conflicts. The recognition of critical roles, nurturing and providing them opportunity continued to create an efficient and effective pipeline to identify talent for senior leadership posts and enhance succession management. Also, to deliver better results, thoughtful and robust New-Hire Training(NHT) was launched.

Finally, the outbreak of corona virus at the end of the fiscal year had everyone on edge. This paved way to new approaches and rapid responses while being committed to our employees' safety and well-being.

Share Capital

During the year under review equity shares aggregating to 27,50,000 (Twenty-Seven Lakh Fifty Thousand) were allotted to Future Corporate Resources Private Limited (FCRPL) on January 16, 2021 pursuant to exercise of conversion option of 2,915 Compulsorily Convertible Debentures (CCDs) out of 7,500 CCDs originally allotted on December 12, 2019.

Pursuant to the aforesaid allotment the paid-up share capital of the Company stands at ₹ 21,49,16,040/- (Rupees Twenty-One Crore Forty-Nine Lakh Sixteen Thousand and Forty only) divided into 3,03,83,208 (Three Crore Three Lakh Eighty-Three Thousand Two Hundred and Eight) equity shares of face value of ₹ 5/- each fully paid-up and 6,30,000 (Six Lakh Thirty Thousand) preference shares of ₹ 100/- each fully paid-up.

Pursuant to the aforesaid allotment the shareholding of FCRPL increased from 53.13% to 57.38% and the Company is a subsidiary of FCRPL.

Overview

The same is discussed in detail in Management Discussion and Analysis (MDA) which forms part of this Report.

Dividend and Reserves

The Company has not declared any dividend for the financial year March 31, 2021 and no amount is proposed to be transferred to the reserves.

Investments and Disinvestments

During the year under review, the Company has

neither made any investments nor divested any of its investments.

Public Deposits

The Company has not accepted any fixed deposits from the public and/or Members as such, no amount in the nature of principal or interest on deposits from public and/or Members was outstanding as at March 31, 2021.

Corporate Governance

A Report on Corporate Governance along with a Certificate from Mr. Anant Gude, Practicing Company Secretary regarding the compliance with the conditions of Corporate Governance as stipulated under Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereinafter referred to as "Listing Regulations" forms part of this Annual Report.

Management Discussion and Analysis

The Management Discussion and Analysis as required under Regulation 34 read with Schedule V of the Listing Regulations forms part of this Report.

Auditor and Auditor's Report

Statutory Auditor

Pathak H.D. & Associates LLP (Membership No. 107783W/ W100593) were appointed as the Statutory Auditor of the Company at the Sixth Annual General Meeting held on September 21, 2017 for a period of five years from the conclusion of the Sixth Annual General Meeting till the conclusion of the Eleventh Annual General Meeting of the Company. However, pursuant to the first proviso to Section 139(1) of the Act, their appointment was subject to ratification by the Members at every Annual General Meeting during the said term.

Pursuant to the notification by the Ministry of Corporate Affairs effective from May 7, 2018, the above-mentioned proviso was omitted by Companies (Amendment) Act, 2017. Therefore, in light of the said amendment the appointment of Pathak H.D. & Associates LLP as Statutory Auditor continues for the aforesaid term of five years, without seeking any further ratification by the Members of the Company till the conclusion of their tenure and that the Board of Directors shall fix their remuneration for the said period in addition to

reimbursement of actual out-of-pocket expenses as may be incurred by them in the performance of their duties. Further, the continued appointment of Pathak H.D. & Associates LLP as the Statutory Auditors of the Company for their remaining tenure without ratification was also approved by the Members of the Company at the Seventh Annual General Meeting of the Company held on September 18, 2018.

The Company has received a written confirmation from the Statutory Auditor that their continued appointment shall be in accordance with the criteria as provided under Section 141 of the Act for financial year 2021-21.

Auditor's Report

The Statutory Auditor of the Company has issued the Auditor's Report on the financial statement of the Company for the financial year ended March 31, 2021 with unmodified opinion and does not contain any qualification, reservation or adverse mark.

Secretarial Auditor

M/s. Anant Gude & Associates, Practicing Company Secretary (Membership No. 7219 / COP No. 18623), was appointed as Secretarial Auditor to conduct the secretarial audit of the Company for the financial year 2020-21, as required under Section 204 of the Act and the relevant Rules made thereunder.

The Secretarial Audit Report in prescribed Form MR-3 for the financial year 2020-21 is appended as **Annexure-I** which forms part of this Report. The said Secretarial Audit Report contain following qualifications, reservations or adverse remarks along with management replies on the said qualification. Further pursuant to regulation 24A of the Listing Regulations Annual Secretarial Compliance Report for the year ended March 31, 2021 is also appended with the said Secretarial Audit Report.

Observation

The Company had delayed the disclosure pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the Company Petition filed under Section 9 of Insolvency and Bankruptcy Code, 2016 (IBC) by M/s. Profile Interiors, Operational Creditor of the Company in which the Hon'ble

Mumbai Bench of National Company Law Tribunal (NCLT) had passed an Order dated August 4, 2020 admitting the said petition

Management Reply

The Company's Promoter – Future Corporate Resources Private Limited entered into a settlement agreement on August 7, 2020 making prayer for closure of the process. NCLT passed an Order dated August 19, 2020 withdrawing the petition dated August 4, 2020 before any Corporate Insolvency Resolution Process was not initiated. Hence, management was initially of the opinion that no disclosure was required. But, on legal advice received later date, the Company immediately made the disclosure to the Stock Exchange (s). It may be noted that there has been no financial impact on the Company.

Policies & Disclosure Requirements

Your Directors have formulated and approved various statutory policies as applicable under the Act and Listing Regulations for promulgating better governance practices, disclosure and transparency norms. These policies are available on the website of the Company viz; www.praxisretail.in.

Details of programs for familiarization of Independent Directors with the Company, are available on the website of the Company at the link <http://www.praxisretail.in/assets/download/3.Independent-Director-Familiarization-Program-Final.pdf>

Policy for determining Material Subsidiaries of the Company is available on the website of the Company at the link http://www.praxisretail.in/assets/download/9.Policy_for_determining_Material_Subsiary.pdf

Policy for determining Materiality of Events of the Company is available on the website of the Company at the link http://www.praxisretail.in/assets/download/8.Policy_for_Determining_Materiality_of_Events_CG.pdf

Policy for archival of documents of the Company is available on the website of the Company at the link http://www.praxisretail.in/assets/download/7_Archival_Policy_Final.pdf

The Code of Conduct for the Board of Directors and Senior Management Personnel of the Company is available on the website of the Company at the link http://www.praxisretail.in/assets/download/1.Code-of-Conduct_for_Directors_and_Senior_Management_Final.pdf

Policy on dealing with Related Party Transactions is available on the website of the Company at the link: http://www.praxisretail.in/assets/download/10.Policy_for_dealing_with_RPTs_Final.pdf

The Remuneration Policy is available on website of the Company at the link: http://www.praxisretail.in/assets/download/4.Remuneration_Policy_Final.pdf

The Company is currently not required to formulate the Dividend Distribution Policy as the criteria prescribed by the Listing Regulations, is not applicable to the Company for the year under review.

The Company has formulated and disseminated a Vigil Mechanism and Whistle-Blower Policy to provide for employees and Directors of the Company to promote responsible and secure whistle blowing mechanism and to provide a channel to the employee(s) and Directors of the Company to report to the Management genuine concerns about unethical behavior, actual or suspected fraud that could have serious impact on the operations and performance of the business or violation of the Code of Conduct or Policy(ies) of the Company, as adopted/framed from time to time. The aforesaid Policy is in compliance with the provisions of the Act and Listing Regulations. The aforesaid policy is available on the website of the Company at the link <http://www.praxisretail.in/assets/download/Vigil-Mechanism-and-Whistle-Blower-Policy.pdf>

Directors and Key Managerial Personnel

There were following change in the Directors / Key Managerial Personnel of the Company during the year under review.

Appointment:-

Mr. Vikash Kabra was appointed as Deputy Chief Financial Officer (Dy. CFO) designated as Key Managerial Personnel of the Company w.e.f. March 11, 2021.

Ms. Avni Biyani (DIN: 02177900) and Mr. Harminder

Sahni (DIN: 00576755) has been appointed as Additional Director w.e.f. March 26, 2021 designated as Non-Executive Non-Independent Director and Independent Director respectively.

Mr. Jacob Mathew (DIN: 00080144) was appointed as Additional Director of the Company on March 26, 2021, after completion of formalities relating to registration process with the Independent Directors Data Bank with the Indian Institute of Corporate Affairs he was re-designated as Additional Independent Director w.e.f. April 06, 2021.

Mr. Mahesh Shah (DIN: 01488017) was appointed as Additional Director designated as Managing Director w.e.f. May 05, 2021. However, the said appointment does not fall under review period.

Mr. Anou Singhvi (DIN: 07572970) was appointed as Additional Director designated as Independent Director w.e.f. June 30, 2021. However, the said appointment does not fall under review period.

Mr. Sandeep Sharma was appointed as Chief Executive Officer designated as Key Managerial Personnel of the Company w.e.f. April 06, 2021. However, the said appointment does not fall under review period.

Resignations:-

Mr. Anil Chandak, Chief Financial Officer of the Company has resigned w.e.f. October 31, 2020.

Mr. Viraj Didwania, (DIN: 02412474) Chairman & Managing Director of the Company has resigned from the position of Managing Director w.e.f. March 18, 2021. However, he continued as Non-Executive Chairman of the Company till March 26, 2021 afterwards on March 26, 2021 he resigned as Non-Executive Chairman of the Company.

Mr. Shantanu Shah, (DIN: 07012322), Mr. S. Subramanian, (DIN: 00092215) and Mr. Pankaj Bhargava, (DIN: 02685275) has resigned as Independent Directors of the Company w.e.f. March 19, 2021, March 30, 2021 and March 30, 2021 respectively.

Mr. Sandeep Sharma has resigned as Chief Executive Officer of the Company w.e.f. May 31, 2021. Ms. Sridevi Badiga has resigned as Independent Director of the Company w.e.f. June 01, 2021. However, the said

resignation does not fall under Review Period.

Director to retire by rotation

In terms of Section 152 of the Act, Mr. Shrirang Sarda (DIN: 00576667), Non-Executive Non-Independent Director is liable to retire by rotation and being eligible, offers himself for re-appointment.

The Company has received necessary disclosure and confirmation from concerned Director(s) in connection with their appointment /re-appointment. Additional information on appointment /re-appointment of Directors as required under Regulation 36 of the Listing Regulations and Secretarial Standards-2, is given in the Notice convening the Tenth Annual General Meeting of the Company.

The Company has received necessary declarations from all the Independent Directors under Section 149(7) of the Act that they meet the criteria of independence laid down in Section 149(6) of the Act and Regulations 16(1)(b) and 25 of the Listing Regulations. The Board was satisfied with the integrity, expertise and experience including proficiency of the Independent Directors of the Company.

Committees of the Board of Directors

Your Board has re-constituted various committees as required under the Act and the Listing Regulations. Details of Committees of the Board of Directors along with their terms of reference, composition and meetings held during the year, are provided in the Corporate Governance Report, which forms part of this Annual Report.

Number of Meetings of the Board

During the year under review (8) eight meetings of the Board of Directors were held, details of which are given in the Corporate Governance Report which forms part of this Annual Report.

Subsidiary, Joint Venture, Holding Company and Associate Companies

The Company is a subsidiary of FCRPL w.e.f. February 11, 2020.

Indian Accounting Standards ("IND AS")

The Company has adopted Indian Accounting

Standards ("IND AS") with effect from April 01, 2017. Accordingly, the Financial Statement for the year 2020-21 have been prepared in accordance with IND AS, prescribed under Section 133 of the Act, read with the relevant rules issued thereunder and the other recognized accounting practices and policies to the extent applicable.

Performance Evaluation of Board

Pursuant to Section 178 of the Act and Regulation 19 of the Listing Regulations, Nomination and Remuneration Committee of the Company (NRC), has formulated criteria for evaluation of performance of Independent Directors and the Board of Directors.

Accordingly, the Board has carried out an annual evaluation of its own performance, its Committees, and the individual Directors. Structured evaluation templates as approved by the NRC, were used for evaluating the performance of the Board, its Committees and the Directors on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board except the Independent Director being evaluated. The performance evaluation of the Chairman and Non-Independent Director(s) was carried out by the whole Board except the Director being evaluated. At the Meeting of the Board all the relevant factors that are material for evaluating the performance of the Board, its Committees and that of the individual Directors were discussed in detail.

The Board of Directors expressed their satisfaction with the evaluation process and the performance of the Board, its Committees, and Individual Directors.

Employee Stock Option Plan

The Members of the Company had passed Special Resolution at the Seventh Annual General Meeting of the Company held on September 18, 2018 and approved the Praxis Home Retail Limited Share Value Appreciation Rights, Plan - 2018 - ("Praxis SVAR Plan - 2018" / "Plan") as further amended by the Members of the Company at the Eighth Annual General Meeting

held on September 21, 2019 have authorized the Board to create, offer and grant to the Employees of the Company and its Subsidiaries (if any in future), 9,75,000 (Nine Lakh Seventy-Five Thousand) Employee Stock Options / Stock Appreciation Rights under Praxis SVAR Plan - 2018 exercisable into not exceeding 9,75,000 (Nine Lakh Seventy-Five Thousand) fully paid-up equity shares of the Company, in aggregate, of face value of ₹ 5/- (Rupees Five) each, either directly by the Company or through an Employee Welfare Trust to be set-up by the Company, by way of primary issue or secondary acquisition, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Nomination and Remuneration Committee.

Pursuant to the applicable provisions of the Act and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("**SBEB Regulations**"), the Company had set up 'Praxis Home Retail Limited Employees' Welfare Trust' ("**Trust**") and has appointed 'Beacon Trusteeship Limited' as a Trustee for implementation of the said Plan. M/s. NGS & Co. LLP., Chartered Accountants, (Firm Registration No. 119850W) being Statutory Auditor of the said Trust, has carried out the audit for the Financial Year 2020-21. The applicable disclosures as stipulated under SBEB Regulations as on March 31, 2021 with regard to the Praxis SVAR Plan - 2018 are provided in **Annexure-II** to this Report.

Policy on Directors' Appointment and Remuneration

The Company's policy on Directors' appointment and remuneration and other matters provided in Section 178(3) of the Act, has been disclosed in the Corporate Governance Report, which forms part of this Annual Report. The same is available on the website of the Company at the link http://www.praxisretail.in/assets/download/4.Remuneration_Policy_Final.pdf

Further pursuant to the Companies (Appointment and Qualification of Directors) fifth amendment Rules, 2020 (the Rules) mandating establishment of an on-line database of Independent Directors by Indian Institute of Corporate Affairs, every Independent Director, shall pass an online proficiency self-assessment test

conducted by said Institute. However, exemption has been granted to an individual who has served for a period of at least 10 years as on the date of inclusion of his name in the databank, as director or key managerial personnel in a listed public company or in an unlisted public company having a paid-up share capital of ₹ 10 Crores or more. The Independent Directors of the Company, who do not have this exemption, shall ensure clearance of online proficiency self-assessment test within the stipulated time frame.

Further, all the Independent Directors of the Company confirmed the inclusion of their names in the Independent Directors' data bank created and maintained by Indian Institute of Corporate Affairs within stipulated time frame, as mandated by the said rules.

Risk Management and Internal Financial Control

The Company has a robust risk management framework in place, which provides an integrated approach for identifying, assessing, mitigating, monitoring, and reporting of various risks associated with the business of the Company. The Audit Committee has been entrusted by the Board with the primary responsibility to monitor and review risk management, assessment and minimization procedures and to develop, implement and monitor the risk management plan and identify, review and mitigate all elements of risks which the Company may be exposed to. Further, the Audit Committee has delegated the Internal Auditors with the role of risk management, assessment and minimization procedures and also periodically reviews with them the existing procedures and measures to improve the same.

The Company has in place adequate internal financial controls with reference to financial statements. Key risks and threats to the Company and internal controls and their adequacy are analyzed in the Management Discussion and Analysis, which forms part of this Report.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company has employed women workforce and strives to its best to make the most conducive working environment for women employees in the Organization. The Company believes in providing a safe and harassment free workplace for every employee including women working in the Company through various training, awareness, and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. The Company has adopted the policy of zero tolerance in case any sexual harassment issues are reported.

Further pursuant to Section 4(2) of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, (**'POSH Act'**) the Company has in place the Internal Complaints Committee for providing a mechanism to report any complaint against sexual harassment and redressal of the same.

During the year under review, No complaints were filed pursuant to the POSH Act.

Corporate Social Responsibility Statement

In terms of the provisions of Section 135 of the Act, read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors has constituted a Corporate Social Responsibility ("CSR") Committee.

The composition and terms of reference of the CSR Committee are provided in the Corporate Governance Report, which forms part of this Annual Report.

During the year under review, the Company was not required to spend any amount on CSR activities, since the Company does not fall into the criteria specified in Section 135 of the Act. The disclosures as per Rule of Companies (Corporate Social Responsibility Policy) Rules, 2014 is made in prescribed form which is annexed to this Report as **Annexure-III**.

Particulars of Loans, Guarantees and Investments

The Company has not granted any loans, provided any guarantee, or made any Investments which are covered under the provisions of Section 186 of the Act.

Particulars of Contracts or Arrangements with Related Parties

During the year under review, all transactions entered into by the Company with Related Parties as defined under the Act and the Listing Regulations, were in the ordinary course of business and on an arm's length basis. The disclosure of Related Party transactions as required under Section 134 (3) (h) of the Act, in Form AOC-2 is given in **Annexure-IV** to this Report.

Disclosure of transactions with related parties as required under the applicable Accounting Standards has been made in the Notes forming part of the Financial Statement.

Directors' Responsibility Statement

Pursuant to the provisions of Section 134(5) of the Act, the Board of Directors of the Company hereby confirms that:

Pursuant to the provisions of Section 134(5) of the Act, the Board of Directors of the Company hereby confirms that:

- i. in the preparation of the annual accounts for the financial year ended March 31, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the financial year ended March 31, 2021;
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting record in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual accounts for the financial year ended March 31, 2021 on a going concern basis;
- v. they have laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and were

operating effectively; and

- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Audit Committee

The Audit Committee of the Company was re-constituted on March 26, 2021 after Resignation of Directors of the Company. Further Audit Committee of the Company was re-constituted on June 30, 2021. Currently the Committee comprises of Mr. Harminder Sahni, Independent Director as Chairperson of the Committee, Ms. Anou Singhvi, Independent Director, Mr. Jacob Mathew, Independent Director and Mr. Mahesh Shah, Managing Director, as Members of the Committee.

There were no instances where the Board did not accept the recommendations of the Audit Committee. The terms of reference, powers and roles of the Committee are disclosed in the Corporate Governance Report, which forms part of this Annual Report.

Cost Records

Pursuant to Section 148(1) of the Act and the relevant rules made thereunder the Company is not required to maintain cost records hence the same is not maintained by the Company.

Particulars of Employees

Disclosures with respect to the remuneration of Directors and employees as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in **Annexure-V**, which is annexed to this Report.

Despatch of AGM Notice and Annual Report 2020-21 through e-Mail

In accordance with the relaxation provided by the Ministry of Corporate Affairs vide its General Circular Series Nos. 02/2021, 20/2020, 17/2020 and 14/2020, dated January 13, 2021, May 5, 2020, April 13, 2020 and April 8, 2020 respectively and by SEBI vide its Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD1/

CIR/P/2020/79 dated May 12, 2020, in view of COVID-19 Pandemic the requirement for sending out physical copies of the Annual Report and the Notice convening the Annual General Meeting has been dispensed with for this calendar year i.e till December 31, 2020, hence this Annual Report is being sent to the shareholders via electronic means including the information pursuant to Section 197 of the Act read with Rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. However, the same is not included in the physical copies of the Annual Report in accordance with the provisions of second proviso to Section 136 (1) of the Act. Annual report for the financial year 2019-20 including the aforesaid information is also available on the website of the Company www.praxisretail.in

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo etc.

The particulars as required under Section 134 (3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, are provided in **Annexure-VI** which forms part of this Report.

Extract of Annual Return

In accordance with Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return for the financial year ended March 31, 2021 is available on the website of the Company at <https://www.praxisretail.in/annual-reports.html>

Significant and Material Orders

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

Regulation 39(4) of the Listing Regulations – Unclaimed Suspense Account

Pursuant to Regulation 39 (4) read with Schedule

V of the Listing Regulations, the details pertaining to outstanding shares lying in Unclaimed Suspense Account, are given in the Corporate Governance Report which forms part of this Annual Report. All the unclaimed shares are credited to a Demat Unclaimed Suspense Account and all the corporate benefits in terms of securities, accruing on these unclaimed shares shall be credited to such Account.

However, the Voting Rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

Secretarial Standards

During the year under review, the Company has complied with Secretarial Standards on Meetings of the Board of Directors ("**SS-1**") and on General Meetings ("**SS-2**") as amended and issued from time to time by the Institute of Company Secretaries of India in terms of Section 118(10) of the Act.

Material Changes and Commitments

There were no material changes that have taken place that could have an impact on the financial position of the Company from the date of closure of financial year under review till the date of signing of this Report. The Company has submitted the impact of the outbreak of COVID-19 on business activities of the Company along with the financial results of the Company for the financial year ended March 31, 2021.

Further, pursuant to exercise of conversion option by the holder of 1405 CCD's of ₹ 1,00,000/- each were converted into 13,25,471 equity shares of ₹ 5/- each on May 27, 2021. The equity share of the Company as on the report consist of 3,17,08,679 equity shares of ₹ 5/- each and none of the CCD's are outstanding.

Acknowledgement

Your Board of Directors would like to thank and place on record their appreciation for the continued support, firm confidence professed on us and co-operation provided to the Company by its partners viz;

shareholders, customers, employees, suppliers, other business associates, bankers, regulatory authorities and all other stakeholders.

The Board also expresses sincere condolence for the loss of lives due to COVID-19 pandemic and places on record the appreciation for every individual who risked their life and safety to fight this pandemic.

For and on behalf of the Board of Directors

Praxis Home Retail Limited

Shrirang Sarda
Non-Executive Non-
Independent Director
DIN: 00576667

Mahesh Shah
Managing Director
DIN: 01488017

Place: Mumbai

Date : June 30, 2021

ANNEXURE I

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Praxis Home Retail Limited
Mumbai.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Praxis Home Retail Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company in digital form and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company, during the audit period covering the financial year ended on March 31, 2021, has complied with the statutory provisions listed hereunder and also that the Company 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 the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 according to the provisions of:

- (i) The Companies Act, 2013 and / or the Companies Act, 1956 to the extent applicable (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - *Not Applicable to the Company during the Audit Period*;
- (v) The following Regulations and Guidelines prescribed under Securities and Exchange Board of India Act, 1992 (SEBI Act):-
 - (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- (e) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015; ("Listing Regulations")

It has been observed that the intimation under regulation 30 of the Listing Regulations filed by the Company on March 1, 2021 to the stock exchange(s) were filed in delay.

The details are summarised below:

*Disclosure filed with respect to the Company petition filed under Section 9 of Insolvency and Bankruptcy Code, 2016 ("IBC") by M/s. Profile Interiors, Operational Creditor of the Company, in which Hon'ble National Company Law Tribunal - Mumbai Bench IV ("NCLT, Mumbai") had passed an order dated August 4, 2020 ("Order"), admitting the said petition and appointing Interim Resolution Professional (IRP). Immediately upon knowledge of the said Order and before initiation of Corporate Insolvency Resolution Process (CIRP), the Company's Promoter - Future Corporate Resources Private Limited entered into a settlement agreement for payment of ₹ 45,00,000/- (Rupees Forty-Five Lakhs only) with the said Operational Creditor and submitted an interlocutory application with NCLT on August 7, 2020, making prayer for closure of the process initiated pursuant to the order dated August 4, 2020 and discharging IRP from duties re-instating the management operations, which was completed on August 19, 2020. In this matter, since Corporate Insolvency Resolution Process ("CIRP") was not initiated and settlement was arrived before the initiation of the CIRP process, **the management initially was of the opinion that no disclosure was required, However, based on the legal advice received at a later date, immediately the delayed disclosure was made to the stock exchanges.***

- (f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 (g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company for the financial year ended March 31, 2021:

- (a) Securities and Exchange Board of India (Issue and listing of Debt securities) Regulations, 2008;
 (b) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 (c) Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

Based on the representation given by the Management of the Company, it is observed that there are no such laws which are specifically applicable to the industry in which the Company operates.

I have also examined compliance with the applicable clauses of the Secretarial Standards with regard to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of the Company Secretaries of India.

During the year under review, upon conversion of 2,915 Compulsorily Convertible Debentures (out of total outstanding 4,320 Compulsorily Convertible Debentures) of ₹ 1,00,000/- each, the Company has issued and allotted 27,50,000 fully paid-up Equity Shares of ₹ 5/- each to one of the Promoters of the Company on January 16, 2021, as a result, the Equity Share Capital of the Company has increased from ₹ 13,81,66,040/- divided into 2,76,33,208 Equity Shares to ₹ 15,19,16,040/- divided into 3,03,83,208 Equity Shares of the Company.

During the year under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I have to report that due to prevailing conditions of COVID-19 in the Country, I have not carried out the physical inspection of any records maintained by the Company. I have relied upon the records in digital mode as made available by the Company and also on the Management Representation Letter issued by the Company.

I further report that I rely on Statutory Auditor's Report in relation to the financial statements and accuracy of financial figures for Goods and Services Tax (GST), Sales Tax, Value Added Tax, Related Party Transactions, Provident Fund, ESIC, etc. as disclosed under financial statements, Accounting Standard 18 and note on foreign currency transactions during our audit period.

I further report that the Board of Directors of the Company, is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as on the date of this report. During the year under review, there were changes in the composition of the Board of Directors. As on March 31, 2021, the Board comprised of 5 (Five) Directors including one Independent Woman Director and Two Non-Executive Non-Independent Directors, one of them being a woman, due to the resignation of the Chairman & Managing Director and 3 independent directors. The Company had appointed 3 directors on March 26, 2021 to fill up the requisite vacancies. Further, the Company at its Board meeting held on April 06, 2021 has appointed Mr. Mahesh Shah as Additional Director designated as Managing Director and Key Managerial Personnel of the Company w.e.f. May 05, 2021. Further none of the Directors on the Board is serving as an Independent director in more than the limits as specified in regulation 25 of the Listing Regulations. Further, Ms. Sridevi Badiga, Independent Director resigned w.e.f. June 1, 2021. As on the report date the Company comprises of 6 (Six) Directors. Also accordingly, changes in some of the Board Committees took place during the year under review, which were carried out in compliance with the provisions of the Act.

I further report that as per the information provided by the Company, the Company has given adequate notice to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the meeting.

I further report that as per the minutes of the meetings, majority decisions of the Board were unanimous, and no dissenting views were found as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.

This Report is to be read with my letter of even date which is annexed as Annexure I and forms an integral part of this Report.

For **ANANT GUDE & ASSOCIATES,**

Anant Gude
Practicing Company Secretary
Proprietor
ACS No.: 7219
CP No.: 18623
UDIN: A007219C000574381

Place: Goa
Dated: July 04, 2021

ANNEXURE I to Secretarial Audit Report

To,
The Members
Praxis Home Retail Limited
Mumbai

My Report of even date is to be read along with this letter.

1. Maintenance of secretarial records in digital as well as in physical form is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on the audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
4. Wherever required, I have obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events etc.
5. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations and norms is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. This Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **ANANT GUDE & ASSOCIATES,**

Anant Gude
Practicing Company Secretary
Proprietor
ACS No.: 7219
CP No.: 18623
UDIN: A007219C000574381

Place: Goa
Dated: July 04, 2021

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF
PRAXIS HOME RETAIL LIMITED
FOR THE YEAR ENDED MARCH 31, 2021**

I, **Anant Gude**, proprietor of **M/s. Anant Gude & Associates**, Practicing Company Secretary have examined:

- (a) All the documents and records made available to me in digital mode and explanations provided by Praxis Home Retail Limited ("the listed entity");
- (b) The filings / submissions made by the listed entity to the stock exchanges;
- (c) Website of the listed entity;
- (d) Other documents/ filings as may be relevant, which has been relied upon to make this certification, **for the year ended March 31, 2021 ('Review Period')** in respect of compliance with the provisions of:
 - (a) Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
 - (b) 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:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (f) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) (Amendment) Regulations, 2018;
- (g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
and circulars / guidelines issued thereunder.

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)	Deviations	Observations / Remarks of the Practicing Company Secretary
1	Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement Regulations, 2015)	<p><u>Intimation u/r. 30 filed by the Company on March 01, 2021 to the stock exchange(s) has been filed in delay</u></p> <p>Disclosure filed with respect to the Company petition filed under Section 9 of Insolvency and Bankruptcy Code, 2016 (“IBC”) by M/s. Profile Interiors, Operational Creditor of the Company, in which Hon’ble National Company Law Tribunal - Mumbai Bench IV (“NCLT, Mumbai”) had passed an order dated August 4, 2020 (“Order”), admitting the said petition and appointing Interim Resolution Professional (IRP). Immediately upon knowledge of the said Order and before initiation of Corporate Insolvency Resolution Process (CIRP), the Company’s Promoter - Future Corporate Resources Private Limited entered into a settlement agreement for payment of ₹ 45,00,000/- (Rupees Forty-Five Lakhs only) with the said operational creditor and submitted an interlocutory application with NCLT on August 7, 2020, making prayer for closure of the process initiated pursuant to the order dated August 4, 2020 and discharging IRP from duties re-instating the management operations, which was completed on August 19, 2020. In this matter, since Corporate Insolvency Resolution Process (“CIRP”) was not initiated and settlement was arrived before the initiation of the CIRP process, the management initially was of the opinion that no disclosure was required, However, based on the legal advice received at a later date, immediately the delayed disclosure was made to the stock exchanges.</p>	The disclosure required was filed to the stock exchanges in delay.

- (b) The listed entity has maintained proper records under the provisions of the above regulations/ circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) The following are the details of Actions Taken against the listed entity/ its promoters/ directors/ material subsidiaries by SEBI or by Stock Exchanges: (including under the standard operating procedures issued by SEBI through various circulars under the aforesaid Act/ Regulations and Circulars/ Guidelines issued thereunder:

Sr. No.	Action Taken By	Details of Violations	Details of Action Taken e.g. Fines, Warning Letters, Debarment etc.	Observations / Remarks of the Practicing Company Secretary
—	Nil	Nil	Nil	Nil

The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable** since there was no observation in the previous report i.e. for 2019-20.

I have to report that due to prevailing conditions of **COVID-19** Pandemic in the country, I could not carry out the physical inspection of the records maintained by the Company. I have relied upon the records in digital mode as made available by the Company and on the Management Representation Letter issued by the Company.

The listed entity has taken the following actions to comply with the observations made in the previous reports: **NOT APPLICABLE**, since there was no observation in the previous report ie. for 2019-20.

For **ANANT GUDE & ASSOCIATES,**

Anant Gude
Practicing Company Secretary
Proprietor
ACS No.: 7219
CP No.: 18623
UDIN: A007219C000213227

Place: Goa
Dated: May 06, 2021

ANNEXURE II

Praxis Home Retail Limited Share Value Appreciation Rights, Plan – 2018 (Praxis SVAR Plan- 2018) of the Company as at March 31, 2021. A brief outline of the Company's CSR Policy:

To encourage ownership of Company's equity by its employees on an ongoing basis and also in order to reward the employees for their contribution to the successful operation of the Company and to provide an incentive to continue contributing to the success of the Company, it was proposed to create, grant and offer Options / Stock Appreciation Rights (SARs) to the Eligible Employees of the Company under Praxis Home Retail Limited Share Value Appreciation Rights, Plan – 2018 (Praxis SVAR Plan- 2018) as recommended by the People Office.

Sr. No.	Particulars	Praxis SVAR Plan- 2018
A.	Disclosures in terms of the Guidance note on accounting for employee share based payments issued by ICAI or any other relevant accounting standards as prescribed from time to time	Refer Note No. 28 in Notes to Financial Statements
B.	Diluted Earnings Per Share (EPS) on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with Accounting Standard 20 - Earnings Per Share issued by ICAI or any other relevant accounting standards as prescribed from time to time	Refer Note No. 29 in Notes to Financial Statements

C. Description of ESOS that existed at any time during the year including the general terms and conditions

I.	Date of Shareholders' approval	The Shareholders of the Company had passed Special Resolution at the Seventh Annual General Meeting of the Company held on September 18, 2018 and had authorized the Board to create, offer and grant to the Employees of the Company, 9,75,000 (Nine Lakh Seventy-Five Thousand) Employee Stock Options / Stock Appreciation Rights under Praxis SVAR Plan - 2018 exercisable into not exceeding 9,75,000 (Nine Lakh Seventy-Five Thousand) fully paid-up equity shares of the Company, in aggregate, of face value of ₹ 5/- (Rupees Five) each, either directly by the Company or through an Employee Welfare Trust to be set-up by the Company, by way of primary issue or secondary acquisition, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Nomination & Remuneration Committee in accordance with the provisions of this Praxis SVAR Plan- 2018, SEBI (Share Based Employee Benefits) Regulations, 2014 (SEBI SBEB Regulations) and in due compliance with other applicable laws and regulations.
II.	Total number of options approved under Praxis SVAR Plan- 2018	9,75,000 (Nine Lakh Seventy-Five Thousand) Equity Shares of face value of ₹ 5/- each fully paid-up
III.	Vesting Requirements	Options granted under Praxis SVAR Plan- 2018 plan would vest not less than 1 year and not more than 5 years from the Date of Grant of such options.

IV.	Exercise price or pricing formula	The Exercise Price per Option shall not be less than face value of equity share and shall not exceed Market Price of the equity share of the Company as on the Date of Grant of Options which may be decided by the Nomination & Remuneration Committee. Exercise price for Options granted during the financial year 2018-19 was ₹ 176 /-
V.	Maximum term of options granted	5 years from the date of respective vesting
VI.	Source of shares (primary, secondary or combination)	Combination
VII.	Variation in terms of options	The Company at its Eighth Annual General Meeting held on September 21, 2019 amended the Praxis SVAR Plan- 2018 to the effect that the number of ESOPs / SARs that may be granted to the Employee(s) of the Company or of its subsidiary company(ies) under the Plan, in any financial year shall be less than 1% (one percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company, however number of ESOPs/ SARs that may be granted to any specific Employee(s) of the Company or of its subsidiary company(ies) in aggregate under the Plan may exceed 1% (one percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company, over the tenure of the Plan.
VIII.	Method used to account for ESOS	Black Scholes Method

D. The stock-based compensation cost was calculated as per the Black Scholes method, the total cost to be recognized in the financial statements for the year 2020-21 would be :

NIL for Options granted with a vesting period of not less than 1 (one) year and not more than (3) Three years and ₹ 14,67,558/- for Options granted with a vesting period of not less than 1 year and not more than (5) Five years, from the Date of Grant aggregating to total cost ₹ 14,67,558/-.

E. Option movement during the year ended on March 31, 2021

Sr. No.	Name of Director	Details	
		Grant - I*	Grant - II^
I.	Number of options outstanding at the beginning of the year	3,07,500	1,59,000
II.	Number of options granted during the year	NIL	NIL
III.	Number of options forfeited / Cancelled /lapsed during previous year	59,500	44,250
IV.	Number of options forfeited / Cancelled /lapsed during the year	2,48,000	10,000
V.	Number of options vested during the year	NIL	31,425
VI.	Number of options exercised during the year	NIL	NIL
VII.	Number of shares arising as a result of exercise of options	NA	NA
VIII.	Exercise Price (in ₹ per Option)	NA	NA

Sr. No.	Name of Director	Details	
		Grant - I*	Grant - II^
IX.	Money realized by exercise of options, if scheme is implemented directly by the Company (in ₹)	NA	NA
X.	Loan repaid by the Trust during the year from exercise price received	NA	NA
XI.	Total number of options outstanding (in force) at the end of the year	NIL	73,325
XII.	Number of options exercisable at the end of the year	NIL	31,425

F. Weighted average Share Price of options granted during the year :

The Company has not granted any options during the year under review. However, the details pertaining to the options granted during the financial year 2018-19 are as follows:

		Grant - I*	Grant - II^
		Grant on March 27, 2019	Grant on March 27, 2019
I.	Exercise price equals market price (₹)	176.00	176.00
II.	Exercise price is greater than market price (₹)	-	-
III.	Exercise price is less than market price (₹)	-	-

Weighted average Exercise Price of options granted during the previous financial year 2019-20 whose:

		Grant - I*	Grant - II^
		Grant on March 27, 2019	Grant on March 27, 2019
I.	Exercise price equals market price (₹)	-	-
II.	Exercise price is greater than market price (₹)	-	-
III.	Exercise price is less than market price (₹)	-	-

Weighted average Fair Value of options (Black Scholes Method) granted during the financial year 2018-19 whose :

		Grant - I*	Grant - II^
		Grant on March 27, 2019	Grant on March 27, 2019
I.	Exercise price equals market price (₹)	-	-
II.	Exercise price is greater than market price (₹)	-	-
III.	Exercise price is less than market price (₹)	-	-

G. Employee-wise details of options granted during the year on March 31, 2021

I.	Senior Managerial Personnel None - No fresh options were granted during the year ended March 31, 2021.
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II.	Employees who were granted, during any one year, options amounting to 5% or more of the options granted during the year None – No fresh options were granted during the year ended March 31, 2021.
III.	Identified employees who were granted option, during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grants:- None – No fresh options were granted during the year ended March 31, 2021.

H. Method and Assumptions used to estimate the fair value of options granted during the year

The Company has not granted any options during the year under review. However, the details pertaining to the options granted during the financial year 2018-19 are as follows:

The fair value has been calculated using the Black Scholes Option Pricing model. The Assumptions used in the model are as follows:

Date	Grant – I*	Grant – II^
	Grant on March 27, 2019	Grant on March 27, 2019
Risk Free Interest Rate	6.83%	7.12%
Expected Life	3.3 years	5.85 years
Expected Volatility	46.10%	46.10%
Dividend	0	0
Price of underlying shares in the market at the time of Option grant (₹)	176	176
Stock Price	The valuation has been done using the share price of ₹ 176/-, which is the closing price on NSE on the date immediately prior to the Date of Grant.	
Volatility	Volatility was calculated using standard deviation of daily change in stock price	
Risk-free rate of return	Zero coupon sovereign bond yields as on March 27, 2019 was utilized with maturity equal to expected term of the Option	
Exercise Price (₹)	176/-	
Expected Option Life	The expected Option life is assumed to be approximately halfway between the Option vesting period and contractual term of the Option. Since the vesting period and contractual term is different, the expected life of the Option will be different. The expected Option life is calculated as $\text{Year to Vesting} + (\text{Contractual Option Term}) / 2$	
Expected Dividend Yield	0	

(*) **Grant – I** refers to Options Granted under Praxis SVAR Plan- 2018 which would vest not less than 1 year and not more than 3 years from the Date of Grant of such options. However, due to resignation of employees, option granted under Grant - I have lapsed / cancelled.

(^) **Grant – II** refers to Options Granted under Praxis SVAR Plan- 2018 which would vest not less than 1 year and not more than 5 years from the Date of Grant of such options.

I. Details Related to Stock Appreciation Rights (SARs):

During the year under review, no SARs were granted to the employees of the Company, however details related to SARs under the Praxis SVAR Plan – 2018 is given below:

I.	Date of Shareholders approval	The Shareholders passed Special Resolution at the Seventh Annual General Meeting of the Company held on September 18, 2018 and have authorized the Board to create, offer and grant to the Employees of the Company, 9,75,000 (Nine Lakh Seventy-Five Thousand) Employee Stock Options / Stock Appreciation Rights under Praxis SVAR Plan – 2018 exercisable into not exceeding 9,75,000 (Nine Lakh Seventy-Five Thousand) fully paid-up equity shares of the Company, in aggregate, of face value of ₹ 5/- (Rupees Five) each, either directly by the Company or through an Employee Welfare Trust to be set-up by the Company, by way of primary issue or secondary acquisition, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Nomination and Remuneration Committee in accordance with the provisions of this Praxis SVAR Plan – 2018, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations.
II.	Total number of Shares approved under Praxis SVAR Plan – 2018	9,75,000 (Nine Lakh Seventy-Five Thousand only) Equity Shares of face value of ₹ 5/- each fully paid-up
III.	Vesting Requirements	SARs granted under Praxis SVAR Plan- 2018 plan would vest not less than 1 year and not more than 5 years from the Date of Grant of such SARs.
IV.	SAR price or pricing formula	SAR price shall be determined by the Nomination and Remuneration Committee and shall not be less than face value of equity share and shall not exceed Market Price of the equity share of the Company as on Date of Grant of SARs.
V.	Maximum term of SAR granted	5 years from the date of respective vesting
VI.	Choice of settlement	Combination
VII.	Sources of Shares	Combination
VIII.	Variation in terms of Scheme	The Company at its Eighth Annual General Meeting held on September 21, 2019 ammended the Praxis SVAR Plan- 2018 to the effect that the number of ESOPs / SARs that may be granted to the Employee(s) of the Company or of its subsidiary company(ies) under the Plan, in any financial year shall be less than 1% (one percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company, however number of ESOPs/ SARs that may be granted to any specific Employee(s) of the Company or of its subsidiary company(ies) in aggregate under the Plan may exceed 1% (one percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company, over the tenure of the Plan.

J. During the year under review, no SARs were granted to the employees of the Company, hence the stock-based employee compensation cost to be recognized in the financial statements in case of SARs for the year 2020-21 would be Nil.

K. SAR movement during the year ended on March 31, 2021: Not Applicable

Sl. No.	Particulars	Details
I.	Number of SARs outstanding at the beginning of the year	Nil
II.	Number of SARs granted during the year	Nil
III.	Number of SARs forfeited / Cancelled /lapsed during the year	NA
IV.	Number of SARs vested during the year	NA
V.	Number of SARs exercised / settled during the year	NA
VI.	Number of SARs outstanding at the end of the year	NA
VII.	Number of SARs exercisable at the end of the year	NA
VI.	Number of SARs exercisable at the end of the year	NA

L. Employee-wise details of SAR granted during the year on March 31, 2021: Not Applicable

I.	Senior Managerial Personnel :	-
II.	Employees who were granted, during any one year, SARs amounting to 5% or more of SAR granted during the year	-
III.	Identified employees who were granted SARs, during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grants:-	-

Details of Company's Employees' Welfare Trust:

The details inter-alia, in connection with transactions made by the trust meant for the purpose of administering the Praxis Home Retail Limited Share Value Appreciation Rights, Plan - 2018 (Praxis SVAR Plan- 2018) are as under:

i. General Information of the Trust

Name of the Trust	Praxis Home Retail Limited Employees' Welfare Trust
Details of the Trustee	Beacon Trusteeship Limited
Amount of loan disbursed by the Company / any Company in the group, during the year	NIL
Amount of loan outstanding (repayable to Company / any Company in the group) as at the end of the year	NIL
Amount of loan, if any, taken from any other source of which Company / any Company in the group has provided any security or guarantee	NIL
Any other contribution made to the Trust during the year	NIL

ii. Brief details of the transaction in shares by the Trust : None

iii. In case of secondary acquisition of shares by the Trust : None

For and on behalf of the Board of Directors
Praxis Home Retail Limited

Mahesh Shah
Managing Director
DIN: 01488017

Place: Mumbai
Date : June 30, 2021

ANNEXURE III

Annual Report on Corporate Social Responsibility (“CSR”) Activities

Pursuant to clause (o) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014

A brief outline of the Company’s CSR Policy:

1	A brief outline of the Company’s CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	The CSR Policy of the Company inter-alia includes CSR activities to be undertaken by the Company in line with Schedule VII of the Companies Act, 2013 (‘the Act’). CSR Policy of the Company is available on the website of the Company at the link: http://www.praxisretail.in/assets/download/6.CSR_Policy.pdf
2	The Composition of the CSR Committee*	The CSR Committee as on March 31, 2021, comprises of: <ul style="list-style-type: none"> • Ms. Avni Biyani - Chairperson • Mr. Jacob Mathew - Member • Mr. Shrirang Sarda - Member
3	Average net profit/loss of the Company for last three financial years/periods.	Loss of ₹ 3,653.277 Lakhs
4	Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)	Not Applicable
5	Details of CSR spent during the financial year 2020-21:	
	a. Total amount to be spent for the financial year 2020-21	Nil
	b. Amount unspent, if any;	Not Applicable
	c. Manner in which the amount spent during the financial year 2020-21	Not Applicable

* Mr. Mahesh Shah and Ms. Anou Singhvi are also appointed as the Members of the Committee as on the Report Date.

Manner in which the CSR amount spent during the financial year 2020-21

SR. No.	CSR project or activity identified.	Sector in which the project is covered	Projects or programs Local area or other Specify the State and district where projects or programs were undertaken.	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub- heads: Direct Expenditure on projects or Programs Overheads:	Cumulative Expenditure up to the Reporting period	Amount spent direct or through implementing agency.
NOT APPLICABLE							
6	In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report.			Not Applicable, since the Company has incurred Average Net Loss for the last three financial years.			
7	A responsibility statement of the CSR Committee that the implementation and monitoring of CSR policy is in compliance with CSR objectives and policy of the Company.			Not Applicable			

For and on behalf of the Board of Directors
Praxis Home Retail Limited

Avni Biyani

Non-Executive Non-Independent Director
Chairperson - CSR Committee
DIN : 02177900

Mahesh Shah

Managing Director
Member - CSR Committee
DIN : 01488017

Place : Mumbai
Date : June 30, 2021

ANNEXURE IV

FORM NO. AOC - 2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

This Form pertains to the disclosure of particulars of contracts/ arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis

There were no contracts or arrangements, or transactions entered into during the year ended March 31, 2021, which were not at arm's length basis.

2. Details of material contract or arrangements or transactions at arm's length basis:

The details of material contracts or arrangements or transactions at arm's length basis for the year ended March 31, 2021 are as follows:

Name of the Related Parties	Nature of Relationship	Nature of contracts/ arrangements /transactions	Duration of the con- tracts/ arrangements /transactions	Salient terms of the contracts or arrangements or transactions including the value (₹ in lakh)#	Approvals	Amount paid as advances if any
Future Supply Chain Limited ("FSC")	Enterprise which have significant influence	Transportation, CIF and Warehousing services	-	4,890.86	These transactions have been approved by the shareholders of the Company at its Ninth Annual General Meeting held on September 28, 2020. Necessary approvals of the Audit Committee and Board of Directors have been obtained by the Company.	Refer note below

Note:

Limit as sanctioned / approved by the Audit Committee, Board of Directors and Shareholders of the Company. Advances in respect of related transactions being adjusted against billings/invoices.

For and on behalf of the Board of Directors
Praxis Home Retail Limited

Shrirang Sarda

Non-Executive Non-Independent Director

DIN: 00576667

Mahesh Shah

Managing Director

DIN : 01488017

Place : Mumbai

Date : June 30, 2021

ANNEXURE V

Details pertaining to Remuneration as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- I The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2020-21, ratio of the remuneration of each Director and Key Managerial Personnel (KMP) to the Median Remuneration of the Employees (MRE) of the Company for the financial year 2020-21 are as under:

Name of Director / KMP and Designation	Remuneration of Director/KMP for Financial Year 2020-21 (Rs. in Lakh) (1)	% increase in Remuneration in the Financial Year 2020-21 (2)**	Ratio of Remuneration of each Director/KMP to MRE for Financial Year 2020-21 [(3)=(1)/MRE]
Mr. Viraj Didwania Chairman & Managing Director	136.98	-	52.40
Mr. Shirang Sarda * Non-Executive Non-Independent Director	-	-	-
Mr. Pankaj Bhargava * Independent Director	-	-	-
Mr. Shantanu Shah * Independent Director	-	-	-
Mr. S. Subramanian * Independent Director	-	-	-
Ms. Sridevi Badiga* Independent Director	-	-	-
Ms. Avni Biyani* ^S Non-Executive Non-Independent Director	-	-	-
Mr. Harminder Sahni* ^S Independent Director	-	-	-
Mr. Jacob Mathew* ^S Non-Executive Non-Independent Director#	-	-	-
Mr. Anil Chandak^ Chief Financial Officer	35.85	Refer Note 1	13.71
Mr. Vikash Kabra@ Deputy Chief Financial Officer	2.22	-	0.85
Ms. Smita Chowdhury Company Secretary & Compliance Officer	9.95	-	3.80

Note:

1. (^) The remuneration paid to Mr. Anil Chandak, Chief Financial Officer (CFO) and the Key Managerial Personnel of the Company for financial year 2020-21 is not comparable with the remuneration paid for previous financial year 2019-20 as the remuneration for current financial year was paid for the period from April 01, 2020 to October 31, 2020 (Date of resignation).
 2. (*) Non-Executive Non-Independent Director and Independent Directors were not paid any remuneration apart from the sitting fees, the details of which is given in Annual Return, Form MGT-7 available on the website at <https://www.praxisretail.in/annual-reports.html>.
 3. (#) Mr. Jacob Mathew was initially appointed as Additional Non-Executive, Non-Independent Director w.e.f. March 26, 2021 and is re-designated as Additional Independent Director w.e.f. April 6, 2021 after completion of formalities related to registration process with the Independent Directors Data Bank with the Indian Institute of Corporate Affairs.
 4. (S) Ms. Avni Biyani, Non-Executive, Non-Independent Director, Mr. Harminder Sahni, Independent Director and Mr. Jacob Mathew, Non-Executive, Non-Independent Director were appointed as Additional Director on March 26, 2021.
 5. (**) During the year under review, the payouts to employees were reduced / deferred due to the impact of COVID – 19 pandemic.
 6. (©) Mr. Vikash Kabra appointed as Deputy Chief Financial Officer, being Key Managerial Personnel on March 11, 2021 and the remuneration calculated is on pro-rata basis for the full month of March, 2021.
- II. The Median Remuneration of Employees (MRE) of the Company during the year was ₹ 2,61,424/- and for the previous year it was ₹ 2,59,266 /-.
 - III. The increase in MRE in the financial year 2020-21 compared to financial year 2019-20 was 0.8324%.
 - IV. There were 1,647 permanent Employees on the rolls of the Company as on March 31, 2021.
 - V. The average percentage increase made in salaries of employees other than the managerial personnel in the financial year 2020-21 was NIL. Also, there was no increment in the remuneration drawn by Chairman & Managing Director of the Company for financial year 2020-21 as the outbreak of novel coronavirus (COVID-19) has caused an unexpected slowdown of world economy and resulted in temporary closure of most of the physical stores of the Company and the impact of the same along with the second wave has continued to in our business activities and Income.
 - VI. The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors
Praxis Home Retail Limited

Shrirang Sarda

Non-Executive Non-Independent Director

DIN: 00576667

Mahesh Shah

Managing Director

DIN : 01488017

Place : Mumbai

Date : June 30, 2021

ANNEXURE VI

Conservation of Energy, Technology Absorption, Foreign Exchange Earning and Outgo Etc:

Information on Conservation of Energy, Technology Absorption, Foreign Exchange earnings and outgo under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

(A) Conservation of Energy:

(i)	The steps taken or impact on conservation of energy	The operations of the Company are not energy intensive; however adequate measures have been taken to reduce energy consumption through installation of temperature controlled air conditioners, use of natural lights in offices/ stores premises and also by continuing to replace old lighting fixtures with LED lights at its existing offices/stores.
(ii)	The steps taken by the Company for utilizing alternate sources of energy	All efforts are made to use more natural lights in offices/ store premises to optimize the consumption of energy.
(iii)	The capital investment on energy conservation equipments;	NIL

(B) Technology Absorption:

(i)	The efforts made towards technology absorption	<p>In the year under review, the IT strategy has the following premise:</p> <ol style="list-style-type: none"> 1. Institutionalize the adoption of CRM platform and improve of leads into sale of Furniture 2. Improve customer experience of online customers and conversion customers reaching out to Customer Support by leveraging the 360-degree view of the customer 3. Expand the scope of the CRM platform for the Modular Kitchen segment 4. Leverage our online channels for growth – hometown.in and other marketplaces 5. Automate backend analytics and thereby aid efficiency Keeping the above in consideration, the Company revamped its operational KPIs and introduced competition amongst store teams for adoption of Salesforce. The end-result was an increase in conversion of Furniture despite de-growth in footfalls. <p>We also launched the Service Cloud module of Salesforce and thereby built an end-to-end platform to analyze customer information. The concerned implementation aided in integrating sales, service and customer feedback info from all our channels, be it stores or online. This resulted in reducing the call-flow by 30% and average customer talk-time by 40%.</p>
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		<p>With an aim to assimilate the customer information from hometown.in over Salesforce, the current Cart details was converted into an omni-channel cart with an option to complete the purchase on hometown.in or in the store. We also introduced self-service for order tracking and raising customer complaints/requests on the web which in turn is seamlessly integrated with underlying the Salesforce platform.</p> <p>To expand the merchandise presence on hometown.in, the year under review also saw hometown.in becoming an internal marketplace for hometown.in Home offerings. This helped in introducing luggage and Electronics – Small Appliances as merchandise offerings on hometown.in.</p> <p>To improve efficiency in product/sales analysis, we automated many KPI reports on our data-warehouse solution. Some of the key ones being automating the sales report, automating the assessment of sales by product category, brands, country of origin, etc.</p>												
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	<ol style="list-style-type: none"> 1. Increase in conversion of leads generated into sale of furniture despite de-growth in footfalls. 2. Overall reduction in time in servicing the customers with increase in Efficiency. 3. Automation of various business reports. 												
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	Not Applicable												
	(a) the details of technology imported;													
	(b) the year of import;													
	(c) whether the technology been fully absorbed;													
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof.													
(iv)	the expenditure incurred on Research And Development.	Nil												
(C)	Foreign exchange earnings and Outgo:	<table border="1"> <thead> <tr> <th colspan="3" style="text-align: right;">(₹ in Lakh)</th> </tr> <tr> <th style="text-decoration: underline;">Particulars</th> <th style="text-decoration: underline;">2020-21</th> <th style="text-decoration: underline;">2019-20</th> </tr> </thead> <tbody> <tr> <td>Total Foreign Exchange Used</td> <td>2,235.87</td> <td>13,435.35</td> </tr> <tr> <td>Total Foreign Exchange Earned</td> <td>Nil</td> <td>Nil</td> </tr> </tbody> </table>	(₹ in Lakh)			Particulars	2020-21	2019-20	Total Foreign Exchange Used	2,235.87	13,435.35	Total Foreign Exchange Earned	Nil	Nil
(₹ in Lakh)														
Particulars	2020-21	2019-20												
Total Foreign Exchange Used	2,235.87	13,435.35												
Total Foreign Exchange Earned	Nil	Nil												

For and on behalf of the Board of Directors
Praxis Home Retail Limited

Shrirang Sarda

Non-Executive Non-Independent Director

DIN : 0057 6667

Mahesh Shah

Managing Director

DIN : 01488017

Place : Mumbai

Date : June 30, 2021

Corporate Governance Report

I. Company's Philosophy on Corporate Governance

The Company's continues to believe in its philosophy on corporate governance demonstrating good corporate citizenship through sound governance practices, environmental awareness and ethical behaviour not only to attain corporate objectives but also to align them with economic and social goals for the betterment of all stakeholders and community at large.

The Company conducts its business according to the system, practices and processes which are further strengthened with adoption and implementation of various codes and policies in compliance with the applicable regulatory provisions and ensures transparency and accountability at various Organisation levels including the Board and its various Committees. Applicable codes and policies are available on the Company's website www.praxisretail.in. These codes and policies ensure the best standards of Corporate Governance by boosting best business fundamentals through persistent focus on the core values and principles to bring efficiencies in business operations, best services to its customers at all times and going that extra mile which our customers happy and contented, assuring adequate health, safety measures and work-life balance for its people, equal opportunities in employment, meeting corporate social responsibilities, fair and timely disclosures, compliance with the relevant rules and regulations and maximizing overall stakeholders' value.

The Company has in place a Code of Conduct for the Board of Directors and Senior Management Personnel ("**Code of Conduct**") laying down the corporate ethics to be practiced by entire management cadre. Your Company ensures compliance with the regulations 17 to 27 and applicable clauses of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and also the applicable provisions of the Companies Act, 2013 including amendments thereto (**the "Act"**).

ii Governance Structure

A. Board of Directors

The composition of the Board of Directors ('the Board') is in conformity with the requirements of the Act and the Listing Regulations with optimum combination of Executive, Non-Executive and Independent Directors. The Board approves corporate strategies, which are intended to allocate corporate resources for long term growth and build sustainable long-term value for the stakeholders. In addition to the information and documents pertaining to any specific agenda items, the Board of Directors is regularly provided the information as prescribed under Part A of Schedule II to the Listing Regulations for its review/ suggestions/ approvals. As on March 31, 2021, the Board comprises of 5 (Five) Directors including one Independent Women Director and Two Non-Executive Two Non-Executive Non-Independent Directors, one of them being a woman, due to the resignation of the Chairman & Managing Director and 3 Independent Directors. The Company had appointed 3 directors on March 26,2021 in place of the resigned Directors. Further, the Company at its Board meeting held on April 06, 2021 has appointed Mr. Mahesh Shah as Additional Director designated as Managing Director and Key Managerial Personnel of the Company w.e.f. May 05, 2021. In addition to this, the Women Independent Director had resigned w.e.f. June 1, 2021 and the Board of Directors at their meeting held on June 30, 2021 had appointed one Women Independent Director in her place. Further, none of the Directors on the Board is serving as an independent director in more than the limits as specified in regulation 25 of the Listing Regulations. As on the report date the Board comprises of 6 (Six) Directors.

The Company has received a declaration from the Independent Director(s) that they meet the criteria of independence as per Regulation 16 of the Listing Regulations and the same has been taken on record by the Company. None of the Directors on the Board is a member of more than 10 (Ten) Committees and/or Chairperson of more than 5 (Five) Committees (as specified in Regulation 26 of the Listing Regulations), across all the public companies in which he/she is a Director.

Further, the maximum tenure of Independent Directors is in line with provisions of Section 149 (10) and (11) of the Act and Rules made thereunder:

1. Relevant information on composition of the Board during financial year ended March 31, 2021:

Name of Director & Category	Name of other Listed entities where he/she is a director & (category of directorship)	No. of Directorships ¹		No. of Memberships / Chairmanships of Committees in public companies ²		No. of equity securities held in the Company
		Public	Private / Non-profit	Memberships	Chairmanship	
Ms. Avni Biyani (Non-Executive Non-Independent Director)	Future Lifestyle Fashions Limited (Non-Executive Non-Independent Director)	2	3	0	0	3,783
Mr. Shirang Sarada (Non-Executive Non-Independent Director)	None	1	8	1	1	50
Mr. Harminder Sahni (Independent Director)	Future Consumer Limited (Independent Director)	2	5	2	0	Nil
Jacob Mathew * (Independent Director)	None	1	4	2	0	Nil
Ms. Sridevi Badiga (Independent Director)**	Future Retail Ltd. (Independent Director)	2	1	2	1	Nil

¹Does not include directorships in foreign companies.

²Only Audit Committees and Stakeholders' Relationship Committees that of the Company are included.

*Mr. Jacob Mathew was appointed as Additional Director of the Company on March 26, 2021, after completion of formalities relating to registration process with the Independent Directors Data Bank with the Indian Institute of Corporate Affairs he was re-designated as Additional Independent Director w.e.f. April 6, 2021.

Mr. Viraj Didwania, Chairman & Managing Director of the Company resigned as Managing Director of the Company w.e.f. March 18, 2021. However, he continued as Non-Executive Chairman of the Company till March 26, 2021 and on March 26, 2021 he resigned as Non-Executive Chairman of the Company.

Mr. Shantanu Shah, Mr. Pankaj Bhargava, and Mr. S. Subramanian has resigned as Independent Directors of the Company w.e.f. March 19, 2021, March 30, 2021 and March 30, 2021 respectively.

The Company vide its Board resolution dated April 06, 2021 has appointed Mr. Mahesh Shah as Additional Director designated as Managing Director w.e.f. May 05, 2021. However, the said appointment does not fall under review period.

**Ms. Sridevi Badiga, Independent Director resigned w.e.f. June 1, 2021, which does not fall under the review period.

The Company vide its Board resolution dated June 30, 2021 has appointed Ms. Anou Singhvi as Additional Director designated as Independent Director w.e.f. June 30, 2021. However, the said appointment does not fall under review period.

None of the Directors of the Company have any inter-se relationship amongst themselves. The details of the familiarisation program of the Independent Directors are available on the website of the Company at the link https://www.praxisretail.in/assets/download/3.Independent_Director_Familiarisation_Program_Final.pdf

2. Matrix setting out skills/ expertise/ competence as identified by the Board

The Board skills matrix provides a guide as to the skills, knowledge, experience, and other criteria appropriate for the functioning of the Board. The Board has identified this matrix as a tool to assist with professional development initiatives for Directors. The Company believes in skills-based composition of the Board comprising of Directors who collectively have the skills, knowledge, and experience to effectively govern and direct the Organisation. These are broadly categorised under following aspects:

- **Governance**
This category includes skills relevant to performing the Board's key functions such as strategic planning, policy development, financial performance, audit review, risk & compliance oversight, overall experience, assessing strategic opportunities and threats, good governance practices.
- **Industry specific**
This category includes skills relevant to the retail industry in which the Company operates such as business development, vendor management, technology, marketing & communication and operational efficacy, understanding consumer buying patterns, consumption analysis, product innovations, supplier management, store operations and customer interactions.
- **Personal attributes & qualities**
These are the attributes which are generally considered desirable to be an effective Director possessing specific qualities like leadership, effective communication, honesty, independence, commitment, professionalism, Innovative, ethics and integrity etc.

All the Directors of the Company have been appointed possessing the above given skills / attributes and bring immense benefit and experience to the Company.

In the table below, the specific areas of focus or expertise of individual Board Members have been highlighted. However, in the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skill.

Director qualifications, skills, expertise, competencies and attributes:

Name of the Directors	Mr. Mahesh Shah	Mr. Shrirang Sarda	Ms. Avni Biyani	Mr. Harminder Sahni	Mr. Jacob Mathew	Ms. Anou Singhvi
Leadership	✓	✓	✓	✓	✓	✓
Strategy	✓	✓	✓	✓	✓	✓
Operations	✓	✓	✓	-	✓	✓
Governance	✓	✓	✓	✓	✓	✓
Public Relations	✓	-	✓	✓	-	-

Name of the Directors	Mr. Mahesh Shah	Mr. Shirrang Sarda	Ms. Avni Biyani	Mr. Harminder Sahni	Mr. Jacob Mathew	Ms. Anou Singhvi
Industry Research	✓	-	-	✓	✓	-
Diversity	-	✓	✓	-	✓	✓
Technology	✓	✓	-	✓	✓	-
Finance	✓	✓	-	✓	-	-

3. Meetings and Attendance

During the year under review, Eight (8) Meetings of the Board of Directors were held on June 29, 2020, September 02, 2020, September 10, 2020, October 27, 2020, December 1, 2020, January 29, 2021, March 11, 2021, and March 26, 2021. The gap between two Meetings did not exceed 120 (One Hundred and Twenty) days as prescribed in the Listing Regulations and the Act. The Ninth (9th) Annual General Meeting (AGM) of the Company was held on September 28, 2020 and during the period under review no Extraordinary General Meeting (EGM) was held. However, a postal ballot was conducted for approving the increase In Authorised Capital of the Company, by way of Ordinary Resolution, which was approved by the shareholders of the Company on February 11, 2021.

Details of Meetings and attendance by the Directors of the Company are as under:

Name of Director	No. of Board Meetings		9 th AGM (September 28, 2020)
	Entitled to attend	Attended	
Ms. Sridevi Badiga	8	5	Yes
Mr. Shirrang Sarda	8	8	Yes
Ms. Avni Biyani	1	1	Not Applicable
Mr. Harminder Sahni	1	1	Not Applicable
Mr. Jacob Mathew	1	1	Not Applicable
Mr. Viraj Didwania	8	8	Yes
Mr. Pankaj Bhargava	8	7	Yes
Mr. Shantanu Shah	7	7	Yes
Mr. S. Subramanian	8	8	Yes

4. Resignation of Independent Director

During the year under review, Mr. Shantanu Shah, Mr. Pankaj Bhargava, and Mr. S. Subramanian, Independent Directors of the Company resigned w.e.f. March 19, 2021, March 30, 2021 and March 30, 2021 respectively. Also, Ms. Sridevi Badiga, Independent Director resigned w.e.f. June 1, 2021, which does not fall under the review period.

5. Code of Conduct

The Board has laid down the Code of Conduct for all Directors and Senior Management of the Company to conduct their activities in the best interest of the Company and exercising due care and diligence while performing their duties. The said Code of Conduct is hosted on website of the Company at http://www.praxisretail.in/assets/download/1.Code-of-Conduct_for_Directors_and_Senior_Management_Final.pdf. All Directors and Senior Management Personnel have affirmed compliance with the said Code of Conduct for the financial year ended March 31, 2021. A declaration to this effect signed by the Chairman & Managing Director forms part of this Corporate Governance Report.

6. Confirmation

The Board of Directors confirms that in its opinion, the Independent Directors of the Company fulfil the conditions specified in the Listing Regulations and the Act and are independent from the Management of the Company.

B. Audit Committee

The Audit Committee of the Company previously comprised of 5 (Five) Directors. However, post re-constitution on March 26, 2021, Audit Committee comprises of 3 (Three) Directors. Also, further re-constitution on June 30 2021, Audit Committee comprises of 4 (Four) Directors. The Committee comprises majority of Independent Directors. All the members of the Committee possess adequate accounting and financial knowledge. The Company Secretary functions as Secretary to the Committee. During the year under review, five (5) meetings of the Audit Committee were held on June 29, 2020, September 10, 2020, October 27, 2020, January 29, 2021, and March 11, 2021.

1. Relevant information on composition of the Audit Committee during the financial year ended March 31, 2021

Name of Director	Category	Designation	No. of Meetings	
			Entitled to attend	Attended
Ms. Sridevi Badiga	Independent Director	Member/ Chairperson*	5	3
Mr. Harminder Sahni	Independent Director	Member	N/A	N/A
Mr. Jacob Mathew	Independent Director	Member	N/A	N/A
Mr. Shantanu Shah#	Independent Director	Chairperson*	5	5
Mr. Viraj Didwania#	Chairman & Managing Director	Member	5	5
Mr. Pankaj Bhargava#	Independent Director	Member	5	5
Mr. S. Subramanian#	Independent Director	Member	5	5

* Ms. Sridevi Badiga, was member of the Audit Committee. However, post re-constitution on March 26, 2021, she was designated as Chairperson of the Audit committee. Mr. Shantanu Shah was Chairperson of Audit Committee till March 19, 2021.

Members of the Committee prior to re-constitution carried on March 26, 2021.

Consequent to resignation of Ms. Sridevi Badiga as Independent Director, further, re-constitution was done on June 30, 2021 Mr. Harminder Sahni, Ms. Anou Singhvi, Mr. Jacob Mathew and Mr. Mahesh Shah

are members of Audit Committee on the report date. However, this does not fall under review period. The composition of Audit Committee meets the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations.

2. Terms of Reference

The Committee has been mandated to comply with the requirements as specified in Part C of Schedule II of the Listing Regulations and the provisions of section 177 of the Act. The terms of reference are reviewed from time to time by the Board.

Role of the Audit Committee, inter-alia, includes the following:

- oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before

submission to the board for approval, with particular reference to:

- (a) matters required to be included in the Director's responsibility statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
 - reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 - reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 - approval or any subsequent modification of transactions of the Company with related parties; provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;

- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the Company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing, with the Management, performance of statutory and internal auditors, adequacy of the internal control systems;
- reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- discussion with internal auditors of any significant findings and follow up there on;
- reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- discussion with statutory auditors before the audit commences about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- to review the functioning of the vigil & whistle blower mechanism;
- approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- effective from April 1, 2019, role of the Audit Committee also includes reviewing the utilisation of loans and/ or advances from/investment by the holding company in the subsidiary exceeding ₹ 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.

3. Review of information

The Audit Committee shall review the following:

- Management Discussion and Analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee) submitted by the management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal Audit Reports relating to internal control weaknesses; and
- The appointment, removal, and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.
- Statement of deviations:
 - (a) Quarterly Statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32 (1).
 - (b) Annual Statement of funds utilised for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32 (7).

C. Nomination & Remuneration Committee

The Nomination & Remuneration Committee of the Company ("NRC") plays a leadership role in shaping the corporate governance of the Company, strives to build an engaged and diverse Board whose composition is appropriate considering the Company's requirements and strategies. The NRC develops an executive compensation philosophy, adopts and oversees the implementation of compensation policies that designs compensation packages for the Directors and Senior Management Personnel to incentivise for the creation of long-term value, and develops meaningful goals for performance-based compensation that support the Company's long-term value creation strategy. The NRC previously comprised of 4 (Four) Directors, 1 (One) Non-Executive Non-Independent Directors and 3 (Three) Independent Directors. However, post re-constitution on March 26, 2021 and June 30, 2021, NRC comprises of 3 (Three) Directors, 2 (Two) Independent Directors and 1 (One) Non-Executive Non-Independent Directors. The Company Secretary functions as Secretary to the Committee. During the year under review, total Three (3) meetings of the NRC were held on September 02, 2020, March 11, 2021 and March 26, 2021.

1. Relevant information on composition of the NRC during the financial year ended March 31, 2021

Name of Director	Category	Designation	No. of Meetings	
			Entitled to attend	Attended
Ms. Sridevi Badiga*	Independent Director	Chairperson	N/A	N/A
Mr. Harminder Sahni*	Independent Director	Member	N/A	N/A
Mr. Shirang Sarda	Non-Executive Non-Independent Director	Member	3	2
Mr. S. Subramanian	Independent Director	Chairperson#	3	3
Mr. Pankaj Bhargava*	Independent Director	Member	3	2
Mr. Shantanu Shah*	Independent Director	Member	3	2
Mr. S. Subramanian#	Independent Director	Member	5	5

* The Company vide its Board resolution dated March 26, 2021 has re-constituted the composition viz. Ms. Sridevi Badiga, was appointed as Chairperson of NRC & Mr. Harminder Sahni as member of NRC and Mr. Pankaj Bhargava & Mr. Shantanu Shah ceased to be members of the Committee consequent to their resignations w.e.f. March 26, 2021 and March 19, 2021 respectively.

Mr. S. Subramanian was the Chairperson of the Committee prior to re-constitution carried on March 26, 2021.

Consequent to resignation of Ms. Sridevi Badiga as Independent Director, further, re-constitution was done on June 30, 2021, Mr. Jacob Mathew is Chairperson of the Committee and Mr. Harminder Sahni & Mr. Shirang Sarda are members of Nomination & Remuneration Committee on the report date. However, this does not fall under review period.

2. Terms of reference:

The terms of reference of NRC are reviewed from time to time by the Board. The NRC has been mandated to comply with the requirements as specified in Part D of the Schedule II to the Listing Regulations, provisions of section 178 of the Act and Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014, as may be applicable. The role of the NRC, inter-alia, includes the following:

- to formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees;
- to formulate criteria for evaluation of Independent Directors and the Board;
- to devise a policy on Board diversity;
- to Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- to establish and from time to time review the policy for Employee Stock Option Plan (ESOP) and Employee Stock Option Scheme (ESOS) as well as issuance of SWEAT equity shares and recommend the grants of stock options to be made under ESOP / ESOS;
- to review Company's remuneration and human resource policy and
- effective from April 1, 2019, role of NRC also includes to recommend to the Board, all remuneration, in whatever form, payable to senior management cadre of the Company.

3. Performance evaluation criteria for Independent Directors

The Board works with the NRC to lay down the evaluation criteria for the performance of the Chairman, the Board, Committees, Executive Directors, Non-Executive Directors and Independent Directors through a peer evaluation, excluding the Director being evaluated. The Independent Directors were evaluated on the criteria such as engagement, leadership, analytical, quality of decision-making, interaction, governance, etc.

4. Remuneration policy for Executive Directors

The Company pays remuneration by way of salary, benefits, perquisites and allowances and variable bonus to the Chairman & Managing Director, as approved by the Board and the Members of the Company. In determining the remuneration package of the Executive Directors, the NRC evaluates various criteria like competency, experience and ability of the candidate, remuneration prevailing in industry, specific skills required for the business operations etc. and thereafter makes its recommendation to the Board. Annual increments are decided/ recommended by the NRC within the scale of remuneration as may be permissible under the statutory provisions. Performance criteria for Executive Director entitled to variable bonus are determined by NRC in accordance with the remuneration policy.

5. Criteria of making payments to Non-Executive Directors

Non-Executive Directors are paid sitting fees for attending meetings of the Board and Committee (except CSR Committee & Share Transfer Committee) of the Board including meeting of Independent Directors, as decided from time to time by the Board.

6. Details of payment of remuneration to Chairman & Managing Director

The remuneration paid to the Chairman & Managing Director for the year ended March 31, 2021 is as under:

Name	Salary (₹ in Lakhs)	Variable Bonus (₹ in Lakh)	Company's Contribution to Provident Fund (₹ in Lakh)	Perquisites (₹ in Lakhs)	Total (₹ in Lakhs)*	Total Contract Period	Notice period in months	Stock Options granted (Nos.)
Mr. Viraj Didwania	132.38	-	3.50	1.09		5 years w.e.f. October 12, 2017	1	**

Mr. Viraj Didwania, Chairman & Managing Director of the Company has resigned as Managing Director of the Company w.e.f. March 18, 2021. However, he continued as Non-Executive Chairman of the Company till March 26, 2021 and after close of Business Hours on March 26, 2021, he resigned as Non-Executive Chairman of the Company. Hence Remuneration of Mr. Viraj Didwania is shown till March 18, 2021.

Notes:

- All the above components of remuneration, except Performance Bonus / Commission, are fixed in nature.
- There is no separate provision for payment of severance fees.
- **2,31,000 stock options granted during the financial year 2018-19 and have lapsed consequent to his resignation from the post of Managing Director of the Company.
- Except the remuneration paid to Mr. Didwania as stated above, none of other directors were paid any remuneration during Financial Year 2020-21, except the sitting fees mentioned in point no. 7 below.

7. Details of payment of remuneration to Non-Executive Directors

Sitting fees paid to Non-Executive Directors during the year under review is as under:

Name of Director	Sitting Fees paid
Mr. Shrirang Sarda	3,60,000
Ms. Sridevi Badiga	0
Ms. Avni Biyani	0
Mr. Harminder Sahni	0
Mr. Jacob Mathew	0
Mr. Pankaj Bhargava	4,80,000
Mr. Shantanu Shah	4,00,000
Mr. S. Subramanian	4,50,000
Total	16,90,000

Apart from reimbursement of expenses incurred in the discharge of their duties and the payment of sitting fees as entitled under the Act, none of these Directors have any other material pecuniary

relationships or transactions with the Company, its Promoters, its Directors, its Senior Management, which in their judgment would affect their independence. None of the Directors of the Company is inter-se related to one another.

D. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee ("SRC") meets as and when required to consider the transfer proposals and attend various aspects of interest of the security holders. The SRC previously comprised of 3 (Three) Directors and post re-constitution, SRC comprises of 3 (Three) Directors. The Company Secretary functions as Secretary to the Committee. During the year under review, total (4) four meetings of SRC were held on June 29, 2020, September 10, 2020, October 27, 2020 and January 29, 2021.

1. Relevant information on composition of the SRC during the financial year ended March 31, 2021

Name of Director	Designation	No. of Meetings	
		Entitled to attend	Attended
Mr. Shrirang Sarada	Chairperson	4	4
Mr. Harminder Sahni	Member	N/A	N/A
Mr. Jacob Mathew	Member	N/A	N/A
Mr. Viraj Didwania	Member	4	4
Mr. Pankaj Bhargava	Member	4	4

* The Company vide its Board resolution dated March 26, 2021 has re-constituted the composition viz. Mr. Harminder Sahni & Mr. Jacob Mathew were appointed as member of SRC and Mr. Pankaj Bhargava & Mr. Viraj Didwania ceased as members of the Committee w.e.f. March 26, 2021.

2. Role of SRC

- Resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

With a view to expedite the process of share transfers, necessary authority has been delegated to the to the Share Transfer Committee and Registrar & Transfer Agent of the Company – Link Intime India Private Limited (RTA).

3. Share Transfer Committee

As on March 31, 2021, the Share Transfer Committee ("STC") Currently comprises of Mr. Shrirang Sarada, Non-Executive Non-Independent Director, Mr. Harminder Sahni, Independent Director, Mr. Jacob Mathew, Independent Director, Mr. Vikash Kabra, Deputy Chief Financial Officer and Ms. Smita Chowdhury, Company Secretary & Compliance Officer as Members of the Committee. However, the re-constitution

carried on June 30, 2021 Mr. Harminder Sahni, ceased as member and Mr. Mahesh Shah, was appointed as members and all other members remains the same for Share Transfer Committee on the report date. However, this does not fall under review period. Prior to reconstitution of STC carried out by the Company on March 26, 2021, Mr. Viraj Didwania, Chairman & Managing Director, Mr. Pankaj Bhargava, Independent Director, Mr. Anil Chandak, Chief Financial Officer and Ms.Smita Chowdhury, Company Secretary & Compliance Officer were the members of the Committee. The Share Transfer Committee meets as and when required to consider the transfer proposals and attend to Investors' grievances, transmission of shares, split, consolidation, issue of duplicate share certificate, dematerialisation and re-materialization of shares.

4. Investors' Grievance Redressal

Details of investor complaints received and resolved during the year under review are as follows:

Complaints at the start of the year	Received during the year	Resolved during the year	Complaints pending at the end of the year
NIL	NIL	NIL	NIL

E. Corporate Social Responsibility Committee

The CSR Committee is constituted in line with the provisions of section 135 of the Act. Ms. Avni Biyani is the Chairperson of the CSR Committee, Mr. Jacob Mathew, and Mr. Shrirang Sarada are other members of the CSR Committee, In addition to these members Mr. Mahesh Shah and Ms. Anou Singhvi were appointed as members of the CSR Committee on June 30, 2021. Further, prior to reconstitution of CSR carried out by the Company on March 26, 2021 Mr. Viraj Didwania, was the Chairperson of the CSR Committee. Other members of the CSR Committee were Mr. Pankaj Bhargava, Mr. Shantanu Shah and Mr. S. Subramanian. During the year under review, no meeting of the Committee was held as the Company was not required to spend any amount on CSR activities, since the Company does not fit into the criteria specified in Section 135 of the Act.

The disclosures as per Companies (Corporate Social Responsibility Policy) Rules, 2014 is made in prescribed form which is appended to the Board's Report. The CSR Policy adopted by the Company can be viewed at http://www.praxisretail.in/assets/download/6.CSR_Policy.pdf The terms of CSR Committee include the matters specified in the Section 135 of the Companies Act, 2013, Schedule VII to the Act and applicable rules made thereunder.

F. Committee of Directors

The Board of Directors have constituted a Committee of Directors (COD) comprising Mr. Shrirang Sarada, Ms. Avni Biyani, and Mr. Jacob Mathew are members of the Committee of Directors. In addition to these members Mr. Mahesh Shah appointed as members of the COD on June 30, 2021. Prior to reconstitution of COD carried out by the Company on March 26, 2021, Mr. Viraj Didwania, Mr. Pankaj Bhargava and Mr. Shantanu Shah, were the members of the Committee. This Committee of Directors was constituted to ensure support for routine operations and activities of the Company in addition to the specific powers delegated by the Board. The committee meets as and when required. Total 5 (Five) Meetings of the Committee were held during the year under review.

G. Risk Management

The Company has a well-defined risk management framework in place commensurate with the size and nature of the operations, which provides an integrated approach for identifying, assessing, mitigating, monitoring and reporting of all risks associated with the business of the Company. The Audit Committee / Board of Directors periodically reviews the risk assessment and minimisation procedures and ensures that executive

management controls risk through means of a properly defined framework. The risk management framework adopted by the Company is discussed in detail in the Management Discussion and Analysis forming part of the Annual Report. Provision relating to the Risk Management Committee under Regulation 21 of the Listing Regulations were not applicable to the Company during the year under review.

H. Independent Directors

As per Regulation 17 of the Listing Regulations as well as pursuant to Section 149 of the Act read with Schedule IV thereto, the Board comprises of not less than fifty per cent of Independent Directors. A separate meeting of Independent Directors was held on March 26, 2021, inter alia, to review the performance of non-independent Directors and the Board as a whole, performance of the Chairman and assessed the quality, quantity and timelines of flow of information between the Company Management and the Board. All Independent Directors were present at the above meeting through video conferencing as due to the outbreak of COVID-19 pandemic physical meeting could not be held.

I. Code of Conduct for prevention of insider trading in the securities of the Company and Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information

The Company has formulated a Code of Conduct for prevention of insider trading in the securities of the Company pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 applicable to the Designated Persons ('Code of Conduct'). Further, the Board has also laid down Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information ('Fair Disclosure Code') in accordance with provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, with a view to regulate any communication of any unpublished price sensitive information for any purpose other than the legitimate purpose as defined under the said Fair Disclosure Code. Pursuant to the requirements prescribed under SEBI notification dated December 31, 2018 and provisions of Securities Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the revised Code of Conduct and Fair Disclosure Code was adopted by the Company which came into effect from April 1, 2019. Audit Committee of the Company monitors and ensures compliance with the aforesaid Code of Conduct and Fair Disclosure Code. During the year an electronic internal system was also introduced to facilitate compliance with the SEBI (Prohibition of Insider Trading), Regulations, 2015 and the Company's Code of Conduct. The Code of Conduct and Code of Fair Disclosure together regulate trading in securities by the Designated Persons of the Company. The Code of Conduct requires pre-clearance for certain dealing in the Company's securities by the Designated Persons and also prohibits dealing with Company's securities by Designated Persons while in possession of unpublished price sensitive information. The Code of Fair Disclosure is hosted on Company's website at <http://www.praxisretail.in/assets/download/Code-of-Practices-and-Procedures-for-Fair-Disclosure-of-Unpublished-Price-Sensitive-Information.pdf>.

J. Communication with Stakeholders

Communication to the stakeholders is primarily made through disclosure through the Stock Exchanges. Quarterly, half yearly and annual financial results are published in leading English and Marathi dailies, viz. "The Free Press Journal" (English Daily) and "Nav Shakti" (Marathi Newspaper) pursuant to Regulation 47 of the Listing Regulations. Annual Reports, financial results, shareholding pattern and other required disclosures are also displayed on the Company's website www.praxisretail.in as required under Regulation 46 of the Listing Regulations and also hosted by the Stock Exchanges on their respective websites. All filings, disclosures and communications to Stock Exchanges are made electronically through their specific web portals to disseminate the information/ disclosure to make such information generally available. The Company also informs the Stock Exchanges in advance about any schedule of meetings with any investors/ analysts. The presentation, if any, made to them are furnished to the Stock Exchanges and the same are also hosted on the website of the Company www.praxisretail.in

K. General Body Meetings

1. Schedule of previous three Annual General Meetings:

Year	Date	Time	Venue
2020	Monday, September 28, 2020	12:00 Noon	Deemed Venue was iThink Techno Campus Jolly Board Tower D, Ground Floor, Kanjurmarg (East), Mumbai - 400042. (Held via Two-Way Video Conferencing Facility)
2019	Saturday, September 21, 2019	11:00 AM	Sunville Banquet & Conference, 9, Dr. Annie Besant Road, Siddharth Nagar, Worli, Mumbai - 400018.
2018	Tuesday, September 18, 2018	10:30 AM	Sunville Banquet & Conference, 9, Dr. Annie Besant Road, Siddharth Nagar, Worli, Mumbai - 400018.

2. Special resolutions passed in previous three Annual General Meetings:

Details of last three Annual General Meetings are as below:

Year	Matters approved through Special Resolutions
2019-20	<ul style="list-style-type: none"> Approval for entering-into Related Party Transaction(s) for the financial year 2020-21: Approval for payment of remuneration to Mr. Viraj Didwania, Chairman & Managing Director (CMD) of the Company for the remainder of his tenure as CMD.
2018-19	<ul style="list-style-type: none"> Approval for modification in Praxis Home Retail Limited Share Value Appreciation Rights, Plan - 2018 and Grant of Share Based Employee Benefits thereof Approval for modification in 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
2017-18	<ul style="list-style-type: none"> Approval for revision in the remuneration of Mr. Viraj Didwania, Chairman & Managing Director of the Company. Approval of Praxis Home Retail Limited Share Value Appreciation Rights, Plan - 2018 and Grant of Share Based Employee Benefits thereof. 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. Grant of Employee Stock Options/Share Value Appreciation Rights, to the Employees of 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. Approval of the Trust Route for Implementation of 'Praxis Home Retail Limited Share Value Appreciation Rights, Plan- 2018 ("Praxis SVAR Plan 2018" / "Plan"). Approve Provision of Money by the Company for Purchase of its own Shares by the Trust/ Trustees for the Benefit of Employees under Praxis Home Retail Limited Share Value Appreciation Rights Plan - 2018 ("Praxis SVAR Plan - 2018" / "Plan").

3. Extraordinary General Meeting

During the year under review, no Extraordinary General Meeting was held. Further the details of Extraordinary General Meeting held during the past three financial years are as below:

Day, Date & Time of the EGM	Venue	Special Resolutions Passed
FY 2019-20 Wednesday, October 30, 2019 at 12.00 Noon	Sunville Banquet & Conference, 9, Dr. Annie Besant Road, Siddharth Nagar, Worli, Mumbai - 400018.	<ul style="list-style-type: none"> • Preferential Issue of Compulsorily Convertible Debentures of the Company
FY 2017-18 Tuesday May 30, 2017 at 11.00 am	32-D, Khotachi Wadi, Ideal Wafer House Compound, Girgaum, Mumbai- 400004	<ul style="list-style-type: none"> • Conversion of the Company from Private Limited to Public Limited and change of name thereof from "Praxis Home Retail Private Limited" to "Praxis Home Retail Limited". • Alteration of Main object clause and incidental or ancillary object clause in the Memorandum of Association of the Company. • Alteration and adoption of Articles of Association of the Company as per Companies Act, 2013.
FY 2017-18 Thursday, October 12, 2017 at 04:00 pm	iThink Techno Campus, Jolly Board Tower D, Ground Floor, Kanjurmarg (East), Mumbai - 400042.	<ul style="list-style-type: none"> • Appointment of Mr. Viraj Didwania as Managing Director for a period of 5 (five) years effective from October 12, 2017.

Day, Date & Time of the EGM	Venue	Special Resolutions Passed
FY 2017-18 Monday, November 20, 2017 at 5.00 pm	iThink Techno Campus, Jolly Board Tower D, Ground Floor, Kanjurmarg (East), Mumbai – 400042	<ul style="list-style-type: none"> • Authority to make or give any loans / advances and/or make any investments including in shares, debentures and / or other securities and to give any guarantee and/or provide any security in connection with any loan(s) made by or given to any other person (s), companies or bodies corporate from time to time in the interest of the Company in aggregate for an amount not exceeding ₹ 750 Crore (Rupees Seven Hundred Fifty Crore Only) in one or more tranches and which may be in excess of the limits prescribed under Section 186 of the Act. • Increase in Borrowing powers of the Company exceeding the aggregate of the paid-up capital of the Company and its free reserves, provided however that, the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed ₹ 750 Crore or equivalent amount in foreign currency, exclusive of interest and other charges pursuant to the provisions of Section 180 (1)(c) of Companies Act, 2013. • Authority for creation of mortgage, charge, hypothecation, lien and other encumbrances, if any, by the Company, as the Board of Directors may deem fit, on the assets of the Company, both present and future, for securing the sum or sums of moneys aggregating to ₹ 750 Crore borrowed by the Company from Banks, Financial Institutions and others as the case may be pursuant to the provisions of Section 180(1) of Companies Act, 2013.

4. Postal Ballot

During the year under review, One postal ballot was carried out by the Company for “Increasing the Authorised Share Capital of the Company” and “Altering the Capital Clause of the Memorandum of Association of the Company”.

In compliance with Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company provides electronic voting (e-voting) facility to all its members. The Company engages the services of NSDL for the purpose of providing e-voting facility to all its members.

III. General Information for Shareholders

1. Date, time, and venue of the Tenth Annual General Meeting-

In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (‘MCA’) has vide its general circular dated May 5, 2020 read with general circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as ‘MCA circulars’) permitted the holding of the Annual General Meeting (‘AGM’ or ‘Meeting’) through Video conferencing (‘VC’) facility or other audio visual means (‘OAVM’), without the physical presence of the members at a common venue. Further, Securities and Exchange Board of India (‘SEBI’) vide its circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (‘SEBI

circular’) has also granted certain relaxations in connection with convening and holding of AGM. In compliance with the provisions of the Act, the Listing Regulations and MCA circulars, the 10th AGM of the Company is being held through VC/OAVM on Friday, September 24, 2021 at 12.00 noon (IST). The deemed venue for the 10th AGM will be iThink Techno Campus, Jolly Board Tower D, Ground Floor Kanjurmarg (East), Mumbai-400042. However, the Directors shall attend the AGM from their respective location.

2. Financial Year

The financial year covers the period from April 1 of every year to March 31 of the following year.

Financial Year Reporting for

Quarter	Release Date (tentative & subject to change)
1 st Quarter ending June 30, 2021	First/Second week of August, 2021
2 nd Quarter/Half- year ending September 30, 2021	First/Second week of November, 2021
3 rd Quarter ending December 31, 2021	First/Second week of February, 2022
4 th Quarter/Year ending March 31, 2022	Third/Fourth week of May, 2022

Note: The above dates are indicative.

3. Dividend payment date

The Board of Directors of the Company has not recommended any dividend for the financial year ended March 31, 2021.

4. Unclaimed Dividend of earlier year(s)

During the year no unclaimed dividend was due for transfer to Investor Education & Protection Fund. A shareholder(s) or any other person claiming to be entitled to any amount transferred to unpaid dividend account, are advised to write to the Company/ RTA and provide requisite details i.e. name of the shareholder entitled to the dividend, amount of unclaimed dividend, DP ID- Client ID or Folio No., year for which amount has remained unclaimed, bank account details for electronic transfer and any other information as may be sought by the Company/ RTA to enable them to process the payment of unclaimed dividend.

5. Listing Details

The Company’s Equity Shares of the face value of ₹ 5/- are listed on:

- (i) BSE Limited (BSE)
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001
- (ii) National Stock Exchange of India Limited (NSE)
Exchange Plaza, C-1, Block-G, Bandra-Kurla Complex, Bandra (East), Mumbai - 400051.

6. Listing Fees

Applicable listing fees pertaining to equity shares have been paid to both the Stock Exchanges - BSE & NSE, where the equity shares of the Company are listed.

7. Securities Codes

Type of Security	ISIN No.	Scrip Code/ Symbol	
		BSE	NSE
Equity	INE546Y01022	540901	PRAXIS

8. Corporate Identity Number (CIN)

CIN allotted by the Ministry of Corporate Affairs is L52100MH2011PLC212866.

9. Stock Performance³

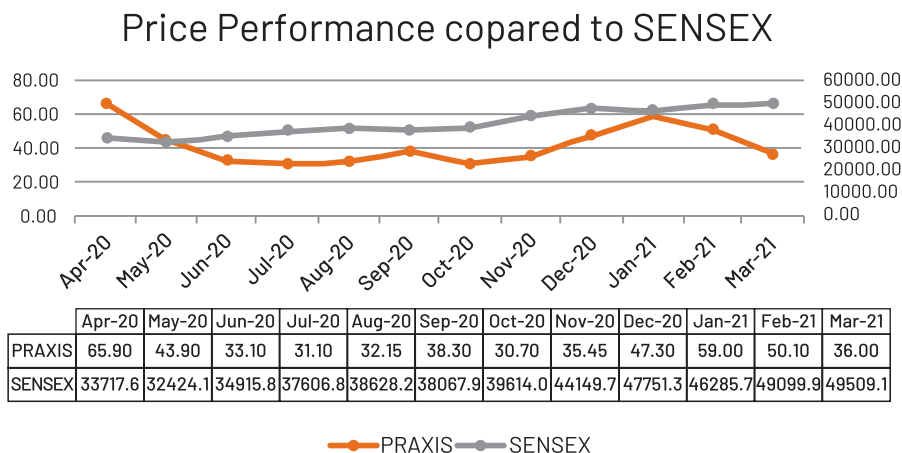
The price performance of the equity shares of the Company at the Stock Exchanges during the year under review is as follows:

Months	BSE (in ₹)		NSE (in ₹)	
	High	Low	High	Low
April 2020	76.75	65.90	43.75	27.55
May 2020	62.65	43.90	29.60	18.40
June 2020	41.75	25.50	37.95	24.85
July 2020	38.25	25.80	41.05	28.20
August 2020	34.00	29.00	34.65	28.60
September 2020	54.70	33.75	54.50	33.70
October 2020	39.65	29.40	39.45	29.15
November 2020	38.60	29.60	39.70	29.45
December 2020	47.30	34.00	48.00	33.85
January 2021	60.10	42.20	60.00	44.05
February 2021	62.60	46.15	62.20	46.00
March 2021	54.80	33.40	54.60	33.40

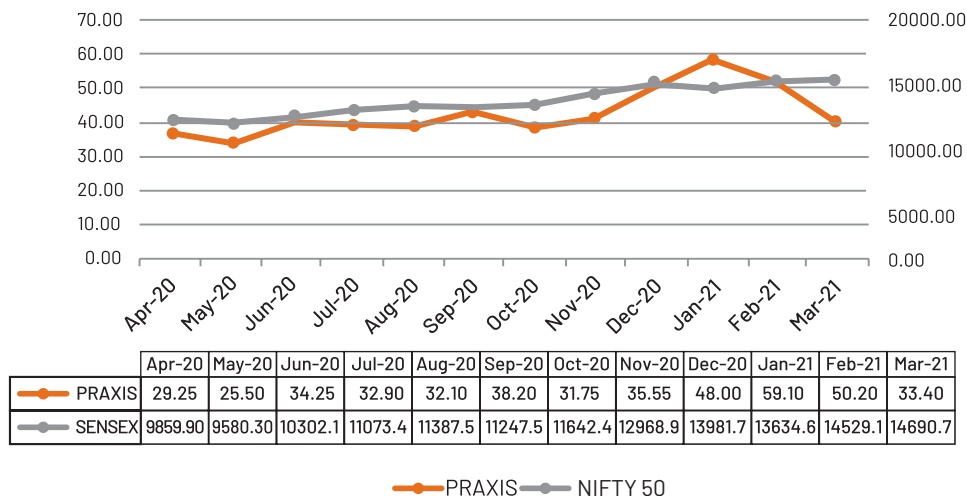
³ Source: BSE and NSE

10. Performance of Share Price of the Company in comparison to the BSE Sensex

The performance comparison is based on the closing price /Sensex on the last trading day of the month.



Price Performance copared to NIFTY50



11. Performance of Share Price of the Company in comparison to the NSE NIFTY 50

The performance comparison is based on the closing price / NSE Nifty 50 on the last trading day of the month.

12. Share Transfer System

Trading in equity shares of the Company through recognised Stock Exchanges is permitted only in dematerialised form. Shares sent for transfer in physical form, if any, are registered and returned within a period of fifteen days from the date of receipt of the documents, provided the documents are valid and complete in all respects. With a view to expedite the process of share transfers, necessary authority has been delegated to the Stakeholder Relationship Committee / Share Transfer Committee to approve the transfers of equity shares of the Company. Investors are requested to take note that pursuant to the respective notification by the Ministry of Corporate Affairs, BSE Limited and the National Stock Exchange of India Limited, transfer of shares held in physical mode is not permissible from April 01, 2019. No transfer of securities held in physical mode is permitted from the said date. In view of this, investors are advised and recommended to dematerialise the security of the Company held by them at earliest to avoid any delay for transfer. A detailed process for dematerialising the securities is available on the website of the Company www.praxisretail.in

13. De-materialisation of shares

The Company has entered into agreements with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have an option to dematerialise their shares with either NSDL or CDSL. A detailed process for dematerialising the securities is available on the Company website at http://www.praxisretail.in/assets/download/Intimation_to_Shareholders_regarding_Dematerialisation_of_Shares.pdf Entire shareholding of Promoter and Promoter Group is in dematerialised form.

Status of dematerialisation of equity shares as on March 31, 2021 is as under:

Particulars	No. of Shares	% of total Paid-up Capital*
National Securities Depository Limited (#)	2,53,11,873	83.31
Central Depository Services (India) Limited	50,22,812	16.53
Total Dematerialised	3,03,34,685	99.84
Physical	48,523	0.16
Total	3,03,83,208	100.00

* Pursuant to the Scheme of Arrangement between Future Retail Limited ('FRL') and Bluerock e-Services Private Limited ('BSPL') and Praxis Home Retail Limited ('the Company') and their respective Shareholders, 5218 Equity Shares of the Company are held in abeyance as against 104,371 Equity Shares of FRL, which are held in abeyance.

During the year under review Equity Shares aggregating to 27,50,000 (Twenty-Seven Lakh and Fifty Thousand) were allotted to Future Corporate Resources Private Limited (FCRPL) on exercise of conversion option of 2,915 Compulsorily Convertible Debentures (CCDs) out of 4,320 CCDs outstanding as on March 31, 2020, out of the aggregate 7,500 CCDs originally allotted on December 12, 2019.

14. Outstanding GDR/ ADR or warrants or any convertible instruments

During the year under review the Company issued and allotted 7,500 Compulsorily Convertible

Debentures (CCDs) to Future Corporate Resources Private Limited (FCRPL) one of the promoter entity at Conversion Price of ₹ 106/- each equity share of face value of ₹ 5/- each fully paid-up. Out of the originally allotted 7,500 CCDs allotted on December 12, 2019 to FCRPL, 3,180 CCDs were converted into 30,00,000 (Thirty -Lakh) equity shares of the Company of face value of ₹ 5/- each fully paid-up on February 11, 2020 and 2,915 CCDs have been converted into 27,50,000 (Twenty-Seven Lakh Fifty Thousand) equity shares of the Company of face value of ₹ 5/- each fully paid-up on January 16, 2021 and 1,405 CCDs are outstanding as at March 31, 2021. Post conversion of 2,915 CCDs the shareholding of FCRPL increased from 53.13% to 57.38%. The Company has not issued any GDRs/ ADRs/ Warrants etc., during the financial year 2020-21. Further, as on March 31, 2021, a total of 73,325 stock options were outstanding under "Praxis Home Retail Limited Share Value Appreciation Rights Plan -2018 ("Praxis SVAR Plan-2018"). Each stock option is convertible into one equity share of ₹ 5/- each fully paid-up. Further details of such Praxis SVAR Plan-2018 are given in Annexure-II appended to the Board's Report.

15. Distribution of Shareholding of Equity Shares as on March 31, 2021

Distribution Range	Shareholders		Equity Shares	
	No.	%	No.	%
1-500	25,019	97.5057	5,28,522	1.7395
501-1000	231	0.9003	1,77,564	0.5844
1001-2000	168	0.6547	2,53,079	0.8330
2001-3000	54	0.2105	1,37,260	0.4518
3001-4000	27	0.1052	97,863	0.3221
4001-5000	20	0.0779	93,386	0.3074
5001-10000	46	0.1793	3,31,344	1.0905
10001 & above	94	0.3663	2,87,64,190	94.6713
Total	25,659	100.0000	3,03,83,208	100.0000

16. Shareholding Pattern as on March 31, 2021

Category	No. of Equity Shares	Percentage (%)
Promoters and Promoter Group*	1,98,11,605	65.2058
Bodies Corporate	52,44,233	17.2603
Indian Public (Individual)	28,45,601	9.3657
Foreign Portfolio Investors	13,03,203	4.2892
Alternate Investment Funds	5,31,519	1.7494
Hindu Undivided Family	1,90,231	0.6261
Banks & Financial Institutions	1,70,121	0.5599
Clearing Members	1,12,548	0.3704
Non-Resident (Non Repatriable)	58,587	0.1928
Non-Resident Indians	51,883	0.1708
Trusts	41,586	0.1369
Unclaimed Shares	21,989	0.0724
Directors & their Relatives	50	0.0002
Mutual Funds	27	0.0001
Insurance Companies	20	0.0001
Foreign Nationals	5	0.0000
Total	3,03,83,208	100.00

(*) During the year under review the Company issued and allotted 27,50,000 equity shares to Future Corporate Resources Private Limited (FCRPL) one of the promoter entity pursuant to exercise of conversion option on 2,915 Compulsorily Convertible Debentures (CCDs) at Conversion Price of ₹ 106/- each out of the 4,320 CCDs outstanding as on March 31, 2020. As on March 31, 2021, 1405 CCDS are outstanding for conversion. The aggregate 7,500 CCDs were originally allotted to FCRPL.

17. Plant Locations

In view of the nature of the Company's business i.e. Retail, the Company operates from various stores on Pan India basis. For details of our store locations in cities across India, kindly refer page no. 8 of this Annual Report.

18. Registered Office/ Address for Correspondence

The registered and Corporate Office of the Company is situated at "iThink Techno Campus, Jolly Board Tower D, Ground Floor, Kanjurmarg (East), Mumbai – 400042".

19. Investor Correspondence

Registrar and Transfer Agents

Link Intime India Private Limited

C – 101, Embassy 247, L.B.S Marg, Vikhroli (West), Mumbai – 400 083.

Tel No.: +91 22 4918 6000; Fax No.: +91 22 4918 6060

e-mail: rnt.helpdesk@linkintime.co.in; website: www.linkintime.co.in

For securities held in demat Form

Investors' concerned Depository Participant(s) and/ or Link Intime India Private Limited

For any query on the Annual Report

Ms. Smita Chowdhury, Company Secretary & Compliance Officer

Praxis Home Retail Limited

iThink Techno Campus, Jolly Board Tower -D, Ground Floor, Kanjur Marg (East), Mumbai – 400042.

Tel No.: +91 22 68824900 Fax No.: +91 22 7106 8032

E-mail: investorrelations@praxisretail.in; Website: www.praxisretail.in

20. Credit Ratings

As at the end of the financial year, the Company has not obtained any Credit Ratings.

21. Website

The Company maintains a functional website www.praxisretail.in. Apart from other business/ operational information, various information, disclosures, financial results, codes & policies, reports, contact details etc. as required under the Listing Regulations and the Act are hosted on such website under a separate section "Investor Relations".

IV. Other Disclosures

1. Related Party Transactions

Transactions with related parties were reviewed / approved by the Audit Committee and were entered into in the ordinary course of business and at arm's length basis. During the year under review, there were no materially significant transactions entered into with any related party that may have potential conflict with the interests of the Company at large. The details of related party transactions are given in notes forming part of the Financial Statements for the year ended March 31, 2021.

Policy on dealing with related party transactions is available on the website of the Company at <http://www.praxisretail.in/assets/download/10-Policy-of-Dealing-with-Related-Party-Transactions.pdf>

2. Disclosures of transactions of the listed entity with any person or entity belonging to the promoter/ promoter group which hold(s) 10% or more shareholding in the Company

During the year under review, Future Corporate Resources Private Limited (f/k/a Suhani Trading Investments and Consultants Private Limited – Holding and Promoter of the Company, held more than 10% of paid up share capital of the Company. Requisite details of transactions with the said related party is given under note 39 to the Financial Statements for the financial year ended March 31, 2021. There were no other transactions with any entity forming part of Promoter Group and holding more than 10% of the shareholding in the Company.

3. Disclosure of Accounting Treatment

During the year under review, the Company followed the Accounting Standards laid down by the Companies (Indian Accounting Standards) Rules, 2015, in the preparation of its financial statements.

4. Commodity price risk or foreign exchange risk and hedging activities

The Company has Forex Risk Management Policy in place to manage risk(s) that may arise out of fluctuations in foreign currency(ies). In order to minimise exposures due to foreign currency risk(s), the Company uses various hedging facilities like foreign exchange forward and future contracts, However, the Company does not deal in Futures & Options related to commodities and therefore the disclosure pursuant to SEBI circular dated November 15, 2018 is not required to be given.

5. Policy for determination of material subsidiary

The Company has a policy for determining material subsidiaries of the Company, which is available on the website of the Company at: http://www.praxisretail.in/assets/download/9.Policy_for_determining_Material_Subsiidiary.pdf

6. Establishment of Whistle Blower Policy/Vigil Mechanism

The Company has established a vigil mechanism and whistle blower policy. This policy aims to provide an avenue for stakeholders to raise genuine concerns of any violations of legal or regulatory requirements, actual or suspected fraud or violation of the Company's code of conduct and ethical business practices. The vigil mechanism and whistle blower policy inter-alia provide a direct access to the Chairperson of the Audit Committee. The establishment of vigil mechanism and whistle blower policy is available on the website of the Company at <https://www.praxisretail.in/assets/download/Vigil-Mechanism-and-Whistle-Blower-Policy.pdf>

7. Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the Listing Regulations

During the year under review, the Company had raised ₹ 75,00,00,000/- (Seventy-Five Crore) through Preferential Issue of 7,500 Compulsorily Convertible Debentures (CCDs) of face value of ₹ 1,00,000/- (Rupees One Lakh only) each to Future Corporate Resources Private Limited (FCRPL) one of the promoter entity. The said funds were entirely utilised for the object it was raised for and as set out in the Notice convening the Extraordinary General Meeting (EGM) held on October 30, 2019 i.e. for financing long-term working capital requirements, general corporate purposes, capital expenditure requirements, if any and fostering the growth trajectory of the Company and for repayment of the ad-hoc loans, ICDs obtained for the aforesaid purposes.

There were not deviations or variation in utilisation of the funds raised. A disclosure to that effect as reviewed by the Audit Committee has been submitted to the Stock Exchanges in compliance with Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Circular CIR/CFD/CMD1/162/2019 dated December 24, 2019 along with financial result for the quarter ended December 31, 2019.

8. Certificate from a Company Secretary in Wholetime Practice

A certificate from a company secretary in practice certifying that none of the directors on the board of the Company has been debarred or disqualified by the Board/Ministry of Corporate Affairs or any such statutory authority from being appointed or continuing as a Director of the Company is annexed to this report.

9. Non-acceptance of any recommendations of any Committee for the Board's approval

During the financial year under review, there is no instances where the board did not accept any recommendation/ submissions of any committee for the approval of the Board, which is mandatorily required.

10. Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part

The Company has paid an aggregate amount of ₹ 32,75,000/- (Rupees Thirty-Two Lakh Seventy-Five Thousand only) to the Auditors towards the audit remuneration and other services. There was no other payment made to any network firm/ network entity of which the Statutory Auditors is a part.

11. Disclosure in relation to Sexual Harassment of Woman at workplace (Prevention, Prohibition and Redressal) Act, 2013

No. of complaints filed during the financial year	No. of complaints disposed of during the financial year	No. of complaints pending as on end of financial year
0	0	Nil

12. Details of non-compliance

The Company has complied with all the requirements of regulatory authorities. There were no instances of non-compliance by the Company and no penalty or strictures were imposed on the Company by the Stock Exchange(s) or Securities and Exchange Board of India or any statutory authority, on any matter related to the capital markets.

13. Unclaimed Shares

In accordance with the requirement of Regulation 34(3) and Schedule V of Part F of Listing Regulations, the Company reports the following details in respect of equity shares lying in the suspense account:

Particulars	Number of shareholders	Number of equity shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2021	184	5,035
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	0	0
Shareholders to whom shares were transferred from the suspense account during the year	0	0
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2021	184	5,035

The Voting Rights on the shares outstanding in the suspense account as on March 31, 2021 shall remain frozen till the rightful owner of such shares claims the shares.

Further the Company has also transferred 21,989 equity shares of the Company held by 716 shareholders to the aforesaid Unclaimed Suspense Account after sending three (3) reminders to them in accordance within accordance with Regulation 39(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VI.

V. Management

A Management Discussion and Analysis (MDA) forms part of the Board's Report.

All members of the Senior Management have confirmed to the Board that there was no material, financial and/or commercial transactions between them and the Company, which could have any potential conflict of interest with the Company at large.

VI. CEO/CFO Certification

As required under Regulation 17(8) of the Listing Regulations, the Managing Director and the Deputy Chief Financial Officer of the Company have certified to the Board regarding the Financial Statements for the year ended March 31, 2021.

VII. Compliance with Mandatory requirements

Your Company has complied with all the mandatory requirements of SEBI Listing Regulations relating to Corporate Governance.

VIII. Discretionary Requirements under Part E of Schedule II of Listing Regulations

1. Board of Directors

During the period under review the Company had an Executive Chairman till March 18, 2021. Mr. Viraj Didwania continued as Non-Executive Chairman till March 26, 2021 and was not reimbursed any expense till his tenure as Non-Executive Chairman.

2. Shareholders' Rights

Financial results of the Company (quarterly, half yearly and annually) are furnished to the Stock Exchanges and are also published in the newspapers and uploaded on website of the Company. Significant events are submitted to the Stock Exchanges and also posted on the Company's website. Hence, the Company does not furnish any statement on half yearly financial results or summary of any significant events to individual member.

3. Modified opinion(s) in Audit Report

The Statutory Auditors have given the Company an unmodified audit opinion on the Company's Financial Statements for the financial year ended March 31, 2021.

4. Reporting of Internal Auditor

Internal Auditors are regularly invited to the meetings of Audit Committee to make presentation on various internal controls followed & exercised by the Company together with observations, if any, during the course of their Internal Audit. The internal auditors are also entitled to seek any external assistance while preparing/ submitting their reports before the Audit Committee.

For and on behalf of the Board of Directors

Praxis Home Retail Limited

Mahesh Shah

Managing Director

DIN: 01488017

Place: Mumbai

Date : June 30, 2021

Practicing Company Secretary Certificate on Corporate Governance

To,

The Members

Praxis Home Retail Limited

Mumbai.

I have examined the compliance of conditions of Corporate Governance by Praxis Home Retail Limited ("the Company") for the **financial year ended on March 31, 2021**, as stipulated in Regulations 17 to 27 and sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to verify the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the provisions relating to Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I hereby certify that the Company has complied in all material aspects with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations, as applicable. It is pertinent to state that as on March 31, 2021, the Board comprised of 5 (Five) Directors including one Independent Woman Director and Two Non-Executive Non-Independent Directors, one of them being a woman, due to the resignation of the Chairman & Managing Director and 3 independent directors. The Company had appointed 3 directors on March 26, 2011 to fill up the requisite vacancies. Further, the Company at its Board meeting held on April 06, 2021 has appointed Mr. Mahesh Shah as Additional Director designated as Managing Director and Key Managerial Personnel of the Company w.e.f. May 05, 2021. Further none of the Directors on the Board is serving as an Independent director in more than the limits as specified in regulation 25 of the Listing Regulations. Further, Ms. Sridevi Badiga, Independent Director resigned w.e.f. June 1, 2021. As on the report date the Company comprises of 6 (Six) Directors.

I have to state that due to prevailing conditions COVID-19 Pandemic in the Country, I could not carry out the physical inspection of the records maintained by the Company. I have relied upon the records in digital mode as were made available to me by the Company.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **ANANT GUDE & ASSOCIATES,**

Anant Gude

Practicing Company Secretary

Proprietor

ACS No.: 7219

CP No.: 18623

UDIN: A007219C000574335

Place: Goa

Dated: July 04, 2021

DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT

FOR DIRECTORS AND SENIOR MANAGEMENT

To
The Members
Praxis Home Retail Limited

I hereby declare that pursuant to Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Directors and Senior Managerial Personnel of the Company have affirmed in writing, their compliances with the Company's Code of Conduct for Directors and Senior Management during the year ended March 31, 2021.

For PRAXIS HOME RETAIL LIMITED,

Place: Mumbai
Date: June 30, 2021

Mahesh Shah
Managing Director

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

**The Members of
PRAXIS HOME RETAIL LIMITED**

iThink Techno Campus,
Jolly Board Tower-D, Ground Floor,
Kanjurmarg (East),
Mumbai – 400042.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **PRAXIS HOME RETAIL LIMITED** having CIN: **L52100MH2011PLC212866** and having registered office at **iThink Techno Campus, Jolly Board Tower-D, Ground Floor, Kanjurmarg (East), Mumbai – 400042;** (hereinafter referred to as 'the Company'), produced before me by the Company in digital mode for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	Designation	DIN	Date of Appointment	Date of Cessation (w.e.f)
1	Mr. Viraj Didwania *	Chairman & Managing Director	02412474	12-10-2017	26-03-2021
2	Mr. S. Sivaprakasam Subramanian	Independent Director	00092215	12-12-2017	30-03-2021
3	Mr. Shrirang Kisanlal Sarda	Non-Executive Director	00576667	12-12-2017	-
4	Ms. Sridevi Badiga**	Independent Director	02362997	12-12-2017	01-06-2021
5	Mr. Pankaj Bhargava	Independent Director	02685275	12-12-2017	30-03-2021
6	Mr. Shantanu Chandravadan Shah	Independent Director	07012322	12-12-2017	19-03-2021
7	Ms. Avni Biyani #	Non-Executive Director	02177900	26-03-2021	-
8	Mr. Jacob Mathew # @	Independent Director@	00080144	26-03-2021	-
9	Mr. Harminder Sahni #	Independent Director	00576755	26-03-2021	-

* Mr. Viraj Didwania resigned as Managing Director of the Company w.e.f. March 18, 2021 However, he continued as Non-Executive Chairman of the Company till March 26, 2021 and on March 26, 2021 he resigned as Non-Executive Chairman of the Company.

Appointed as Additional Directors during the year on March 26, 2021.

@ Mr. Jacob Mathew was appointed as Additional Director of the Company on March 26, 2021, after completion of formalities relating to registration process with the Independent Directors Data Bank with the Indian Institute of Corporate Affairs he was re-designated as Additional Independent Director w.e.f. April 6, 2021.

Further the Company vide its Board resolution dated April 06, 2021 has appointed Mr. Mahesh Shah as Additional Director designated as Managing Director (Key Managerial Personnel) w.e.f. May 05, 2021. However, the said appointment does not fall under review period.

** Ms. Sridevi Badiga, Independent Director resigned w.e.f. June 1, 2021, which does not fall under the review period.

Ensuring the eligibility of for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

I have to report that due to prevailing conditions of COVID-19 Pandemic in the Country, I could not carry out the physical inspection of the records maintained by the Company. I have relied upon the records in digital mode as made available by the Company. I have also relied upon the explanations furnished by the Company and its Directors.

Thanking you,

Yours faithfully,

For **ANANT GUDE & ASSOCIATES,**

Anant Gude
Practicing Company Secretary
Proprietor
ACS No.: 7219
CP No.: 18623
UDIN: A007219C000574368

Place: Goa
Dated: July 04, 2021

BUSINESS RESPONSIBILITY REPORT

Overview

Praxis Home Retail Limited (“PHRL”/“Company”), is India’s modern organized retail and always thrives to meet the aspirational needs of consumers through its presence which goes beyond brick and mortar in a vast country like India. During the year under review, which was in the grip of the COVID-19 pandemic, the Company has widened its online presence and tried to increase the access points in underserved areas which has fueled creation of grass root employment and contributed significantly to social inclusion.

PHRL embraces the Group’s sustainability vision “Striving to grow responsibly and achieve our dual goal of a happy environment and society, both of which are necessary ingredients for business continuity and growth”. We work to create value beyond profit, putting our customers and stakeholders at the centre of our thought process and decision-making.

While nurturing the values of Indianness, Leadership, Respect & Humility, Introspection, Openness & Adaptability, Valuing and Nurturing of Relationships, Simplicity & Positivity and Flow, the Company’s principles are focused on creating sustained environmental, social and economic value and impetus.

Pursuant to Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Directors of PHRL hereby present the Business Responsibility Report (“BRR”) of the Company for the financial year ended March 31, 2021.

This BRR defines the Company’s endeavors to conduct business with responsibility and accountability towards all its stakeholders keeping in view the nine principles of the ‘National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business’ released by Ministry of Corporate Affairs. This BRR is in line with the format proposed by Securities and Exchange Board of India (“SEBI”).

Sr. no.	Particulars	Company Information
1	Corporate Identity Number (CIN) of the Company	L52100MH2011PLC212866
2	Name of the Company	Praxis Home Retail Limited
3	Registered address	iThink Techno Campus, Jolly Board Tower-D, Ground Floor, Kanjurmarg (East), Mumbai - 400042.
4	Website	www.praxisretail.in
5	Email id	investorrelations@praxisretail.in
6	Financial Year reported	2020-21
7	Sectors (s) that the Company is engaged in (industrial activity code-wise)	(Retail Trade, except of motor vehicles and motorcycles) NIC Code: 47
8	List three key products/services that the Company manufactures/provides (as in balance sheet)	i. Furniture; ii. Home Décor; iii. Homeware; iv. Electronics; v. Customized solutions in Kitchen and wardrobe; vi. Home Improvement;

9	Total number of locations where business activity is undertaken by the Company:	
	(a) Number of International Locations (Provide details of major 5)	None
	(b) Number of National Locations	As on March 31, 2021, we have a PAN India presence with 44 stores in 28 cities
10	Markets served by the Company- Local/State/ National/International	National

Part B: Financial details of the Company

Sr. no.	Particulars	Company Information
1	Paid up Capital (₹)	3,03,83,208 Equity Shares, of face value ₹ 5/- each fully paid up
2	Total Turnover (₹)	₹ 37,867.53 Lakhs (incl. other income)
3	Total profit after taxes (INR)	₹ (10322.16) Lakhs (loss during the year under review)
4	Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	With regard to the year under review, the Company was not required to spend any amount on CSR activities, since the Company does not fall into the criteria specified in Section 135 of the Companies Act, 2013 ("the Act").
5	List of activities in which expenditure in 4 above has been incurred	Not Applicable. The disclosures as per Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is made in the Annual Report for the period under review as Annexure – III.

Part C: Other Details

Sr. no.	Particulars	Company Information
1	Does the Company have any Subsidiary Company/ Companies?	The Company does not have any Subsidiary Company.
2	Do the Subsidiary Company/ Companies participate in the BR initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	Not Applicable

3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	Future Group has duly approved sustainability policies and framework and in coming years will see familiarization amongst its prominent business partners. Based on discussion with suppliers and distributors, currently less than 30% of other entities participate in BR initiatives of the Company.
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Part D: Business Responsibility (BR) Information

1. Details of the Director and BR Head responsible for implementation of the BR policy / policies (DIN, Name, Designation):

Sr. no.	Particulars	Details
1	Director Identification Number (if applicable)	01488017
2	Name	Mahesh Shah
3	Designation	Managing Director
4	Telephone number	022-022 68824900
5	E-mail ID	mahesh.shah@praxisretail.in

2. Principle-wise 'BR' Policy / Policies (as per NVGs) (replies in Y – Yes / n – no):

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted 9 (nine) areas of Business Responsibility. These briefly are as under:

Principle 1 (P1)	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
Principle 2 (P2)	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
Principle 3 (P3)	Businesses should promote the well-being of all employees.
Principle 4 (P4)	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
Principle 5 (P5)	Businesses should respect and promote human rights.
Principle 6 (P6)	Businesses should respect, protect and make efforts to restore the environment.
Principle 7 (P7)	Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner.
Principle 8 (P8)	Businesses should support inclusive growth and equitable development.
Principle 9 (P9)	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

Business Responsibilities' Policies and coverage of National Voluntary Guidelines (NVG)**Nine Principles:**

(a) Details of compliance (reply in Y/N)										
Sr. no.	Questions	Business ethics	Product responsibility	Well-being of employees	Stakeholders	Human rights	environment	Public Policy	CSR	Customer relations
		P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy / policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify?(50 words)	Yes. The policies are based on voluntary sustainability guidelines such as the Global Reporting Initiative (GRI) and also based on the 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business' released by the Ministry of Corporate Affairs.								
4	Has the policy being approved by the Board? If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Yes - the policies have been approved by the Board and signed by the erstwhile Managing Director during 2019-20 last year.								
5	Does the Company have a specified committee of the Board / Director / Official to oversee the implementation of policy?	Yes, the Company's officials / respective departments are authorized to oversee the implementation of the policy.								
6	Indicate the link for the policy to be viewed online?	www.praxisretail.in/policies.html								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the Company have in-house structure to implement the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
	(a) Details of compliance (Reply in Y/N)	Y	Y	Y	Y	Y	Y	Y	Y	Y

10	Has the Company carried out independent audit / evaluation of the working of this policy by an internal or external agency?	In the upcoming reporting period, PHRL will evaluate its operations including its suppliers on various parameters – environmental, social, quality and safety norms and compliance requirements vide a self-assessment questionnaire and will verify the declarations by third party on achieving robustness in the process and reporting.
(b)	If answer to the question at serial number 1 against any principle, is 'No', please explain why	Not Applicable

3. Governance related to Business Responsibility:

Part D: Business Responsibility Information

1. Details of the Director and BR Head responsible for implementation of the BR policy / policies (DIN, Name, Designation):

Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.	The Board of Directors of the Company and its Committees shall continue to assess various business responsibility initiatives undertaken by the Company annually.
Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	BRR for the year 2020-21 form a part of the Annual Report and is also available on the website of the Company: www.praxisretail.in/policies.html

Part E: Principle-wise Performance

Principle 1: Ethics, Transparency & Accountability

Business should conduct and govern themselves with ethics, transparency and accountability PHRL diligently follows good corporate governance practices, policies and procedures that ensures ethical conduct at all levels. The Company's employees are committed to the highest standards of personal and professional ethical conduct. Employees at all levels are expected to comply with the Future Group's policies and code of conduct.

PHRL's Directors and Senior Management are required to abide by a separate Code of Conduct ("CoC"). Their affirmation to the CoC is communicated to all stakeholders by Managing Director through a declaration in the Annual Report.

Governance

PHRL has established robust governance structure, which consists of various committees such as Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate

Social Responsibility Committee. These committees inter-alia help to address concerns with respect to policies and procedures enforced across the Company's business and operations.

The Company discloses all necessary legal and financial disclosures to stakeholders through Stock Exchanges, Company's website, Annual Report, including Newspapers and other media as required.

Vigilance Policy

The Company's Vigil mechanism empowers employees and other stakeholders who have concerns about suspected misconduct, unethical behaviour, actual or suspected fraud or violation of the code of conduct or ethics policy to come forward and express their concerns without fear of punishment or unfair treatment. The mechanism promotes responsible and secure whistle blowing and provides adequate safeguards to the whistle blower.

The Company has an ethics helpline where employees can place anonymous complaints against ethics violations as per the policy of the Company. The ethics helpline can be reached in the following ways through

the grievance redressal mechanism mentioned below.

There were no complaints received by PHRL under the Whistle Blower Policy as on March 31, 2021.

Grievance Redressal Mechanism

Stakeholder complaints, concerns and queries are addressed vide grievance mechanisms and processes to ensure that the Company resolves such cases satisfactorily, thus improving its relationship with its stakeholders and adding value to business through transparency and disclosure. We have a whistle blower mechanism platform called **Aap Ki Aawaaz**. Employees or any whistle blower can anonymously mail their concerns on aapkiaawaaz@praxisretail.in

Written application: All concerns can be reported to Chief Ethics Counsellor / Chairman of the Audit Committee in Hindi, English or any regional language.

- Employees

Grievance boxes are made available at all stores and store employees are made aware of the same. At the outset, efforts are made that grievances are resolved at the store level itself. For all unresolved grievances the escalation matrix is followed.

For POSH related grievances, the Company's Internal Complaints Committee ("ICC") receives the complaints, investigates the issue and resolves the grievance.

All the possible efforts are being taken to create POSH awareness among all the stakeholders. Employees are entitled to report potential cases of sexual harassment by writing at - posh@praxisretail.in and seek redressal of their grievances.

The POSH policy is accessible to employees vide the intranet. Employees are entitled to report potential cases of sexual harassment by writing at - posh@praxisretail.in and seek redressal of their grievances.

During the year under review, no complaints were filed pursuant to the POSH Act with the Company.

- Investors

The Company has a good system in place for servicing investor related queries and grievances through its Registrar and Share Transfer Agents

(R&T Agent) and the Compliance Officer is responsible for the same.

The Stakeholders' Relationship Committee regularly meets to resolve queries, grievances, if any, and provides guidance for any Company related matter. The Company has a designated e-mail ID - investorrelations@praxisretail.in for addressing the investor complaints.

During the reporting period, the Company did not receive any investor complaints and all other requests were attended and closed during the year and none are pending at the end of the year. In summary, complaints received are satisfactorily resolved by the Company and its R&T Agent.

- Customers

The Company is constantly working on ways to improve its customer grievance redressal mechanism. The Company endeavors to provide customers with the best in class after sales service. The Company heard its customers through various mode such as 12X7 call center toll free no. 1800-210-0004, website, social media. Any service or product deficiencies through offline and online channel of sales are raised on either of the Customer Service channels, choice being self-service (email, chat, website) or our call center which in turn gets logged as Complaint or Service Request in Salesforce for efficient follow ups and closure by the concerned Customer Service team.

- Details of consumer complaints:

Opening balance for April 2020 - 1093; received during the year - 23,990; resolved during the year - 23250; and pending at the end of the year - 740 (due to stock/spare procurement process/ customer site not ready).

Principle 2: Product Stewardship / Products contributing to Sustainability

Business should provide goods and services that are safe and contribute to sustainability throughout their lifecycle.

Customers trust PHRL to provide affordable, safe and healthier products for them and their families.

The Company understands that trust is earned by advocating these values among value chain members and encouraging innovation and transparency on product development and production.

The Company has begun engaging with its large suppliers to reduce environmental and social impacts of products and services in its value chain.

Affordable, Healthy and Safe Products

As on year end, PHRL operates 44 retail stores across 28 cities. The Company has always placed its Customers amongst its top priorities and in order to cater to its needs, the Company always thrives to ensure timely delivery and complete satisfaction and to achieve this goal the Company operates through the outsource support total 25 warehouse and distribution centres spread across 28 cities in India. All the vendor managed warehouses and distribution centres distribution centres are well equipped with packing infrastructure and quality equipment. Also during the COVID-19, the Company has ensured that all the warehouses are safety compliant and also the Home Deliveries to the customers are being made with due safety precautions.

- **Environment Friendly Products**

The Company does not manufacture any products, and also not in the business of products falling into essential category but demonstrates responsible procurement in sourcing of products that meet the aspirational needs and addresses customer requirements.

With the increasing notifications on the ban of single use plastic across the country and changing perception of Indian consumers, the Company witnessed an exponential increase in the awareness about eco-friendly products such as cotton bags and bags made of paper roll and cornstarch and its benefits. The Company too is committed to work in fulfilling its responsibility for the environment and do not encourage the usage of plastic bags in its stores.

Further, the Company is in the process of stepping up even more robust initiatives and measures to comply with the provisions of Plastic Waste Management (Amendment) Rules, 2018 in the forthcoming year(s).

The Company retails Electronics under the private label brand name 'KORYO' and various other brands which include BEE Star rated Kitchen Appliances, Water Heaters, LED Lighting and Ceiling Fans

- (a) Water & Energy efficient washing machines ranging from 6 Kg to 10 Kg
- (b) Inverter Air Conditioners and Refrigerators having BEE certifications ranging from 3 Star and 5 Star and utilizing environment friendly refrigerants.
- (c) BEE Certified LED TV's ranging from 32 inches to 55 inches with star rating.

- **Product Labelling**

Products retailed at stores comply with the applicable regulations such as the Legal Metrology Act, Bureau of Indian Standards Specifications, Legal Metrology (Packaging and Labelling) Regulations, 2011 in addition to local applicable laws. The Company also ensures compliance of labelling requirements as required to comply e-Waste Management Rules and Plastic Waste Management (Amendment) Rules, 2018. The brand Koryo provides clear information on the safe and responsible usage of its products including guidelines for product handling, storage and disposal and makes sure that the same is explicitly visible. Procurement teams at Koryo, sources from large vendors who demonstrate compliance to local/ national statutory requirements.

The Company is committed to build trust by disclosing information truthfully and factually including cautionary statements and through transparent communication.

Sustainable Sourcing

PHRL endeavors to create minimum environmental impact from logistics and transportation and promotes local entrepreneurship.

In the upcoming financial years, the Company plans to procure carry bags and fabrics made from natural cotton made by women entrepreneurs from small cities / town.

The Company is in the process of creating awareness and will assess its suppliers on specific parameters which inter-alia includes quality, compliances, human rights, health & safety and environment in the coming reporting period. The Company intends to ensure our suppliers adhere to our broad based sustainability targets for responsible supply chain in coming years. (Please refer to Principle 4 for more details).

Principle 3: Employee Welfare

Praxis has always emphasized on the well-being of all its employees.

The Company's retail processes create opportunities for a large number of value chain members and those employed at the Company's stores and offices. The Company remains committed to inclusion and hiring of talent from diverse backgrounds and provides them the opportunity to experience and grow in the retail industry.

The Company has created a conducive environment to perform their work in healthy and peaceful surroundings and avail of facilities which improve their health and bring high morale. To help our front-end employees' tide over these tough times we continued to pay them part of their wages and have provided the best possible support in the life events of our employees. (Example releasing advance salaries, providing bereavement leave, etc.) Insurance policies such as Mediclaim, EDLI and Life security plans continue at Group level for eligible employees as per their grade.

Non-Discrimination in Recruitment and Employment

With the presence of stores across the country, diversity and richness of culture the Company constantly seeks to maintain a diverse workforce.

The Company's recruitment process evaluates candidates from entry through their journey on values based assessment process. Due to the pandemic, we have not been operating at full capacity considering the safety of our employees and as per the advisory received from government. But over a period of time we resume to remote recruitment and onboarding. In person meetings and communications shifted to virtual chats and video calls. Relationship building continues with timely interactions with colleges. Internships have been offered and initiated campus conversation for hiring.

While the lockdown has been lifted in most of the regions, the uncertainty in the environment continues. Praxis as a family has overcome many adversities and have become a more resilient team.

The permanent manpower at PHRL as on March 31, 2021 was as follows:

Total employee Strength	no. of female employees	no. of differently abled
1647	192	0

Level	Home Office		Stores		Zone		Total	
	Female	Male	Female	Male	Female	Male	Female	Male
1	3	10	12	97	86	870	101	977
2	13	45	3	47	47	247	63	339
3	12	27	5	38	1	42	18	107
4	4	12	3	7	1	6	8	25
5	2	5	0	2	0	0	2	7
Total	34	99	23	191	135	1165	192	1455

Training / Employee Engagement Activities & Initiatives from Apr 2020 - Mar 2021

The Company believes that a skilled, engaged and confident workforce will create greater value and in turn stronger communities. The Company ensures continuous skill and competence upgradation of all employees.

Due to the setback of the effects of Covid-19 & the subsequent lockdown, there were no formal activities from April, 2020 to October, 2020. However, for safety of store staffs periodic Covid Test Camp and Antigen Campaign were organized during the pandemic period at Home Town .

In Oct-Nov, 2020, we revived our Employee Engagement & Training activities beginning with re-negotiations with our online training partner – HandyTrain Technologies & renewal of their contract with us.

We initiated Product Training for Diwali in November 2020 through HandyTrain. The key focus was on:

- 1) FABing each product
- 2) Cross-selling where we had posted pairing options that could go well with each product from cross-category sections. Assessments were taken at the end of each program with Re-assessments for those he needed a second change to clear it.

PRODUCT TRAINING – DIWALI & FESTIVAL SALES

STORE TRAININGS

Name of the Training Program	Training Description	Participants	Hours
Home Décor	238 products covered which fall into the New Launch & Sales of Result Categories with few other assortment products that needed to be focused on	262	112
Home Fashion	154 products covered which fall into the New Launch & Sales of Result Categories with few other assortment products that needed to be focused on	260	112
Tableware & Kitchenware	124 products covered which fall into the New Launch & Sales of Result Categories with few other assortment products that needed to be focused on	296	112
Furniture	27 products covered which fall into the New Launch & Sales of Result Categories with few other assortment products that needed to be focused on	288	112
Salesforce- D&B Designers	Covering the touchpoints of salesforce entries to be made during a D&B sales call	4	4
Induction – Store Employees	5 days for 3hours on each day, Induction training for 97 store employees across India	97	15
HandyTrain Self-Study Module on Sales Skills	Self-paced learning module on HandyTrain for all employees nominated by Store Managers & Regional HRs	215	48
HandyTrain Self-Study Module on Communication Skills	Self-paced learning module on HandyTrain for all employees nominated by Store Managers & Regional HRs	211	48
HandyTrain Self-Study Module on Time Management	Self-paced learning module on HandyTrain for all employees nominated by Store Managers & Regional HRs	212	48

Name of the Training Program	Training Description	Participants	Hours
Induction – SSO Employees	8 days for 3 hours on each day, Induction training for 8 SSO new joiners	8	24
POSH	Various awareness and training sessions for Prevention of Sexual Harassment	Stores & HO at large	20
Salesforce Training – Modular Kitchen Designers	3 hours on 2 days Salesforce Training covering the various entry touchpoints on Salesforce during the customer interaction & sales cycle	39	6

Even in these challenging times, there lies an incredible opportunity for us to use the current crisis to grow as people. And to facilitate this self-development and capability building. Some of the other learning initiatives were:

- Employees were given opportunities to various platforms for continuous learning.
- Interactive learning sessions were conducted through Future Group ("FG") leadership series.
- Other learning initiatives included Knolskape Access to few employees and complimentary corporate pass for FG users was available to access "Great Learning" platform.
- Created content for Self-directed learnings which are available on Alt Learning platform for courses like feedback essentials, work life balance and many more.
- Employees attended a session and self-awareness workshop on 'Emotional Intelligence'.
- Employees were given an opportunity of an interactive learning session on 'Situational Leadership'

EMPLOYEE ENGAGEMENT – TRAINING ACTIVITIES & INITIATIVES HEAD OFFICE

Event Name	Initiative / Activity Description
Informative Posters	Coffee Day, Virus Appreciation Day, Stress Awareness, Indian Pudding, Guru Nanak Jayanti, Retail Employees Day, Sangria Day, Christmas & New Year
Mental Health Day	Organized an Online Sahaja Yoga session which promotes benefits to physical, mental, emotional, health & spiritual problems.
Train You Brain Day	Brain Teaser Competition
Navratri & Dussehra	Informative posters on the significance of each of the nine days & the color it represents.
Excel Spreadsheet Day	Training initiative by one of our in-house employees to teach basic shortcuts & ideas which helps in day-to-day report management & data analysis.
Tongue Twister Day	Tongue Twister Competition
Children's Day	Guess your colleagues from childhood photos competition
Diwali	Best Decorated House Competition
Crossword Puzzle Day	Crossword Competition

Recognition

In the last one-year, good news is something everyone—including employees have been clamoring for, whether it's front-end employees, COVID-19 survivors or employees who are doing their best to provide a great customer experience.

Praxis has continued to support employees and recognize the effort of the employees, who have been working harder while dealing with their own struggles during the pandemic.

Inspiring Stories at Praxis' is a series launched to appreciate teams doing extraordinary work and unique

encouraging incidents to help employee stay motivated and recognized virtually. Simple acknowledgements like e-cards, e-mails, calling out employees for their hard work during team meetings and simply saying thank you has kept employees engaged and has improved employees morale.

Praxis shall continue to recognize and applaud for all the good work done. We understand that these are difficult times for a lot of us. We thank all our stakeholders for their patience, understanding and support.

A big 'Thank You' to our dedicated team who always put people first, whilst rapidly adapting and responding to the corona crisis. We thank them for working tirelessly and delicately balancing the act of championing better work and lives.

- Employee Discount Benefit (Membership Under Special Privilege Scheme of Future Group)

The Company provides benefits to its employees and dependents upto a maximum of five who can avail Employee Discount Benefits at any of Future Group stores including Big Bazaar, Hypercity, fbb, Central, Brand Factory, Foodhall, HomeTown, easyday and Nilgiris. This helps meet the daily and aspirational needs of the employees and its dependents in various categories like food, bakery, fashion, homecare, electronics and personal care product categories.

Other Initiatives

Employees are provided the liberty of a flexi time window to enable employees to achieve a work life balance on need basis.

The Company provides its employees an assistance plan to help address personal and professional challenges and situations that might be hindering growth and well-being of employee(s).

Festive bonus (Ex-gratia) was paid in time to ensure employees can meet their needs.

Employees were given reimbursement for the all the additional claims applied to perform work.

Regularly revised SOPs for COVID impacted employees with corresponding operational

changes and organizational support are shared with the team Information sharing meetings, mail and WhatsApp communication were shared about Covid-19, its symptoms, precautions and safety measures.

- Employee Health and Safety

The Company embraces the Group's policy of health and safety to ensure employee welfare through accident free operations.

In times of Covid-19 crisis, our priority is our employee's safety and well-being. Mediclaim policy has been updated with Covid cover. Additional health and safety allowance was paid to all those employees who visited our customers for fitment services. Various initiatives have been taken which promoted the benefits to physical, mental, emotional, health & spiritual problems. Example Yoga, Meditation sessions.

Self-declaration forms are securely maintained and audited regularly. (Monitoring health at checkpoint everyday).

Regularly revised SOPs for COVID impacted employees with corresponding operational changes and organizational support are shared with the team. Regular sanitization of stores and offices have been of utmost importance for all our stakeholders.

The concerned team at each level works on a regular basis to strengthen its checks and processes and the asset health and functioning of safety equipment at stores and offices.

POSH Training

Praxis Home Retail Limited is committed to fostering a healthy working environment that enables employees to work without fear of prejudice, gender bias and sexual harassment. Awareness on the code of conduct and the sexual harassment policy is provided to all new employees during induction.

Company has been taking initiatives to create awareness for POSH and trainings were virtually conducted across that was attended by employees

who were educated about the definition, scope, how to avoid/protect oneself from being a victim of sexual harassment and the reporting procedure of sexual harassment complaints.

Principle 4: Stakeholder Engagement

Business should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

PHRL believes that meaningful engagement and collaboration with stakeholders helps the Company envision, address various opportunities and challenges proactively.

This common dialogue allows learning, understanding of the operating environment, pooling of resources to positively impact and resolve problems that makes the organization perform better.

The Company has identified its stakeholders and established periodic and effective communication with them.

- **Customer**

The Company is constantly working on ways to improve the customer experience by providing proactive service and communication to the customer. There are various channels available for the customer to connect with the Company which is tracked through CRM. Any service or product performance/deficiencies trends through store and online interfaces are mapped on database in CRM systems and taken up for necessary action

by concerned team members. Customers are updated about the actions taken and the customer service team ensures that necessary actions are being taken for the service requests/grievances.

Investor Engagement

The Company regularly interacts with its shareholders and investors through results and various other announcements, annual report, Company's website and subject-specific communications. The Annual General Meeting gives the shareholders an opportunity to engage directly with the Board of Directors and the Management. During this meeting, the Board engages with shareholders and answers their queries on varied subjects.

This common dialogue allows learning, understanding of the operating environment, pooling of resources to positively impact and resolve problems that makes the organization perform better.

The Company has identified its stakeholders and established periodic and effective communication with them.

Employee Engagement

PHRL engages with employees irrespective of their function and position within the organization and organizes various programs and activities to boost their morale, provide equal opportunities to nurture talent and develop their creativity. The employees in return are committed and passionate towards their individual, organizational goals and self-development.

The following are the Initiatives / Touch Points / Activities that the HR Department had organized for the stores:

Event name	Initiative / Activity Description
Health Check up camps	Free eye-check and BMI check
Environment Day	Planting Tulsi Seeds
Celebrating special days	Independence day, Republic day, Retail Employee Day, Women's Day, Mother's Day, Store anniversary
Celebrating festivals	Ganesh festival, Navratri, Garba, Diwali, Eid & Iftar get together
Talent Hunt	Musical instruments, singing, dancing, Rangoli making
Sports events	Cricket, Kabaddi
Team Building Activities	Balloon Drill, Know your team, Cup Race, building pyramids, Flip your lid, Plane factory, Blind games to know teams
Birthday celebrations	Employees birthdays are celebrated by the end of every month
Safety drill	Conducted Fire & Safety drills

HR-Employee connect Program

HR Employee connect Program has been conducted to understand the pulse of employees. The objective was to understand how comfortable employees are working with their manager and what better can be done to enhance their experience in the organization.

Supplier / Vendor Engagement

PHRL is committed for promoting, increasing and improving the participation of the suppliers within its value chain.

The diversity within the value chain not only allows the Company to broaden the range of products and services provided to the communities served, but also develop product in line with the changing habits and local tastes of a given store or region. The Company is able to source from both large and small players including its Future Group's private brands.

PHRL also partners with its suppliers on new product development initiatives. In the reporting period, the Company collaborated with a major paper producer and identified converters to develop paper bags that are sourced from sustainable sources, which helped the organization reduce its environmental footprint.

In the upcoming reporting years, the Company shall endeavor to incorporate key aspects (quality, compliance to applicable regulations, human rights, health and safety and environment) of the Future Group's sustainability guidelines during vendor registration and assess suppliers through a self-assessment questionnaire to ensure compliance to local regulations, adherence to social and environmental standards and monitor key aspects in an endeavor towards supply chain improvement.

Communities

The Company, through its stores and employees have identified and created multiple platforms to undertake community service. The coming years will see scaling up of these efforts, and ensuring that the community including the employees and customers are an integral part of this.

(Please refer to Store outreach efforts in this section and Principle 8 for more details)

Principle 5: Human Rights

Business should respect and promote human rights.

The Company seeks to uphold and promote human rights in its operations, in relationships with business and partners through its human rights policy.

The Company's human rights policy recognizes the following priority issues: compliance with applicable labour laws, zero tolerance to child, forced or compulsory labour in operations and supply chains, equal opportunity, provide opportunities for all employees to express concerns and seek redressal, health and safety of our employees, respect and support of social and cultural norms of local communities.

In order to ensure no child labour in its operations, the Company documents age proofs and PAN cards or identical proof of all candidates hired or contracted. PHRL ensures non-discrimination while communicating the job description through recruitment channels to give equal opportunity to all candidates irrespective of their caste, race, religion or gender.

The upcoming reporting period will see the Company sensitize value chain members and include key sustainability criteria in contracts of suppliers, contractors and vendors such as compliances to applicable labour laws, salary / wage payments within prescribed time limits, medical facilities, and also ensuring compliance of applicable deductions including PF, ESIC, contributions to various funds like Gratuity and other retirement benefits as applicable from time to time.

Employees at PHRL are provided with ample opportunities to voice their needs. With an open door policy within the Company, it helps employees to express their grievances, feedback or suggestion to senior management for sound resolution. In view of this, the need of employees to participate in collective bargaining activities was not required. No complaints were received during the year under review.

The Managing Director regularly interacts with all employees through e-mails and regular briefings, and all employees are encouraged to directly write to him on his email address. The Company ensures that

stakeholders including consumers and communities impacted by the business have access to grievance mechanism.

Principle 6: Environment

Business should respect, protect and make efforts to restore the environment

Resource efficiency is an important pillar of the sustainability framework of the organization. The Company embraces the Future Group's policies with respect to the Environment including its Energy and Carbon, Water Stewardship, Waste to Wealth and Health & Safety policies in an endeavour to use resources efficiently and comply with applicable environmental norms within the local and national boundaries.

Further, in our endeavor to conserve the environment, we are following paperless office with only bare minimum printing of documents, only if necessary. Further, with implementation of lockdown due to COVID-19 pandemic, our employees were working from home some in remote areas during of their hometown 2020-21, which has brought a culture of paperless office, as almost all communications happen through electronic means.

Energy Efficiency and Climate Stewardship

The Company has taken due steps to reduce its energy consumption across all stores and looking at efficiencies such as replacement of older technologies (lighting and air conditioning) with newer ones. The Company is committed towards low carbon transformation by sourcing energy from renewable sources.

The Company has reduced its' carbon footprint through various actions, some of these are mentioned herein:

- Aircosavers were installed at Hyderabad - Punjgutta and Bangalore - Marathalli stores.
- We also started following peak and non-peak timings to ensure lower consumption of power as well as minimize carbon emission.

Various sensitization activities including switching off unessential lighting at stores and offices are undertaken. The Company empowers employees at offices to make a choice and improve their energy

consumption by providing manual overhead controls for lighting fixtures.

- Material consumption

With Responsible Consumption as the objective, the Company took a pledge to reduce paper consumption by 50% in offices and at stores by 2022 over 2019 baseline. The Company sensitized employees on the environmental impacts of paper wasted and promoted the concept, ways and means to reduce - reuse - recycle.

- Waste management

PHRL's compliance to waste management is limited to disposal of e-Wastes generated through electronic product brand 'KORYO' and have partnered with authorized e-Waste handlers across India.

Further, there were no show cause and legal notices received by the Company which are pending from the Central Pollution Control Board or State Pollution Control Board at any of the Company's operations.

Principle 7: Public Advocacy

Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

PHRL focuses on building excellence in retail, while interacting with key stakeholders. The senior leadership team continue to share invaluable experience to provide incisive insights at various conferences involving industry leaders as knowledge sharing practice.

PHRL is committed to public good, however the Company has not actively advocated or lobbied directly with government officials or institutions. PHRL is a member of the Retailers Association of India (RAI). The operational team continue to learn from the best practices of others. Management and the senior leadership team interacts with various professional bodies and organizations to anticipate and understand the government regulations, economic scenario, industrial environment and advancement of public goods and services.

Principle 8: Inclusive Growth

Business should support inclusive growth and equitable development

Inclusive growth and sustainability are key components of strategy and business practices at PHRL in creating 'Happy Communities'. The Company listens to the voice of the disadvantaged stakeholder and strives to reach out and support these in partnership with its customers and third sector partners.

- **Engagement with People with disabilities**

The Company believes that shopping should be accessible to everyone. The joy of shopping is a feeling which everyone i.e. senior citizen, pregnant women, temporarily disabled & people with disabilities should experience to navigate, bargain, talk, discover and shop like any other shopper. Our Stores - HomeTown wants to foster inclusiveness and is on a mission to make everyone shop irrespective of race, religion, income, age or disability.

With this mission in mind, the Company provides wheel chairs at all the major stores across for enabling specially abled shoppers to have a seamless experience, with personalized attention to the such customers to make their shopping not contented, but filled with joy.

- **Women Customers and Fit India Movement**

Since the Company is in the retail business of transforming a house with four walls into a home, the Company believes that "the Lady of Every House" partners with the Company in its this endeavor to transform a house into a "Home".

Hence, towards fulfilling this mission, all the stores celebrate Women's Wednesday by providing them with gift vouchers, live cooking classes and other value added services, to encourage women shoppers at our stores and make their shopping experience a joyful one.

Further, to encourage the Fit India Movement, Vizag stores used to distribute free packaged drinking waters to the morning walkers which was positively appraised by the local community.

Also, in the Gujarat region, activities such as on Women's Day, HomeTown facilitated renowned women from Gujarat Chamber of Commerce and Industry to motivate all working women force and to express gratitude to Indian women who have showcased tremendous achievement by their never give up attitude and perseverance.

Further disclosures with reference to non-discrimination at the work place including persons with disabilities and minorities, respecting employee dignity and human rights may be referred to under Principles 3, and 5 of this report.

- **Social Responsibility Programs**

Pursuant to the requirements detailed in Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 issued by the Ministry of Corporate Affairs ("MCA") the Company has in place its Corporate Social Responsibility ("CSR") policy.

With regard to the year under review, the Company was not required to spend any amount on CSR activities, since the Company does not fall into the criteria specified in Section 135 of the Companies Act, 2013 ("the Act").

However, the Company actively participates in various social responsibility initiated by the Future Group.

Principle 9: Value to customers and consumers

Business should engage with and provide value to their customers and consumers in a responsible manner PHRL adheres to key customer values that matters and constantly works towards increasing customer loyalty by adhering to highest standards of quality and compliance requirements. Additionally, customers were taken care of by providing free masks, faceshield & gloves at entry and wherever required. Hands-free Stands were distributed to few of the societies during Covid-19 pandemic. The Learning and Development Team and the Operations SPOC are continually involved in training of employees from Customer Service Team on pan India basis for better customer service, improving knowledge of technology, especially the Customer Relationship Manager (CRM) at the Customer interface to cater to sales and feedback.

The customer based survey, internally branded as Voice of Customer (VOC) runs on the Net Promoter Score (NPS) platform. During the reporting period, the Company saw a marked improvement in the NPS score and it has set out internal target going forward.

Customer Satisfaction:

During FY 2020-21, enhanced customer satisfaction and loyalty were visible in a higher Net Promoter Score (NPS) of 80% in the FY 2020-21, and the Average Google rating of HomeTown stores at a high of 4.7 out of 5.0.

Another measure of customer satisfaction "On Time Delivery" stood at 85% in the last quarter of FY 2020-21. We have automated reverse pickup process in place with substantial improvement in the response time to the customers and introduction of complete tracking in system.

The outbreak of novel coronavirus (COVID-19) has caused an unexpected slowdown of world economy and resulted in temporary closure of most of the physical stores of the Company pursuant to the directions of local and state government bodies imposing a national lockdown which commenced from March 25, 2020 and the impact of the same along with the second wave has continued to in our business activities.

The Company had to suffer lot of glitches in meeting the delivery timelines towards its commitments to its customers, nevertheless we have continued our delivery, assembly and product warranty service visits by following highest safety standards for our employees and customers. We have set up guidelines in order that utmost care is taken in prevention of spread of the pandemic. The well-being of our customers, employees and communities we operate is of paramount importance and the same is being streamlined gradually. As the business returns to sign of normalcy we are strengthening our position to benefit from the new opportunities that may arise

in tough business environment that the world is witnessing right now and endeavoring stronger than ever to cope up with the negative effects of pandemic outbreak of COVID-19.

We have strengthened our online channels of presence to cater to our customers across the country and introduced health and safety initiatives across our stores in 28 cities as the lockdown restriction eases with our focus on enhancing productivity and setting new benchmarks for efficiency while ensuring the best in class customer experience through technological advancements.

Also when Government of India imposed complete lockdown in the country and only essentials services were allowed to operate, HomeTown - Ahmedabad team provided services to Big Bazar Ahmedabad - Acropolis Mall by supporting them in packaging and delivery of orders by following mission of FG **"Future Group shall deliver Everything, Everywhere, Every time for Every Indian Consumer in the most profitable manner"**

The Company proactively interacts with customers for higher customer centricity and better response (Please refer to Principle 4 for more details related to customers) and have set in place a strong grievance mechanism, conducted through Customer Relationship Manager (CRM) software to address complaints (Please refer to Principle 1 for more details on grievance mechanism).

PHRL ensures that its marketing and advertising campaign and communications do not confuse or mislead the consumers or violate any of the principles in these Guidelines. (Please refer to Principle 2 for more details with regards to Product Labeling).

There are no cases filed by any stakeholder against the Company regarding irresponsible advertising and/or anti-competitive behavior during the last three years and pending as on end of this financial year.

Independent Auditors' Report

**To the Members of
Praxis Home Retail Limited**

Opinion

We have audited the accompanying financial statements of **Praxis Home Retail Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021; and its loss and total comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are

relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note no. 41 of the financial statements, wherein the Company's networth is eroded due to losses incurred during the year as well as previous year, its current liabilities exceed its current assets which indicates a material uncertainty exists that may cast a significant doubt on the Company's ability to continue as a going concern. However, for the reasons more fully described in the aforesaid note the accounts of the Company have been prepared as a Going Concern. Our opinion is not modified in respect of this matter.

Emphasis of Matter

We draw attention to Note no. 43 of the financial statements, as regards to the management evaluation of impact of COVID - 19 on the future performance of the Company. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the Material Uncertainty related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Independent Auditors' Report (Contd.)

Key Audit Matter	How our audit addressed the key audit matter
<p>Valuation of Inventories</p> <p>As of March 31, 2021, the Company total inventory balance amounted to ₹ 9,164.33 Lakhs, representing 61% of the total current assets of the financial statement and 23% of the total assets of the Company.</p> <p>Refer Note 7 of the financial statements.</p> <p>For accounting principles and relevant accounting policy on inventory refer Note 2.13 to the financial statement.</p> <p>The Company is exposed to risk of slow-moving and/or obsolete inventory as a result of seasonal/festival demand for products. Significant judgment is required for the estimation of the net realizable value and allowance for slow-moving and obsolete inventories. Such estimation is made after taking into consideration factors such as movement in price, current and expected future market demand and pricing competition.</p> <p>As such, we determined that this is a key audit matter.</p>	<p>Obtained Store/Warehouse wise list of the item from the management as at March 31, 2021.</p> <p>Obtained the Physical Verification report done by the stock auditor of the Company for different location for various cut off periods.</p> <p>We evaluated the appropriateness of the basis and processes used by management in determining the net realizable value of inventories.</p> <p>We obtained inventory reports for calculation of the shrinkage provision of various stores /warehouse from management performed by the stock auditor where he witnessed the controls in place around recording the volume of shrinkage.</p> <p>We also evaluated the assumptions and estimates used by the management in determining the provision for slow and non-moving inventory</p>

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, and Shareholder's Information and Corporate governance Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management Responsibility for the financial statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of

these financial statements that give a true and fair view of the financial position, financial performance, change in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act, read with the Companies (Indian Accounting standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern,

Independent Auditors' Report (Contd.)

disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143 (3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report

Independent Auditors' Report (Contd.)

because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of cash flow and the statement of change in equity dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with the Companies (Indian Accounting standards) Rules, 2015, as amended.
 - e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021, from being appointed as a director in terms of section 164(2) of the Act.
 - f) The going concern matter described in Material Uncertainty Related to Going Concern Section and Emphasis of Matter paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.

- g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rules 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements in note no. 39 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company for the year ended March 31, 2021.

For Pathak H. D. & Associates LLP

Chartered Accountants
Firm Registration No. 107783W/W100593

Vishal D. Shah
Partner

Membership No. 119303
UDIN: 21119303AAAALZ7050

Place: Mumbai
Date: June 30, 2021

Annexure A to Independent Auditors' Report

Referred to in Independent Auditors' Report of even date to the members of Praxis Home Retail Limited on the financial statements as of and for the year ended March 31, 2021

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of its fixed assets.
- (b) As informed to us, the fixed assets are physically verified by the Management during the year and no material discrepancies between the book records and the physical inventory have been noticed.
- (c) The Company does not have any immovable property; hence the provisions of the clause 3 (i) (c) of the said Order is not applicable to the Company.
- (ii) In our opinion the inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. As informed, the discrepancies noticed on physical verification of inventory as compared to book records were not material.
- (iii) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to any company, firm, limited liability partnerships or other party covered in the register maintained under Section 189 of the Act. Accordingly, the provisions stated in clause 3(iii) of the Order are not applicable to the Company.
- (iv) According to the records examined by us and according to the information and explanation given to us, the Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186 of the Act. Accordingly,
- (v) the provisions of clause 3(iv) of the said Order are not applicable to the Company.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the provisions of Sections 73 to 76 of the Act and the rules framed there under. Accordingly, the provisions of clause 3(v) of the said Order are not applicable to the Company.
- (vi) In our opinion and according to the information given to us, no cost records have been prescribed by the Central Government of India under sub section (1) of section 148 of the Act.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including employees' state insurance, goods and service tax, customs duty, cess and other material statutory dues except in case of provident fund and Income tax where there have been significant delays in depositing these dues as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records examined by us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, customs duty, sales tax, value added tax, excise duty, goods and service tax, cess and other material statutory dues as applicable were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of service tax, sales tax, customs duty, excise duty and value added tax as at March 31, 2021 which have not been deposited on account of a dispute except for income tax dues for the following:

Nature of the statute	Nature of Dues	Amount (₹ in Lakhs)	Period to which it relates	Forum where the dispute is pending
Income Tax Act, 1961	Income tax	34.13	AY 2018-19	CIT (Appeals), Mumbai
Income Tax Act, 1961	Income tax	50.72	AY 2019-20	CIT (Appeals), Mumbai
Income Tax Act, 1961	Income tax	28.96	AY 2020-21	CIT (Appeals), Mumbai

Annexure A to Independent Auditors' Report (Contd.)

- (viii) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institutions or banks and in payment of dues to the debenture holders. The Company did not have any loans or borrowings from government during the year.
- (ix) In our opinion and according to the information and explanation given to us during the year the Company has not raised money by way of initial public offer or further public offer (including debt instruments). However, during the year the Company has availed term loans which were applied for the purpose it was obtained.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such instance by the management.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and accordingly the provision of the clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable. The details of related party transactions as required under Ind AS 24, Related Party Disclosures specified under Section 133 of the Act, have been disclosed in the financial statements.
- (xiv) In our opinion and according to the information and explanation given to us, during the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures in accordance with the provisions and requirements of Section 42 of the Act and the Rules framed thereunder. Accordingly the requirement of clause 3(xiv) of the Order is not applicable.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its Directors.
- (xvi) In our opinion and according to the information and explanation given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Pathak H. D. & Associates LLP

Chartered Accountants

Firm Registration No. 107783W/W100593

Vishal D. Shah

Partner

Membership No. 119303

UDIN: 21119303AAAALZ7050

Place: Mumbai

Date: June 30, 2021

Annexure B to the Independent Auditors' Report

Report of even date on the financial statements of Praxis Home Retail Limited

(Referred to in paragraph 2 (g) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the Internal Financial Control with reference to financial statements of **Praxis Home Retail Limited** ("the Company") as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management Responsibility for the Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls with reference to financial statements (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance

about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of

Annexure B to the Independent Auditors' Report (Contd.)

management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2021, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For Pathak H. D. & Associates LLP

Chartered Accountants

Firm Registration No. 107783W/W100593

Vishal D. Shah

Partner

Membership No. 119303

UDIN: 21119303AAAALZ7050

Place: Mumbai

Date: June 30, 2021

Balance Sheet as at March 31, 2021

(₹ in Lakh)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
ASSETS			
1. Non-Current Assets			
Property, Plant and Equipment	3	41.30	72.43
Right-of-use Assets	31(a)	14,264.09	26,959.22
Other Intangible Assets	4	25.53	45.66
Financial Assets			
Loans	5	10,235.01	10,517.93
Advance Tax Assets	6(a)	57.89	25.46
Total Non-Current Assets		24,623.82	37,620.70
2. Current Assets			
Inventories	7	9,164.33	17,605.86
Financial Assets			
Trade Receivables	8	1,203.82	2,010.20
Cash and Cash Equivalents	9(a)	482.46	603.96
Bank Balance other than Cash and Cash Equivalents above	9(b)	3.31	3.31
Loans	5	2,407.18	2,323.57
Other Financial Assets	5(a)	-	66.03
Other Current Assets	6	1,839.53	2,276.77
Total Current Assets		15,100.63	24,889.70
Total Assets		39,724.46	62,510.40
Equity And Liabilities			
Equity			
Equity Share Capital	10	1,519.16	1,381.66
Instruments entirely Equity in Nature	11	1,405.00	4,320.00
Other Equity	12	(9,327.90)	(1,950.51)
Total Equity		(6,403.74)	3,751.15
Liabilities			
1. Non-Current Liabilities			
Financial Liabilities			
Borrowings	13	1,643.34	499.73
Lease Liabilities	31(b)	10,510.19	21,592.08
Provisions	14	474.88	541.71
Total Non-Current Liabilities		12,628.41	22,633.52
2. Current Liabilities			
Financial Liabilities			
Borrowings	15	6,984.46	8,669.62
Trade Payables			
Total Outstanding dues of Small and Micro Enterprises	33	1,438.33	1,019.95
Total Outstanding dues of Creditors other than Small and Micro Enterprises		13,785.41	12,980.65
Lease Liabilities	31(b)	5,895.88	7,155.28
Other Financial Liabilities	16	2,545.45	2,426.74
Other Current Liabilities	17	2,800.29	3,831.82
Provisions	14	49.97	41.67
Total Current Liabilities		33,499.79	36,125.73
Total Equity and Liabilities		39,724.46	62,510.40

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For Pathak H. D. & Associates LLP

Chartered Accountants

Firm Registration No. 107783W/W100593

Vishal D. Shah

Partner

Membership No.: 119303

Mahesh Shah

Managing Director

DIN: 01488017

Vikash Kabra

Deputy Chief Financial Officer

Membership No.: 065239

For and on behalf of Board of Directors

Harminder Sahni

Independent Director

DIN: 00576755

Smita Chowdhury

Company Secretary & Compliance Officer

Membership No.: A30227

Place : Mumbai
Date : June 30, 2021

Statement of Profit and Loss for the year ended March 31, 2021

(₹ in Lakh)

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
INCOME			
Revenue From Operations	18	31,309.58	70,339.63
Other Income	19	6,557.95	33.13
Total Income		37,867.53	70,372.76
Expenses			
Purchase of Stock-In-Trade		13,116.90	40,683.74
Change in Inventories of Stock-In-Trade (Increase)/Decrease	20	8,441.53	2,165.20
Employee Benefits Expense	21	5,394.52	8,724.04
Rent including Lease Rentals		3,484.46	3,956.93
Finance Costs	22	3,422.57	4,006.97
Depreciation and Amortization Expense	3, 4 & 31(a)	5,678.84	5,690.00
Other Expenses	23	8,652.23	13,218.33
Total Expenses		48,191.05	78,445.21
Profit/(Loss) Before Tax		(10,323.52)	(8,072.46)
Tax Expense	34		
-Current Tax		-	-
-Deferred Tax Charge/(Credit)		-	-
-Earlier year's tax		(1.37)	1.37
Loss For The Year		(10,322.16)	(8,073.83)
Other Comprehensive Income			
Items that will not be reclassified to statement of profit and loss			
(a) Remeasurements of Defined benefit plans- (Gain)/Loss	27	(152.57)	137.15
(b) Income Tax relating to above		-	-
Other Comprehensive (Income)/Loss For The Year		(152.57)	137.15
Total Comprehensive Income/(Loss) For The Year		(10,169.58)	(8,210.98)
Earnings Per Equity Share of Face Value of ₹ 5/- each	29		
Basic		(36.61)	(32.24)
Diluted		(36.61)	(32.24)

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached
For Pathak H. D. & Associates LLP
 Chartered Accountants
 Firm Registration No. 107783W/W100593

Vishal D. Shah
 Partner
 Membership No.: 119303

Mahesh Shah
 Managing Director
 DIN: 01488017

Vikash Kabra
 Deputy Chief Financial Officer
 Membership No.: 065239

For and on behalf of Board of Directors

Harminder Sahni
 Independent Director
 DIN: 00576755

Smita Chowdhury
 Company Secretary & Compliance Officer
 Membership No.: A30227

Place : Mumbai
 Date : June 30, 2021

Statement of Cash Flow for the year ended March 31, 2021

(₹ in Lakh)

Sr No.	Particulars	As at March 31, 2021	As at March 31, 2020
A	Cash Flows From Operating Activities		
	Profit / (Loss) Before Tax	(10,323.52)	(8,072.46)
	Adjustments For:		
	Depreciation and Amortization Expenses	5,678.84	5,690.00
	Provision for Gratuity and Leave Encashment	184.83	272.54
	Finance Costs	3,377.61	3,965.61
	Unwinding Interest on Financial Instrument at Amortised Cost	44.97	41.36
	Unrealised Exchange (Gain)/Loss	-	10.92
	Interest income on Income Tax Refund	-	(1.47)
	Employee stock option expenses	14.68	150.81
	Provision for Doubtful Debts and Advances	-	189.36
	Loss on Damaged/Shrinkage and Obsolete Inventory	912.05	339.64
	Write Back of Liabilities (Net)	(1,537.03)	-
	Rent Concessions	(4,979.51)	-
	Cash Generated (Used in)/from before Working Capital Changes	(6,627.08)	2,586.30
	Adjustments For:		
	Trade Receivables	806.38	(511.15)
	Loans, Other Financial Assets and Other Assets	271.16	329.34
	Inventories	7,529.48	1,825.56
	Trade Payables	4,034.14	(12,079.88)
	Other Financial Liabilities, Other Liabilities and Provisions	(973.59)	153.97
	Cash Generated from / (Used in) Operations	11,667.57	(7,695.88)
	Income Tax Paid/(Refund)	34.97	(25.46)
	Net Cash Flows Generated from / (Used in) Operating Activities	5,075.46	(7,721.34)
B	Cash Flows From Investing Activities		
	Payment for Purchase of Property, Plant and Equipment and Intangible Assets (Net of Capital Creditors)	(11.12)	(86.58)
	Amount refunded/(paid) towards security deposits	-	(174.70)

Statement of Cash Flow for the year ended March 31, 2021 (Contd.)

(₹ in Lakh)

Sr No.	Particulars	As at March 31, 2021	As at March 31, 2020
	Net Cash flow Generated from / (Used In) Investing Activities	(11.12)	(261.28)
C	Cash Flows From Financing Activities		
	Proceeds from Long term Borrowings	1,098.64	-
	(Repayment)/Proceeds from Short term Borrowings (Net)	(1,202.69)	6,335.31
	Proceeds from Issue of Compulsory Convertible Debentures	-	7,500.00
	Payment of Lease Liability (Included ₹ 2549.19 lakhs on Unwinding Interest of Lease Liabilities)	(4,214.50)	(5,885.95)
	Interest Paid	(867.30)	(736.90)
	Net Cash flow Generated from / (Used In) Financing Activities	(5,185.84)	7,212.45
	Net (Decrease) / Increase In Cash and Cash Equivalents	(121.50)	(770.16)
	Net (Decrease) / Increase In Cash and Cash Equivalents	(121.50)	(770.12)
	Cash and Cash Equivalents (Opening Balance)	603.96	1,374.10
	Cash and Cash Equivalents (Closing Balance)	482.46	603.96
	Components of Cash and Cash Equivalents {Refer Note No.9 (a)}	482.46	603.96

Note:

- 1) The accompanying notes are an integral part of the financial statements.
- 2) Changes arising from financing activities refer Note no. 35
- 3) Previous years' figures have been regrouped/rearranged wherever necessary

As per our report of even date attached

For Pathak H. D. & Associates LLPChartered Accountants
Firm Registration No. 107783W/W100593**Vishal D. Shah**Partner
Membership No.: 119303**Mahesh Shah**Managing Director
DIN: 01488017**Vikash Kabra**Deputy Chief Financial Officer
Membership No.: 065239**For and on behalf of Board of Directors****Harminder Sahni**Independent Director
DIN: 00576755**Smita Chowdhury**Company Secretary & Compliance Officer
Membership No.: A30227

Place : Mumbai

Date : June 30, 2021

Statement of Change in Equity for the year ended March 31, 2021

(A) Equity Share Capital

Particulars	(₹ in Lakh)
Balance as on March 31, 2019	1,231.66
Issued during the year - Pursuant to the Conversion of Compulsorily Convertible Debentures into Equity Shares (Refer Note 42)	150.00
Balance as on March 31, 2020	1,381.66
Issued during the year - Pursuant to the Conversion of Compulsorily Convertible Debentures into Equity Shares (Refer Note 42)	137.50
Balance as on March 31, 2021	1,519.16

(B) Instruments entirely Equity in Nature

0.01% Compulsorily Convertible Debentures	(₹ in Lakh)
Balance as on March 31, 2019	-
Issued during the Year	7,500.00
Less : Pursuant to the Conversion of Compulsorily Convertible Debentures into Equity Shares (Refer Note 42)	(3,180.00)
Balance as on March 31, 2020	4,320.00
Less : Pursuant to the Conversion of Compulsorily Convertible Debentures into Equity Shares (Refer Note 42)	(2,915.00)
Balance as on March 31, 2021	1,405.00

(C) Other Equity

Particulars						(₹ in Lakh)
	Retained Earnings	Security Premium	Capital Redemption Reserve	Capital Reserve	Share- Based Payment Reserve (Refer Note No. 28)	Total
Balance as at March 31, 2019 (A)	(4,895.76)	-	5.00	7,968.34	2.09	3,079.67
Profit/(Loss) for the year	(8,073.83)	-	-	-	-	(8,073.83)
Re-measurement (Gain)/Loss on Defined Benefit Plans	137.15	-	-	-	-	137.15
Total Comprehensive Income For The Year (B)	(8,210.98)	-	-	-	-	(8,210.98)
Addition during the year (C)	-	-	-	-	150.81	150.81
Addition during the year - Pursuant to the Conversion of Compulsorily Convertible Debentures into Equity Shares (Refer Note no. 42)(D)	-	3,030.00	-	-	-	3,030.00
Balance as at March 31, 2020 (E = A + B + C + D)	(13,106.74)	3,030.00	5.00	7,968.34	152.90	(1,950.51)
Profit/(Loss) for the year	(10,322.16)	-	-	-	-	(10,322.16)

Statement of Change in Equity for the year ended March 31, 2021 (contd.)

(₹ in Lakh)

Particulars	Retained Earnings	Security Premium	Capital Redemption Reserve	Capital Reserve	Share- Based Payment Reserve (Refer Note No. 28)	Total
Re-measurement (Gain)/Loss on Defined Benefit Plans	(152.57)	-	-	-	-	(152.57)
Total Comprehensive Income For The Year (F)	(10,169.60)	-	-	-	-	(10,169.60)
Addition during the year (G)	-	-	-	-	14.68	14.68
Adjustment pursuant to Employee Share Based Plan (ESOP Scheme)	128.41	-	-	-	(128.41)	-
Addition during the year - Pursuant to the Conversion of Compulsorily Convertible Debentures into Equity Shares (Refer Note no. 42)(H)	-	2,777.50	-	-	-	2,777.50
Balance as at March 31, 2021 (I=E+F+G+H)	(23,147.93)	5,807.50	5.00	7,968.34	39.16	(9,327.90)

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached
For Pathak H. D. & Associates LLP
 Chartered Accountants
 Firm Registration No. 107783W/W100593

Vishal D. Shah
 Partner
 Membership No.: 119303

Place : Mumbai
 Date : June 30, 2021

For and on behalf of Board of Directors

Mahesh Shah
 Managing Director
 DIN: 01488017

Vikash Kabra
 Deputy Chief Financial Officer
 Membership No.:065239

Harminder Sahni
 Independent Director
 DIN: 00576755

Smita Chowdhury
 Company Secretary & Compliance Officer
 Membership No.: A30227

Notes to the financial statements for the year ended March 31, 2021

1. Corporate Information

Praxis Home Retail Ltd (“PHRL” or “the Company”) was originally incorporated on January 31, 2011 as GRN Energy Private Limited with the Registrar of Companies, Maharashtra at Mumbai (“RoC”). Further, name of the Company was changed to GRN Retail Private Limited and a fresh certificate of incorporation was issued on December 21, 2016 by RoC. Furthermore, name of the Company was changed to Praxis Home Retail Private Limited and a fresh certificate of incorporation was issued on January 5, 2017 by RoC. Pursuant to the Composite Scheme of Arrangements under the relevant provisions of the Companies Act, 2013, the Company became a public Company domiciled in India.

The Company is engaged in the business of Home Retailing through departmental stores under various formats across the country.

The Company is a public limited Company which is listed on two recognised stock exchanges in India. The Company is incorporated and domiciled in India under the provisions of the Indian Companies Act, 1956. The registered office of the Company is located at iThink Techno Campus, Jolly Board Tower D, Ground Floor, Kanjurmarg (E), Mumbai – 400 042, India.

These financial statements of the Company for the year ended March 31, 2021 were authorized for issue by the board of directors on June 30, 2021. Pursuant to the provisions of section 130 of the Act, the Central Government, Income tax authorities, Securities and Exchange Board of India, other statutory regulatory body and under section 131 of the Act, the board of directors of the Company have powers to amend / re-open the financial statements approved by the board / adopted by the members of the Company.

2. Significant Accounting Policies

2.1 Compliance with Indian Accounting Standard (Ind AS):

The financial statements of the Company have been prepared and comply in all material aspects

with Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with relevant rules and other accounting principles. The policies set out below have been consistently applied during the period presented except where a newly issued accounting standard or revision in existing accounting standard requires change in accounting policy hitherto in use.

2.2 Basis of Preparation

The financial statements are presented in ‘Indian Rupees’, which also is the Company’s functional currency and all amounts, are rounded to the nearest Lakhs, with two decimals, unless otherwise stated.

The financial statements have been prepared in accordance with the requirements of the information and disclosures mandated by Schedule III to the Act, applicable Ind AS, other applicable pronouncements and regulations.

2.3 Basis of Measurement

The financial statements have been prepared on a historical cost convention on accrual basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) that are measured at fair value; and
- defined benefit plans - planned assets measured at fair value

2.4 Use of judgements, estimates & assumptions

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgement and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, the disclosure of contingent asset and liabilities at the date of financial statements and reported amounts of revenue and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

the Management becomes aware of such changes in the circumstances surrounding the estimates. Changes in estimate are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

2.5 Revenue Recognition

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

1. The customer simultaneously receives and consumes the benefits provided by the Company's performance or
2. The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Company's performance does not create an asset with an alternative use to the Company and an entity has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

The Company operates a loyalty programme for the customers for the sale of goods. The customers accumulate points for purchases made which entitles them to redeem the same on future purchases. A contract liability for the reward points is recognized at the time of the sale. The expenditure of loyalty programme is netted-off to revenue.

Interest Income

For all financial instruments measured at amortised cost, interest income is recorded using

the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset.

Dividend Income

Dividend income is recognised when the Company's right to receive such dividend is established.

2.6 Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, less accumulated depreciation and accumulated impairment losses if any. The initial cost of an asset comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management.

An item of Property, Plant and Equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net realisable value and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

The Cost of Property, Plant and Equipment acquired in a business combination is recorded at fair value less cost to sell.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its recoverable amount.

Property, Plant and Equipment are eliminated from the financial statements, either on disposal or when retired from active use.

The residual values and useful lives of Property, Plant and Equipment are reviewed at each financial year end and changes, if any, are accounted prospectively.

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Property, Plant and Equipment are depreciated under the written down value method as per the useful life and in the manner prescribed in Part "C" Schedule II to the Act.

2.7 Intangible Assets

Intangible assets are stated at acquisition cost and other cost incurred, which is attributable to preparing the assets for its intended use, less accumulated amortization and accumulated impairment losses, if any. The cost of intangible assets acquired in a business combination is recorded at fair value on the date of acquisition.

Intangible assets are amortised on straight line basis over their estimated useful economic life. The estimated useful life of the assets is five years.

An item of intangible assets is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the Statement of Profit or Loss when the asset is derecognised.

The useful lives and methods of amortization of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.8 Impairment of Non-Financial Assets

Non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are

largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.9 Current and Non-current classification

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- i) It is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle or
- ii) It is held primarily for the purpose of being traded or
- iii) It is expected to be realised within 12 months after the reporting date or,
- iv) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria

- i) It is expected to be settled in the Company's normal operating cycle or
- ii) It is held primarily for the purpose of being traded or
- iii) It is due to be settled within 12 months after the reporting date or,
- iv) The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Deferred tax asset and liabilities are classified as non-current assets and liabilities.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The Company's operating cycle is within a period of 12 months.

2.10 Fair value measurement

Accounting policies and disclosures require measurement of fair value for both financial and non-financial assets.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a. In the principal market for the asset or liability, or
- b. In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's Management determines the policies and procedures for recurring and non-recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

The management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Disclosures for valuation methods, significant estimates and assumptions of Financial instruments (including those carried at amortized cost) (Refer note 24) and Quantitative disclosures of fair value measurement hierarchy (Refer note 25).

2.11 Derivatives

Derivatives including forward contracts are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The Company does not designate their derivatives as hedges and such contracts are accounted for at fair value through profit or loss and are included in the Statement of Profit and Loss.

In respect of derivative transactions, gains / losses are recognised in the Statement of Profit and Loss on settlement.

On a reporting date, open derivative contracts are revalued at fair values and resulting gains / losses are recognised in the Statement of Profit and Loss.

2.12 Inventories

Inventories are valued at lower of cost and net realizable value. Costs of Inventories are computed on Weighted Average basis. Cost includes purchase cost, conversion cost and other costs incurred to bringing the inventory to its location and condition. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

2.13 Financial Instruments

The Company recognises financial assets and liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognised at fair values on initial recognition, except for trade receivables, which are initially measured at transaction price.

(A) Financial Assets:

a) Classification

The Company shall classify financial assets as subsequently measured at amortized cost, fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL) on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

b) Initial Recognition and Measurement

The Company recognizes financial asset and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial asset and liabilities are recognised at fair value on initial recognition, except for trade receivable which are initially measured at transaction price. Transaction cost that are directly attributable to the acquisition or issue of financial asset and financial liabilities that are not fair value through Profit or loss, are added to the fair value on initial recognition.

c) Subsequent Measurement

i) Financial asset at Amortized cost

A Financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal outstanding.

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

Interest income from these financial assets is included in other income using the effective interest rate method.

ii) Financial Asset at Fair Value through other comprehensive income (FVOCI)

Financial Asset is subsequently measured through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial asset and contractual terms of the financial asset give rise on specified dates to the cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through Other Comprehensive Income (OCI), except for the recognition of impairment gains and losses, interest revenue and foreign exchange gains and losses which are recognized in the Statement of Profit and Loss. Further in cases where the Company has made irrevocable election based on its business model, for its investment which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains / (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

iii) Financial Asset at Fair value through Profit & Loss (FVTPL)

A Financial Asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

d) Impairment of Financial Assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, the Company measures the expected credit loss associated with its trade receivables based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

e) Derecognition of Financial Assets

A financial asset is derecognised only when:

- Right to receive cash flow from assets have expired or,
- The Company has transferred the rights to receive cash flows from the financial asset or,
- It retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the received cash flows in full without material delay to a third party under a "pass through" arrangement.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

(B) Financial Liabilities

a) Initial Recognition and Measurement

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

b) Subsequent measurement

Financial liabilities at amortized cost: After initial measurement, such financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the Statement of Profit and Loss.

i) Borrowings:

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the EIR method.

ii) Trade and Other Payables:

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method

c) Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

2.14 Contributed Equity

Equity Shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares are shown in equity as a deduction, net of tax, from the proceeds.

2.15 Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a current pre-tax rate that reflects current market assessment of the value of money and the risks specific to the liability.

2.16 Contingent Liabilities and Contingent Assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is probable that an outflow of resources will not be required to settle the obligation. However, if the possibility

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

of outflow of resources, arising out of present obligation, is remote, it is not even disclosed as contingent liability.

A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the notes to financial statements. A Contingent asset is not recognized in financial statements, however, the same are disclosed where an inflow of economic benefit is probable.

2.17 Foreign currency transactions

a) Functional and presentation currency

The functional currency of the Company is the Indian Rupee. The financial Statements are presented in Indian Rupees.

b) Transactions, translation and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in the Statement of Profit and Loss.

All foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis.

2.18 Earnings Per Share

Basic earnings per equity share are computed by dividing the net profit attributable to the Equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

For calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders is adjusted for after income tax effect of interest and other financing costs associated with dilutive potential equity shares

and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.19 Taxes on Income

Income tax expense for the year comprises of current tax and deferred tax.

Current Tax

Current Income Tax for the current and prior period is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

Current tax is recognised in statement of profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current tax is also recognised in other comprehensive income or directly in equity respectively. Where current tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.20 Employee benefit

(i) Short Term Employee Benefits

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as short term employee benefit obligations in the balance sheet

(ii) Post-Employment Benefits

The Company operates the following post-employment schemes:

- (a) defined benefit plans such as gratuity and
- (b) defined contribution plans such as provident fund, superannuation fund etc.

Defined Benefit Plans

Gratuity Obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the

defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation. This cost is included in employee benefit expense in the Statement of Profit and Loss. Re-measurement of gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Defined Contribution plans

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid.

The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available. Superannuation plan, a defined contribution scheme is administered by IRDA approved Insurance Companies.

(iii) Other long-term employee benefit obligations

The liabilities for earned leave and sick leave

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

are not expected to be settled wholly within 12 months after the end of the reporting period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

2.21 Share-Based Payments

Equity-settled share based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share based payments transactions are set out in Refer note 28.

The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.22 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated based on available information.

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.23 Leases

Ind AS 116 Leases was notified by MCA on 30 March 2019 and it replaces Ind AS 17 Leases, including appendices thereto. Ind AS 116 is effective for annual periods beginning on or after 1 April 2019. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The standard includes two recognition exemptions for lessees – leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less).

The Company assesses at contract inception whether a contract is or contains a lease. That is, of the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

Where the Company is the lessee:

The Company's lease asset classes primarily consists of leases for stores taken on lease. The Company assesses whether a contract contains a lease, at inception of a contract. At the date of commencement of lease, the Company recognise a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangement in which it is a lessee except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Right-of-use assets are depreciated from the commencement date on straight-line basis over the lease term. The lease liability is initially measured at amortised cost at the present value of the future lease payments.

Where the Company is the Lessor:

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an assets are classified the asset are classified as operating leases. Rental income arising is accounted for on a straight line basis over the lease terms. Initial direct costs incurred in negotiating and arranging on operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

The Ministry of Corporate Affairs vide notification dated July 24, 2020, issued an amendment to Ind AS 116-Leases, by inserting a Practical Expedient w.r.t "Covid-19-Related Rent Concessions" effective from the period beginning on or after April 1, 2020. Pursuant to the above amendment, the Company has elected to apply the Practical Expedient of not assessing the rent concessions as a lease modification for all the rent concession which are granted due to Covid-19 Pandemic and has recognized the impact of such rent concession as other income in the Statement of Profit and Loss.

2.24 Business Combination

Business combinations have been accounted for using the acquisition method under the provisions of Ind AS 103, Business Combinations. The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of acquisition, which is the date on which control is transferred to the Company. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired, liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition. Transaction costs that the Company incurs in connection with a business combination such as finder's fees, legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred.

Business combination between entities under common control is accounted for using the pooling of interest method, the assets and liabilities of the combining entities are reflected at their carrying amounts. The only adjustments that are made are to harmonize accounting policies.

2.25 Borrowing Costs

Borrowing cost includes interest, amortization of ancillary cost incurred in connection with the arrangement of borrowings and the exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

Other borrowing costs are expensed in the period in which they are incurred.

2.26 Warranty Costs

Costs of warranty include the cost of labour, material and related overhead necessary to repair a product during the warranty period. The warranty period is usually one to three years. Costs related to warranty are expensed in the period in which they are incurred.

2.27 Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

2.28 Recent accounting pronouncement

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

Balance Sheet:

- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Lease liabilities should be separately disclosed under the head 'Financial liabilities', duly distinguished as current or non-current.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of

trade receivables, trade payables, capital work-in-progress and intangible asset under development.

- If a Company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

Statement of profit and loss:

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of financial statements.

The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

2.29 Critical estimates and judgements

The areas involving critical estimates or judgements are:

- **Estimation of deferred tax assets recoverable**

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the same can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Company has not recognized deferred tax asset which is primarily on account of unused

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

brought forward losses, in the absence of the reasonable certainty that taxable income will be generated in the near future to offset the losses if any, incurred by the Company. Refer note 34 for amounts of such temporary differences on which deferred tax assets are not recognised.

- **Estimation of defined benefit obligation**

The cost of the defined benefit gratuity plan and other post-employment employee benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available Indian Assured Lives Mortality (2006-08) Ultimate. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the

respective countries. Refer note 27 for key actuarial assumptions.

- **Impairment of trade receivables, loans and other financial assets**

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Refer note 25 on financial risk management where credit risk and related impairment disclosures are made.

Equity settled Equity-settled share based payments

The Company initially measures the cost of equity settled transactions with employees using a Black Scholes Pricing Model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 28.

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

3. Property, Plant and Equipment

(₹ in Lakh)

Particulars	Office Equipment	Computers	Total
Gross Carrying Amount			
As At March 31, 2019	12.14	118.51	130.65
Additions	0.78	18.83	19.61
As At March 31, 2020	12.92	137.34	150.26
Additions	0.03	5.29	5.32
As At March 31, 2021	12.96	142.63	155.59
Accumulated Depreciation			
As At March 31, 2019	1.33	14.81	16.14
Depreciation for the year	4.30	57.39	61.69
As At March 31, 2020	5.63	72.20	77.83
Depreciation for the year	2.77	33.68	36.46
As At March 31, 2021	8.40	105.88	114.28
Net Carrying Value			
As At March 31, 2021	4.55	36.75	41.30
As At March 31, 2020	7.29	65.14	72.43

4. Other Intangible Assets

(₹ in Lakh)

Particulars	Computer Software	Goodwill	Total
Gross Carrying Amount			
As At March 31, 2019	99.27	61.16	160.43
Additions	1.39	-	1.39
As At March 31, 2020	100.66	61.16	161.82
Additions	-	-	-
As At March 31, 2021	100.66	61.16	161.82
Accumulated Amortisation and Impairment			
As At March 31, 2019	34.78	61.16	95.94
Amortisation expenses for the year	20.22	-	20.22
As At March 31, 2020	55.00	61.16	116.16
Amortisation expenses for the year	20.13	-	20.13
As At March 31, 2021	75.13	61.16	136.29
Net Book Value			
As At March 31, 2021	25.53	-	25.53
As At March 31, 2020	45.66	-	45.66

Notes:-

- (1) Intangible assets are other than internally generated
- (2) Balance Useful life of Intangible assets - 2 to 3 years

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

5. Financial Assets - Loans

(₹ in Lakh)

Particulars	As at March 31, 2021		As at March 31, 2020	
	Current	Non Current	Current	Non Current
Unsecured, Considered Good				
Security Deposits	2,407.18	10,235.01	2,323.57	10,517.93
Total	2,407.18	10,235.01	2,323.57	10,517.93

5. (a) Other financial Assets

(₹ in Lakh)

Particulars	As at March 31, 2021		As at March 31, 2020	
	Current	Non Current	Current	Non Current
Unsecured, Considered Good				
Income Tax Refund Receivable	-	-	66.03	-
Total	-	-	66.03	-

6. Other Assets

(₹ in Lakh)

Particulars	As at March 31, 2021		As at March 31, 2020	
	Current	Non Current	Current	Non Current
Unsecured, Considered Good				
Unsecured, Considered Good, Unless Otherwise Stated				
Advance to Suppliers	655.33	-	1,231.89	-
Advance to Employees	19.67	-	14.04	-
Prepaid Expenses	60.46	-	98.05	-
Balances with Statutory Authorities - Considered good	1,104.07	-	932.80	-
Balances with Statutory Authorities - Considered Doubtful	217.73	-	217.73	-
	2,057.26	-	2,494.50	-
Less : Provision for doubtful advances	(217.73)	-	(217.73)	-
Total	1,839.53	-	2,276.77	-

6. (a) Advance Tax Assets

(₹ in Lakh)

Particulars	As at March 31, 2021	As at March 31, 2020
	Tax Deducted at source	57.89
Total	57.89	25.46

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

7. Inventories

Particulars	(₹ in Lakh)	
	As at March 31, 2021	As at March 31, 2020
Stock-in-Trade	10,028.72	17,537.11
Packing Materials and Others	123.28	178.58
Less : Provision for Obsolete Inventory and Shrinkage	(987.67)	(109.83)
Total Inventories	9,164.33	17,605.87
(Valued at cost or Net Realisable Value whichever is lower)		

8. Trade Receivables

Particulars	(₹ in Lakh)	
	As at March 31, 2021	As at March 31, 2020
Unsecured Considered Good	1,203.82	2,010.20
Credit Impaired	74.97	74.97
	1,278.79	2,085.17
Less : Allowance for doubtful debts	(74.97)	(74.97)
Total	1,203.82	2,010.20

9. (a) Cash and Cash Equivalents

Particulars	(₹ in Lakh)	
	As at March 31, 2021	As at March 31, 2020
On Current Accounts	311.38	547.22
Cheques on Hand	144.64	27.78
Cash on Hand	26.44	28.96
Total	482.46	603.96

9. (b) Bank Balance other than Cash and Cash Equivalents above

Particulars	(₹ in Lakh)	
	As at March 31, 2021	As at March 31, 2020
Unclaimed Share Money	3.31	3.31
Total	3.31	3.31

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

10. Equity Share Capital

(₹ in Lakh)

Particulars	As at March 31, 2021	As at March 31, 2020
Authorised		
7,54,00,000 equity shares of ₹ 5 each (31 March 2020: 3,54,00,000, equity shares of ₹ 5 each)	3,770	1,770.00
Issued		
3,03,88,426 equity shares of ₹ 5 each (31 March 2020: 2,76,38,426, equity shares of ₹ 5 each)	1,519.42	1,381.92
Subscribed and fully Paid up		
3,03,83,208 equity shares of ₹ 5 each (31 March 2020: 2,76,33,208, equity shares of ₹ 5 each)	1,519.16	1,381.66

(i) Reconciliation of Number of Equity Shares

(₹ in Lakh)

Particulars	As at March 31, 2021		As at March 31, 2020	
	Number of Shares	₹ in lakhs	Number of Shares	₹ in lakhs
Opening Balance of Equity Shares of ₹ 5/- each	2,76,38,426	1,381.92	2,46,38,426	1,231.92
Add: Issue of Equity Shares of ₹ 5/- each pursuant to conversion of Compulsorily Convertible Debentures	27,50,000	137.50	30,00,000	150.00
Total Shares issued	3,03,88,426	1,519.42	2,76,38,426	1,381.92
Less: Shares kept in abeyance (Refer Note No. iii below)	5,218	0.26	5,218	0.26
Total Shares outstanding at the end of the year	3,03,83,208	1,519.16	2,76,33,208	1,381.66

(ii) Terms/Rights Attached to Equity Shares

The Company has only one class of Equity Shares having a par value of ₹ 5/- each at the Balance Sheet Date. Each holder is entitled to one vote per share in case of voting by show of hands and one vote per Shares held in case of voting by poll/ballot. Each holder of Equity Share is also entitled to normal dividend (including interim dividend, if any) as may be declared by the company.

In the event of liquidation of company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distributions will be in proportion to the number of equity shares held by shareholder.

(iii) Pursuant to the provisions of the Companies Act, 2013, the issue of 5,218 Equity Shares are kept in abeyance corresponding to the respective shareholders holding of 1,04,371 equity shares in Future Retail Limited.

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

(iv) Details of Shares Locked in

(₹ in Lakh)

Particulars	As at March 31, 2021	As at March 31, 2020
No. of Shares under Locked in	57,50,000	1,46,82,558

(v) Out of the total subscribed shares, 5,034 shares are still unclaimed by the share holders as at March 31, 2021. (March 31, 2020 No. of equity shares 5,034 Shares)

(vi) Shares in the Company held by each shareholder holding more than 5 % shares and number of Shares held are as under:

(₹ in Lakh)

Name of Shareholder	As at March 31, 2021		As at March 31, 2020	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares				
Future Corporate Resources Private Limited	1,74,32,558	57.38	1,46,82,558	53.13
Bennett, Coleman & Company Limited and PACs	23,13,861	7.61	23,13,861	8.37
Surplus Finvest Private Limited	22,04,243	7.25	22,04,243	7.98
Mangal Bhansali & PACs	14,69,228	4.83	14,69,228	5.32

(vii) Aggregate number of shares without payment being received in cash during the period of five years immediately preceding the reporting date – 2,46,38,426 Equity Shares (March 31, 2020 – 2,46,38,426)

(viii) As at March 31, 2021, 75,500 No. of Equity Shares (March 31, 2020 No. of equity shares 3,62,750) are reserved for Issuance towards Outstanding Employee Stock Option granted. (Refer Note 28)

11. Instruments entirely Equity in Nature

(₹ in Lakh)

Particulars	As at March 31, 2021	As at March 31, 2020
0.01% Compulsorily Convertible Debentures (in nature of Equity) face value of ₹ 1,00,000/- each. (Refer Note no. 42)		
Opening Balance	4,320.00	-
Issued during the Year	-	7,500.00
Less: Pursuant to the Conversion of Compulsorily Convertible Debentures into Equity Shares	(2,915.00)	(3,180.00)
Closing Balance	1,405.00	4,320.00

Terms of the 0.01% Unsecured Compulsorily Convertible Debentures (CCD):

1) The tenor of Compulsorily Convertible Debentures is upto 18 months from the date of allotment, however the CCD can be converted into Equity Shares at the option of the investor at any time after allotment subject to necessary approval.

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

- 2) The Compulsorily Convertible Debentures are Non-Marketable.
- 3) The coupon rate is 0.01% per annum.
- 4) Conversion price - Each CCD shall be convertible into Equity Shares of face value of ₹ 5/- each, fully paid up of the Company, in one or more tranches at a conversion price of ₹ 106/- per equity share comprising of premium of ₹ 101/- per equity share.

12. Other Equity

Particulars	(₹ in Lakh)	
	As at March 31, 2021	As at March 31, 2020
Capital Reserve		
Opening Balance	7,968.34	7,968.34
Addition/(Appropriation) During The Year	-	-
Closing Balance	7,968.34	7,968.34
Security Premium		
Opening Balance	3,030.00	-
Pursuant to the Conversion of Compulsorily Convertible Debentures into Equity Shares (Refer Note no. 42)	2,777.50	3,030.00
Closing Balance	5,807.50	3,030.00
Capital Redemption Reserve		
Opening Balance	5.00	5.00
Addition/(Appropriation) During The Year	-	-
Closing Balance	5.00	5.00
Share- Based Payment Reserve (Refer Note No. 28)		
Opening Balance	152.90	2.09
Addition During The Year	14.68	150.81
Adjustment pursuant to Employee Share Based Plan (ESOP Scheme)	(128.41)	-
Closing Balance	39.16	152.90
Retained Earnings		
Opening Balance	(13,106.74)	(4,895.76)
Loss For The Year	(10,322.16)	(8,073.83)
Adjustment pursuant to Employee Share Based Plan (ESOP Scheme)	128.41	-
Other Comprehensive (Income)/Loss For The Year		
Re-measurement (Gain)/Loss on Defined Benefit Plans	(152.57)	137.15
Income Tax relating to above	-	-
Closing Balance	(23,147.93)	(13,106.74)
Total	(9,327.90)	(1,950.51)

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

Nature and Purpose of Reserves:

a) Capital Reserve

During the financial year ended March 31, 2018, the capital reserve of ₹ 7968.34 Lakhs recognised due to demerger of retail hometown division, pursuant to the composite scheme of arrangement with Future Retail Limited.

b) Capital Redemption Reserve

During the financial year ended March 31, 2018, the capital redemption reserve of ₹ 5.00 Lakhs recognised due to demerger of retail hometown division, pursuant to the composite scheme of arrangement with Future Retail Limited.

c) Securities Premium

During the financial year ended March 31, 2020, securities premium is created to record premium received on issue of shares. The Reserve is utilised in accordance with the provision of the Companies Act, 2013.

d) Share- Based Payment Reserve

This reserve relates to share options granted by the Company to its employees and directors under ESOP. Further information about share-based payments to employees is set out in Note no. 28.

e) Retained earnings

This represents the surplus/(deficit) of the Statement of Profit and Loss. The amount that can be distributed by the Company as dividend to its equity shareholders is determined based on the separate Financial Statements of the Company and also considering the requirements of the Companies Act, 2013.

13. Non-Current Financial Liabilities - Borrowings

Particulars	(₹ in Lakh)	
	As at March 31, 2021	As at March 31, 2020
Secured		
Term Loan - From Bank	1,098.64	-
Unsecured		
Preference Shares*	544.70	499.73
Total	1,643.34	499.73

Security and terms of repayment:

(A) The Working capital term loan from banks is secured by way of 100% guaranteed by National credit guarantee trustee company Limited and second pari passu charge on the current assets and movable fixed assets (both present and future) of the Company.

Principal is repayable within 48 equal monthly installments commencing from April' 2022, Interest is payable at 9.25% per annum on monthly basis.

(B) 6,30,000 non-cumulative redeemable preference shares of ₹ 100/- each, bearing coupon rate of 9% p.a. were allotted on December 08, 2017 to the eligible shareholders of Bluerock eServices Private Limited. The preference shares are to be redeemed at the end of 60 months from the date of allotment and the Company will have the option to redeem the preference shares at any time after the expiry of 24 months from the date of allotment.

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

14. Provisions

(₹ in Lakh)

Particulars	As at March 31, 2021		As at March 31, 2020	
	Current	Non Current	Current	Non Current
Provision for Employee Benefits				
Gratuity (Refer Note 27)	8.88	311.40	22.19	361.30
Compensated Absences	41.07	163.48	19.48	180.41
Total	49.97	474.88	41.67	541.71

15. Financial Liability - Current Borrowings

(₹ in Lakh)

Particulars	As at March 31, 2021	As at March 31, 2020
Secured		
Loans from Banks		
- Working Capital Loan	-	482.47
Letter of Credit	-	1,387.15
Loan from Others	5,184.46	6,800.00
Unsecured		
Loan from Related Parties - Inter Corporate Deposits (Repayable on demand)	1,800.00	-
Total	6,984.46	8,669.62

Security:

- Working Capital Loan as at March 31, 2020 from Bank is secured on Current Assets of Future Retail Limited.
- Letter of Credit as at March 31, 2020 is secured against exclusive charge over the Current Assets and Movable Fixed Assets (both present and future) of the Company and personal guarantee of the Promoter.
- Loan from Others is secured by way of pari passu charge on the current assets both present and future of the Company with a clause to route 2/3rd of card sales of the Company through Escrow account of lender. Interest is payable at 9.10 % per annum on monthly basis.
- Loan from Related Parties - Inter Corporate Deposits Interest is payable at 12% per annum.

16. Other Financial Liabilities-Current

(₹ in Lakh)

Particulars	As at March 31, 2021	As at March 31, 2020
Salary and Employee benefits payable	489.74	520.65
Unclaimed Share Money on Fraction Shares	3.31	3.31
Interest accrued on borrowings	82.55	121.42
Creditors for Capital Expenditure	2.16	7.99
Other Payables (Provision for Expenses)	1,967.69	1,773.37
Total	2,545.45	2,426.74

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

17. Other Current Liabilities

(₹ in Lakh)		
Particulars	As at March 31, 2021	As at March 31, 2020
Advances From Customers	2,631.21	3,477.27
Statutory dues payable	169.08	354.56
Total	2,800.29	3,831.82

18. Revenue From Operations

(₹ in Lakh)		
Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Sale of Products	31,160.36	70,121.09
Other Operating Income		
- Commission Income	119.24	118.90
- Other Income	29.99	99.64
Total	31,309.58	70,339.63

19. Other Income

(₹ in Lakh)		
Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest on Income Tax Refund	-	4.02
Insurance claim received	-	4.19
Liabilities Written back (Net of Advances w/off Rs 151.95 lakhs)	668.65	-
Lease liabilities written back(Net)(Refer Note 31)	868.37	-
Covid-19 Related Rent Concessions ((Refer Note 31(d))	4,979.51	-
Other Miscellaneous Income	41.42	24.91
Total	6,557.95	33.13

20. Changes In Inventories of Stock-In-Trade

(₹ in Lakh)		
Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Opening Inventories		
Stock-In-Trade	17,605.86	19,771.05
Closing Inventories		
Stock-In-Trade	9,164.33	17,605.86
Total	8,441.53	2,165.20

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

21. Employee Benefits Expense

(₹ in Lakh)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Salaries, Wages and Bonus	4,776.08	7,583.19
Contribution to Provident and Other Fund (Refer Note No. 27)	409.29	547.74
Employee Stock Option Expense (Refer Note No. 28)	14.68	150.81
Staff Welfare Expenses	194.48	442.30
Total	5,394.52	8,724.04

22. Finance Costs

(₹ in Lakh)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest on Borrowings	819.85	686.73
Unwinding Interest on Lease Liability (Refer Note No. 31(b))	2,549.19	3,107.28
Unwinding Interest on Financial Instrument at Amortised Cost	44.97	41.36
Other Finance Costs	8.57	171.60
Total	3,422.57	4,006.97

23. Other Expenses

(₹ in Lakh)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Power & Fuel	829.37	1,835.65
Repairs and Maintenance	115.51	168.98
Insurance	72.50	37.63
Rates and Taxes	79.84	136.31
Travelling & Conveyance	135.19	509.57
Advertisement and Marketing	623.20	2,775.98
Inventory Shrinkage/Damage	32.15	229.81
Provision for Obsolete Inventory and Shrinkage	879.89	109.83
Legal & Professional	618.51	1,623.93
Loss on Foreign Currency translation or transactions	34.96	71.00
Subvention and Credit Card Charges	838.57	2,590.02
Provision for Doubtful Debts/Advances	-	189.36
Warehousing Charges	3,220.26	982.06
Miscellaneous Expenses	1,172.28	1,958.20
Total	8,652.23	13,218.33

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

24. Fair value measurements:

(a) Financial instruments by category

Particulars	(₹ in Lakh)	
	As at March 31, 2021	As at March 31, 2020
Financial assets		
Trade Receivables	1,203.82	2,010.20
Cash and cash equivalents	482.46	603.96
Bank Balance other than Cash and Cash Equivalents above	3.31	3.31
Loans-Security Deposits	12,642.19	12,841.50
Other financial assets	-	66.03
Total financial assets	14,331.78	15,525.00
Financial liabilities		
Borrowings	8,627.80	9,169.35
Lease Liabilities	16,406.07	28,747.35
Trade payables	15,223.75	14,000.60
Other financial liabilities	2,545.45	2,426.74
Total financial liabilities	42,803.06	54,344.05

(b) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Assets and liabilities which are measured at amortised cost for which fair values are disclosed as at March 31, 2021

Particulars	(₹ in Lakh)			
	Level 1	Level 2	Level 3	Total
Financial assets				
Security deposits	-	-	12,642.19	12,642.19
Total financial assets	-	-	12,642.19	12,642.19
Financial Liabilities				
Borrowings	-	8,627.80	-	8,627.80
Total financial liabilities	-	8,627.80	-	8,627.80

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

Assets and liabilities which are measured at amortised cost for which fair values are disclosed as at March 31, 2020

(₹ in Lakh)

Particulars	Level 1	Level 2	Level 3	Total
Financial assets				
Security deposits	-	-	12,841.50	12,841.50
Total financial assets	-	-	12,841.50	12,841.50
Financial Liabilities				
Borrowings	-	9,169.35	-	9,169.35
Total financial liabilities	-	9,169.35	-	9,169.35

Note

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. This is the case for long term borrowings which is included in this level.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(c) Valuation technique used to determine fair values

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis / Earnings / EBITDA multiple method.

(d) Fair value of financial assets and liabilities measured at amortised cost

The carrying amounts of trade receivables, trade payables, advances to employees, advances from customers, other receivables, security deposits, unclaimed fractional share money, creditors for capital nature, employee payables and cash and cash equivalents are considered to have their fair values approximately equal to their carrying values.

25. Financial Risk Management

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Board of Directors.

(a) Credit Risk

Credit risk is the risk that counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is mainly operate under cash and carry model exposed to insignificant credit risk from its operating activities primarily trade receivable amounting to ₹ 1,203.82 Lakhs as on March 31, 2021.(March 31, 2020 ₹ 2,010.20 Lakhs).

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

(b) Liquidity Risk

i) The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. Typically the Company ensures that it has sufficient cash on demand to meet expected operational expenses and servicing of financial obligations.

ii) Maturity of Financial Liabilities

The amounts disclosed below are the contractual undiscounted cash flows. Balances due within 12 months equal to their carrying balances as the impact of discounting is not significant.

(₹ in Lakh)

March 31, 2021	Less than 1 year	More than 1 Year	Total
Interest bearing borrowings*	7,773.87	1,932.26	9,706.13
Trade Payables	15,223.75	-	15,223.75
Lease Liabilities	5,895.88	20,354.15	26,250.03
Other Financial Liabilities	2,545.45	-	2,545.45
Total	31,438.94	22,286.41	53,725.36

(₹ in Lakh)

March 31, 2020	Less than 1 year	More than 1 Year	Total
Interest bearing borrowings*	9,329.58	630.00	9,959.58
Trade Payables	14,000.60	-	14,000.60
Lease Liabilities	8,284.44	36,748.16	45,032.60
Other Financial Liabilities	2,426.74	-	2,426.74
Total	34,041.36	37,378.16	71,419.52

*Includes contractual interest payment based on the interest rate prevailing at the reporting date.

(c) Market Risk

Market risk is the risk of changes in market prices – such as foreign exchange rate, interest rate, and equity prices – will affect the company's income or values of its holdings of financial statements. The company is not exposed to any significant currency risk and equity price risk.

(i) Interest Rate Risk Exposure

(₹ in Lakh)

Particulars	As at March 31, 2021	As at March 31, 2020
Variable Rate Borrowings	6,283.11	8,669.62
Fixed Rate Borrowings	2,344.70	499.73
Total	8,627.80	9,169.35

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

(ii) Sensitivity Analysis

Profit or Loss is sensitive to higher/lower interest expense from borrowings as a result of change in interest rates.

(₹ in Lakh)		
Impact on Profit/(Loss) after tax	As at March 31, 2021	As at March 31, 2020
Interest rates increase by 100 basis points	62.83	86.70
Interest rates decrease by 100 basis points	(62.83)	(86.70)

(d) Foreign Currency Risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions primarily on account of import of trading goods. Foreign exchange risk arises if recognised liabilities denominated in a currency that is not the functional currency of the Company. The Company hedges its foreign exchange risk using foreign exchange forward contracts within the guidelines laid down by risk management policy of the Company. Overall, Company always has a limited exposure to foreign currency risk.

Following table details the carrying amounts of the Company's unhedged foreign currency denominated monetary items at the end of the reporting period

(₹ in Lakh)		
Impact on Profit/(Loss) after tax	As at March 31, 2021	As at March 31, 2020
Trade Payable		
US Dollar (USD)	1.27	20.08
EURO	-	0.21

A 5% strengthening in USD and EURO will decrease the profit for the year by ₹ 4.67 Lakhs (March 31, 2020 - ₹ 76.48 Lakhs) and a 5% weakening in USD and EURO will increase the profit for the year by ₹ 76.48 Lakhs (March 31, 2020 - ₹ 4.67 Lakhs). In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

26. Capital Risk Management

(A) Risk Management

For the purpose of the Company's capital risk management, capital includes issued equity capital and all other equity reserves attributable to the equity shareholders. The primary objective of the Company's capital risk management is to maximize the shareholders' value.

The Company manages its capital structure and makes adjustments in light of changes in economic condition and the requirements of the financial covenants. To maintain and adjust the capital structure, the company may return capital to shareholder or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

(₹ in Lakh)

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

Particulars	As at March 31, 2021	As at March 31, 2020
Borrowings	8,627.80	9,169.35
Less: Cash and Cash Equivalents	482.46	603.96
Net Debt	8,145.34	8,565.40
Equity	1,519.16	1,381.66
Instruments entirely Equity in Nature	1,405.00	4,320.00
Other Equity	(9,327.90)	(1,950.51)
Total Capital	(6,403.74)	3,751.15
Capital and Net Debt	1,741.60	12,316.55
Gearing Ratio	4.68 times	0.70 times

(B) Dividends: The Company has not paid any dividend during the year.

27. Disclosure under Ind AS 19 "Employee Benefits".

The Company has various employee benefit schemes covering different categories of employees based on their location of employment.

a) Defined Contribution plans:

- (i) Provident Fund
- (ii) State defined contribution plans - Employer's contribution to Employees state insurance

The provident fund and the state defined contribution plan are operated by the Regional Provident Fund Commissioner. Under the schemes, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit schemes to fund the benefits.

Amounts towards defined contribution plans have been recognised under "Contributions to provident and other funds" in Note 21: ₹ 286.44 Lakhs (March 31, 2020 - ₹ 470.94 Lakhs).

b) Defined Benefit plans:

The Company operates the following defined benefit plans:

(i) Gratuity

The Company has a defined benefit gratuity plan in India, governed by The Payment of Gratuity Act, 1972. It entitles an employee, who has rendered at least five years of continuous service, to gratuity at the rate of fifteen days wages for every completed year of service or part thereof in excess of six months, based on the rate of wages last drawn by the employee concerned. Inherent risk: The plan is defined benefit in nature which is sponsored by the Company and hence it underwrites all the risk pertaining to the plan. In particular, this exposes the Company, to actuarial risk such as adverse salary growth, change in demographic experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature, the plan is not subject to longevity risk.

The actuarial valuation of the present value of the defined benefit obligation has been carried out as at March 31, 2021. The following table sets forth the status of the various defined benefit plans of the Company and the amounts recognized in the Balance Sheet and Statement of Profit and Loss.

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

(a) Change in Present Value of Defined Benefit Obligations

(₹ in Lakh)

Particulars	As at March 31, 2021	As at March 31, 2020
Defined Benefit Obligation at the beginning of the year	383.49	195.02
Service Cost	97.82	62.50
Interest Cost	25.02	14.30
Benefits Paid	(33.49)	(25.48)
Re-measurement-Actuarial (gains)/losses	(152.57)	137.15
Defined Benefit Obligation at the end of the year	320.28	383.49

(b) Net Defined Benefit Liability / (Assets)

(₹ in Lakh)

Particulars	As at March 31, 2021	As at March 31, 2020
Defined Benefit Obligation	320.28	383.49
Fair value of Plan Assets	-	-
(Surplus) / Deficit	320.28	383.49
Effects of Assets Ceiling	-	-
Net Defined Benefit Liability / (Assets)	320.28	383.49

(c) Total Expenses Recognised in the Statement of Profit and Loss

(₹ in Lakh)

Particulars	As at March 31, 2021	As at March 31, 2020
Current Service Cost	97.82	62.50
Net interest on the net defined benefit liability/assets	25.02	14.30
Total Expenses Recognised in the Statement of Profit and Loss	122.84	76.80

(d) Remeasurement effects recognised in Other Comprehensive Income (OCI)

(₹ in Lakh)

Particulars	As at March 31, 2021	As at March 31, 2020
Actuarial (Gains)/Losses	(17.15)	121.41
Gain / (Loss) from change in financial assumptions	(41.77)	15.97
Gain / (Loss) from change in demographic assumptions	(93.65)	(0.23)
Total (Gain) / Loss included in OCI	(152.57)	137.15

(e) Reconciliation of Amounts in Balance Sheet

(₹ in Lakh)

Particulars	As at March 31, 2021	As at March 31, 2020
Defined Benefit Obligation at the beginning of the year	383.49	195.02
Defined Benefit cost included in Profit and Loss	122.84	76.80
Total amount included in OCI	(152.57)	137.15
Benefits paid	(33.49)	(25.48)
Defined Benefit Obligation at the end of the year	320.28	383.49

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

(f) Reconciliation of Amounts in Statement of Other Comprehensive Income

(₹ in Lakh)

Particulars	As at March 31, 2021	As at March 31, 2020
OCI (Income) / Loss at the beginning of the year	120.99	(16.16)
Total Remeasurement included in OCI	(152.57)	137.15
OCI (Income) / Loss at the end of the year	(31.58)	120.99

(g) Expected Maturity Profile of Defined Benefit Obligation

(₹ in Lakh)

Particulars	As at March 31, 2021	As at March 31, 2020
Year 1	8.88	22.19
Year 2	11.23	22.71
Year 3	16.43	24.08
Year 4	17.17	27.85
Year 5	22.60	28.49
Years 6 to 10	210.16	129.23

(h) Assumptions

(₹ in Lakh)

Particulars	As at March 31, 2021	As at March 31, 2020
Discount Rate	7%	6.72%
Expected rate of Salary increase	4% Flat	0% for first year, 5% thereafter
Mortality Rate	IALM (2012-14) ultimate	IALM (2012-14) ultimate
Withdrawal Rate	"Service < 5 Years 30% Service > 5 Years 2%"	Up to 35 Years 10% P.A., 36 to 45 Years 5% P.A., 46 Years and above 2% P.A.
Retirement age	58 Years	58 Years

(i) Sensitivity Analysis

(₹ in Lakh)

Particulars	As at March 31, 2021	As at March 31, 2020
Discount Rate		
Discount Rate -100 basis points	366.67	429.27
Discount Rate +100 basis points	281.59	344.93
Salary increase rate		
Rate -100 basis points	281.98	348.77
Rate +100 basis points	365.05	427.77

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

28. Share-Based Payments

(a) Scheme Details

During the year ended March 31, 2019, Nomination and Remuneration committee of the Company has granted 466,500 Employee Stock Options (ESOP's) at the exercise price of ₹ 176/- (including share premium of ₹ 171/- per share) to the eligible employees and director of the Company pursuant to the "Praxis Home Retail Limited Share value appreciation Rights, Plan -2018", the vesting period of the same is between 12 months to 60 months. The same was also ratified by the Shareholders in terms of Regulation 12(3) of SEBI (Share Based Employee Benefits) Regulations, 2014 at the annual general meeting held on September 18, 2018. Each employee share option converts into one equity share of the Company on exercise. The options carry neither rights to dividends nor voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry.

The following share-based payment arrangements are in existence during the financial year 2019-20.

Option Series	Number of Options Granted	Grant Date	Vesting Date	Exercise Price ₹	Fair Value at Grant Date ₹
Granted on March 27, 2019	99,200	27-03-2019	27-03-2020	176	67.38
	99,200	27-03-2019	27-03-2021	176	67.38
	49,600	27-03-2019	27-03-2022	176	67.38
	17,213	27-03-2019	27-03-2020	176	88.40
	17,213	27-03-2019	27-03-2021	176	88.40
	22,950	27-03-2019	27-03-2022	176	88.40
	22,950	27-03-2019	27-03-2023	176	88.40
	34,425	27-03-2019	27-03-2024	176	88.40

Option can be Exercised within three to five years from the date of Vesting of Options.

(b) Movement of Share Option

Particulars	(₹ in Lakh)	
	As at March 31, 2021	As at March 31, 2020
Outstanding at the beginning of the year	3,62,750	4,66,500
Granted During the year	-	-
Cancelled during the year	2,87,250	1,03,750
Exercised during the year	-	-
Outstanding at the end of the year	75,500	3,62,750
Exercisable at the end of the year	37,750	1,16,413

(c) Fair Value on Grant Date

The fair value on the grant date is determined using "Black Scholes Model", which takes into account exercise price, term of the option, share price at grant date and expected price volatility of the underlying shares, expected dividend yield and risk free interest rate for the term of the option.. Expected Volatility was calculated using standard deviation of daily change in stock price.

Method and Assumptions used to estimate the fair value of options granted during the previous year:

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

(₹ in Lakh)

Particulars	For 3 year vesting period	For 5 year vesting period
Risk Free Interest Rate	6.83%	7.12%
Expected Life	3.3 Years	5.85 Years
Expected Volatility	46.10%	46.10%
Dividend Yield	0.00%	0.00%
Exercise Price	176.00	176.00

(d) Compensation Expenses arising on account of the Share Based Payments

(₹ in Lakh)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Expenses arising from Equity - settled share-based payment transactions	14.68	150.81

29. Earnings Per Share (EPS)

Statement of Calculation of Basic and Diluted EPS is as under:

(₹ in Lakh)

Particulars	As at March 31, 2021	As at March 31, 2020
Profit/(Loss) for the year (₹ in Lakhs)	(10,322.16)	(8,073.83)
Weighted average number of Equity Share for Basic EPS	2,81,98,276	2,50,43,044
Nominal Value per Equity Share (₹)	5/-	5/-
Earning/(Loss) per Equity Share - Basic (₹)	(36.61)	(32.24)
Weighted average number of Equity Share for Diluted EPS	2,81,98,276	2,50,43,044
Nominal Value per Equity Share (₹)	5/-	5/-
Earning/(Loss) per Equity Share - Diluted (₹)	(36.61)	(32.24)

In calculating diluted earning per share for the year, Conversion of Compulsorily Convertible Debentures (CCDs) and effect of Employee Stock Option outstanding till the date of actual exercise of option is not considered since the impact of the same is anti dilutive.

30. Assets pledged as security for Exclusive and Paripassu charge

(₹ in Lakh)

Particulars	As at March 31, 2021	As at March 31, 2020
Non-Current Assets		
Non-Financial Assets		
Property, Plant and Equipment	-	72.43
Other Intangible Assets	-	45.66
Current Assets		
Financial Assets		
Trade receivables	1,203.82	2,010.20
Cash and bank balances	482.46	603.96
Bank Balance other than Cash and Cash Equivalents above	3.31	3.31

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

Loans	2,407.18	2,323.57
Other financial assets	-	66.03
Non-Financials Assets		
Inventories	9,164.33	17,605.86
Other current assets	1,839.53	2,276.77
Total assets pledged as security	15,100.63	25,007.79

31. Leases:-

The Company has lease contracts for office, store premises and warehouses used in its operations, which has lease terms between 3 and 30 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets. The Company also has certain leases of offices, store premises and warehouses with lease terms of 12 months or less and leases of office equipment with low value. The Company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

The Company has adopted modified retrospective approach as per para C8 (C) (i) of IND-AS 116, Leases to its leases effective from accounting period beginning from April 1, 2019. This has resulted in recognizing a right of use assets an amount equal to the lease liability of a) ₹ 31,456.44 Lakhs as at April 1, 2019.

(a) Carrying amounts of Lease assets recognised and the movements during the year

(₹ in Lakh)

Particulars	March 31, 2021			March 31, 2020		
	Office Equipments	Buildings	Total	Office Equipments	Buildings	Total
Opening balance	5,078.43	21,880.79	26,959.22	6,982.85	24,473.59	31,456.44
Additions	-	-	-	-	1,254.80	1,254.80
Deletions	-	(7,072.83)	(7,072.83)	-	(143.93)	(143.93)
Depreciation Expenses	(1,904.42)	(3,717.88)	(5,622.30)	(1,904.42)	(3,703.67)	(5,608.08)
Balance at the end of the year	3,174.02	11,090.07	14,264.09	5,078.43	21,880.79	26,959.22

(b) Carrying amounts of Lease assets recognised and the movements during the year

(₹ in Lakh)

Particulars	As at March 31, 2021	As at March 31, 2020
Opening balance (Buildings and Office Equipments)	28,747.35	31,456.44
Additions	-	1,254.80
Finance Charge accrued during the year	2,549.19	3,107.28
Payment of Lease liabilities	(4,214.50)	(5,885.95)
Liabilities transferred to Vendor's Account	(2,734.76)	(1,039.66)
Deletions	(7,941.21)	(145.55)
Balance at the end of the year	16,406.07	28,747.35
Current	5,895.88	7,155.28
Non-current	10,510.19	21,592.08

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

The effective interest rate for lease liabilities is 10.15% as on March 31, 2021 (10.15% as on 1 April 2020)

(C) The following are the amounts recognised in statement of profit and loss

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2021	For the year ended March 31, 2020
Depreciation expense of Lease assets	5,622.30	5,608.08
Interest expense on Lease liabilities	2,549.19	3,107.28
Expense relating to Short term leases/Variable Lease Payments (included in Rent including Lease Rentals)	3,484.46	3,956.93
Fixed rentals	-	-
Total amount recognised in statement of profit and loss	11,655.94	12,672.30

(d) Covid-19-Related Rent Concessions :

The Ministry of Corporate Affairs vide notification dated July 24, 2020, issued an amendment to Ind AS 116-Leases, by inserting a Practical Expedient w.r.t "Covid-19-Related Rent Concessions" effective from the period beginning on or after April 1, 2020. Pursuant to the above amendment, the Company has elected to apply the Practical Expedient of not assessing the rent concessions as a lease modification for all the rent concession which are granted due to Covid-19 Pandemic and has recognized the impact of such rent concession in the Statement of Profit and Loss.

Accordingly rent concession of a) ₹ 4,979.51 lakhs for the year ended March 31, 2021 respectively are accounted under head other income.

(e) Following table provides information on the Company's variable Lease payments including the magnitude in relation to fixed payments

Particulars	(₹ in Lakh)	
	For the year ended March 31, 2021	For the year ended March 31, 2020
Fixed rent	5,734.15	5,410.62
Variable rent with minimum payment	1,889.55	2,731.91
Variable rent only	1,549.22	1,482.22

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

The Company has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Company's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised.

(f) Set out below are future rental payments in respect of lease for Premises, Stores and Warehouses are as follows:-

Particulars	(₹ in Lakh)	
	As at March 31, 2021	As at March 31, 2020
The total future minimum lease rent payable at the Balance Sheet date :		
- For a period not later than one year	5,895.88	8,284.44
- For a period later than one year and not later than 5 years	12,496.06	19,463.08
- For a period later than five years	7,858.09	17,285.08

32. Segment Reporting

The Company is primarily engaged in the business of "Retail", which in terms of Ind AS 108 on "Segment Reporting" constitutes a single reporting segment & as such there is no separate reportable segment. Presently the company's operations are predominantly confined in India.

33. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006:

Particulars	(₹ in Lakh)	
	As at March 31, 2021	As at March 31, 2020
Principal amount due to suppliers as at the year end	1,438.33	1,019.95
Interest accrued, due to suppliers on the above amount, and unpaid as at the year end	33.77	25.56
Payment made to suppliers (other than interest) beyond the appointed date under Section 16 of MSMED	-	-
Interest paid to suppliers under MSMED Act (other than Section 16)	-	-
Amount of Interest paid by the Company in terms of Section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	-	-
Amount of Interest due and payable for the period of delay in making the payment, which has been paid but beyond the appointed date during the year, but without adding the interest specified under MSMED Act	33.77	25.56
Amount of Interest accrued and remaining unpaid at the end of each accounting year to suppliers	33.77	25.56
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of MSMED	33.77	25.56

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

34. Income Tax Expense

(i) Income Tax recognised in Statement of Profit and Loss

Particulars	(₹ in Lakh)	
	As at March 31, 2021	As at March 31, 2020
Income Tax expense		
Current Tax	-	-
Deferred Tax :		
Decrease/(increase) in deferred tax assets	-	-
(Decrease)/increase in deferred tax liabilities	-	-
Earlier Year's Tax	(1.37)	1.37
Income Tax relating to Other Comprehensive Income	-	-
Total Income Tax Expense/(Income)	(1.37)	1.37

(ii) Reconciliation of Tax Expenses

Particulars	(₹ in Lakh)	
	As at March 31, 2021	As at March 31, 2020
Profit/(Loss) before tax	(10,323.52)	(8,072.46)
Applicable Tax Rate	26.00%	26.00%
Tax at the Indian tax rate	(2,684.11)	(2,098.84)
The effect of amounts which are not deductible in calculating taxable income		
Exempt income	-	-
Expenses not allowed for tax purposes	486.48	686.28
Business loss on which no deferred tax asset is recognized	2,197.64	1,412.56
Earlier year's tax	(1.37)	1.37
Reversal of Deferred Tax asset recognised during the previous years	-	-
Tax Expense charged to the Statement of Profit and Loss	(1.37)	1.37

(iii) Amount on which Deferred Tax Assets not Recognised

Particulars	(₹ in Lakh)	
	As at March 31, 2021	As at March 31, 2020
Unused Tax Losses	32,313.94	25,403.24
Deferred Tax Assets	8,401.62	6,604.84

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

(iv) Year wise expiry of such losses as at March 31, 2021 is as under:

		(₹ in Lakh)
Particulars		As at March 31, 2021
Expiring within 1 year		2,984.82
Expiring within 1 to 5 years		12,130.73
Expiring within 5 to 8 years		16,743.27
Without expiry limit		455.11
Total		32,313.94

(v) Components of Deferred Tax Balances

			(₹ in Lakh)
Particulars	As at March 31, 2021	As at March 31, 2020	
Deferred Tax Assets/(Liabilities) on account of :			
Unabsorbed brought forward losses	8,401.62	6,604.84	
Property plant and Equipment	11.29	12.27	
Provisions	(12.77)	51.94	
Closing balance	8,400.14	6,669.05	
Recognised in the Financial Statements	Nil	Nil	

35. Disclosure pursuant to para 44 A to 44 E of Ind AS 7 - Statement of cash flows

			(₹ in Lakh)
Particulars	As at March 31, 2021	As at March 31, 2020	
Long term Borrowings			
Opening Balance (A)	499.73	458.37	
Availed during the year	1,098.64	-	
Changes in Fair Value			
- Impact of Effective Rate of Interest (B)	44.97	41.36	
- Impact of fair value measurement (C)	-	-	
Closing Balance (D = A + B + C)	1,643.34	499.73	
Short term Borrowings			
Opening Balance (A)	8,669.62	2,334.32	
- Current			
Availed during the year (B)	2,100.00	30,112.38	
Changes in Fair Value			
Repaid During the year (C)	3,302.69	23,777.08	
Transferred	482.47	-	
Closing Balance (D = A + B - C)	6,984.46	8,669.62	

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

(₹ in Lakh)

Particulars	As at March 31, 2021	As at March 31, 2020
Interest Expenses		
Prepaid Interest - Opening Balance	-	8.05
Opening Interest accrued on borrowings	121.42	-
Interest Expense (B)	3,422.57	4,006.97
Closing Interest accrued on borrowings (C)	82.55	121.42
Changes in Fair Value		
- Impact of Effective Rate of Interest (E)	44.97	41.36
Prepaid Interest - Closing Balance (F)	-	8.05
Interest paid (F = B - A - C - D + E)	3,416.48	3,844.19

36. Unclaimed Fractional Share Money

Pursuant to the Composite Scheme of Arrangement as stated above, the Company had appointed a Trustee M/s Anant Gude & Associates, to deal with the fractional shares of the Company. The total number of fractional shares worked out to 17,061 equity shares. Accordingly, on April 4, 2018 the Trustee sold 17,061 equity shares for a total value of ₹ 35.47 Lakhs. As per the certificate received from the Trustee, out of the total warrants issued towards disbursement of amount pertaining to fractional shares, ₹ 3.31 Lakhs of the value is still pending to be claimed by the shareholders. The balance amount has been shown as current financial liability in the financial statements.

37. Related Party Disclosure :

As per Ind AS - 24 "Related Party Disclosure" the Company's related parties and transactions with them in the ordinary course of business are disclosed below:

(a) Parties where control exists :

(i) Holding Company	Future Corporate Resources Private Limited
(ii) Person having influence over Holding Company	Shri Kishore Biyani

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

(b) Other related parties where transactions have taken place during the year

(i) Enterprises over which Companies/individual described in (a) have control/significant influence	1. Future Retail Limited
	2. Future Lifestyle Fashions Limited
	3. Future Generali India Insurance Company Limited
	4. Future Supply Chain Solutions Limited
	5. Future Enterprises Limited
	6. Future Market Networks Limited
	7. Future Consumer Limited
	8. Nufuture Digital (India) Limited
	9. City Centre Mall Nashik Private Limited
	10. Future Outdoor Media Solutions Limited
	11. Surplus Finvest Private Limited
	12. Future Media (India) Limited
	13. Future Ideas Company Limited

(c) Key Management Personnel :

Mr. Viraj Didwania (Chairman and Managing Director) up to March 18, 2021

Mr. Anil Chandak (Chief Financial Officer) up to October 31, 2020

Ms. Smita Chowdhury (Company Secretary and Compliance Officer)

Mr. Vikash Kabra (Deputy Chief Financial Officer) w.e.f March 11, 2021

1. Transaction with Related Parties

(₹ in Lakh)			
Nature of Transactions	Holding Company	Enterprises over which Companies/individual described in (a) have control/significant influence	Key Management Personnel
Purchases	-	4,967.44	-
	-	(8,239.86)	-
Sales	-	26.20	-
	-	(324.37)	-
Advertisement and Marketing Expenses	38.59	-	-
	(382.94)	-	-
Rent including Lease Rentals	-	5,274.22	-
	-	(5,392.17)	-
Other Expenses	-	372.49	-
	(109.51)	(1,360.35)	-
Insurance Premium	-	112.55	-
	(-)	(114.47)	-

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

(₹ in Lakh)

Nature of Transactions	Holding Company	Enterprises over which Companies/individual described in (a) have control/significant influence	Key Management Personnel
Interest Expenses	11.80	33.81	-
	(288.68)	(-)	-
Inter-Corporate Deposit - Taken	400.00	1,700.00	-
	(7,500.00)	-	-
Inter-Corporate Deposit - Repaid	100.00	200.00	-
	(7,500.00)	(-)	-
Compulsorily Convertible Debentures Issued	-	-	-
	(7,500.00)	-	-
Conversion of Compulsorily Convertible Debentures into Equity Shares	2,915.00	-	-
	(3,180.00)	-	-
Covid-19 Related Rent Concessions		3,209.28	
		(-)	
Liabilities Transferred	-	482.26	
	-	(-)	
Expenses incurred on behalf of related parties/Debit note raised		215.96	
		(221.93)	
Remuneration to Key Managerial Personnel and Directors *	-	-	199.70
	-	-	(282.65)
Closing Balance as on March 31, 2021			
Security Deposit Receivable	-	10,149.74	-
	-	(10,149.74)	-
Trade Payable/Other Payable	-	9,380.86	-
	-	(5,364.36)	-
Advance given	100.56	348.38	-
	(95.94)	(774.29)	-
Inter-Corporate Deposit - Taken (Including Interest accrued)	309.86	1,531.27	
	(-)	(-)	

* Remuneration does not include post-employment benefits, as they are determined on an actuarial basis for the Company as a whole.

Note: Previous year figures are given in parenthesis.

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

2. Significant Related Party Transactions

- A. Purchases includes purchase from Future Retail Limited ₹ 76.58 Lakhs (2020: ₹ 195.56 Lakhs) & Freight, C&F and Warehousing services includes payment to Future Supply Chain Solutions Limited ₹ 4,890.86 Lakhs (2020: ₹ 8,044.05 Lakhs).
- B. Sales includes sale to Future Retail Limited ₹ 26.20 Lakhs (2020: ₹ 284.23 Lakhs), Future Enterprises Limited ₹ Nil (2020: ₹ 31.80 Lakhs).
- C. Advertisement and Marketing expenses paid/payable to Future Corporate Resources Private Limited ₹ 38.59 Lakhs (2020: ₹ 382.94 Lakhs)
- D. Rent including Lease rentals includes amount paid/payable to Future Lifestyle Fashions Limited ₹ 2,052.49 Lakhs (2020: ₹ 1,836.95 Lakhs), Future Retail Limited ₹ 791.80 Lakhs (2020: ₹ 1,147.73 Lakhs), Future Market Networks Limited ₹ 331.93 Lakhs (2020: ₹ 313.25 Lakhs), City Centre Mall Nashik Pvt. Ltd. ₹ 34.60 Lakhs (2020: ₹ 84.86 Lakhs) and Future Enterprises Limited ₹ 2304.00 Lakhs (2020: ₹ 2,009.39 Lakhs)
- E. Covid-19 Related Rent Concessions includes from Future Lifestyle Fashions Limited ₹ 1131.32 Lakhs (2020: ₹ Nil), Future Retail Limited ₹ 349.95 Lakhs (2020: ₹ Nil), Future Enterprises Limited ₹ 1728.00 Lakhs (2020: ₹ Nil) and Future Market Networks Limited ₹ 240.60 Lakhs (2020: ₹ Nil).
- F. Other Expenses includes amount paid/payable to Future Sharps Skills Limited ₹ Nil (2020 : ₹ 7.93 Lakhs), Nufuture Digital (India) Limited ₹ 16.19 Lakhs (2020: 695.65 Lakhs), Future Corporate Resources Private Limited ₹ Nil (2020: ₹ 109.51 Lakhs), Future Lifestyle Fashions Limited ₹ 157.96 Lakhs (2020: ₹ 332.59 Lakhs), Future Media (India) Limited ₹ 1.09 Lakhs (2020: ₹ 11.66 Lakhs), Future Coupons Limited ₹ Nil (2020: ₹ 16.14 Lakhs), Future Retail Limited ₹ 130.23 Lakhs (2020: ₹ Nil), Future Market Networks Ltd ₹ 39.49 Lakhs (2020: ₹ Nil) City Centre Mall Nashik Pvt. Ltd. ₹ 27.52 Lakhs (2020: ₹ 54.86 Lakhs).
- G. Insurance Premium paid to Future Generali India Insurance Company Limited ₹ 112.55 Lakhs (2020: ₹ 114.47 Lakhs)
- H. Interest expenses include interest paid/payable to Future Corporate Resources Private Limited ₹ 11.80 Lakhs (2020: ₹ 288.68 Lakhs), Surplus Finvest Private Limited ₹ 33.81 Lakhs (2020: ₹ Nil)
- I. Inter-Corporate Deposit Taken from Future Corporate Resources Private Limited ₹ 400.00 Lakhs (2020: ₹ 7,500.00 Lakhs), Surplus Finvest Private Limited ₹ 1,700.00 Lakhs (2020: ₹ Nil)
- J. Inter-Corporate Deposit Repaid to Future Corporate Resources Private Limited ₹ 100.00 Lakhs (2020: ₹ 7,500.00 lakh), Surplus Finvest Private Limited ₹ 200.00 Lakhs (2020: ₹ Nil)
- K. Compulsorily Convertible Debentures issues to Future Corporate Resources Private Limited ₹ Nil (2020: ₹ 7,500.00 Lakhs)
- L. Conversion of Compulsorily Convertible Debentures into Equity Shares, issued to Future Corporate Resources Private Limited ₹ 2,915.00 Lakhs (2020: ₹ 3,180.00 Lakhs)
- M. Managerial Remuneration includes Mr. Viraj Didwania ₹ 135.89 Lakhs (2020: ₹ 171.70 Lakhs), Mr. Anil Chandak ₹ 34.18 Lakhs (2020: ₹ 77.35 Lakhs), Ms. Smita Chowdhury ₹ 9.86 Lakhs (2020: ₹ 12.79 Lakhs) and Mr. Vikash Kabra ₹ 2.33 Lakhs (2020: ₹ Nil) & Director Sitting fees paid to Mr. Shantanu Chandravadan Shah ₹ 4.00 Lakhs (2020: ₹ 3.60 Lakhs), Mr. Pankaj Bhargava ₹ 4.74 Lakhs (2020: ₹ 3.60 Lakhs), Mr. Sarda Shrirang Kisanlal ₹ 3.60 Lakhs (2020: ₹ 1.50 Lakhs), Mr. S. Subramanian ₹ 4.50 Lakhs (2020: ₹ 3.60 Lakhs) & Ms. Sridevi Badiga ₹ 0.60 Lakhs (2020: ₹ 1.80 Lakhs).

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

- N. Security Deposit receivable from Future Enterprises Limited, amounting to ₹ 10,100.00 Lakhs (2020: ₹ 10,100.00 Lakhs) and Future Market Network Limited, amounting to ₹ 49.74 Lakhs (2020: ₹ 49.74 Lakhs).
- O. Trade Payables/Other Payable includes payable to Future Supply Chains Solutions Limited of ₹ 5,888.20 Lakhs (2020: ₹ 4,170.63 Lakhs), Future Lifestyle Fashions Limited ₹ 1,704.93 Lakhs (2020: ₹ 894.95 Lakhs), Future Retail Limited ₹ 385.08 Lakhs (2020: ₹ 0.00 Lakhs), Future Enterprises Limited ₹ 1148.16 Lakhs (2020 : ₹ 572.16 Lakhs) and Nufuture Digital (India) Limited of ₹ 112.87 Lakhs (2020: 210.12 Lakhs).
- P. Inter-Corporate Deposit Taken (including Interest accrued) Outstanding from Future Corporate Resources Private Limited ₹ 309.86 Lakhs (2020: ₹ 7,500.00 Lakhs), Surplus Finvest Private Limited ₹ 1,531.27 Lakhs (2020: ₹ Nil)
- Q. Advances given includes Advances to Future Enterprises Limited ₹ 339.62 Lakhs (2020 ₹ 330.05 Lakhs:), Future Retail Limited ₹ Nil (2020: ₹ 439.98 Lakhs) and Future Corporate Resources Private Limited ₹ 100.56 Lakhs (2020 : ₹ 95.94 Lakhs).

38. Payment to the Auditors (excluding GST)

Particulars	(₹ in Lakh)	
	As at March 31, 2021	As at March 31, 2020
For Statutory Audit	22.00	22.00
For Limited Review	9.00	9.00
Total	31.00	31.00

39. Contingent Liabilities

- (i) The Company has not provided for Income Tax demand of ₹ 113.80 Lakhs (2020: ₹ 113.80 Lakhs) which is pending before CIT Appeals.
- (ii) On November 27, 2020, The Company has received demand notice from the Directorate General of Anti Profiteering department wherein the department has stated that the Company has contravened the provisions of Section 171(1) of the Central Goods and Service Tax Act, 2017 and the benefit of the rate reduction in GST from 28% to 18% was not passed on to the recipients by increasing the base price of the products. As per the report the total amount of profiteering covered for the period 15.11.2017 to 30.09.2019 has been worked out to Rs. 368 Lakhs. The Company has submitted its reply on January 18, 2021 to National Anti-Profiteering Authority (GST) and presently the matter is pending before the authority.
- (iii) Subsequent to the year on April 12, 2021, the Company has received a notice from vendor wherein the party has filed an application under IBC Code with NCLT towards non payment of its dues (including interest) of Rs. 100.65 Lakhs. The application is pending before NCLT and no hearing has taken place as yet.

40. Costs of warranty include the cost of labour, material and related overhead necessary to repair a product during the warranty period. The Company has deployed an in-house staff for to repair the products under warranty period. The Company being a trader have back to back warranty agreements with the parties for all the products it sales. Further the Company's cost on stores and spares based on the actual expenses incurred itself is not material and is further insignificant related to products which are under warranty period of more than one year. Hence the Company does not make any provision for warranties in accordance with in accordance with Ind AS 37 and expense out the cost on an actual basis.

Notes to the financial statements for the year ended March 31, 2021 (Contd.)

41. The entire networth of the Company has been eroded due to losses incurred and its current liabilities exceed its current assets which indicate a material uncertainty exists that may cast a significant doubt on the company's ability to continue as a going concern. The Company is committed to improve its operational efficiency and has taken various initiatives to boost sales, reduce cost and have taken steps to infuse capital into the Company. The Company is confident that these initiatives will yield desired results and sustainable cash flows to meet the obligations of the Company. Accordingly, the financials of the Company have been prepared on a going concern basis.

42. During the year ended March 31, 2021, the Company converted 2,915 Compulsorily Convertible Debentures (CCDs) out of the 4,320 CCDs outstanding as on April 1, 2020 at a face value of ₹ 1,00,000 each amounting to ₹ 2,915 Lakhs into 27,50,000 Equity shares at an issue price of ₹ 106 per share (including share premium of ₹ 101 per share) amounting to ₹ 2,915 Lakhs. Accordingly the equity share capital and securities premium has been increased by ₹ 137.50 Lakhs and ₹ 2,777.50 Lakhs respectively.

Subsequent to the balance sheet dated on May 27, 2021, the Company converted the balance 1,405 Compulsorily Convertible Debentures (CCDs) at a face value of ₹ 1,00,000 each amounting to ₹ 1,405 Lakhs into 13,25,471 Equity shares at an issue price of Rs. 106 per share (including share premium of ₹ 101 per share) amounting to ₹ 1,405 Lakhs. Accordingly the equity share capital and securities premium has been increased by ₹ 66.27 Lakhs and ₹ 1,338.73 Lakhs respectively

43. The current financial year has been a challenging year for our business. The year began amidst a strict lockdown post the emergence of the Coronavirus (Covid-19) towards the end of the last financial year. The economy gradually opened post June 20 and the second half of the year was progressing towards recovery. However, a much stronger second wave of Covid-19 infections hit the country towards the end of current financial year and has once again resulted in significant disruption to our business as several cities and towns have announced restrictions. As of now, the company believes this pandemic may not impact the recoverability of the carrying value of its assets. The Company is closely monitoring the developments and possible effects that may result from the present pandemic on its financial condition, liquidity and operations and working to minimise the impact of this unprecedented situation. As the situation is continuously evolving, the eventual impact may be different from the estimates made as of the date of approval of these financial statements.

44. Previous year figures have been regrouped and rearranged wherever necessary to conform to current year's presentation.

As per our report of even date attached
For Pathak H. D. & Associates LLP
Chartered Accountants
Firm Registration No. 107783W/W100593

Vishal D. Shah
Partner
Membership No.: 119303

For and on behalf of Board of Directors

Mahesh Shah
Managing Director
DIN: 01488017

Vikash Kabra
Deputy Chief Financial Officer
Membership No.: 065329

Harminder Sahni
Independent Director
DIN: 00576755

Smita Chowdhury
Company Secretary & Compliance Officer
Membership No.: A30227

Place : Mumbai
Date : June 30, 2021

PRAXIS

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