

**PRAXIS HOME RETAIL LIMITED**  
CIN: U52100MH2011PLC212866 (Formerly known as Praxis Home Retail Private Limited)  
Registered Office & Corporate Office: iThink Techno Campus, Jolly Board Tower D, Ground Floor, Kanjurmarg (East), Mumbai 400 042. Tel: (91 22) 7106 8031; Fax: (91 22) 7106 8032; email: investorrelations@praxisretail.in, Website: www.praxisretail.in

**PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS OF PRAXIS HOME RETAIL LIMITED**

**STATUTORY ADVERTISEMENT ISSUED IN COMPLIANCE OF CIRCULAR NO. SEBI CIRCULAR SEBI/CFD/DIL/2017/21 DATED MARCH 10, 2017, PURSUANT TO THE GRANT OF PERMISSION BY THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") FOR THE RELAXATION OF THE RULE 19(2)(b) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957**

**1. Name and address of Company's registered office: Company's Name:** Praxis Home Retail Limited; **Registered Office:** iThink Techno Campus, Jolly Board Tower D, Ground Floor, Kanjurmarg (East), Mumbai 400 042. **Tel:** (91 22) 7106 8031 **Fax:** (91 22) 7106 8032 **Website:** www.praxisretail.in; **Contact Person and Compliance Officer:** Smita Chowdhury, Company Secretary and Compliance Officer; **Email:** investorrelations@praxisretail.in

**2. Details of change of name and/or object clause: Change of Name:** Our Company was originally incorporated on January 31, 2011 as GRN Energy Private Limited with the Registrar of Companies, Maharashtra at Mumbai ("RoC"). Further, the name of our Company was changed to GRN Retail Private Limited and a fresh certificate of incorporation was issued on December 21, 2016 by RoC. Furthermore, the name of our Company was changed to Praxis Home Retail Private Limited and a fresh certificate of incorporation was issued on January 5, 2017 by RoC. Thereafter, our Company was converted to a public limited company and the name of our Company was changed to Praxis Home Retail Limited and a fresh certificate of incorporation was issued by the RoC on June 21, 2017.

**Change of Objects:** Since incorporation, the object clause of our Memorandum of Association has been altered twice at the extra ordinary general meeting on 28th November, 2016 and 30th May, 2017.

**Main object of our Company:** "1. To own, manage, operate, carry on the business in India or elsewhere of retailing, malls, multiplexes, theatres, shopping plaza, entertainment plaza, food plaza, sports plaza, health plaza, spas, food courts, family entertainment centres, resorts, hotels, motels, inns, restaurants, cafes, taverns, bars, refreshment rooms, boarding and lodging, house keepers, flight kitchens, parlors, soda fountains, fast food outlets, restaurant keepers, wine and spirit merchants, brewers, masters, distillers, importers and manufacturers of aerated mineral and artificial waters and other drinks, purveyors, refreshment contractors and caterers, milk and snack proprietors, dairymen, ice and ice-cream merchants, importers and brokers of food and foreign produce of all descriptions, hair dressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, shopping arcades, grounds and places of amusements, recreation, entertainment and instruction of all kinds, tobacco and cigar merchants, agents for railway, airlines and shipping companies and theatrical and opera box office operators.

1A. To act as retailers by opening retail outlet on hire or company owned on all India basis and even abroad through various retail formats, direct to home, phone to order, through internet and other permitted mode of channels wherein to buy, sell and deal in furniture & fixtures for residence, office, commercial, industrial and other buildings, building material, household goods, equipment, products, hardware, pictures, household utensils and containers, glassware, porcelain and earthenware, carpets, rugs, mats and matting, linoleum and other materials, wall hangings, fittings, electrical goods, water supply or storage equipment, floor polish, door closers, concrete mixers, elevators and other spare parts and items, any other building or decorative materials made of cement stone, clay, timber, teak, board, fibre, paper, glass, rubber, plastic or other natural or synthetic substance or chemical, and provide services including design, architectural, vastu consultancy services and also to carry on the business of trading in all types of goods, products, articles, accessories, equipment's, appliances, commodities and merchandise as well the business of buying, selling, letting on hire, hire purchase or easy payment system, as dealers of and in households and office & commercial furniture, domestic and business appliance, all the spare parts and accessories required in connection therewith and to refine, process, purchase, sell, import, export or generally deal in bricks, sand, stone, marble, tile refractories, chinawares, sanitary materials, hardware, pipes, tube, tubular structures dealing in all kinds of goods, materials and items and also to deal in food & provisions, consumer durables, jewellery, home improvement products, footwears, luggage, books & stationery, health care and beauty products, toys and music, computers & accessories, telecom products, agri input products and acquiring of land or building on lease or freehold or any commercial or industrial or residential building for running and management of business and to undertake and execute all types works contracts to carry on the business."

**3. Objects and Rationale of the Scheme:** The Scheme of Arrangement provides for inter alia, demerger of the Home Retail Business. Undertaking of Future Retail Limited ("FRL") and demerger of the e-Commerce Home Retail Business Undertaking of Bluerock eServices Private Limited ("BSPL") into Praxis Home Retail Limited ("PHRL") pursuant to the relevant provisions of the Companies Act, 2013 and the rules made thereunder, thereby unlocking the shareholders value and at the same time to enable growth of these companies as separate businesses.

**Rationale of the Scheme**

1. FRL currently operates multiple retail formats in the Indian consumer market under different brand names including: Big Bazaar; fbb; Food Bazaar; easyday, Foodhall; HomeTown and eZone. Home Retail Business of FRL is carried on through HomeTown stores operated by FRL.

2. BSPL is interalia engaged in the business of operating a web portal for online sale of furniture & furnishing products through www.fabfurnish.com and providing services for operation & maintenance of IT enabled platforms.

3. Demerger of the Home Retail Business Undertaking from FRL and demerger of the e-Commerce Home Retail Business Undertaking from BSPL into PHRL shall have the following benefits:

(a) Spin off specialty retail business and focusing on large format and small format pure retail businesses from FRL

(b) Consolidation of offline and online Home Retail Business under a single entity;

(c) Attribution of appropriate risk and valuation to the respective businesses based on risk-return profile and cash flows;

(d) More focused leadership and dedicated management; and

(e) Greater visibility on the performance of Home Retail Business and e-Commerce Home Retail Business.

For further details on "Objects and Rationale of the Scheme", please refer to the Information Memorandum, which will be available on www.bseindia.com, www.nseindia.com and www.praxisretail.in

**4. Capital Structure:**

**Pre-Composite Scheme**

Particulars	Aggregate Value at Face Value (in ₹)
<b>Authorised Share Capital</b>	
1,77,00,000 equity shares of ₹10 each	17,70,00,000
6,30,00,000, 9% Redeemable Preference shares of ₹100 each	6,30,00,000
<b>Total</b>	<b>24,00,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
50,000 equity shares of ₹10 each	5,00,000
<b>Total</b>	<b>5,00,000</b>

**Post-Composite Scheme**

Particulars	Aggregate Value at Face Value (in ₹)
<b>Authorised Share Capital</b>	
3,54,00,000 equity shares of ₹5 each	17,70,00,000
6,30,000 Redeemable 9% preference shares of ₹100 each	6,30,00,000
<b>Total</b>	<b>24,00,00,000</b>
<b>Issued Share Capital</b>	
2,46,38,426 equity shares of ₹5 each	12,31,92,130
6,30,000, 9% Redeemable preference shares of ₹100 each	6,30,00,000
<b>Total Issued Share Capital</b>	<b>18,61,92,130</b>
<b>Subscribed and Paid-up Share Capital</b>	
2,46,33,208 equity shares of ₹5 each	12,31,66,040
6,30,000, 9% redeemable preference shares of ₹100 each	6,30,00,000
<b>Total Subscribed and Paid-up Share Capital</b>	<b>1,86,16,6040</b>

**5. Shareholding Pattern of our Company before and after the Scheme:**

**Pre - Scheme - Equity shareholding pattern of our Company before cancellation and allotment of Equity Shares**

Category	Category of shareholder	Number of share holders	No. of fully paid up equity shares held	No. of Partly paid-up Equity Shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
								No of Voting Rights										
		Class	eg:X	Class	eg:Y	Total	as a % of (A+B+C)											
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)=(IV)+(V)+(VI)	(VIII) As a % of (A+B+C2)	(IX)			(X)	(XI)= (VII) + (X)	(XII)		(XIII)		(XIV)	
(A)	Promoter & Promoter Group	7	500004	0	0	500004	100.0000	50000	0	50000	100.0000	0	0.0000	0	0.0000	0	0.0000	0
(B)	Public	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	NA	NA	NA	NA	0
(C 1)	Non Promoter Non Public	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(C 2)	Shares Underlying DRs	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	NA	NA	NA	NA	0
(C 3)	Shares Held By Employee Trust	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	NA	NA	NA	NA	0
	<b>Total</b>	<b>7</b>	<b>500004</b>	<b>0</b>	<b>0</b>	<b>500004</b>	<b>100.0000</b>	<b>50000</b>	<b>0</b>	<b>50000</b>	<b>100.0000</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>

NOTE: Prior to Scheme of Arrangement becoming effective, GRN Private Limited (GRN) was our Company promoter. Upon the Scheme of Arrangement becoming effective, equity shares held by GRN have been cancelled and reduced, GRN holding share capital of the Company of ₹5,00,000 comprising of 50,000 equity shares of ₹10/- each was cancelled.

**Post - Scheme - Equity shareholding pattern of our Company before cancellation and allotment of Equity Shares**

Category	Category of shareholder	Number of share holders	No. of fully paid up equity shares held	No. of Partly paid-up Equity Shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
		Class	eg:X	Class	eg:Y	Total	as a % of (A+B+C)											
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)=(IV)+(V)+(VI)	(VIII) As a % of (A+B+C2)	(IX)			(X)	(XI)= (VII) + (X)	(XII)		(XIII)		(XIV)	
(A)	Promoter & Promoter Group	11	11687013	0	0	11687013	47.444	11687013	0	11687013	47.444	0	47.444	4713382	40.330	5566961	47.634	11687013
(B)	Public	37918	12946195	0	0	12946195	52.556	12946195	0	12946195	52.556	0	52.556	2172912	16.792	NA	NA	12875597
(C 1)	Non Promoter Non Public	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	00.000	0
(C 2)	Shares Underlying DRs	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
(C 3)	Shares Held By Employee Trust	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
	<b>Total</b>	<b>37929</b>	<b>24633208</b>	<b>0</b>	<b>0</b>	<b>24633208</b>	<b>100.0000</b>	<b>24633208</b>	<b>0</b>	<b>24633208</b>	<b>100.0000</b>	<b>0</b>	<b>100.0000</b>	<b>6887294</b>	<b>27.359</b>	<b>5566961</b>	<b>22.599</b>	<b>24562610</b>

**Pre - Scheme - Preference shareholding pattern of our Company**

Category	Category of shareholder	Number of share holders	No. of fully paid up equity shares held	No. of Partly paid-up Equity Shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
		Class	eg:X	Class	eg:Y	Total	as a % of (A+B+C)											
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)=(IV)+(V)+(VI)	(VIII) As a % of (A+B+C2)	(IX)			(X)	(XI)= (VII) + (X)	(XII)		(XIII)		(XIV)	
(A)	Promoter & Promoter Group	0	0	0	0	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	00.000	0
(B)	Public	0	0	0	0	0	0	0	0	0	0.0000	0	0.0000	NA	NA	NA	NA	0
(C 1)	Non Promoter Non Public	0	0	0	0	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	00.000	0
(C 2)	Shares Underlying DRs	0	0	0	0	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
(C 3)	Shares Held By Employee Trust	0	0	0	0	0	0	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Post - Scheme - Preference shareholding pattern of our Company**

Category	Category of shareholder	Number of share holders	No. of fully paid up equity shares held	No. of Partly paid-up Equity Shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
		Class	eg:X	Class	eg:Y	Total	as a % of (A+B+C)											
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)=(IV)+(V)+(VI)	(VIII) As a % of (A+B+C2)	(IX)			(X)	(XI)= (VII) + (X)	(XII)		(XIII)		(XIV)	
(A)	Promoter & Promoter Group	0	0	0	0	0	0.0000	0	0	0	0	0.0000	0	0.0000	0	0.0000	0	0
(B)	Public	1	630000	0	0	630000	100.0000	630000	0	630000	100.0000	0	100.0000	0	0.0000	NA	NA	0
(C 1)	Non Promoter Non Public	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(C 2)	Shares Underlying DRs	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
(C 3)	Shares Held By Employee Trust	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
	<b>Total</b>	<b>1</b>	<b>630000</b>	<b>0</b>	<b>0</b>	<b>630000</b>	<b>100.0000</b>	<b>630000</b>	<b>0</b>	<b>630000</b>	<b>100.0000</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Details of shareholding of Promoters and Promoter Group after allotment of Equity Shares pursuant to the Scheme is as under:**

Sl. No.	Name of the Shareholder	Post-Scheme No. of Shares	% Shareholding
1	Mr. Kishore Biyani	106	00.00
2	"Suhani Trading and Investment Consultants Private Limited"	1,16,82,558	47.43
	<b>Total Promoter / Promoter Group</b>	<b>1,16,82,664</b>	<b>47.43</b>

# No group companies hold shares in our company other than disclosed above.

**6. Top ten shareholders of our Company as on date are as under:**

Sr. No	Name of the shareholder	No. of Shares	% of Equity Capital
1	Suhani Trading and Investment Consultants Private Limited	111,682,566	47.43
2	Cedar Support Services Limited	2,316,532	9.40
3	Brand Equity Treasuries Limited	1,189,999	4.83
4	Bennett, Coleman and Company Limited	1,155,737	4.69
5	Arising India Fund Limited	1,117,748	4.52
6	Heritage Foods Limited	892,371	3.62
7	Wgi Emerging Markets Smaller Companies Fund, Llc	371,405	1.51
8	Government Pension Fund Global	310,103	1.26
9	Life Insurance Corporation Of India	218,914	0.89
10	Blue Diamond Properties Private Limited	181,187	0.74
	<b>Total</b>	<b>19432562</b>	<b>78.89</b>

**Equity Share capital build-up of Promoters in our Company:**

**Our Promoters hold 1,16,82,664 Equity Shares, constituting 47.43% of the paid-up equity share capital of our Company.**

Name of Promoter	Nature of Issue / Allotment	Date of Allotment	NO. of Shares	Face Value/ Share (in ₹)	Consideration	Issue Price	Date when shares were fully paid up	Percentage of pre-scheme capital	Percentage of post scheme paid up equity capital	Lock In details No. of Shares	No. & % of shares pledged of paid up equity capital
Mr. Kishore Biyani	Equity shares pursuant to the Scheme	December 8, 2017	5	106	Other than cash	5	December 8, 2017	0.00%	0.0004%	Nil	Nil
Suhani Trading and Investment Consultants Private Limited	Equity shares pursuant to the Scheme	December 8, 2017	5	1,16,82,558	Other than cash	5	December 8, 2017	0.00%	47.47%	4713382	5566961 equity shares 47.634%

Note: Prior to the approval of the Scheme, our Promoters namely Kishore Biyani and "Suhani Trading and Investments Consultant Private Limited were not holding any shares in our Company, GRN, which was our promoter prior to the Scheme, was holding shares in our Company, which were cancelled and reduced as provided in the Scheme.

**7. Promoters: Mr. Kishore Biyani and "Suhani Trading and Investment Consultants Private Limited are the Promoters of our Company.**

Mr. Kishore Biyani, aged 56, is the Chief Executive Officer of Future Group. He holds a bachelor's degree in Commerce and a post graduate diploma in management from the University of Mumbai. He has led Future Entities' foray into organized retail and brands across food, fashion and home with the opening of the stores such as, Big Bazaar, Central, HomeTown. He has over 37 years of experience in the field of manufacturing, marketing of readymade garments and retail.

His driving license number is MH01 20100091317 and his voter identification number is ISD4383584. His residential Address: 406, Jeevan Vihar, Manav Mandir Road, Malabar Hill, Mumbai, 400 006, "Suhani Trading and Investment Consultants Private Limited ("STICPL") was incorporated on November 5, 2007 under the Companies Act, 1956 at Mumbai as a private limited company. STICPL is involved in the business of providing consultancy/ advisory services in respect of trading in commodities, consumer products, other articles and goods of every description, providing financial, investment advisory and consultancy services, management and facilitation services. The CIN of STICPL is U7140MH2007PTC175603.The registered office of STICPL is situated at Knowledge House, Shyam Nagar, Off Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai 400 060.

For further details on "Promoters", please refer to Information Memorandum, which will be available on www.bseindia.com, www.nseindia.com and www.praxisretail.in

**8. Our Business and Our Management:**

**Business Overview**

Our Company was incorporated in 2011 as the wholly own subsidiary of GRN. Our Company was not carrying on any business until the effectiveness of the Scheme of Arrangement. Pursuant to the Scheme of Arrangement, the Home Retail Business Undertaking of FRL and e-Commerce Home Retail Business Undertaking of BSPL was transferred and vested into our Company.

Our Company shall now be conducting the consolidated brick and mortar and online home retail business as under:

**Brick and Mortar home retail segment**

Our Company will now be operating stores of home furniture and home fashion in the brand name of HomeTown. This retail format is a one stop shop that brings together under one roof 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, flooring, tiles, plumbing, wallpaper among others, along with great in-store experience. Our stores provide attractive offers and prices on a wide range of kitchenware, furniture (including office and home furniture), and furnishing (including bedsheets, cushions and towels). In addition, an exciting range of accessories, such as clocks, wall hangings and décor make it a complete one stop shop for all home needs. Currently, HomeTown has a pan India presence with 37 stores, across 21 cities across 11 states majorly in Maharashtra, West Bengal, Karnataka, Uttar Pradesh, Telangana and NCR. As of September 30, 2017, these stores have a total retail space of approximately 8.5 lakh sq. ft.

**Online home retail segment**

Our Company will also be operating a web portal for online sale of furniture and furnishing products through websites (www.fabfurnish