PRAXIS
HOME RETAIL LIMITED

Ref: SEC/BSE-NSE/A_01/2022-23

Date: July 25, 2022

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

Scrip Code: 540901

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

Symbol: PRAXIS

Dear Sir/Madam,

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, 2022 along with Notice of the Eleventh (11th) Annual General Meeting and Cut-off Date for the purpose of e-voting**

Please take note that the Eleventh (11th) Annual General Meeting ("**AGM**") of the Members of the Company is scheduled to be held on Friday, August 19, 2022, at 11:30 AM via two-way Video Conferencing ('VC') facility or Other Audio Visual Means ('OAVM') in accordance with the General Circular Series Nos. 03/2022, 20/2021, 10/2021, 39/2020, 33/2020, 22/2020, 17/2020 and 14/2020, dated May 05, 2022, December 08, 2021, June 23, 2021, December 31, 2020, September 28, 2020, June 15, 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/2022/62 dated May 13, 2022 read with 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. The deemed venue for the 11th 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, 2022 and the Notice calling the Eleventh 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 August 12, 2022 as the Cut-off Date for the purpose of e-voting.

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

PRAXIS HOME RETAIL LIMITED MUMBAI

PRAXIS
HOME RETAIL LIMITED

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**

PRAXIS HOME RETAIL LIMITED MUMBAI

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.
Tel. No.: +91-22-68824900 **Fax No.**: +91-22-68824801 **CIN:** L52100MH2011PLC212866
website: www.praxisretail.in **e-mail:** investorrelations@praxisretail.in

NOTICE

NOTICE is hereby given that the 11th 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, August 19, 2022 at 11:30 AM (IST) to transact the following business(es):

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon;

2. To appoint a Director in place of Ms. Avni Biyani (DIN: 02177900), Non-Executive Non-Independent Director, who retires by rotation and being eligible, offers herself for re-appointment.

3. To appoint the Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modifications, the following Resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and based on the recommendation of the Audit Committee and the Board of Directors; M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E), be and are hereby appointed as the 'Statutory Auditors' of the Company to hold the office for a period of 5 (five) years commencing from the conclusion of 11th Annual General Meeting until the conclusion of 16th Annual General Meeting of the Company and the Board of Directors are hereby authorised to fix the remuneration for the said period in addition to out-of-pocket expenses, as may be incurred by them in the performance of their duties."

By order of the Board of Directors
For PRAXIS HOME RETAIL LIMITED,

Sd/-
SMITA CHOWDHURY
Company Secretary & Compliance Officer

Place: Mumbai
Date: May 14, 2022

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular dated May 5, 2022 read with General Circulars dated December 14, 2021, December 8, 2021, January 13, 2021, May 5, 2020, April 13, 2020 and April 8, 2020 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 No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with 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 11th AGM of the Company is being held through VC/OAVM on Friday, August 19, 2022 at 11:30 AM (IST). The deemed venue for the 11th AGM will be the Registered Office of the Company i.e., 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. HOWEVER, SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF THE MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULAR(S) AND THE SEBI CIRCULAR(S), THE FACILITY FOR APPOINTMENT OF PROXY(IES) 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 the Members of the Company, are encouraged to attend the 11th AGM through VC/OAVM mode and vote electronically. Corporate Members intending to appoint their Authorised Representative(s) 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 **'Scrutiniser'** 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 Companies Act, 2013 ('the Act') relating to the Ordinary Business(es) to be transacted at the Meeting is annexed hereto. The relevant details pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")** and Secretarial Standard-2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of (i) Director seeking re-appointment and (ii) Appointment of the Statutory Auditors under provisions of Section 139, 141, 142 of the Act and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], at this AGM are also annexed hereto.

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 & 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 at the AGM through VC/OAVM, will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. In line with the MCA Circular dated May 5, 2022 the Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. The Notice convening the 11th AGM has been uploaded on www.praxisretail.in, website of the Company 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 Praxis 11th AGM 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 communications including Annual Report, Notices, Circulars etc. from the Company in electronic form. The detailed procedure for registering the email-id and other details is/are given below:

13. PAN, KYC DETAILS UPDATION AND NOMINATION:

    Pursuant to the SEBI Circular bearing Reference No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, issued towards Common and Simplified Norms for processing Investor's Service Request by RTAs and norms for furnishing PAN, KYC Details and Nomination, Link Intime India Private Limited, the Registrar & Share Transfer Agents of the Company has dispatched the letters and forms to 877 physical shareholders of the Company through post. However, further to this, we request our shareholders to kindly contact the Company or the Company's Registrar & Share Transfer Agents, in case the documents have not reached or completion of KYC updating procedures have not yet been done for any shareholder.

    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 on 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 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 on their website www.linkintime.co.in at the Investor Services tab by choosing the "Email / Bank Detail 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 on their website www.linkintime.co.in at the 'Investor Services' tab by choosing the "Email / Bank Detail 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 shareholder name imprinted on 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 August 16, 2022 (9:00 AM IST) to August 18, 2022 (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 the Resolution(s) 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 Resolution(s) on which voting is to

be held, upon announcement by the Chairperson. Members who have cast their vote on the 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 August 16, 2022 (9:00 AM IST) and ends on August 18, 2022 (5:00 PM IST). During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on the Cut-off date of August 12, 2022 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 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 **(e-Voting Event Number) EVEN** of the Company 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 11th AGM, from their registered e-mail address, mentioning their name, DP-ID and Client-ID / Folio Number and Mobile Number, to reach the Company's e-mail address at investorrelations@praxisretail.in during the period from August 16, 2022 (9:00 AM IST) to August 18, 2022 (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 August 16, 2022 (9:00 AM IST) to August 18, 2022 (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.

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 and or Toll Free Number 1800-1020-990 / 1800-22-44-30 or contact **Ms. Soni Singh:** E-mail ID evoting@nsdl.co.in and / or **Ms. Sarita Mote:** E-mail-ID evoting@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. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by

the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 2/2022 dated May 5, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM 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 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 1,000 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 & 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 and 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 May 5, 2022; 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 authorised 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 www.praxisretail.in 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 shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021 and MCA Circular No.2/2022 dated May 5, 2022.

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

The remote e-Voting period begins on August 16, 2022 at 09:00 AM (IST) and ends on August 18, 2022 at 05:00 PM (IST). 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. August 12, 2022 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 August 12, 2022.

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 are mentioned below:

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.	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 SPEED-e"** facility by scanning the QR code mentioned below for seamless voting experience.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. 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. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. 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. **NSDL** 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.

Login type	Helpdesk details
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 1800-22-44-30
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.
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.

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' 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 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 authorised signatory(ies) who are authorised to vote, to the **Scrutiniser** by e-mail to ngvg@rediffmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 shareholder 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/member 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/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 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 Wi-Fi 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 a Member as 'Speaker' at the 11th 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 etc. by e-mail to: investorrelations@praxisretail.in during the period from August 16, 2022 (9:00 AM IST) to August 18, 2022 (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.

By order of the Board of Directors
For PRAXIS HOME RETAIL LIMITED,

Sd/-
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(ES):

Item No. 2

Ms. Avni Biyani, Non-Executive Non-Independent Director of the Company is liable to retire by rotation and being eligible, offers herself for re-appointment.

A brief profile of Ms. Avni Biyani, including nature of her 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.

Ms. Avni Biyani is concerned and interested in the Resolution to the extent of her appointment and shareholdings in the Company, and shall refrain herself from voting in the aforesaid resolution. None of the other Directors, Key Managerial Personnel(s) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the passing of the proposed Resolution.

The Board, accordingly, recommends passing of the Ordinary resolution as set out at Item No. 2 of this Notice for the approval of Members.

EXPLANATORY STATEMENT AS REQUIRD UNDER SECTION OF THE COMPANIES ACT, 2013 (THE "ACT") SETS OUTS ALL MATERIAL FACTS RELATING TO BUSINESS MENTIONED UNDER ITEM NO. 3 OF THE ACCOMPANYING NOTICE:

In accordance with Section 139, 141 & 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the term of M/s. Pathak H. D. & Associates LLP, Chartered Accountants (Firm Registration No. 107783W/ W100593), present Statutory Auditors of the Company expires at the conclusion of 11th Annual General Meeting (AGM). Further, the Audit Committee and Board of Directors of the Company have recommended the appointment of **M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 302049E)** as **'Statutory Auditors'** of the Company in place of M/s. Pathak H. D. & Associates LLP from the conclusion of 11th AGM till the conclusion of the 16th AGM of the Company.

The Board of Directors of the Company at their meeting held on May 14, 2022, on the recommendation of the Audit Committee, have recommended the Appointment of M/s. Singhi & Co, Chartered Accountant (Firm Registration No. 302049E) as the 'Statutory Auditors' of the Company, for the approval of the Members at the this 11th AGM of the Company for a term of 5 (five) consecutive years from the conclusion of this 11th AGM till the conclusion of 16th AGM of the Company, at an Annual Remuneration of ₹ 22 Lakh for the year ending March 31, 2023 plus Out-of-Pocket Expenses and applicable taxes. The Remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

After evaluating all proposals and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., M/s. Singhi & Co. has been recommended to be appointed as the 'Statutory Auditors' of the Company.

Pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Company has received written Consent dated May 11, 2022 from M/s. Singhi & Co. covering the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder.

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Singhi & Co., has confirmed that they hold a valid 'Certificate' dated August 23, 2019 (valid upto August 22, 2022) issued by the Peer Review Board of ICAI.

Additional information about Statutory Auditors pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided below:

Details	**Particulars**
Proposed fees payable to the statutory auditor Audit fees in connection with the audit of the accounts of the Company for the Financial Year 2022-23 and material change in the fee payable	₹ 22 Lakh (including Tax Audit and Limited Review certification) with authority to the Board to revise mutually during the tenure of five years, if required. There is a decrease in the proposed fees from that of the existing Statutory Auditors' - Pathak H D & Associates LLP fees. The rationale for this change is that the Company has considered and proposed to the Audit Committee a few profiles of other firms alongside the profile of M/s. Singhi & Co. with relevant professional exposure and experience for comparative analysis and found Singhi & Co. most appropriate with respect to the cost, experience and their professional expertise.
Terms of Appointment	M/s. Singhi & Co. is proposed to be appointed for the first term of 5 (five) consecutive years from the conclusion of this 11th AGM till the conclusion of 16th AGM of the Company.
Basis of recommendation for appointment including the details in relation to and credentials of the Statutory Auditors proposed to be appointed	M/s. Singhi & Co. has been in the profession for over 80 years and is one of the well reputed audit firms in the country. They provide varied services which include assurance, risk advisory, taxation, corporate finance etc. They serve multiple listed companies and have tremendous experience in the field of audit. M/s. Singhi & Co. has over 26 partners with 7 offices across the country. They are Indian members of Moore Global network. After comparison, the Audit Committee found M/s. Singhi & Co. to be most appropriate for their appointment as "Statutory Auditors" of the Company and recommended the same.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board, accordingly, recommends passing of the Ordinary resolution as set out at Item No. 3 of this Notice for the approval of Members.

By order of the Board of Directors
For PRAXIS HOME RETAIL LIMITED,

Sd/-
SMITA CHOWDHURY
Company Secretary & Compliance Officer

Place: Mumbai
Date : May 14, 2022

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	**Ms. Avni Biyani**
DIN	02177900
Date of Birth	November 04, 1989
Age	32 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	Ms. Avni Biyani has the explicit knowledge of specialty food superstore. 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 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. Ms. Avni Biyani, is the younger daughter of Kishore Biyani, Promoter of the Company. She studied at Dhirubhai Ambani International School and graduated in Sociology & Politics from New York University. 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.
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 2021-22	6 out of 6 Board Meetings
Directorship in other Public Companies (excluding foreign companies & Section 8 companies)(As on March 31, 2022)	None
Directorship held in other Listed entity from which the person has resigned, in the past three years	Future Lifestyle Fashions Limited (Resigned w.e.f. June 28, 2021)

Name of the Director	Ms. Avni Biyani
Chairmanship / Membership of Committees of the Board of Directors of other Listed companies (As on March 31, 2022)	None
Shareholding (as on March 31, 2022)	35,72,499 Equity Shares
Relationship with other Directors / Key Managerial Personnel(s)	Not related to any Director / Key Managerial Personnel(s).

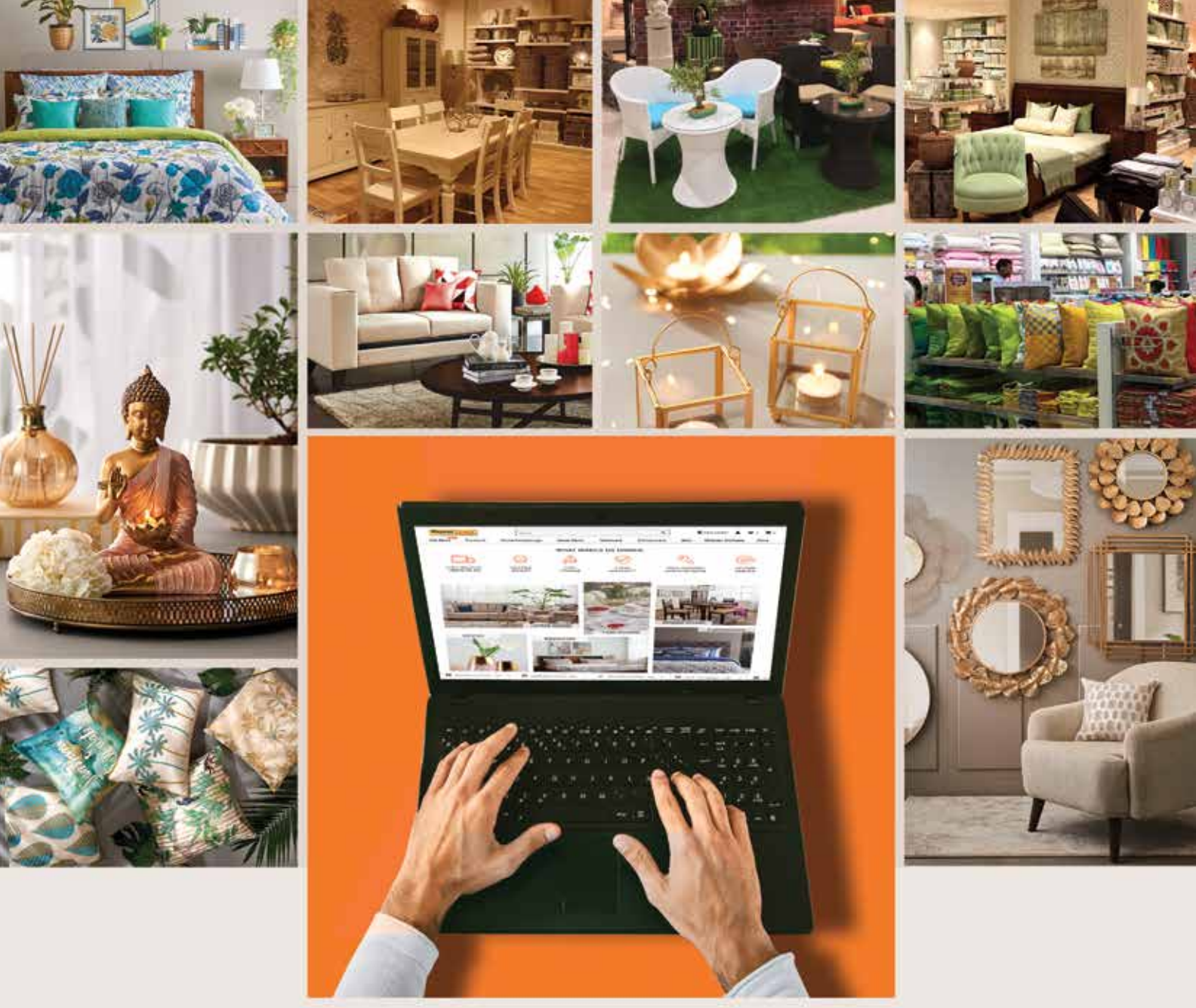
Note: For further details related to remuneration drawn and proposed, directorship/committee membership, please refer to Board's Report, Corporate Governance Report forming part of the Annual Report.

By order of the Board of Directors
For PRAXIS HOME RETAIL LIMITED,

Sd/-
SMITA CHOWDHURY
Company Secretary & Compliance Officer

Place: Mumbai
Date : May 14, 2022

NOTES



DIGITAL FIRST

PRAXIS
HOME RETAIL LIMITED

ANNUAL REPORT 2021-22

WELCOME TO THE NEW SPACE

ACROSS THE PAGES

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INVESTOR INFORMATION

CIN : L52100MH2011PLC212866
NSE Symbol : PRAXIS
BSE Code : 540901
AGM Date : August 19, 2022
AGM Mode : Video Conferencing (VC) or Other Audio Visual Means (OAVM)
Deemed AGM Venue : iThink Techno Campus, Jolly Board Tower D, Ground Floor, Kanjurmarg (East), Mumbai – 400042, Maharashtra

Please find the online version at:

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

or
simply scan
to download

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 forwardlooking 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.

HomeTown

MAKE SPACE FOR new

HomeTown's 'Make Space for New' Campaign- A Commitment to Style-up Homes for every occasion

'Make Space for New' – The Success Story of a 360° Nationwide

Campaign focuses on offering;

- Home interior products
- Customer-centric Services
- Innovative solutions and ideas

Our 360° campaign, 'Make Space for New' went live from October 2021, across multiple platforms including TV, print, outdoor, along with digital and social media.

This campaign is in alignment to our Company's vision of establishing a deeper connection with its customers by emphasising the role of HomeTown in the most-celebrated and special moments of life.

We conceptualised this campaign to address the ever-evolving customer requirements and trends for their housing needs. The campaign guides the customers to match their needs, desires, aspirations, and aesthetics to their comfort spaces, at every stage of life.

We are committed to being the specialist in helping our customers design their dream homes with the desired interiors. Through our in-house designs and interior services, we remained intact to our philosophy of enabling a seamless transition and memorable experience for our customers to build their dream homes, with innovation and beauty.

PRAXIS
HOME RETAIL LIMITED

WHAT WE DO

HomeTown, the Brand idea that supports our vision and is born out of our passion for design and quality. It is the reflection of our commitment to make beautiful homes and a better life for our customers, as we stay connected to them through our stores and online presence.

Our product assortment is wide in terms of both, function and style. We offer everything needed to beautify a home from furniture, homeware, décor, furnishings, modular kitchen, kitchenware, and bathroom accessories, design and build consultation and services.

Scan the QR to browse hometown.in

CUSTOMISED SOLUTIONS

Our brand, HomeTown is spread across 43 stores in the country, aggregating to a retail space of 9.4 lakh sq.ft. (Chargeable Area). Through increased digitalisation, we enhanced our presence across our web portal and mobile app: Hometown.in as well as in online marketplaces such as Amazon, Pepperfry and Flipkart. We also launched the 'Make Space for New' campaign, endeavouring to partner with customers towards transforming houses into comfort spaces and beautiful homes with unique style, designs and aesthetics.

FURNITURE

7 Sofas
sold every
4 Hours

HOMEWARE

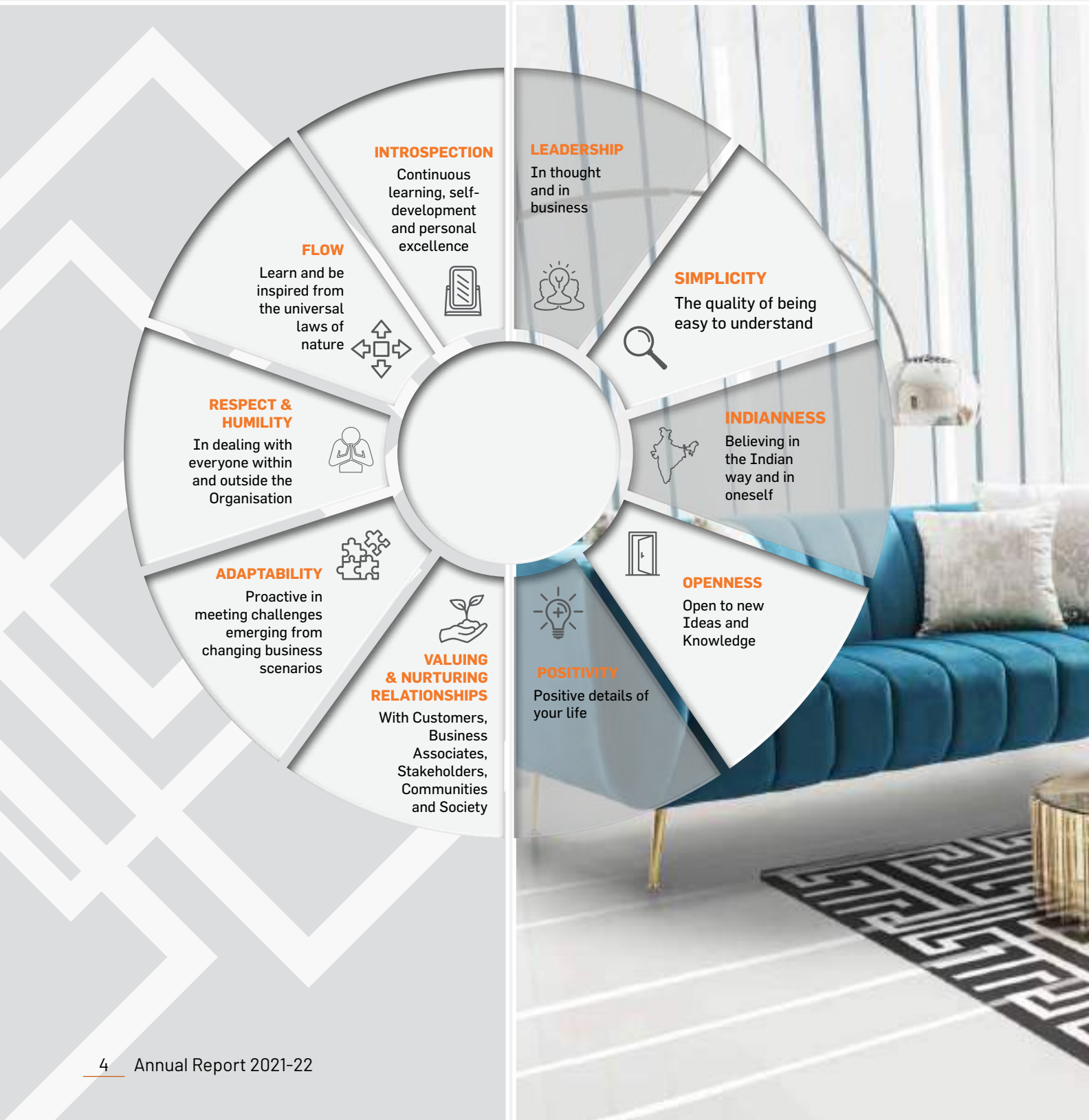
32
Wardrobes
sold every
Day

THE ART OF
BETTER LIVING

PRAXIS
HOME RETAIL LIMITED

OUR VALUES

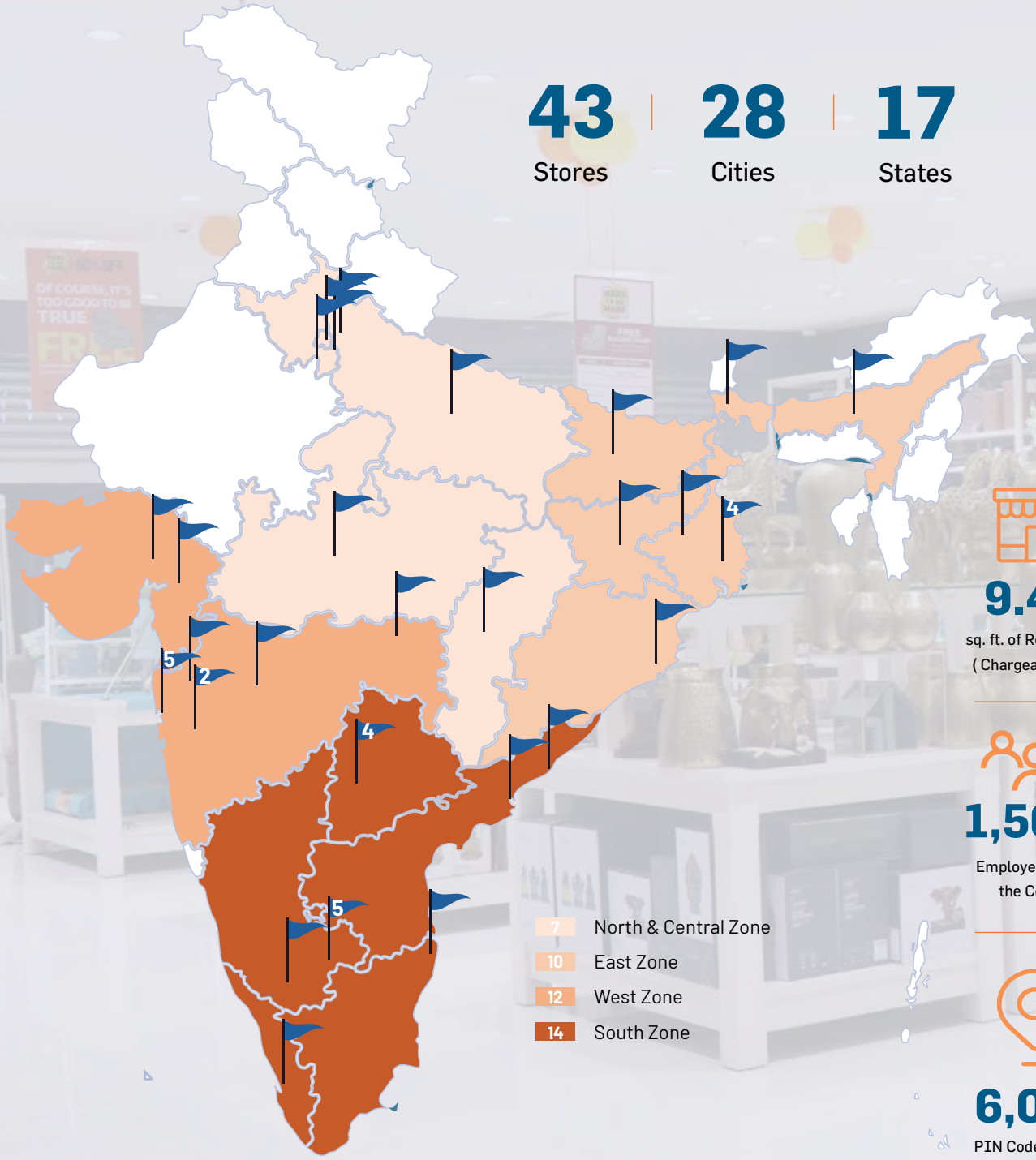
We work to create value beyond profit, putting our customers and stakeholders at the centre of our decision-making.



PRAXIS
HOME RETAIL LIMITED

OUR PRESENCE

43 Stores | **28** Cities | **17** States



9.4 Lakh
sq. ft. of Retail Space
(Chargeable Area)

1,500+
Employees Across
the Country

6,000
PIN Codes with 72
Hours Delivery

Disclaimer: This map is a generalized 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 of connection to its accuracy or completeness.

AWARDS

Business Excellence Awards 2021 in the Category of Best Furniture Store was awarded to HomeTown, Punjagutta

HomeTown bags "The Martin M. Pegler Award for Excellence in Visual Merchandising" awarded by GIA (Global Innovation Awards) Awards, 2022.

DIGITAL FIRST

A unique user visits hometown.in every

3 Seconds

OUR MARKET PLACE:

Flipkart

pepperfry.com

amazon

NYKAA

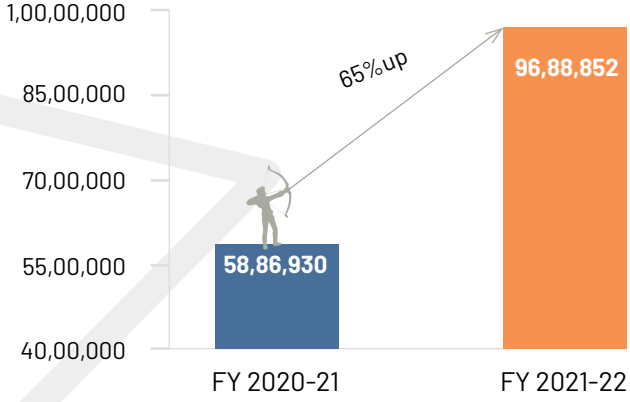
Myntra

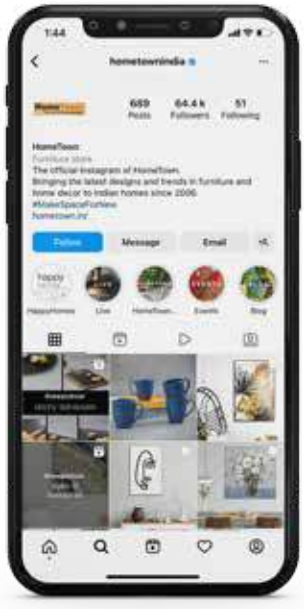
AJIO

Gold

Flipkart Seller Hub

No of Clicks





OUR CAMPAIGNS

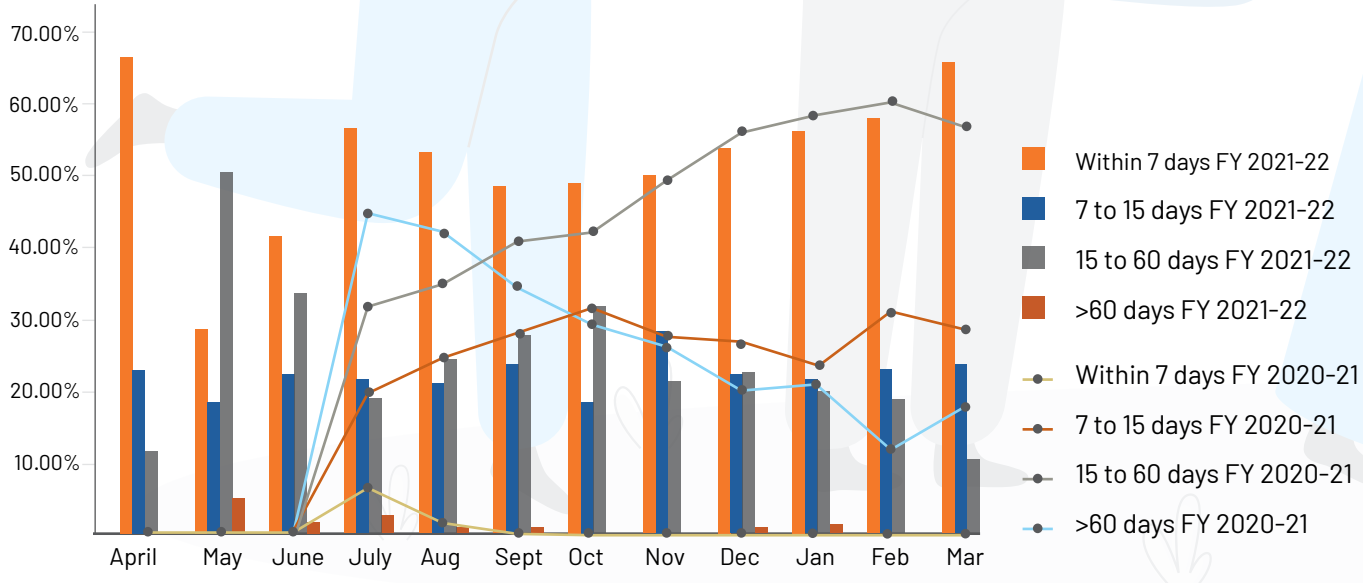
Exclusive Offers for Online Customers

OUR HAPPY CUSTOMER

Shuvam Chaudhary ★★★★★
HomeTown Rajarahat, Kolkata, West Bengal
Dear Hometown, thanks for installing the product within 24hr on my request as I was busy throughout the whole week. Special thanks to Mr. Rajesh Kumar and the support team Mr.Mithun razak for his understanding and polite response to my request of installing the product within small notice period.

Rohit Gupta ★★★★★
HomeTown Noida, Uttar Pradesh
Dharmveer Kushwaha, employee id ######, have served me great services. I was pretty impressed with his knowledge about furniture and the way he handles customer's concerns. I will highly recommend Hometown to others and will definitely looking forward to buy again from Hometown. Great going guys.....

Customer Resolution Process



Vinayak Londhe ★★★★★
HomeTown Vikhroli West Mumbai Maharashtra
Hometown is very professional at their work Promptly acknowledgement the queries and providing best interior design. Thanks to Insha Khan, for her interior design & the way she tackles issue without any hesitation during sudden design plan changes. OSP Vijay Was very helpful throughout project, Mentioning Asif, tushar for their site visit and making sure work is done in a planned way. Surendra, thanks for guiding at initial stage. Kudos to whole team

Harshvardhan Purohit ★★★★★
HomeTown Ahmedabad, Gujarat
Hey Home Town, what amazing experience guys, had fun shopping, bought items worth 2.75 Lacs and got 4 amazing Recliner seats for free each worth 50k and in the desired fabric options that they had, Parul Rawal was with me from picking up the first show piece till the last one, she was so kind & helpful and the rest of the staff also made it super quick for me & made my shopping experience super fun, they went running around for my stuff for almost 3 hours. Thank you Home Town, loved everything about your store. A smiling experience. Also they gave me free delivery to my location. How fabulous!

P Shivanand ★★★★★
HomeTown Ahmedabad, Gujarat
Mano na mano!! Is a real sale. We were there to actually see the change over of the price tags. Amazing discounts on most of the products. The products are contemporary, excellent design, workmanship, a range to suit every pockets. Must go (rush) and see the range soon. A special word of appreciation to the floor team special mention of Ms. Chaitra L – Products Experts. She is highly knowledgeable, goes all out to collect and give fullest information and provides end to end services.

PRAXIS
HOME RETAIL LIMITED

MD'S MESSAGE

Dear Shareholders,

We are pleased to share with you the Annual Report for the financial year ended March 2022. This has been a year of continuous improvement and strengthening our connect with customers, business partners, colleagues, and employees. The Covid-19 pandemic and the associated lockdowns through 2020 and 2021 had significantly impacted our store operations and supply chains. But it also ingrained in us important learnings and fostered new ways of engaging with customers. Each of these have built a stronger foundation for future growth and resilience in the face of multiple of multiple challenges.

The new strategic directions your Company took through 2020 and 2021 has started yielding results. From the second quarter of FY 2021-22, the Company witnessed an upward trend in sales figures. Strong sales during the festive period led to a growth of 14% increase revenue for the quarter ended December 2021, compared to the previous quarter ended September 2021. The Company was able to maintain the momentum of sequential quarter-on-quarter growth. For the full financial year ended March 2022, the Company has posted a growth in revenue of 28% over that of the financial year ended March 2021. **The total revenue for the financial year ended March 2022 was 39,889 lakh.**

Continuing our endeavours from the previous year, we are engaging with all our stakeholders to understand and

"Home is where love resides, memories are created, friends always belong, and laughter never ends."

Keeping this in mind, we tirelessly, reform, explore and innovate to make our Customers special moments even more memorable, event after event, year after year!

relieve their anxieties. We are co-ordinating with them far more effectively on both digital and physical platform. To compliment this, it is pertinent to mention that our employees have gone far ahead and shown resilience in coping up with the personal and workplace constraints. They showed resilience and stayed on board with complete focus on customers, leaving no stone unturned, in reviving the business while giving the best services to our customers.

During the year 2021-22, our Company launched the campaign 'Make Space for New'. It was an attempt to engage the customers in an ecosystem of purchasing furniture at every occasion which would call for a celebration. To induce new-home-buyers with offers to purchase all that is required to convert a house into a Home, we introduced another marketing campaign, 'Swagata'.

We are determined to maintain our growth momentum through our e-commerce business. Our tie-ups with Flipkart, Pepperfry, Ajio, Nykaa among others, are also proving to be helpful for introducing web exclusive range(s). In order to conceptualise this, we are striving with constant evolution and innovation in content creation, vendor development, enhancing customer relationship. To increase touchpoints along with our geographical & demographic coverage across the country, we have undertaken a robust expansion plan involving opening up of new stores.

We are also happy to share that the Company bagged prestigious **'The Martin M. Pegler Award for Excellence in Visual Merchandising' awarded by GIA (Global Innovation Awards) Awards, 2022.**

Way Forward:

Our focus is on reinventing the ways in which we could deliver more value to our customers, in an economical, safer and more convenient manner. Our endeavour is to realign our product assortment, pricing, and channels to what they need the most at the moment. To drive footfalls and sales, especially during occasion and season-linked shopping, we held innovative store branding, attractive designs, impactful marketing campaigns, and multiple promotional offers. We consider our employees as our biggest asset. We have re-started initiatives aimed at enhancing and enriching our employees' skills, training & development. This would also help us to align our employees, quickly and effectively, to the new business norms, on our way back to normalcy.

Future-Outlook:

The Indian economy and your Company are both gradually and uninterruptedly heading towards a steady recovery, with hopes to bounce back and maintain a steady momentum of growth through every quarter and the upcoming festive season. We firmly believe that even the most unachievable and impossible missions can be achieved with determination, perseverance, hardwork and the right vision, and strive to move ahead with the same spirit. We thank you and for your continued support and belief in us as we remain committed to create enduring value for our customers and each of our stakeholders.

Warm regards

Mahesh Shah,
Managing Director

PRAXIS
HOME RETAIL LIMITED

BOARD OF DIRECTORS

Mr. Mahesh Shah
Managing Director
R A C

Mr. Shrirang Sarda
Non-Executive Non-Independent Director
S N C

Ms. Avni Biyani
Non-Executive Non-Independent Director
C

Mr. Harminder Sahni
Independent Director
A N S R

Mr. Jacob Mathew
Independent Director
N A S C

Ms. Anou Singhvi
Independent Director
A C

A Audit Committee

Nomination & Remuneration Committee N

Risk Management Committee R

S Stakeholders Relationship Committee

C Corporate Social Responsibility Committee

Chairperson Member

Brief profile of the BOD of the Company is available at following link:
https://www.praxisretail.in/corporate-governance.html

CORPORATE INFORMATION

Mr. Mahesh Shah
Managing Director
DIN: 01488017

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

Ms. Avni Biyani
Non-Executive
Non-Independent Director
DIN: 02177900

Mr. Jacob Mathew
Independent Director
DIN: 00080144

Mr. Harminder Sahni
Independent Director
DIN: 00576755

Ms. Anou Singhvi
Independent Director
DIN: 07572970

Mr. Samir Kedia
Chief Financial Officer

Ms. Smita Chowdhury
Company Secretary &
Compliance Officer

REGISTERED & CORPORATE OFFICE

iThink Techno Campus,
Jolly Board Tower D,
Ground Floor, Kanjurmarg (East),
Mumbai – 400042, Maharashtra
Tel : +91-22-6882 4900
Fax: +91-22-6882 4801
Website: www.praxisretail.in

INVESTOR EMAIL-ID

investorrelations@praxisretail.in

CORPORATE IDENTITY NUMBER

L52100MH2011PLC212866

DATE OF INCORPORATION

January 31, 2011

STATUTORY AUDITORS

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

SECRETARIAL AUDITOR

Anant Gude & Associates
Practicing Company Secretary
ACS No. 7219 / CP No. 18623

ISIN OF THE COMPANY'S EQUITY SHARES OF ₹ 5/- EACH

INE546Y01022

DEPOSITORIES

National Securities Depository Limited (NSDL)
Central Depository Services (India) Limited (CDSL)

BANKERS

RBL Bank Limited
State Bank of India

SHARE TRANSFER AGENT

Link Intime India Private Limited
C-101, Embassy 247, LBS Marg,
Vikhroli (West), Mumbai - 400083
Tel. No. + 91 22 4918 6000
Fax No. + 91 22 4918 6060
website: www.linkintime.co.in

STOCK EXCHANGES WHERE THE COMPANY'S EQUITY SHARES ARE LISTED

BSE Limited (BSE)
National Stock Exchange of India Limited (NSE)

MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion & Analysis (MDA) provides a complete overview of the financial position through 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 this MDA may be forward-looking. The future performance of such statements may differ from those stated in the MDA. 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

The year 2021-22 marked the year of recovery for the Indian economy. The revival of economic activities across sectors and the impact of COVID-19 pandemic subsiding, boosted demand and consumption across the country, aiding the economy to expand by 9.2% in FY 2021-22 *(Source: Economic Survey of India 2021-22)*.

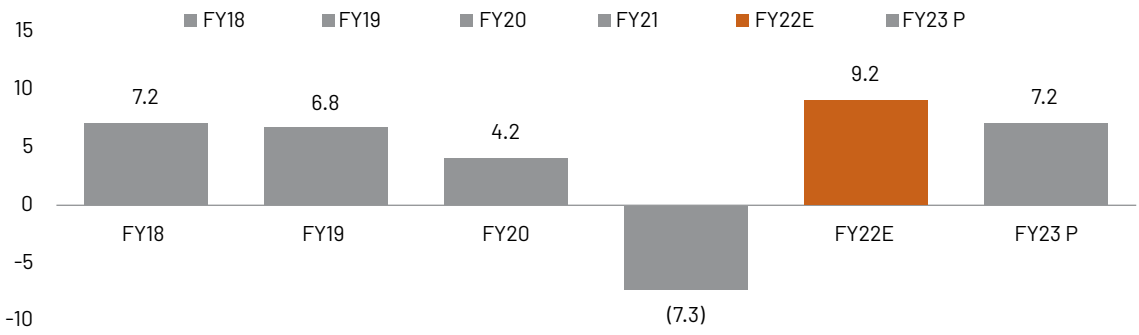
The policies of the Government and the Reserve Bank of India with regards to lowering interest rates and implementing stimulus measures during the previous fiscal year offered much-needed support to economic stability. With over 1.8 billion vaccine doses administered against the COVID-19 virus and low COVID-19 positive rates, the Indian economy is on course to rebound to pre-pandemic levels *(Source: Ministry of Health and Family Welfare, GOI)*.

India witnessed a GDP growth of 20.1% in the first quarter of FY22, owing to higher consumer spending and a low base impact from the previous fiscal year. Following the end of June quarter of FY22 many sectors have seen improvement in economic activities including auto sales, retail, agricultural production, construction as well as exports. With business activities rebounding to pre-pandemic levels, the Indian economy experienced a GDP growth normalising to 8.4% in the second quarter of FY22. Government consumption has been the largest contributor to this recovery and private consumption has also improved to pre-COVID-19 levels. The elements of the Index of Industrial Production ("IIP"), as well as the eight-core index, have rebounded in a V-shaped pattern, returning to pre-pandemic levels. In April-November 2021, the Index of Industrial Production (IIP) increased by 17.4% YoY, compared to a fall of 15.3% in April-November 2020. Retail inflation, as measured by the Consumer Price Index-Combined (CPI-C), declined to 5.2% in FY 2021-22 (April-December) from 6.6% in FY 2020-21. This was primarily attributable to the decrease in food inflation.

Outlook

According to IMF, India is expected to remain the fastest growing major economy in the world during FY 2021-24. The Indian economy is expected to witness a GDP growth of 7.2% in FY23. With increased Government spending as announced in the Union Budget 2022 and the rise in private consumption and investment is expected to revive economic activity and boost demand. the However, the impacts of rising inflation, further COVID-19 outbreak and the ongoing geopolitical crisis in Ukraine needs to be considered.

GDP Growth (At constant prices, in %)



(Source: Economic Survey 2021-22, Reserve Bank of India (RBI) forecasts)
E- estimate P- projected

Indian Retail Industry

The Indian retail industry is the world's fifth-largest retail destination. According to the latest IBEF study, the sector contributes 10% of India's GDP and employs over 8% of the population. The retail industry in India works around four retail formats which comprises of exclusive Branded Retail Shops, Multi-Branded Retail Shops, Convergence Retail Outlets and e-retailers. The competitive landscape in the Indian retail sector is structured with Departmental stores, Hypermarkets, Supermarkets, Cash and Carry stores and Specialty Stores. With numerous new entrants, particularly in the retail tech space, the sector is becoming faster paced than ever.

The fiscal year ending March 2021 was a year of contrasts for India's retail market. According to Bain and Company Report, India's retail market stood at $810 billion in FY21 exhibiting a flattish trend compared to FY20 due to the restriction on trade and travel imposed by the COVID-19 induced lockdown. This has prompted the Indian retail sector to rapidly expand and incorporate a significant eCommerce component to its ecosystem. With 140 million online shoppers, India is the third-largest market. However, the market is vastly underserved, and there is immediate opportunity to reach India's large Internet user base of 625 to 675 million people. During the year, the retail market as a whole shrank by 5%. However, the Indian e-retail market saw a 25% growth despite a two-month national lockdown and multiple prolonged disruptions in regional pockets over the year.

(Source: Bain And Company Research)

Outlook

The Indian retail industry is predicted to witness a CAGR of 8-9% from FY21 to FY26 reaching $1,250 billion in FY26, primarily owing to the hybrid distribution model and omni channel approach. In the new retail environment, customer insights have become incredibly valuable. While technology has significantly transformed supply chain, production, and retail sales, an unified picture of the customer is vital for retail organisations, whether it's for customisation of services or presence across multiple channels.

(Source: Bain And Company Research)

Industry Overview

Indian Organised Retail Industry

The Indian Retail Sector has been largely dominated by traditional retail formats and kirana outlets. With the shift in consumer preferences and the limitations

imposed by the COVID-19 pandemic, organised retail has boomed in the country. Organised retailing encompass selling goods or merchandise all under one roof in a fixed location such as a departmental store, hypermarket, supermarket or even a convenience store.

According to a survey by CBRE South Asia, India's organised retail stock reached 64.3 million sq ft in the first half of 2021 and is predicted to reach 82 million sq ft by 2023 (Source: Financial Express). With the pandemic receding, the economy in revival mode and over 1.8 billion vaccinations done in India, the retailers have experienced increased footfalls across high streets and malls. The onset of pandemic, evolved the consumer behaviour towards 'conscious buying', resulting in a major shift in consumer purchase behaviour across both physical retail and eCommerce. During the year the top performers like Food & Beverages (F&B), eCommerce, pharmaceuticals, and the traditional grocery retailers witnessed steady growth despite disruptions across the economy.

As the perception of the Indian retail sector transforms, retailers continue to alter their store models to meet the demands of diverse customers across markets and geographies. The pandemic has prompted retailers to experiment with emerging trends like digitally enhanced experiences, pop-ups, omni-channel commerce, and so on. With high-street and shopping centre businesses reviving, merchants are rethinking and realigning their business strategies to suit the demands of customers who are continually exposed to the growing online shopping experience.

Despite all of these developments in the Indian retail sector, the organised market's retail share in 2021 is only 18%. In comparison to penetration levels in major economies, such as the 85% in United States and 55% in Malaysia, it is highly under-penetrated. This provides opportunities for Indian companies to expand further into the industry (Source: Business Standard).

Outlook

The overall outlook for the Indian retail real estate market remains positive, thanks to a ramped-up vaccination campaign, policy reforms, and rising urbanisation. According to a study by IBEF, the organised retail sector in India is anticipated to expand at a CAGR of 20-25% every year going ahead. A consumption boom is driving substantial development in Indian retail. Indian retail is being driven by significant increases in disposable income, increased focus on hygiene and changing lifestyles. Easy borrowing and the usage of 'plastic money' have contributed to India's robust and rising consumer culture. Consumer acceptance and use of e-retailers is growing as a result of ease and safe financial transactions. Furthermore, with the renewed demand and bounce back of retail, a number of international brands both in the retail & the F&B sectors are showing interest in the country's retail landscape. This would contribute to the overall sectors' growth going forward.

Opportunities and threats

Opportunities for the Indian Organised Retail Industry

Changing consumer preferences

In 2021, customers were already aware of COVID-19, and knew how to deal with it. The primary concern for them changed from pricing, to shopping in a hygienic and sanitised space. Modern retail provided a hygienic shopping experience, high-quality packaged products, minimum manual intervention in the shopping journey of the customer, and competitive pricing. Moreover, most retail chains also offer some kind of loyalty points, membership discounts or other lucrative offers to attract and retain customers. All of these factors increased the customer preference for organised retail in India.

OMNI Channel model

Having an omnichannel business model is imperative to meet consumers' needs in the future. With the skills and resources accessible to convenience store merchants, they will be able to efficiently manage and run this channel while being closer to and catering to a diverse range of customers. Increased convenience store penetration, along with the omnichannel strategy, will result in faster product delivery and shorter turnaround times, boosting the efficiency of the Company model.

Value-creation capability

The organised retail industry operates on a wide scale, with large-scale product procurement and sales.

Furthermore, organised stores provide branded, good-quality products at competitive prices due to cut-down of intermediaries. These provide them a lot of opportunity in terms of strengthening relationships with stakeholders, from negotiating deals with suppliers to retaining customers and attracting investors.

Demographical advantage

The demographics of the Indian people are changing dramatically. The organised retail industry in India will be driven by a large young working population with a median age of 24 years, nuclear families in metropolitan regions, an expanding workingwomen population, and new possibilities in the services sector.

Nuclear households are also on the rise and predicted increase to a proportionate 74% by 2025. Nuclear households spend an average of 30% more per capita than combined families. In India, the number of middle-class customers is steadily increasing. Consumers have been spending more as their demands have increased and their disposable incomes have increased. People now want a home with lot of trendy styles right from their bedroom to bathroom, living room to dining area. This has increased the demand for premium and trendy products.

Growing consumption

Growth in household income will transform India from a bottom-of the-pyramid economy to a truly middle-class led one, with consumer spending growing from $1.5 trillion today to nearly $6 trillion by 2030.

(Source: World Economic Forum repot on Future of Consumption in Fast-Growth Consumer Markets: INDIA)

Threats

Economic conditions

Economic slowdowns have a direct influence on consumption, with retail, as the value chain's end service provider of consumption, facing the most challenges. Some macroeconomic issues impacting retail performance include slower GDP growth, diminished market confidence, unforeseen policy adjustments, increased oil costs, and the repercussions of the pandemic.

Aggressive expansion

Inadequate research on store expansion, can lead to retailers opening outlets at unfeasible locations. This can result in low accessibility, visibility, and traffic, affecting the overall operational performance.

Price war

With India presenting an attractive retail market, there is a continuous influx of new entrants into the sector leading to price wars. Price wars might be a good way to beat the competition and increase sales volume in the near term. However, it may have a negative impact on profitability, price erosion, and consumer loyalty in the long run. Price margins can be affected by competition as well.

Indian eCommerce Scenario

During the two years that COVID-19 has had an influence on India, companies have realised that the eCommerce channel has a lot of promise. Online channels grew in terms of convenience, automation, and usefulness as consumers became more comfortable purchasing virtually from the comfort of their homes. With 140 million internet shoppers, India ranks third behind China and the United States. However, the market is vastly underserved, and there is immediate opportunity to reach India's big Internet user base of 625 to 675 million individuals. The pandemic marked a turning point for India's eCommerce business, resulting in a 12-month increase in eCommerce penetration, which reached 4.6% by the end of FY21. This acceleration was much greater in the top eight metro cities, where online shopping is more common: one out of every three persons in the top eight metro cities shopped online at least once last year.

This COVID-19-induced e-retail inflection is a global phenomenon driven by increased customer demand for safety and convenience, particularly during extended periods of stay-at-home time. This has also happened in India, where e-retailers have provided a lifeline for both customers and sellers, allowing millions of people to get vital goods and hygiene items during the lockdown while also giving business opportunities for thousands of merchants. The spike in penetration is expected to continue when the market stabilises,

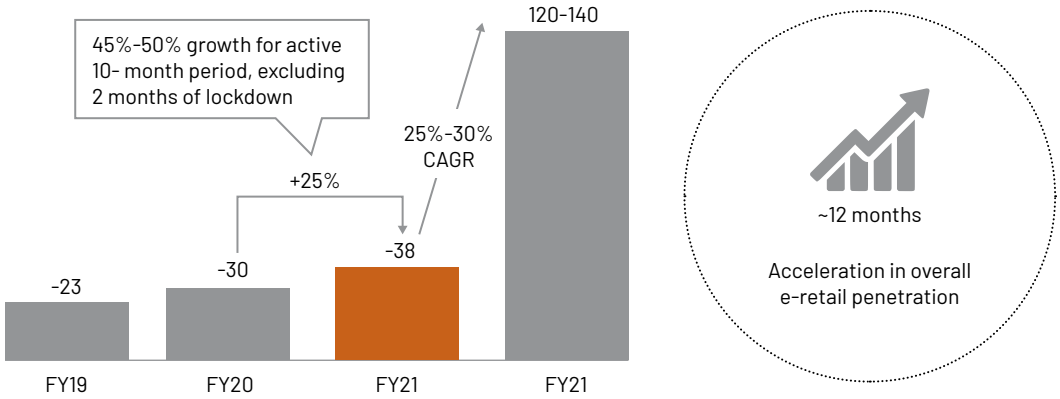
since a similar pattern has been observed throughout the world.

Millions of Indian customers continue to profit from eCommerce, which provides ubiquitous access and increased convenience. It has democratised shopping in India by allowing access to over 95% of the country's pin codes. It has given India's small sellers and micro-entrepreneurs more leverage, torn down go-to-market obstacles for incumbent and insurgent brands, and created jobs for millions. Following the difficulties created by massive disruption (for consumers and small companies) and job loss, eCommerce has proven to be a benefit during the pandemic.

The e-retail market is predicted to rise to $120–140 billion by FY26, growing at a rate of around 25%–30% per year over the following five years. Smaller towns will drive the expansion, accounting for four out of every five new shoppers. Women and elderly consumers, in addition to small towns, have been more prominent in the online shopper base in the previous year, and this trend is projected to continue.

(Source: Bain and Company Research)

India e-retail market ($billion)



Penetration %				
Overall	~2.8%	~3.5%	~4.6%	10%-11%
Ex-Grocery	~9.0%	11%-12%	19%-20%	26%-28%

Note: CAGR: compound annul growth rate; fiscal year (FY) from April to March; e-retail overall penetration denotes e-retail market as % of total retail market; ex-grocery dennotes total retail market excluding grocery category; ex-grocery penetration denotes ex-grocery e-retail market as % of total ex-grocery retail market;
P: projected
Sources: CRISIL; Forrester; Bain analysis

According to Redseer, a management consulting firm, India's consumables industry would increase at a 6% CAGR over the next five years, reaching US$ 1 trillion by 2025, up from US$ 725 billion in CY2020. Quick commerce (Q-commerce) penetration in the online consumables industry is expected to expand from 7% to 12-13% by 2025, according to the report. While the total online consumables market is currently valued at US$ 3.8 billion, it is expected to double in size by 2025, to US$ 30 billion, with 50% coming from metro and tier-1 cities. Moreover, Quick commerce, valued at US$ 300 million in FY21, is expected to grow 10-15 times in the next five years, to US$ 5 billion by 2025, with c.20 million addressable households.

(Source: Phillip Capital Research)

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 likes 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.

eCommerce

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 eCommerce business to further improve on the timelines and promise to the customer. This is being done by keeping in mind that we also optimise our supply chain to get maximum output by efficient utilisation 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

Information Technology (IT) Initiatives

The IT strategy for FY 2021-22 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 www.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 www.hometown.in.
2. **Revamp of www.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: www.hometown.in moved from a

push-based browsing experience to a Machine Learning based Search and Browse experience for the customer. www.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. **Optimising the merchandising experience:** To strike a balance between data-driven recommendation and information-push about products to customers, www.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 Languare (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 eCommerce operations both in the marketplace and through www.hometown.in. The Company continues to work on optimising 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 www.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 stabilised. 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 fulfil 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 and 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 minimisation 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. During the year under review, the Company has voluntarily constituted a Risk Management Committee to mitigate the risks involved with Foreign Exchange Exposure.

Further, the Audit Committee has delegated the Internal Auditors with the role of risk management, assessment and minimisation 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 procedure 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.

Growth Drivers of eCommerce Industry in India
Advancements in Technology Adoption
The eCommerce channel has seen fast expansion as a result of increased internet and smartphone usage, more awareness, and changing customer behaviour. In January 2022, India had 658 million internet users. Between 2021 and 2022, India's internet users rose by 34 million (+5.4%). By 2025, it is estimated to be worth $1 billion.

(Source: Data Reportal Research)

According to Deloitte's analysis, smartphone demand in India is predicted to grow at a CAGR of 6% over the next six years, from 300 million in 2016 to 400 million in 2026. Furthermore, the growing use of smartphones and access to the internet via broadband, 4G, and the introduction of 5G is predicted to increase the number of online consumers. As a result, the eCommerce customer base is likely to grow in the next years.

Shopping experience

eCommerce 'humanises' the online shopping experience for users. It allows customers to shop at their own ease with their own preference. The digital platforms have options like sorting and filtering, that provides customers a speedy shopping experience at the same time meeting their real-life expectations and requirements.

eCommerce promotes savings culture
People often tend to spend more at physical stores compare to shopping online. Savings have seen a steady decline in India between 2014 and 2019. However, the changed during the lockdown in 2020, when domestic savings surged to a 20 year high. This reflects the value conscious nature of the Indian consumers. Its was also further demonstrated with huge offtake during festive season sale when the people preferred to grab good deals.

Internal Control Systems and their Adequacy
Praxis internal control systems and internal audit processes are designed to safeguard the assets and resources of the organisation and to provide reasonable assurance regarding the reliability of financial reporting and other operational data. We also ensure that all our processes are compliant to established policies, procedures and statutory requirements. The Company has developed well-documented guidelines, procedures for authorisation and approvals, including regular audits. The Company's internal audit system encompasses all financial and operational controls across all divisions, functions, and departments. Our internal audit team reviews the organisation's various functions on a regular basis and identifies opportunities for improvement.

Human Resource Initiatives

The Company is a staunch believer that the Human Resource is the biggest asset for the Company is one of the key interfaces. The Company believes that the Human Resource department plays a vital role in building up relationship of its Human Resources with its customers and hence forms 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 ratiosafe, 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, 2022 is 1522.

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 2021-22.

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 made a profit after tax of ₹ 1,423.56 Lakhs as per Audited Financial Statements for Financial Year ended March 31, 2022.

Review of the Financial Performance

Total Revenue

Total revenue for the Financial Year 2021-22 was ₹ 48,103.68 Lakhs as compared to ₹ 37,867.53 Lakhs for the Financial Year 2020-21, representing increase of 27.03%.

Total Expenses: Our total expenditure for the FY 2021-22 was ₹ 46,680.12 Lakhs as compared to ₹ 48,191.05 Lakhs for the FY 2020-21, representing a decrease of 3.14%.

Total expenditure comprises of:

Purchase of Stock-in-Trade

The purchase of stock in trade for the FY 2021-22 was ₹ 28,801.83 Lakhs as compared to ₹ 16,337.16 Lakhs for the FY 2020-21, representing increase of 76.30%.

Change in Inventories of Stock-in-Trade

The change in inventories of stock-in-trade –(Increase)/ Decrease for the FY 2021-22 was ₹ (5.060.51) Lakhs as compared to ₹ 8,441.53 Lakhs for the FY 2020-21.

Employee Benefit Expenses

Employee benefit expense for the FY 2021-22 was ₹ 6,571.23 Lakhs as compared to ₹ 5,394.52 Lakhs for the FY 2020-21, representing increase of 21.81%.

Rent including Lease Rental Expense

Rent including lease rental expense for the FY 2021-22 was ₹ 2099.34 Lakhs as compared to ₹ 3,484.46 Lakhs for the FY 2020-21, representing a decrease of 39.75%.

Finance Costs

Finance costs for the FY 2021-22 was ₹ 2,302.79 Lakhs as compared to ₹ 3,422.57 Lakhs for the FY 2020-21, representing a decrease of 32.72%.

Depreciation and Amortisation Expense

Depreciation and amortisation expense for the FY 2021-22 was ₹ 4,289.34 Lakhs as compared to ₹ 5,678.84 Lakhs for the FY 2020-21, representing a decrease of 24.47%.

Other Expenses

Other expenses for the FY 2021-22 was ₹ 7,676.10 Lakhs as compared to ₹ 5,431.97 Lakhs for the FY 2020-21, representing increase of 41.31%.

Profit/(Loss) After Tax

The profit/(loss) after tax for the FY 2021-22 was ₹ 1,423.56 Lakhs as compared to ₹ (10,322.15) Lakhs for the FY 2020-21.

Financial Review

Financial Results	Standalone for the year ended March 31	
	2022	2021
Turnover (Including other Income) (₹ in Lakhs)	48,103.68	37,867.53
Return on Net Worth (%)	(17.78)	(71.80)
Net Assets Value per Share (₹)	0.10	(21.08)
Earnings per Share (₹)	2.74	(36.61)

Details of Significant Ratio Changes

Standalone

	FY 2021-22	FY 2020-21	% change	Reason for change (refer note no.)
Inventory Turnover (Days)	180	227	-21%	1
Interest Coverage Ratio (Times)	1.62	(2.02)	180%	2
Current Ratio (Times)	0.94	0.45	109%	3
Debt Equity Ratio (Times)	107.68	1.35	7875%	4
Debtors Turnover (Times)	2.64	1.35	96%	1
Operating Profit Margin (%)	40.48	20.86	94%	5
Net Profit Margin (%)	3.57	(32.97)	111%	6
Return on Net Worth (%)	(17.78)	(71.80)	75%	7
EPS (₹)	2.74	(36.61)	107%	6

Note:

1. Improvement was primarily on account of increase in revenue from operations.
2. Improvement was primarily on account of increase in Earnings Before Interest and Taxes (EBIT) and decrease in Interest.
3. Improvement was primarily on account of increase in current assets & decrease in current liabilities.
4. Improvement was primarily on account of decrease in debt & significant increase in shareholders' equity.
5. Overall business of the Company in the Financial Year 2020-21 was severely impacted due to COVID-19 pandemic, which significantly reduced the Margins.
6. Improvement was primarily on account of achievement of profitability in Financial Year 2021-22.
7. Improvement was primarily on account of achievement of profitability in Financial Year 2021-22 and improvement in the Company's Net Worth.

Cautionary Statement

The statements in the Management Discussion and Analysis section describing the Company's objectives, projections, estimates and prediction may be considered as forward-looking statements. All statements that address expectations or projections about the future, including, but not limited to, statements about the Company's strategy for growth, product development, market positioning, expenditures and financial results, are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company's actual results, performance or achievement may thus differ materially from those projected in such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statement on the basis of any subsequent developments, information or events. To avoid duplication and repetition, certain heads of information required to be disclosed in the Management Discussion and Analysis have been included in the Board's Report.

BOARD'S REPORT

To

The Members,

Your Directors are pleased to present the Eleventh Annual Report of the Company together with the Audited Financial Statements for the financial year ended March 31, 2022.

Financial Highlights

The financial performance of the Company is as follows:

(₹ in Lakhs)

Particulars	FY 2021-22	FY 2020-21
Revenue from Operations	39,889.22	31,309.58
Other Income	8,214.46	6,557.95
Total Income	**48,103.68**	**37,867.53**
Profit / (Loss) before Depreciation and Amortisation Expense & Tax expense	5,712.90	(4,644.68)
Less: Depreciation and Amortisation expense	4,289.34	5,678.84
Profit / (Loss) before Tax	1,423.56	(10,323.52)
Less: Tax expense	-	(1.37)
Profit / (Loss) after Tax	1,423.56	(10,322.15)
Other Comprehensive Income/(Loss) for the Year	38.48	152.57
Total Comprehensive Income/(Loss) for The Year	1,462.04	(10,169.58)
Earnings Per Equity Share of Face Value of ₹ 5/- each		
- Basic (in ₹)	2.74	(36.61)
- Diluted (in ₹)	2.74	(36.61)

Review of Performance

During the financial year under review, the Company had a total income of ₹ 48,103.68 Lakh. The total expenditure during the year was ₹ 46,680.12 Lakh. The Company has incurred a profit of ₹ 1,423.56 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 organisation into a data driven decision-making body.

This focus resulted in a slew of initiatives – Changing the operational Key Perfomance lindicators of the organisation to ensure actions based on customer prospect data from physical and online stores;

1. Introduction of gamification/rewards to ensure adoption of Customer Relationship Management 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 organisation 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 organisation.

With the motto being a data driven organisation, 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 FY 2021-22, Human Resource continued its role as one of the enablers to achieve results for employees by implementing reforms and consolidating its impact across the organisation. The organisational 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 organisation. These apprentices are trained to be deft in skill through constant learning and training. The organisation 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.

Share Capital

During the year under review equity shares aggregating to 13,25,471 (Thirteen Lakh Twenty-Five Thousand Four Hundred and Seventy-One) were allotted to Future Corporate Resources Private Limited (FCRPL) on May 27, 2021 towards third and final conversion of 1,405 Compulsorily Convertible Debentures (CCDs) out of 7,500 CCDs originally allotted on December 12, 2019.

Post allotment of equity shares under Conversion options, the Shareholding of FCRPL increased from 57.38% to 59.16% and the Company became subsidiary of FCRPL.

Further, equity shares aggregating to 4,35,99,433 (Four Crore Thirty-Five Lakh Ninety-Nine Thousand Four Hundred and Thirty-Three) were allotted to the eligible equity shareholders of the Company on October 12, 2021 on Rights Basis ("Rights Equity Shares") for cash at a price of ₹ 11.35 each (including a share premium of ₹ 6.35 per rights equity Share) ("Issue Price") in the ratio of 11 (Eleven) Rights Equity Shares for every 8 (Eight) fully paid-up equity shares held by the eligible equity shareholders on the record date, i.e. Wednesday, September 8, 2021 (the "Issue"/ "Rights Issue").

Post allotment of equity shares under Rights Issue the shareholding of FCRPL reduced to 25.23%, by virtue of that the Company has become Associate Company of FCRPL.

Further, pursuant to the aforesaid allotments, the Equity paid-up share capital of the Company stands at ₹ 43,95,40,560/- (Rupees Forty-Three Crore Ninety-Five Lakh Forty Thousand Five Hundred and Sixty) Only divided into 7,53,08,112 (Seven Crore Fifty-Three Lakh Eight Thousand One Hundred and Twelve) equity shares of face value of ₹ 5/- each fully paid-up and the Preferance share capital of the Company stands

at ₹ 6,30,00,000/- (Rupees Six Crore Thirty Lakh Only) divided into 6,30,000 (Six Lakh Thirty Thousand) preference shares of ₹ 100/- each fully paid-up.

Overview

Overview for the year is discussed in detail in Management Discussion and Analysis (MDA) which forms a part of this Report.

Dividend and Reserves

The Company has not declared any dividend for the financial year March 31, 2022 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 were outstanding as of March 31, 2022.

Corporate Governance

A Report on Corporate Governance along with a Certificate from Mr. Anant Gude, Practicing Company Secretary regarding the compliance with the requirements 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 a 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 a part of this Report.

Auditors and Auditors' Report

Statutory Auditors

Pathak H.D. & Associates LLP (Firm Registration No. 107783W / W100593) were appointed as the Statutory Auditors 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 and 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.

Further, as the tenure of Pathak H.D. & Associates LLP is till Eleventh Annual General Meeting, **M/s. Singhi & Co.**, Chartered Accountants are proposed to be appointed as the Statutory Auditors of the Company at the Eleventh Annual General Meeting for a period of five years from the conclusion of the Eleventh Annual General Meeting till the conclusion of the Sixteenth Annual General Meeting of the Company and the appointment of M/s. Singhi & Co., as Statutory Auditor will continue for the aforesaid term of five years, without seeking any 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 performing their duties. Further, the continued appointment of M/s. Singhi & Co., as the Statutory Auditors of the Company for the above-mentioned tenure without ratification is also to be approved by the Members of the Company at the Eleventh Annual General Meeting of the Company.

The Company has received a written confirmation and Peer Review Certificate from the Statutory Auditor that their continued appointment shall be in accordance with the criteria as provided under Section 141 of the Act for FY 2022-23.

Auditors' Report

The Statutory Auditors of the Company has issued the Auditors' Report on the financial statement of the Company for the financial year ended March 31, 2022 with unmodified opinion and does not contain any qualification, reservation or adverse remark.

Secretarial Auditor

Mr. Anant Gude, Sole Proprietor of M/s. Anant Gude & Associates, Practicing Company Secretary holding Membership No. 7219 and COP No. 18623, was appointed as Secretarial Auditor to conduct the secretarial audit of the Company for the FY 2021-22, 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 FY 2021-22 is appended as **Annexure–I** which forms part of this Report. The said Secretarial Audit Report does not contain any qualification, reservation or adverse remark. Further pursuant to Regulation 24A of the Listing Regulations Annual Secretarial Compliance Report for the year ended March 31, 2022 is also appended with the said Secretarial Audit Report.

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 familiarisation of Independent Directors with the Company, are available on the website of the Company at the link https://www.praxisretail.in/assets/download/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 https://www.praxisretail.in/assets/download/9.Policy_for_determining_Material_Subsidiary.pdf Policy for determining Materiality of Events of the Company is available on the website of the Company at the link https://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 https://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 https://www.praxisretail.in/assets/download/Code-of-Conduct.pdf

Policy on dealing with Related Party Transactions is available on the website of the Company at the link: https://www.praxisretail.in/assets/download/Policy_of-Dealing-with-Related-Party-Transactions.pdf

The Remuneration Policy is available on website of the Company at the link: https://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 employees 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 Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("Listing Regulations") The aforesaid policy is available on the website of the Company at the link https://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. 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 6, 2021. Further, the shareholders had approved the appointment at the Tenth Annual General Meeting held on September 24, 2021.

Mr. Sandeep Sharma was appointed as Chief Executive Officer designated as Key Managerial Personnel of the Company 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. Further, the shareholders had approved the appointment at the Tenth Annual General Meeting held on September 24, 2021.

Mr. Anou Singhvi (DIN: 07572970) was appointed as Additional Director designated as Independent Director w.e.f. June 30, 2021. Further, the shareholders had approved the appointment at the Tenth Annual General Meeting held on September 24, 2021.

Ms. Avni Biyani (DIN: 02177900) and Mr. Harminder Sahni (DIN: 00576755) were appointed as Additional Director w.e.f. March 26, 2021 designated as Non-Executive Non-Independent Director and Independent Director respectively. Further, the shareholders had approved the appointment at the Tenth Annual General Meeting held on September 24, 2021.

Mr. Samir Kedia was appointed as Chief Financial Officer (CFO) designated as Key Managerial Personnel of the Company w.e.f. January 27, 2022.

Resignations:-

Mr. Sandeep Sharma, Chief Executive Officer designated as Key Managerial Personnel of the Company had resigned w.e.f. May 31, 2021.

Ms. Sridevi Badiga had resigned as Independent Director of the Company w.e.f. June 01, 2021.

Mr. Vikash Kabra, Deputy Chief Financial Officer designated as Key Managerial Personnel of the Company was redesignated as Deputy Chief Financial Officer, not being Key Managerial Personnel of the Company w.e.f. January 27, 2022.

Director to retire by rotation

In terms of Section 152 of the Act, Ms. Avni Biyani (DIN: 02177900), Non-Executive Non-Independent Director is liable to retire by rotation and being eligible, offers herself 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 Eleventh 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

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 a part of this Annual Report.

Number of Meetings of the Board

During the year under review (7) seven meetings of the Board of Directors were held, details of which are given in the Corporate Governance Report which forms a part of this Annual Report.

Subsidiary, Joint Venture, Holding Company and Associate Companies

The Company was a subsidiary of FCRPL w.e.f. February 11, 2020. However, post the allotment of equity shares under Rights Issue on October 12, 2021, the Company ceased to be a subsidiary of FCRPL.

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 FY 2021-22 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 recognised 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 & 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.

** Since the Board does not have regular Chairperson, there was no evaluation of the performance of Chairperson of the Company.*

Employee Stock Option Plans

I. PRAXIS SVAR Plan - 2018

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 authorised 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 & Remuneration Committee.

Pursuant to the applicable provisions of the Act and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **("SEBI 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 FY 2020-21.

II. ESOP 2021 / Plan

During the year under review, the Shareholders of the Company had passed Special Resolution through Postal Ballot on December 12, 2021, Notice dated November 11, 2021 and had authorised the Board to create, offer and grant to the Employees of the Company, 20,00,000 (Twenty Lakh) Employee Stock Options under ESOP 2021 Plan exercisable into not more than 20,00,000 (Twenty Lakh) equity shares of face value of Rs. 5/- (Rupees Five) each fully paid-up, where one employee stock option would convert in to one equity share upon exercise, on such terms and conditions, as may be determined by the Nomination & Remuneration Committee in accordance with the provisions of this ESOP 2021 Plan, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations.

The applicable disclosures as stipulated under SEBI Regulations as on March 31, 2022 with regard to the Praxis SVAR Plan – 2018 and ESOP 2021/Plan are provided in **Annexure– II (A) and (B)** 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 https://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 as stipulated in the aforesaid Rules 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 minimisation 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. The Audit Committee has delegated the role of risk, assessment and minimisation procedures and also periodically reviews with them the existing procedures and measures to improvise the same to the Internal Auditors.

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.

As per Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, top 1000 listed entities determined on the basis of market capitalisation as at the end of the immediately preceeding financial year are required to constitute a Risk Management Committee. Though the Company does not fall under the criteria mentioned, the Board of Directors at its meeting held on January 27, 2022 has voluntarily constituted the Risk Management Committee. Details of which is given in the Corporate Governance Report which forms a part of this Annual 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 Organisation. 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:

i. in the preparation of the annual accounts for the Financial Year ended March 31, 2022, 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, 2022;

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, 2022 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 a 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 2021-22 through e-Mail

The Ministry of Corporate Affairs (MCA) vide its General Circular No. 2/2022 dated May 5, 2022, read with General Circular Nos. 21/2021 dated December 14, 2021, 19/2021 dated December 8, 2021, 02/2021 dated January 13, 2021 and 20/2020 dated May 5, 2020 has allowed the Companies to conduct the Annual General Meetings (AGM) in 2022 for the Financial Year ended/ ending any time before/on March 31, 2022 through Video Conferencing (VC) or other audio visual means (OAVM) on or before December 31, 2022 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 02/2020 dated May 5, 2020. Therefore, 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, 2022, 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 FY 2021-22 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 a 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, 2022 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 a 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.

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.

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: May 14, 2022

ANNEXURE I

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

[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 authorised 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, 2022, 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, 2022 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

(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")

(f) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(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, 2022:

(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 third and last conversion of 1,405 Compulsorily Convertible Debentures (balance outstanding Compulsorily Convertible Debentures) of ₹ 1,00,000/- each, the Company has issued and allotted 13,25,471 fully paid-up Equity Shares of ₹ 5/- each to one of the Promoters of the Company on May 27, 2021. Further, the Company has issued and allotted 4,35,99,433 fully paid-up Equity Shares of ₹ 5/- each on October 12, 2021 to the existing shareholders of the Company on Rights basis. Consequently, as on March 31, 2022 the Equity Share Capital of the Company is ₹ 37,65,40,560 divided into 7,53,08,112 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 further report that I relied 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 optimum composition 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, 2022, the Board comprised of 6 (Six) Directors including one Independent Woman Director and Two Non-Executive Non-Independent Directors. Further, the Company at its Board meeting held on April 06, 2021 has appointed Mr. Mahesh Shah, 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 has resigned w.e.f. June 1, 2021, and Ms. Anou Singhvi was appointed as Independent Director w.e.f. June 30, 2021. Accordingly, changes in some of the Committees of the Board 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: A007219D000321929

Place: Mumbai
Dated: May 14, 2022

PRAXIS
HOME RETAIL LIMITED

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: A007219D000321929

Place: Mumbai
Dated: May 14, 2022

ANNUAL SECRETARIAL COMPLIANCE REPORT OF PRAXIS HOME RETAIL LIMITED

FOR THE YEAR ENDED MARCH 31, 2022

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 physically 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, 2022 ('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 and Sweat Equity) Regulations, 2021;

(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) Regulations, 2003;

(g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars / guidelines issued thereunder.

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

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

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

Sr. No.	Compliance Requirement (Regulations / Circulars / Guidelines including Specific Clause	Deviations	Observations / Remarks of the Practicing Company Secretary
	Nil	Nil	Nil

(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 FY 2020-21.

For **ANANT GUDE & ASSOCIATES,**

ANANT GUDE
Practicing Company Secretary
Proprietor
ACS No.: 7219
CP No.: 18623
UDIN: A007219D000283101

Place: Mumbai
Dated: May 7, 2022

ANNEXURE II – ESOP

Part A - PRAXIS SVAR Plan - 2018

Praxis Home Retail Limited Share Value Appreciation Rights, Plan – 2018 (Praxis SVAR Plan- 2018) of the Company as on March 31, 2022.

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 Nomination & Remuneration Committee.

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. 31 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. 32 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 authorised 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) ESOPs
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 shares 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 (FY) 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 recognised in the financial statements for the FY 2021-22 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 ₹ 9,21,180 /- 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 ₹ 48,37,213/-.

E. Option movement during the year ended on March 31, 2022

Sr. No.	Particulars	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 FY 2020-21	2,48,000	10,000
IV.	Number of options forfeited / Cancelled / lapsed so far	3,07,500	54,250
V.	Number of options forfeited / Cancelled /lapsed during the year	Nil	29,250
VI.	Number of options vested during the year	Nil	37,750
VII.	Number of options exercised during the year	Nil	Nil
VIII.	Number of shares arising as a result of exercise of options	NA	NA

Sr. No.	Particulars	Details	
		Grant – I*	Grant – II^
IX.	Exercise Price (in ₹ per Option)	NA	NA
X.	Money realised by exercise of options, if scheme is implemented directly by the Company (in ₹)	NA	NA
XI.	Loan repaid by the Trust during the year from exercise price received	NA	NA
XII.	Total number of options outstanding (in force) at the end of the year	Nil	37,750
XIII.	Number of options exercisable at the end of the year	Nil	37,750

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 FY 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 FY 2021-22 whose:

		Grant – I	Grant – II
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 FY 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 ended on March 31, 2022

I.	Senior Managerial Personnel **None – No fresh options were granted during the year ended March 31, 2022.**
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, 2022.**
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, 2022.**

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 FY 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 utilised 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 Year to Vesting + (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, options 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 authorised 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 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.

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 recognised in the financial statements in case of SARs for the FY 2021-22 would be Nil.

K. SAR movement during the year ended on March 31, 2022: 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 ended on March 31, 2022: 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

Part B - ESOP 2021 / Plan

Praxis Home Retail Limited - Employee Stock Option Plan 2021 (ESOP 2021 / Plan) of the Company as on March 31, 2022

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 to the Eligible Employees of the Company under Praxis Home Retail Limited – Employee Stock Option Plan 2021 (ESOP 2021 / Plan) as recommended by the Nomination and Remuneration Committee.

Sr. No.	Particulars	ESOP 2021
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. 31 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. 32 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 through Postal Ballot on December 12, 2021, Postal Ballot Notice dated November 11, 2021 and had authorised the Board to create, offer and grant to the Employees of the Company, 20,00,000 (Twenty Lakh) Employee Stock Options under ESOP 2021 Plan exercisable into not more than 20,00,000 (Twenty Lakh) equity shares of face value of ₹ 5/- (Rupees Five) each fully paid-up, where one employee stock option would convert into one equity share upon exercise, on such terms and conditions, as may be determined by the Nomination & Remuneration Committee in accordance with the provisions of this ESOP 2021 Plan, 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 ESOP 2021 Plan	20,00,000 (Twenty Lakh) ESOPs
III.	Vesting Requirements	All the options granted on any date shall vest not earlier than minimum period of 1 (One) year and not later than a maximum period of 3 (Three) years from the date of grant of options

IV.	Exercise price or pricing formula	The exercise price shall be determined by the Nomination & Remuneration Committee at its sole discretion which shall not be less than the face value of the Share as on date of Grant of such Option. Exercise price for Options granted during the FY 2021-22 was ₹ 5/-
V.	Maximum term of options granted	3 years from the date of respective vesting
VI.	Source of shares (primary, secondary or combination)	Primary Market
VII.	Variation in terms of options	–
VIII.	Method used to account for ESOS	Fair Value Method

D. The stock-based compensation cost was calculated as per the Fair Value Method, the total cost to be recognised in the financial statements for the FY 2021-22 would be:

₹ 60,52,768/- for Options granted with a vesting period of not less than 1 (one) year and not more than (3) Three years from the Date of Grant.

E. Option movement during the year ended on March 31, 2022

	Particulars	Grant – I*
I.	Number of options outstanding at the beginning of the year	20,00,000
II.	Number of options granted during the year	12,05,000
III.	Number of options forfeited / Cancelled / lapsed during previous year	Nil
IV.	Number of options forfeited / Cancelled /lapsed during the year	Nil
V.	Number of options vested during the year	Nil
VI.	Number of options exercised during the year	Nil
VII.	Number of shares arising as a result of exercise of options	NA
VIII.	Exercise Price (in ₹ per Option)	NA
IX.	Money realised by exercise of options, if scheme is implemented directly by the Company (in ₹)	NA
X.	Loan repaid by the Trust during the year from exercise price received	NA
XI.	Total number of options outstanding (in force) at the end of the year	7,95,000
XII.	Number of options exercisable at the end of the year	Nil

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

The Company has granted 12,05,000 Employee Stock Options during the year under review. The details pertaining to the options granted are as follows:

		Grant – I
		Grant on January 27, 2022
I.	Exercise price equals market price (₹)	-
II.	Exercise price is greater than market price (₹)	-
III.	Exercise price is less than market price (₹)	5.00

Weighted average Exercise Price of options granted during the previous FY 2020-21 whose: Not Applicable

		Grant – I
		Grant on January 27, 2022
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 FY 2021-22 whose:

		Grant – I
		Grant on January 27, 2022
I.	Exercise price equals market price (₹)	65.15
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 ended on March 31, 2022

I. Senior Managerial Personnel

S. No.	Name of the Eligible Employees	Designation	Grant of ESOPs	% of the Total ESOPs Granted
1.	Mahesh Shah*	Managing Director	5,00,000	41.49
2.	Samir Kedia*	Chief Financial Officer	2,25,000	18.67
3.	Ketan Gandhalikar*	Head – Furniture	1,00,000	8.30
4.	Chinmay Bhatt*	Chief – Homeware	1,00,000	8.30
5.	Medha Tawde	Head – Marketing, Digital Strategy & Convergence (Physical & Digital)	50,000	4.15
6.	Kunal Choksi	DGM – Ecommerce	50,000	4.15
7.	Soumyajit Banerjee	General Manager – East Zone	50,000	4.15
8.	Varun Kant	General Manager – South Zone	50,000	4.15
9.	Vinod Kumar Samar Singh	Regional Head – Gujarat	50,000	4.15
10.	Smita Chowdhury	Company Secretary & Compliance Officer	30,000	2.49
	Total		**12,05,000**	**100.00**

II. Employees who were granted, during any one year, options amounting to 5% or more of the options granted during the year

***The above-mentioned employees of the Company were granted ESOPs amounting to 5% or more of the total Options granted during the year.**

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 of the employees were granted option, equal to or exceeding 1% of the issued Capital of the Company during any one year

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

12,05,000 Employee Stock Options were granted during the year under review. The details pertaining to the options granted during the FY 2021-22 are as follows:

Black Scholes Method has been used to calculate the value. The Assumptions used in the model are as follows:

Date	**Grant – I***
	Grant on January 27, 2022
Risk Free Interest Rate	5.72 %
Expected Life	3.40 years
Expected Volatility	55.94 %
Dividend	0
Price of underlying shares in the market at the time of Option grant (₹)	65.15
Stock Price	The valuation has been done using the share price of ₹ 69.25, Based on NSE published information 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	This is the continuously compounded risk-free rate and should be based on the yields available on the bonds issued by Government of India at the date of valuation with a remaining term equal to the expected lifetime of the awards. Source - www.fimmda.org
Exercise Price (₹)	5/-
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 Year to Vesting + (Contractual Option Term) /2 = 3.40 years
Expected Dividend Yield	0

(*) **Grant - I** refers to Options Granted under ESOP 2021 which would vest not less than 1 year and not more than 3 years from the Date of Grant of such options.

I. Movement in stocks during the year ended on March 31, 2022:

Sl. No.	Particulars	Details
I.	Number of options outstanding at the beginning of the year	20,00,000
II.	Number of options granted during the year	12,05,000
III.	Number of options forfeited / Cancelled /lapsed during the year	Nil
IV.	Number of options vested during the year	NA
V.	Number of options exercised / settled during the year	NA
VI.	Number of options outstanding at the end of the year	7,95,000
VII.	Number of options exercisable at the end of the year	NA

J. Details of Company's Employees' Welfare Trust: Not Applicable

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

Mahesh Shah
Managing Director
DIN: 01488017

Place: Mumbai
Date: May 14, 2022

PRAXIS
HOME RETAIL LIMITED

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: https://www.praxisretail.in/assets/download/6.CSR_Policy.pdf
2	The Composition of the CSR Committee*	The CSR Committee as on March 31, 2022, comprises of: • Ms. Avni Biyani - Chairperson • Mr. Jacob Mathew - Member • Mr. Shrirang Sarda - Member • Mr. Mahesh Shah - Member • Ms. Anou Singhvi - Member
3	Average net profit/loss of the Company for last three financial years/periods.	Loss of ₹ 7,001.93 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 2021-22:	
	a. Total amount to be spent for the Financial Year 2021-22	Nil
	b. Amount unspent, if any;	Not Applicable
	c. Manner in which the amount spent during the FY 2021-22	Not Applicable

**The Company vide its Board resolution dated June 30, 2021 has re-constituted the composition viz. Mr. Mahesh Shah and Ms. Anou Singhvi, were appointed as the Members of the Committee.*

Manner in which the CSR amount spent during the Financial Year 2021-22

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 : May 14, 2022

PRAXIS
HOME RETAIL LIMITED

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, 2022, 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, 2022 are as follows:

Name of the Related Parties	Nature of Relationship	Nature of contracts/ arrangements /Transactions	Duration of the contracts/ arrangements /Transactions	Salient terms of the contracts or arrangements or transactions including the value (₹ in lakh)#	Approvals	Amount paid as advances, if any (₹ in lakh)
Future Supply Chain Solutions Limited (FSC)	Enterprise which have significant influence	Transportation, CIF and Warehousing services *	-	2,435.19	Necessary approvals of the Audit Committee and Board of Directors have been obtained by the Company. Since the payable / receivable amount of these transactions were less than 10% of the turnover of the Company, the shareholders' approval was not required for these transactions.	-
		Covid-19 related other concessions **	-	2,480.00		-
		Claim for recovery of damages **	-	1,635.13		-

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.

* Part of Operating Expense
** Part of Other Income
Further, the above transactions were not material as per the threshold limit defined in the policy for Related Party Transactions.

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

Harminder Sahni
Independent Director
DIN: 00576755

Mahesh Shah
Managing Director
DIN: 01488017

Place: Mumbai
Date: May 14, 2022

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 2021-22, 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 2021-22 are as under:

Name of Director / KMP and Designation	Remuneration of Director/KMP for Financial Year 2021-22 (₹ in Lakhs) (1)	% increase in Remuneration in the Financial Year 2021-22 (2)	Ratio of Remuneration of each Director/KMP to MRE for Financial Year 2021-22 [(3)=(1)/MRE]
Mr. Mahesh Shah[$^] Managing Director	255.99	-	105.82
Mr. Shrirang Sarda* Non-Executive Non-Independent Director	3.40	-	1.41
Ms. Avni Biyani*[$] Non-Executive Non-Independent Director	2.10	-	0.87
Mr. Harminder Sahni*[$] Independent Director	4.40	-	1.82
Mr. Jacob Mathew*[#] Independent Director[#]	5.20	-	2.15
Ms. Anou Singhvi*[$] Independent Director	2.70	-	1.12
Ms. Sridevi Badiga* Independent Director**	0.50	-	0.21
Mr. Samir Kedia^ Chief Financial Officer	26.64	Refer Note 6	11.01
Mr. Sandeep Sharma^ Chief Executive Officer	17.78	Refer Note 7	7.35
Ms. Smita Chowdhury Company Secretary & Compliance Officer	15.03	Refer Note 8	6.21
Mr. Vikash Kabra^ Deputy Chief Financial Officer	23.20	Refer Note 9	9.59

Note:

1. (*) Non-Executive Non-Independent Director and Independent Directors were not paid any remuneration apart from the sitting fees, the details of which is given above and in Annual Return, Form MGT-7 available on the website at https:// www.praxisretail.in/annual-reports.html.
2. (#) Mr. Jacob Mathew was initially appointed as Additional Non-Executive, Non-Independent Director w.e.f. March 26, 2021 and was 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.
3. (S) Ms. Avni Biyani, Non-Executive, Non-Independent Director, Mr. Harminder Sahni, Independent Director, Mr. Jacob Mathew, Independent Director were appointed as Additional Director on March 26, 2021, Mr. Mahesh Shah, was appointed as Additional Director designated as Managing Directors on May 5, 2021 and Ms. Anou Singhvi, Independent Director was appointed as Additional Director on June 30, 2021. The shareholders of the Company had approved the above-mentioned appointments at the Tenth Annual General Meeting held on September 24, 2021.
4. (**) Ms. Sridevi Badiga, Independent Director resigned w.e.f. June 1, 2021.
5. (^) Mr. Mahesh Shah was appointed as Managing Director (MD), being Key Managerial Personnel of the Company w.e.f. May 5, 2021, hence his remuneration is mentioned w.e.f. his joining date. Percentage increase in remuneration in case of MD, Mr. Mahesh Shah is not applicable as he has joined the Company in the Financial Year 2021-22.
6. Mr. Samir Kedia was appointed as Chief Financial Officer (CFO), being Key Managerial Personnel of the Company w.e.f. January 27, 2022, and his remuneration is calculated on pro-rata basis from January 2022 to March 2022. Percentage increase in remuneration in case of CFO, Mr. Samir Kedia is not applicable as he has joined the Company in the Financial Year 2021-22.
7. Mr. Sandeep Sharma, Chief Executive Officer, re-designated as Key Managerial Personnel [CEO (KMP)] of the Company on April 6, 2021 resigned w.e.f May 31, 2021, the remuneration is calculated on pro-rata basis from for the period from April 06, 2021 to May 31, 2021 (Date of resignation). Percentage increase in the remuneration in case of CEO (KMP), Mr. Sandeep Sharma is not applicable as he joined the Company in the Financial Year 2021-22.
8. Since, there was no revision in remuneration of employees in the financial year 2020-21 due to impact of COVID-19 on the business operations of the Company, the percentage increase in remuneration is not comparable with current financial year. Hence, the remuneration of Ms. Smita Chowdhury, Company Secretary & Compliance Officer is not comparable with the previous financial year.
9. Mr. Vikash Kabra, Deputy Chief Financial Officer, being Key Managerial Personnel of the Company was re-designated as Deputy Chief Financial Officer, not being Key Managerial Personnel of the Company on January 27, 2022, the remuneration for current Financial Year was paid for the period from April 01, 2021 to January 27, 2022. (Date of re-designation).
10. The Median Remuneration of Employees (MRE) of the Company during the year was ₹ 2,41,897/- and for the previous year it was ₹ 2,61,424/-.
11. The percentage increase in the median remuneration (MRE) of employees in the financial year :

    The MRE in the Financial Year 2021-22 shows a decrease of 7.47% as there was no revision / increment in remuneration of employees in the financial year 2020-21 due to impact of COVID-19 pandemic on the business operations of the Company, hence the decrease in MRE in remuneration is not comparable with previous financial year.

III. The number of permanent employees on the rolls of the Company : 1,474.

IV. The average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration :

No revision / increment was given to the emplouees during the previous financial year 2020-21, and Mr. Mahesh Shah, Managing Director and Mr. Samir Kedia, Chief Financial Officer have joined during the Financial Year 2021-22, hence there is no comparison with the managerial remuneration.

V. The Company affirms that the remuneration is as per the Remuneration Policy of the Company. The Company is Remuneration Policy is based on principle of equity, performance and experience of the employees. The Company follows a pay structure with a mix component of fixed pay, variable pay based on individual employee and business performance and other benefits. The employees' performance is determined through a structured annual appraisal process.

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: May 14, 2022

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 utilising alternate sources of energy	All efforts are made to use more natural lights in offices/ store premises to optimise the consumption of energy.
(iii)	The capital investment on energy conservation equipments;	NIL
(B)	**Technology Absorption:**	
(i)	The efforts made towards technology absorption	In the year under review, the IT strategy has the following premise: 1. Expand the scope of the CRM platform to Modular Kitchen and Design and Build line of Business 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. Leverage our online channels for growth – www.hometown.in and other marketplaces 4. 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 CRM system. The end-result was an increase in conversion of Leads despite de- growth in footfalls. We also launched the Service Cloud module of the CRM and thereby built an end-to-end platform to analyze customer information. Also extended the implementation to streamline after sales service process for Furniture and MK business. The concerned implementation aided in integrating sales, service and customer feedback info from all our channels, be it stores or online.

		With an aim to assimilate the customer information from www.hometown.in over CRM system, 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 CRM platform. To improve customer experience on www.hometown.in and overall website maintenance few initiatives were implemented. 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.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	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:**	(₹ in Lakh)

Particulars	FY 2021-22	FY 2020-21
Total Foreign Exchange Used	6,996.60	2,235.87
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: 00576667

Mahesh Shah
Managing Director
DIN: 01488017

Place : Mumbai
Date: May 14, 2022

Corporate Governance Report

i. Company's Philosophy on Corporate Governance

The Company 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 conduct its business according to the system, practices and processes which are regularly reviewed and strengthened to adapt and adopt, implement 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 working every way possible to make 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 maximising 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. The 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, 2022, the Board comprises of 6 (Six) Directors consisting of three Independent Directors, one of them being women, two Non-Executive Non-Independent Director, one of them being women and one Executive Director. At present there is no Chairman of the Company. 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.

The Company has received declarations from its 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, 2022:

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	
Mr. Mahesh Shah* (Managing Director)	None	1	0	1	0	Nil
Mr. Shrirang Sarda (Non-Executive Non-Independent Director)	None	1	8	1	1	50
Ms. Avni Biyani (Non-Executive Non-Independent Director)	None	1	5	0	0	35,72,499
Mr. Harminder Sahni (Independent Director)	Future Consumer Limited (Independent Director)	2	4	3	1	Nil
Jacob Mathew# (Independent Director)	Future Retail Limited (Independent Director)	2	1	4	1	55
Ms. Anou Singhvi** (Independent Director)	None	1	2	1	0	Nil
Ms. Sridevi Badiga@ (Independent Director)	Future Retail Limited (Independent Director)	2	1	1	1	Nil

[1]Does not include directorships in foreign companies.

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

**The Company vide its Board resolution dated April 06, 2021 had appointed Mr. Mahesh Shah as Additional Director designated as Managing Director w.e.f. May 05, 2021. Further, the shareholders had approved the appointment at the Tenth Annual General Meeting held on September 24, 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 shareholders had approved the appointment at the Tenth Annual General Meeting held on September 24, 2021.

**The Company vide its Board resolution dated June 30, 2021 had appointed Ms. Anou Singhvi as Additional Director designated as Independent Director w.e.f. June 30, 2021. Further, the Shareholders had approved the appointment at the Tenth Annual General Meeting held on September 24, 2021.

@Ms. Sridevi Badiga, Independent Director resigned w.e.f. June 1, 2021.

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/Independent-Director_Familiarization_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.
- **Business Acumen**
  Retail business has a very complex structure and the Company deals with specialized retail of marketing and sale of furniture, home decor and other home improvement products. As the Company's major business comprises of "Business to Customer" mode, the customer's needs demands, choices remain as our prime focus, on which our Board of Directors have an in depth understanding and acumen required to drive and upscale the business and achieve utmost customer satisfaction.
- **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 on the basis of the above given skills / attributes and bring with them the immense benefits and experiences 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	✓	✓	✓	✓	✓	✓
Business Development & Stratagies	✓	✓	✓	✓	✓	✓
Operations & Retail	✓	✓	✓	-	✓	✓

Name of the Directors	Mr. Mahesh Shah	Mr. Shrirang Sarda	Ms. Avni Biyani	Mr. Harminder Sahni	Mr. Jacob Mathew	Ms. Anou Singhvi
Governance	✓	✓	✓	✓	✓	✓
Public Relations	✓	✓	✓	✓	-	✓
Industry Research	✓	-	-	✓	✓	✓
IT and Digitalisation	✓	✓	-	✓	✓	-
Finance	✓	✓	-	✓	-	-
Audit	✓	✓	-	✓	-	-

3. Meetings and Attendance

During the year under review, 7 (Seven) Meetings of the Board of Directors were held on April 06, 2021, June 30, 2021, August 09, 2021, September 02, 2021, October 27, 2021, January 27, 2022 and March 25, 2022. The gap between two Meetings did not exceed 120 (One Hundred and Twenty) days as prescribed in the Listing Regulations and the Act. The Tenth (10th) Annual General Meeting (AGM) of the Company was held on September 24, 2021 and during the period under review no Extraordinary General Meeting (EGM) was held. However, a postal ballot was conducted for approving Increase in Authorised Share Capital of the Company, by way of Ordinary Resolution and "Praxis Home Retail Limited - Employee Stock Option Plan 2021" of the Company and that of its subsidiary(ies), if any, by way of Special Resolution, which was approved by the shareholders of the Company on December 12, 2021.

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

Name of Director	No. of Board Meetings		10th AGM (September 24, 2021)
	Entitled to attend	Attended	
Mr. Mahesh Shah	6	6	Present
Mr. Shrirang Sarda	7	6	Present
Ms. Avni Biyani	7	7	Present
Mr. Harminder Sahni	7	6	Present
Mr. Jacob Mathew	7	7	Present
Ms. Anou Singhvi	5	5	Absent

4. Resignation of Independent Director

During the year under review, Ms. Sridevi Badiga, Independent Director of the Company resigned w.e.f. June 1, 2021.

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 https://www.praxisretail.in/assets/download/Code-of-Conduct.pdf. All Directors and Senior Management Personnel have affirmed compliance with the said Code of Conduct for the financial year ended March 31, 2022. A declaration to this effect signed by the 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.

7. Resignation of Independent Director

Ms. Sridevi Badiga, resigned from the position of Independent Director of the Company with effect from June 01, 2021 due to her overseas travel plans, that precludes her from discharging the duties as an Independent Director.

Ms. Badiga, also confirmed that there is no material reason for her resignation. The copy of her Resignation letter confirming the reason of resignation is available on the website of the Company.

B. Audit Committee

The Audit Committee of the Company previously comprised of 5 (Five) Directors. Post re-constitution on March 26, 2021, Audit Committee comprised of 3 (Three) Directors. Further, after 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, 5 (Five) meetings of the Audit Committee were held on June 30, 2021, August 09, 2021, October 27, 2021, January 27, 2022, and March 25, 2022.

1. Relevant information on composition of the Audit Committee during the financial year ended March 31, 2022

Name of Director	Category	Designation	No. of Meetings	
			Entitled to attend	Attended
Mr. Harminder Sahni*	Independent Director	Chairperson	5	4
Mr. Jacob Mathew	Independent Director	Member	5	5
Ms. Sridevi Badiga**	Independent Director	Chairperson	Nil	Nil
Ms. Anou Singhvi	Independent Director	Member	4	4
Mr. Mahesh Shah	Managing Director	Member	5	5

**Consequent to resignation of Ms. Sridevi Badiga as Independent Director w.e.f. June 1, 2021, further, re-constitution was done on June 30, 2021 and Mr. Harminder Sahni, Independent Director was appointed as Chairperson of the Audit Committee. The composition of Audit Committee meets the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations.*

** Post re-constitution on March 26, 2021, Ms. Sridevi Badiga, Independent Director was designated as Chairperson of the Audit Committee.

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 Directors' 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) of the Listing Regulations.
  - (b) Annual Statement of funds utilised for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32 (7) of the Listing Regulations.

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 Director 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 Director. The Company Secretary functions as Secretary to the Committee. During the year under review, total Five (5) meetings of the NRC were held on April 06, 2021, June 30, 2021, October 27, 2021, January 27, 2022 and March 25, 2022.

1. Relevant information on composition of the NRC during the financial year ended March 31, 2022

Name of Director	Category	Designation	No. of Meetings	
			Entitled to attend	Attended
Mr. Jacob Mathew*	Independent Director	Chairperson	4	4
Mr. Harminder Sahni	Independent Director	Member	5	4
Mr. Shrirang Sarda	Non-Executive Non-Independent Director	Member	5	5
Ms. Sridevi Badiga**	Independent Director	Chairperson	1	1

**Consequent to resignation of Ms. Sridevi Badiga as Independent Director w.e.f. June 1, 2021, further, re-constitution was done on June 30, 2021 and Mr. Jacob Mathew, Independent Director was appointed as Chairperson of the Committee.*

***The Company vide its Board resolution dated March 26, 2021 has re-constituted the composition viz. Ms. Sridevi Badiga, Independent Director was appointed as Chairperson of the Committee.*

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 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 Managing Director

The remuneration paid to the Managing Director for the year ended March 31, 2022 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. Mahesh Shah*	208.53	42.94	2.36	2.17	255.99	5 years w.e.f. May 5, 2021	2	5,00,000**

**Mr. Mahesh Shah was appointed as Managing Director w.e.f. May 5, 2021.*

***ESOPs were granted during the year, but have not yet been vested.*

Notes:

1. All the above components of remuneration, except Performance Bonus / Commission, are fixed in nature.
2. There is no separate provision for payment of severance fees.

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:

(in ₹)

Name of Director	Sitting Fees paid
Mr. Shrirang Sarda	3,40,000
Ms. Avni Biyani	2,10,000
Mr. Harminder Sahni	4,40,000
Mr. Jacob Mathew	5,20,000
Ms. Anou Singhvi	2,70,000
Ms. Sridevi Badiga	50,000
Total	**18,30,000**

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, also 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 30, 2021, August 09, 2021, October 27, 2021 and January 27, 2022.

1. Relevant information on composition of the SRC during the financial year ended March 31, 2022

Name of Director	Designation	No. of Meetings	
		Entitled to attend	Attended
Mr. Shrirang Sarda	Chairperson	4	3
Mr. Harminder Sahni	Member	4	3
Mr. Jacob Mathew	Member	4	4

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

Share Transfer Committee ("STC") previously comprised of Mr. Shrirang Sarda, Non-Executive Non-Independent Director, Mr. Harminder Sahni, Independent Director, Mr. Jacob Mathew, Independent Director, and Mr. Vikash Kabra, Deputy Chief Financial Officer and Ms. Smita Chowdhury, Company Secretary & Compliance Officer as Members of the Committee. However, post re-constitution 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 as on March 31, 2022. 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-materialisation 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	8	8	NIL

E. Corporate Social Responsibility Committee

The CSR Committee is constituted in line with the provisions of Section 135 of the Companies Act, 2013. Previously, CSR Committee comprised of 3 (Three) members. However, post re-constitution on June 30, 2021, CSR Committee comprises of 5 (Five) members. Ms. Avni Biyani is the Chairperson of the Committee, Mr. Jacob Mathew, Mr. Shrirang Sarda, Mr. Mahesh Shah and Ms. Anou Singhvi are the other members of the CSR Committee. 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 fall 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 https://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 'Committee of Directors' previously comprised of 3 (Three) Directors, Mr. Shrirang Sarda, Ms. Avni Biyani, and Mr. Jacob Mathew. However, post re-constitution on June 30, 2021, the Committee comprises of 4 (Four) members, Mr. Mahesh Shah was appointed as the Chairperson of the Committee and all other members remains the same. This Committee of Director 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. 1 (One) Meeting of the Committee was 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 Board of Directors on January 27, 2022 have constituted the Risk Management Committee ("RMC") comprising of 3 (Three) members, Mr. Mahesh Shah, Managing Director, Mr. Harminder Sahni, Independent Director and Mr. Samir Kedia, Chief Financial Officer. The 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 and the Company have voluntarily constituted the RMC. The Audit Committee /Board of Directors had periodically reviewed the risk assessment and minimisation procedures and ensured that the executive management controls risk through means of a properly defined framework, prior to the re-constitution of the Committee. The risk management framework adopted by the Company is discussed in detail in the Management Discussion and Analysis forming part of the Annual Report.

Role of RMC:

The Risk Management Committee has been mandated to comply with the requirements as specified in Part D of Schedule II is stated below:

- To formulate a detailed risk management policy which shall include:
  - (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - (b) Measures for risk mitigation including systems and processes for internal control of identified risks
  - (c) Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

The Risk Management Committee co-ordinates its activities with other committees, in instances where there is any overlap with activities of such committees.

H. Independent Directors

As per Regulation 17 of the Listing Regulations as well as pursuant to Section 149 of the Companies Act, 2013 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 25, 2022, inter alia, to review the performance of non-independent Directors and the Board as a whole, to assess 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.

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. Last 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 https://www.praxisretail.in/assets/download/Praxis_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
2021	Friday, September 24, 2021	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)
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.

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
2020-21	• Appointment of Mr. Mahesh Shah as Managing Director of the Company • Approval for remuneration to be paid to Mr. Mahesh Shah, (DIN: 01488017) Managing Director of the Company
2019-20	• 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	• 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

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.	• Preferential Issue of Compulsorily Convertible Debentures of the Company

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", "Altering the Capital Clause of the Memorandum of Association of the Company", "Approval of Praxis Home Retail Limited – Employee Stock Option Plan 2021" and "Approval of grant of Employee Stock Options to the employees of the Subsidiary(ies) under Praxis Home Retail Limited – Employee Stock Option Plan 2021".

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 Eleventh Annual General Meeting-

The Ministry of Corporate Affairs ('MCA') has vide its General Circular dated May 5, 2022 read with General Circulars dated December 14, 2021, December 8, 2021, January 13, 2021, May 5, 2020, April 13, 2020 and April 8, 2020 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 11th AGM of the Company is being held through VC/OAVM on Friday, August 19, 2022 at 11:30 AM (IST). The deemed venue for the 11th AGM will be the Registered Office of the Company: iThink Techno Campus, Jolly Board Tower-D, Ground Floor, Kanjurmarg (East), Mumbai - 400042. However, the Directors shall attend the AGM from their respective locations.

2. Financial Year

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

Financial Reporting for

Quarter	Release Date (tentative & subject to change)
1st Quarter ending June 30, 2022	First/Second week of August, 2022
2nd Quarter/Half- year ending September 30, 2022	First/Second week of November, 2022
3rd Quarter ending December 31, 2022	First/Second week of February, 2023
4th Quarter/Year ending March 31, 2023	Third/Fourth week of May, 2023

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 on March 31, 2022.

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)

Corporate Identity Number (CIN) allotted by the Ministry of Corporate Affairs is L52100MH2011PLC212866.

9. Stock Performance[3]

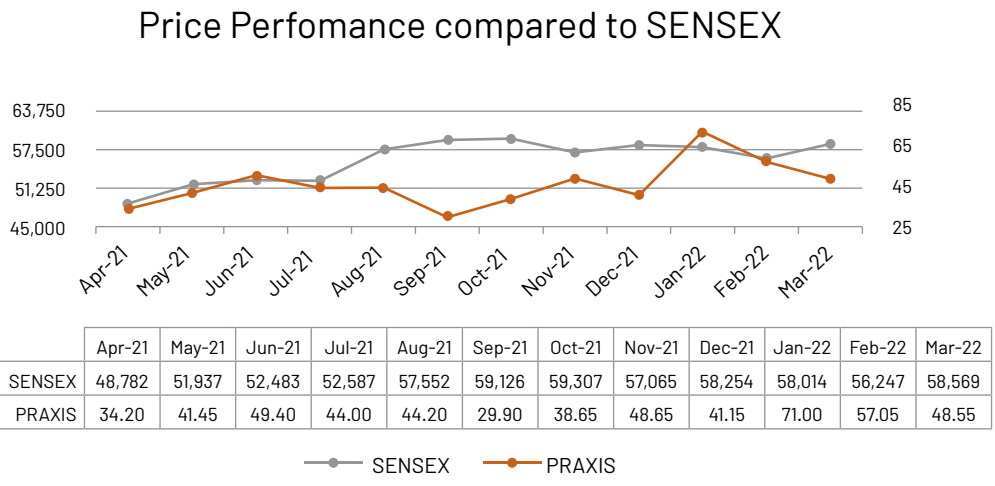
The price performance of the equity shares of the Company at the Stock Exchanges during the year under review is as follows:

Months	BSE (in ₹)		NSE (in ₹)	
	High	Low	High	Low
April 2021	40.00	32.80	39.90	31.75
May 2021	41.45	33.05	41.90	33.50
June 2021	49.40	40.65	49.70	40.15
July 2021	57.10	42.10	57.45	42.10
August 2021	51.05	41.05	50.55	41.85
September 2021	53.65	27.75	55.25	28.40
October 2021	50.15	28.90	49.40	29.00
November 2021	48.65	35.80	48.85	35.80
December 2021	49.30	38.00	49.75	38.10
January 2022	76.80	39.25	76.30	39.80
February 2022	75.90	56.20	76.00	54.75
March 2022	56.00	47.40	57.90	47.95

[3] Source: BSE and NSE

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

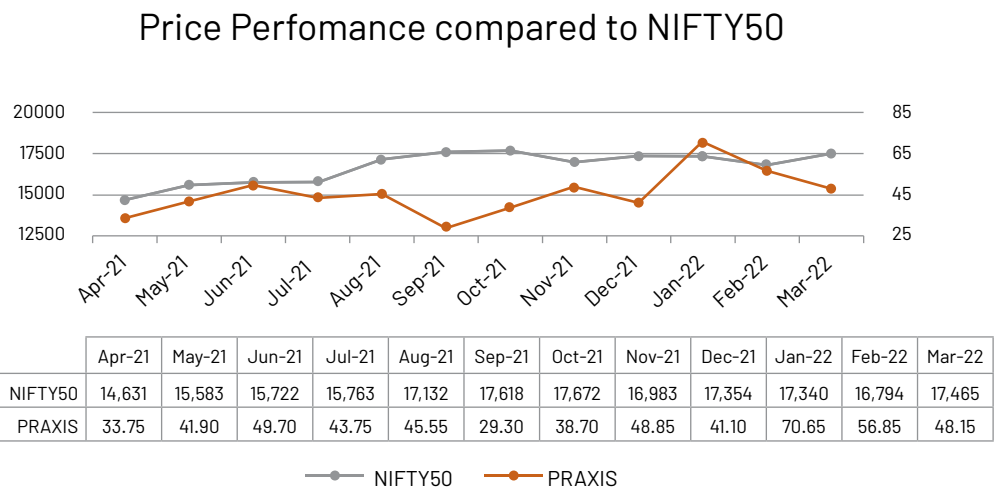
The performance comparison is based on the closing price / Sensex on the last trading day of the month.



	Apr-21	May-21	Jun-21	Jul-21	Aug-21	Sep-21	Oct-21	Nov-21	Dec-21	Jan-22	Feb-22	Mar-22
SENSEX	48,782	51,937	52,483	52,587	57,552	59,126	59,307	57,065	58,254	58,014	56,247	58,569
PRAXIS	34.20	41.45	49.40	44.00	44.20	29.90	38.65	48.65	41.15	71.00	57.05	48.55

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.



	Apr-21	May-21	Jun-21	Jul-21	Aug-21	Sep-21	Oct-21	Nov-21	Dec-21	Jan-22	Feb-22	Mar-22
NIFTY50	14,631	15,583	15,722	15,763	17,132	17,618	17,672	16,983	17,354	17,340	16,794	17,465
PRAXIS	33.75	41.90	49.70	43.75	45.55	29.30	38.70	48.85	41.10	70.65	56.85	48.15

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, 2022 is as under:

Particulars	No. of Shares	% of total Paid-up Capital*
National Securities Depository Limited (#)(@)	3,79,03,176	50.33
Central Depository Services (India) Limited(@)	3,73,79,089	49.64
Total Dematerialised	**7,52,82,265**	**99.97**
Physical	25,847	0.03
Total	**7,53,08,112**	**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 13,25,471 (Thirteen Lakh Twenty-Five Thousand Four Hundred and Seventy-One) were allotted to Future Corporate Resources Private Limited (FCRPL) on exercise of conversion option of 1,405 Compulsorily Convertible Debentures (CCDs), being the 3rd and the final tranche of Conversion option, which was outstanding as on March 31, 2021. Post the conversion of 1,405 CCDs, entire 7,500 CCDs which were originally allotted on December 12, 2019 were converted into equity shares.

@ During the year under review, 4,35,99,433 Equity Shares of face value of ₹ 5 each ("Rights Equity Shares") of the Company for cash at a price of ₹ 11.35 each (including a share premium of ₹ 6.35 per rights equity Share) ("Issue Price") for an aggregate amount up to ₹ 4,948.54 Lakhs on a rights basis were allotted to the eligible equity shareholders of the Company on October 12, 2021 in the ratio of 11 (Eleven) Rights Equity Shares for every 8 (Eight) fully paid-up equity shares held by the eligible equity shareholders on the record date, i.e. Wednesday, September 8, 2021 (the "Issue"/ "Rights Issue").

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

The Company had 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 on December 12, 2019. Out of the originally allotted 7,500 CCDs 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, 2,915 CCDs were 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 were converted into 13,25,471 (Thirteen Lakh Twenty Five Thousand Four Hundred and Seventy One) equity shares of the Company of face value of ₹ 5/- each fully paid-up on May 27, 2021 and post the conversion of the 3rd and final tranche of CCDs, no CCDs were outstanding and entire 7,500 CCDs were converted into equity shares. The shareholding of FCRPL increased from 57.38% to 59.16%. The Company has not issued any GDRs/ ADRs/ Warrants etc., during the FY 2021-22.

15. Distribution of Shareholding of Equity Shares as on March 31, 2022

Distribution Range	Shareholders		Equity Shares	
	No.	%	No.	%
1-500	23,575	96.2834	5,62,029	0.7463
501-1000	320	1.3069	2,48,413	0.3299
1001-2000	203	0.8291	2,94,971	0.3917
2001-3000	81	0.3308	2,02,842	0.2693
3001-4000	35	0.1429	1,22,950	0.1633
4001-5000	40	0.1634	1,89,563	0.2517
5001-10000	75	0.3063	5,49,347	0.7295
10001 & above	156	0.6371	7,31,37,997	97.1184
Total	**24,485**	**100.0000**	**7,53,08,112**	**100.0000**

16. Shareholding Pattern as on March 31, 2022

Category	No. of Equity Shares	Percentage (%)
Promoters and Promoter Group*	4,19,14,898	55.6579
Bodies Corporate	2,14,73,126	28.5137
Indian Public (Individual)	80,22,671	10.6532
Foreign Portfolio Investors	19,19,764	2.5492
Alternate Investment Funds	9,07,152	1.2046
Hindu Undivided Family	5,43,704	0.7220
Banks & Financial Institutions	0	-
Clearing Members	47,852	0.0635
Non-Resident (Non Repatriable)	46,130	0.0613
Non-Resident Indians	1,41,846	0.1884
Trusts	98,706	0.1311
Unclaimed Shares	21,989	0.0724
Directors & their Relatives	160	0.0002
Mutual Funds	27	0.0000
Insurance Companies	1,53,682	0.2041
Foreign Nationals	5	0.0000
Total	**7,53,08,112**	**100.00**

(*) During the year under review the Company issued and allotted 13,25,471 equity shares to Future Corporate Resources Private Limited (FCRPL) one of the promoter entity pursuant to exercise of conversion option on 1,405 Compulsorily Convertible Debentures (CCDs) at Conversion Price of ₹ 106/- each. Post the conversion of the 3rd and final tranche of CCDs, no CCDs were outstanding and entire 7,500 CCDs were converted into equity shares of the Company. .

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. 6 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, 247, L.B.S Marg, Vikhroli (West), Mumbai – 400 083.

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

email: 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 68824801 email: 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, 2022.

Policy on dealing with related party transactions is available on the website of the Company at https://www.praxisretail.in/assets/download/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, Promoter of the Company and Surplus Finvest Private Limited, member of Promoter Group 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, 2022. Related Party Transaction with Surplus Finvest Private Limited was passed during the year through resolution by circulation dated September 05, 2021.

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 Future & 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 https://www.praxisretail.in/assets/download/9.Policy_for_determining_Material_Subsidiary.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 allotted 13,25,471 Equity Shares towards third and the final conversion of 1,405 Compulsorily Convertible Debentures (CCDs). However, the transaction for utilisation of funds, which do not fall under preview of FY 2021-22 was utilised only for the purpose for which it was raised.

Further, during the year under review, the Company had raised ₹ 4,948.54 Lakhs on rights basis for which 4,35,99,433 Equity Shares of face value of ₹ 5/- each ("Rights Equity Shares") of the Company for cash at a price of ₹ 11.35 each (including a share premium of ₹ 6.35 per rights equity Share) ("Issue Price") were allotted to the eligible equity shareholders of the Company on October 12, 2021 in the ratio of 11 (Eleven) Rights Equity Shares for every 8 (Eight) fully paid-up equity shares held by the eligible equity shareholders on the record date, i.e. Wednesday, September 8, 2021 (the "Issue"/ "Rights Issue").

There were no deviation 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 respective quarters.

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 instance where the board did not accept any recommendation / submission 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 ₹ 43,50,000/- (Rupees Forty-Three Lakh Fifty 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 Women 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	900	27,024
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, 2022	900*	27,024*

The Voting Rights on the shares outstanding in the suspense account as on March 31, 2022 shall remain frozen till the rightful owner of such shares claims the shares.

* Out of the total unclaimed shares, 5,035 equity shares of the Company held by 184 shareholders refer to the shares allotted pursuant to the Scheme of Arrangement between Future Retail Limited ('FRL') and Bluerock eServices Private Limited ('BSPL') and Praxis Home Retail Limited ('PHRL' or 'the Resulting Company' or 'the Company') and their respective Shareholders under Sections 230 to 232 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 ("the Scheme"), 1 (one) equity share of the Company was allotted to shareholders of Future Retail Limited (FRL) for every 20 equity shares held by them in FRL on November 30, 2017, being the Record Date. Accordingly, 5,035 equity shares allotted on December 8, 2017 against 1,00,710 equity shares of FRL lying in the Unclaimed Suspense Account held by 184 shareholders were credited to the Unclaimed Suspense Account opened and maintained by the Company in this regard.

Further, the Company has 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 Chief Financial Officer of the Company have certified to the Board regarding the Financial Statements for the year ended March 31, 2022.

VII. Compliance with Mandatory requirements

The 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 did not have Chairman and hence the requirement pertaining to reimbursement of expenses to a Non-Executive Chairman does not arise.

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, 2022.

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: May 14, 2022

PRAXIS
HOME RETAIL LIMITED

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, 2022** 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. During the year under review, there were changes in the composition of the Board of Directors. As on March 31, 2022, the Board comprised of 6 (Six) Directors including one Independent Woman Director and Two Non-Executive Non-Independent Directors. Further, the Company at its Board meeting held on April 06, 2021 has appointed Mr. Mahesh Shah, 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 has resigned w.e.f. June 01, 2021, and Ms. Anou Singhvi was appointed as Independent Director w.e.f. June 30, 2021. Accordingly, changes in some of the Committees of the Board took place during the year under review, which were carried out in compliance with the provisions of the Act.

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: A007219D000321821

Place: Mumbai
Dated: May 14, 2022

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 Reg. 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 on March 31, 2022.

For **PRAXIS HOME RETAIL LIMITED**

Mahesh Shah
Managing Director
DIN: 01488017

Place: Mumbai
Date: May 14, 2022

PRAXIS
HOME RETAIL LIMITED

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 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, 2022 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. Mahesh Shah	Managing Director	01488017	May 05, 2021	–
2	Mr. Shrirang Kisanlal Sarda	Non-Executive Director	00576667	December 12, 2017	–
3	Ms. Avni Biyani	Non-Executive Director	02177900	March 26, 2021	–
4	Mr. Jacob Mathew	Independent Director	00080144	March 26, 2021	–
5	Mr. Harminder Sahni	Independent Director	00576755	March 26, 2021	–
6	Ms. Anou Singhvi*	Independent Director	07572970	June 30, 2021	–

** The Company vide its Board resolution dated June 30, 2021 has appointed Ms. Anou Singhi as Additional Independent Director and in the last AGM held on September 24, 2021 Ms. Singhi was appointed as Independent Director*

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 relied upon the records 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: A007219D000272385

Place: Mumbai
Dated: May 05, 2022

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (BRSR)

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1	Corporate Identity Number (CIN) of the Listed Entity :	:	L52100MH2011PLC212866
2.	Name of the Listed Entity	:	PRAXIS HOME RETAIL LIMITED
3.	Year of incorporation	:	2011
4.	Registered office address	:	iThink Techno Campus, Jolly Board Tower-D, Ground Floor, Kanjurmarg (East), Mumbai – 400042.
5.	Corporate address	:	iThink Techno Campus, Jolly Board Tower-D, Ground Floor, Kanjurmarg (East), Mumbai – 400042.
6.	E-mail	:	investorrelations@praxisretail.in
7.	Telephone	:	022-68824900
8.	Website	:	www.praxisretail.in
9.	Financial year for which reporting is being done	:	March 31, 2022
10.	Name of the Stock Exchange(s) where shares are listed	:	(i) BSE Limited (BSE) (ii) National Stock Exchange of India Limited (NSE)
11.	Paid-up Capital	:	₹ 43,95,40,560/-
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	:	Ms. Smita Chowdhury Company Secretary & Compliance Officer Tel: 022-68824900 e-mail: investorrelations@praxisretail.in
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	:	Standalone

II. Products/services

14. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Retail Trade, except of motor vehicles and motor cycles	Retail business of marketing and selling of furniture, home décor, modular kitchen, customized design and build projects, home fashion and home improvement products through its retail stores situated across India and through eCommerce portal website www.hometown.in	100%

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Furniture	47	62.1
2	Homeware		29.9
3	Electronics		1.2
4	Modular Kitchens		4.4
5	Home Improvement		0.9
6	Design & Build		1.3
7	Others		0.2
	Total		**100**

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of Stores[1]	Number of offices	Total
National	43	1	44
International[2]	-	-	-

[1] The Company has retail outlets and does not undertake any manufacturing activity.

[2] The Company does not have international offices.

17. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	17
International (No. of Countries)[2]	-

b. What is the contribution of exports as a percentage of the total turnover of the entity?

Not Applicable

c. A brief on types of customers: Retail customers including household(s) across all age groups and institutions

IV. Employees

18. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	EMPLOYEES					
1.	Permanent (D)	1474	1295	87.86%	179	12.14%
2.	Other than Permanent (E)	48	41	85.42%	7	14.58%
3.	**Total employees (D + E)**	**1522**	**1336**	**87.78%**	**186**	**12.22%**

WORKERS : The Company is not into the business of manufacturing activity and hence not required to employ any workers.

b. Differently abled Employees and workers: During the Financial Year 2021-22, the Company did not have any differently abled employees or workers. However, the Company believes in equitable opportunity for all, hence is always open to hiring such people.

19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	7	2	28.57
Key Management Personnel (KMP)	4	1	25

During the Financial Year 2021-22, amongst the two female independent directors, one of them had resigned and the other was appointed. Also out of 4 KMPs, one KMP was re-designated as non-KMP, and another CEO-KMP had resigned.

20. Turnover rate for permanent employees and workers

(Disclose trends for the past 3 years)

	FY 2021-22 (Turnover rate in current FY)			FY 2020-21 (Turnover rate in previous FY)			FY 2019-20 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees (Actual no.)	407	75	482	337	97	434	475	136	611
%	31.43	41.90	32.70	23.16	50.52	26.35	27.38	49.10	30.37
Permanent Workers	The Company is not into the business of manufacturing activity and hence not required to employ any workers.								

V. Holding, Subsidiary and Associate Companies (including joint ventures)

21. (a) Names of holding / subsidiary / associate companies / joint ventures*

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/ No)
-	-	-	-	-

** Future Corporate Resource Private Limited (FCRPL) ceased to be a holding company of the reporting company w.e.f. October 12, 2021 post the allotment of equity shares issued under Rights basis to all its eligible shareholders. Prior to Rights Issue, FCRPL held 1,87,58,029 equity shares aggregating to 59.16%. Post allotment under Rights basis, FCRPL holds 1,89,98,654 equity shares aggregating to 25.23%.

VI. CSR Details

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (~~Yes~~/No)

(ii) Turnover (in ₹) : ₹ 4,81,03,67,935.68 (incl. Other Income)

(iii) Net worth (in ₹) : ₹ -80,22,05,522

VII. Transparency and Disclosures Compliances

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct (NGRBC):

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) *(If Yes, then provide web-link for grievance redress policy)*	FY 2021-22 Current Financial Year			FY 2020-21 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	–	–	–	–	–	–	–
Investors (other than shareholders)	–	–	–	–	–	–	–
Shareholders	investorrelations@praxisretail.in	8	0	–	0	0	–
Employees and workers	aapkiaawaaz@praxisretail.in ; http://www.praxisretail.in/assets/download/Vigil-Mechanism-and-Whistle-Blower-Policy.pdf	–	–	–	–	–	–
Customers	care@hometown.in	34,753	853	**Eventually resolved	51,904	746	**Eventually resolved
Value Chain Partners	–	–	–	–	–	–	–
Other (please specify)	–	–	–	–	–	–	–

*The Company is not into the business of manufacturing activity and hence not required to employ any workers.

** The number of customer complaints / queries of the previous year as in Financial Year 2020-21 were owing to the COVID-19 pandemic, as our offices and stores were intermittently closed. For the Financial Year 2021-22 the complaints / queries were with respect to the significant increase in the online business, which is now on track.

24. Overview of the entity's material responsible business conduct issue Indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications:

The Company always thrives to provide goods and services that are safe and sustainable throughout their lifecycle. Any material issues with respect to environmental and social matters involving risk, if any shall be dealt with high priority.

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Principle 1 (P1)	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.	https://www.praxisretail.in/assets/download/1-Policy-on-Ethics-Transparency-and-Accountability.pdf
Principle 2 (P2)	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.	https://www.praxisretail.in/assets/download/2-Policy-on-Product-Stewardship.pdf
Principle 3 (P3)	Businesses should promote the well-being of all employees.	a) https://www.praxisretail.in/assets/download/3-(a)-Policy-on-Well-being-of-Employees.pdf b) https://www.praxisretail.in/assets/download/3-(b)-Bereavement-Leave-Policy.pdf c) https://www.praxisretail.in/assets/download/3-(c)-My-Day-Policy.pdf d) https://www.praxisretail.in/assets/download/3-(d)-Prevention-of-Sexual-Harassment-Policy.pdf
Principle 4 (P4)	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.	https://www.praxisretail.in/assets/download/4-Policy-on-Stakeholder-Engagement.pdf
Principle 5 (P5)	Businesses should respect and promote human rights.	https://www.praxisretail.in/assets/download/5-Policy-on-Human-Rights.pdf

Principle 6 (P6)	Businesses should respect, protect and make efforts to restore the environment.	a) https://www.praxisretail.in/assets/download/6-(a)-Environment-Care-Policy.pdf b) https://www.praxisretail.in/assets/download/6-(b)-Policy-on-Safety-and-Health.pdf
Principle 7 (P7)	Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner.	https://www.praxisretail.in/assets/download/7-Policy-on-Influencing-Public-and-Regulatory-Policy.pdf
Principle 8 (P8)	Businesses should support inclusive growth and equitable development.	https://www.praxisretail.in/assets/download/8-CSR_Policy.pdf
Principle 9 (P9)	Businesses should engage with and provide value to their customers and consumers in a responsible manner.	https://www.praxisretail.in/assets/download/9-Policy-on-Delivering-Value-to-Customers-and-Consumer.pdf

Disclosure Questions	**P1**	**P2**	**P3**	**P4**	**P5**	**P6**	**P7**	**P8**	**P9**
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web Link of the Policies, if available	www.praxisretail.in/policies.html								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	N	N	N	N	N	N	N	N	N
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Y	Y	Y	Y	Y	Y	Y	Y	Y
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Collective efforts are taken by the Company and its stakeholders to adopt the policies to ensure a sustainable existence for all.								

	Governance, leadership and oversight	
7.	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements: The Company as a corporate understands its responsibility towards the social and environment issues. The Company is not engaged into any manufacturing activity and not in the business of products falling into essential category but always demonstrates responsible procurement in sourcing of products that meet the aspirational needs of our customers. Considering the fact that million of metric tons of non-biodegradable waste going into the seas and harming our marine life, the Company endeavors to create minimum environmental impact by and through its products and its packaging etc. To ensure sustainable development and co-existence and conclusive growth of all, sourcing of its products through local shops and vendors, and procure hand woven cotton bags by women entrepreneurs from small cities, towns etc.	
8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Managing Director
9.	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes. The Directors and Senior Management Team monitors various aspects of Social, Environmental & Governance responsibilities of the Company on a continuous basis. The Company's business responsibility performance is reviewed by the Board of Directors on an annual basis.

10. Details of Review of NGRBCs by the Company:

Subject for Review	**Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee**									**Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)**								
	P1	**P2**	**P3**	**P4**	**P5**	**P6**	**P7**	**P8**	**P9**	**P1**	**P2**	**P3**	**P4**	**P5**	**P6**	**P7**	**P8**	**P9**
Performance against above policies and follow up action	As a practice, BR policies of the Company are reviewed periodically or on a need basis by Senior Leadership Team and Executive Directors. During this assessment, the efficacy of the policies are reviewed and necessary changes to polices & procedures are implemented.																	
Compliance with statutoryrequirements of relevance to the principles, and, rectification of any non-compliances	The Company is in compliance with the existing regulations as applicable.																	

11.	Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	The policies are reviewed by the Senior Management Team and amended periodically. The risks factors - existing and potential, both are periodically reviewed by the Internal Auditors and placed before the Board of Directors.

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	All principles are covered by its respective Policies.								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	-								
It is planned to be done in the next financial year (Yes/No)	-								
Any other reason (please specify)	-								

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorised as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year –

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors Key Managerial Personnel	During the year, the Board of Directors and Key Managerial Personnel spent considerable time on various updates comprising of matters relating to business, regulatory, economy and environmental, social and governance.		
Employees other than BoD and KMPs	20	Topics addressed were: 1. Ethics, transparency and Accountability 2. Well-being of Employees 3. Customer Relations 4. Product learning modules 5. New product launch	90%

2. **Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in Financial Year 2021-22,:**

   The Company had voluntarily applied for settlement for a delayed intimation dated March 1, 2021 to BSE and NSE about the Order dated August 5, 2020 passed by Hon'ble Mumbai Bench of National Company Law Tribunal, (NCLT) in the matter of petition filed under section 9 of Insolvency and Bankruptcy Code, 2016 ("IBC") by an Operational Creditor, M/s. Profile Interiors. The Company vide this settlement application filed with SEBI, and Internal Committee meeting held on October 08, 2021 had proposed to pay ₹ 20,25,000/- (Rupees Twenty Lakh and Twenty Five Thousand only) as settlement amount, which was examined by the independent High Powered Advisory Committee (HPAC) and SEBI in principle agreed to accept the terms of the settlement and settle the matter upon payment of ₹ 20,25,000/- (Rupees Twenty Lakh and Twenty Five Thousand only) as settlement amount, which was paid by the Company within the time period specified.

3. **Details of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

   Nil

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

   Yes, Policy on Ethics, Transparency and Accountability restricts the employees of the Company from corruption and bribery practices. The Company has also adopted a Vigil Mechanism and Whistle Blower Policy that provide a formal mechanism to the Directors, employees and other external stakeholders to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides for adequate safeguards against victimisation of employees who avail of the mechanism.

   The Vigil Mechanism and Whistleblower Policy ensures that strict confidentiality is maintained in such cases and no unfair treatment is meted out to a Whistleblower.

   The Ethics, Transparency and Accountability and Vigil Mechanism and Whistle Blower Policy as adopted by the Company is available on the Company's website at https://www.praxisretail.in/assets/download/1-Policy-on-Ethics-Transparency-and-Accountability.pdf and https://www.praxisretail.in/assets/download/Vigil-Mechanism-and-Whistle-Blower-Policy.pdf

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:** Nil

6. **Details of complaints with regard to conflict of interest:** Nil

7. **Provide details of any corrective action taken or underway on issues related to fines / penalties/ action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest:** Not Applicable

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of awareness programmes held	Topics / principles covered under the training	% age of value chain partners covered (by value of business done with such partners)
2	P4: Training and Engagement program for fitters and Last Mile Delivery/Customer Delivery Associate team across India	98.35%
	P9: Call centre agents training on script, call centre process and customer grievance handling	82.76%

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

1) Yes, every Director of the Company discloses his concern or interest in any Company or Companies or bodies corporate, firms, or other association of individuals and any change therein, at the first Board Meeting in which he participates and thereafter at the first Board Meeting held in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, which includes the shareholding, in such manner as prescribed.

2) Further every Director of the Company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement entered into or to be entered into:

(a) With a body corporate in which such Director or such Director in association with any other Director, holds more than two percent shareholding of that body corporate or is a Promoter, Manager, Chief Executive Officer of that body corporate or;

(b) With a firm or other entity in which, such Director is a Partner, Owner or Member, as the case may be, discloses the nature of his concern or interest at the meeting of the board in which the contract or arrangement is discussed and does not participate in such meetings.

The details of the aforesaid transactions are also entered into a register prescribed for the purpose under the Companies Act, 2013 and placed before the board for noting.

3) Every director of the company discloses his material interest, if any, directly or indirectly, or on behalf of the third parties, in any transaction or matter directly affecting the company at the beginning of every year.

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

Since the Company is not into any manufacturing activity, No R&D and Capital Expenditure investments were made.

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes. The Company sources sustainable products under its HomeFashion category with sustainable raw materials like cotton and jute linen. Also, sources products such as river grass organizers, and other natural fabrics.

b. If yes, what percentage of inputs were sourced sustainably?

Approximately 22 % of total volume of inputs (Homeware Category) were sourced sustainably.

Note: % include sustainable and recyclable products

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for

Since the Company is into retail business, the Company demonstrates responsible procurement in sourcing of sustainable products, and has stepped up the robust initiatives and measures to comply with the provisions of Plastic Waste Management (Amendment) Rules, 2018.

Further, the Company endeavors to ensure that the suppliers adhere to our brand based sustainability targets for responsible supply chain fulfillments.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Not Applicable

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

Since the Company is not into manufacturing its business activities has nil or minimum impact on environment aspects. However, the Company is diligent on the matter, and would promptly consider / execute the control over the same if its business activities would in any way impact the environment, in future.

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Name of the Product / Service	Description of the risk / concern	Action Taken
Electricity used in the stores & offices	Carbon emissions	Implementation of HVAC efficiency

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

0.93% of recycled or reused input material was used for the Company's retail business.

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

Since the Company is not into manufacturing its business activities has nil or minimum impact on environment aspects, there is nil or negligible information which are not measurable.

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Not Applicable

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	1,295	1,295	100	NA	-	NA	NA	530	40.93	NA	-
Female	179	179	100	NA	-	88	49.16	NA	NA	NA	-
Total	**1,474**	**1,474**	**100.00**	**NA**	**-**	**88**	**5.97**	**530**	**35.96**	**NA**	**-**
Other than Permanent employees#											
Male	41	-	-	-	-	-	-	-	-	-	-
Female	7	-	-	-	-	-	-	-	-	-	-
Total	**48**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

* Accident insurance is covered under Health insurance policy.

Other than permanent employees are hired through third party resources and above benefits are provided by their respective employees

b. Details of measures for the well-being of workers:

The Company is not into the business of manufacturing activity and hence not required to employ any workers.

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2021-22 Current Financial Year			FY 2020-21 Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	-	Y	100	-	Y
Gratuity	37.87	-	NA	31.05	-	NA
ESI	46.27	-	Y	59.21	-	Y
Others – please specify	-	-	-	-	-	-

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Not applicable. However, Most of the offices/ workplace are well equipped for accessibility to differently abled persons.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

The Company believes in equal opportunity for all its employees, wherein the Company is committed to providing an inclusive work culture and an environment free from any discrimination. The Company at present do not have any policy as per the Rights of Persons with Disabilities Act, 2016, however, may adopt the same in future.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

The Company is determined as per its retention policy to retain its talented work force.

Gender	Permanent Employees		Permanent Workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	62	62	-	-
Female	6	5	-	-
Total	**68**	**100**	**-**	**-**

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

The Company has always believed in open and transparent communication. Employees are encouraged to share their concerns with their HODs, HR or the members of the Senior Leadership Team. The employees of the Company, irrespective of his/her hierarchy have access to the Leadership Team.

The Company also educate its employees on the prevention of sexual harassment at the workplace through awareness programmes.

The employee can raise their concern:

i. A formal letter to any member of Internal Complaints Committee (ICC)

ii. Aap Ki Aawaaz Phone Number/Hotline-022-68824900

iii. Dedicated email address posh@praxisretail.in and ethicsofficer@praxisretail.in

During the reporting period, no such case was reported.

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

The Company does not have any employee associations. The Company, however, recognises the right to freedom of association.

8. Details of training given to employees and workers:

Category	FY 2021-22 Current Financial Year					FY 2020-21 Previous Financial Year				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	1336	1,246	93.26	524	39.22	1531	1425	93.08	1293	84.45
Female	186	148	79.57	93	50.00	204	159	77.94	176	86.27
Total	**1,522**	**1,394**	**91.59**	**617**	**40.54**	**1735**	**1,584**	**91.30**	**1469**	**84.67**

9. Details of performance and career development reviews of employees and worker:

All employees are a part of the annual appraisal program wherein the yearly performances are measured on the basis of self-rating by the employees and their assessment by the reporting managers.

Further, during the year following training programs were also conducted for the existing top leadership and the aspiring ones to the top positions in the Company:

Training Programme	Details	Top leadership(s) covered	No. of participants
Emerging Leaders Program	Talent transformation program at the senior manager level, for identifying and grooming next level leaders in the organisation.	Corporate and Regional Heads	19
Accelerate your leadership Potential Program	The head of departments and Regional Heads intervention to coach and groom them as business heads capable of handling business like an entrepreneur.	Regional Heads and Department Heads	9

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

Due to the nature of the work, there are no critical Occupational Health and Safety (OH&S) risks. The Company has a policy on Health and Safety for its employees available on the Company's website at https://www.praxisretail.in/assets/download/6-(b)-Policy-on-Safety-and-Health.pdf

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Since the Company is not into manufacturing activity, there are no occupational health hazards, however the Company conducts audit to keep a control on the check points with respect to safety of employees at workplace.

c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)

Employees are trained to report unsafe conditions to their reporting managers.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes. All employees of the Company have access to non-occupational medical and healthcare services. The below policies have been formulated for the betterment of all employees.

- Group Personal Accident Policy
- Mediclaim Insurance Policy
- Critical Illness Policy
- Group Term Life Insurance Policy
- Contingency Loan Policy (For Medical Emergencies only on case to case basis)

There are some employees covered under ESI. Details are mentioned in Principle No. 3 above.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2021-22 Current Financial Year	FY 2020-21 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	NIL	NIL
Total recordable work-related injuries			
No. of fatalities			
High consequence work-related injury or ill-health (excluding fatalities)			

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

The Company provides a systematic way to ensure a safe and healthy workplace for all employees

Key measures taken includes –

a. Education on Health and Safety at workplace

b. Training on Disaster Management measures such as Fire Mock Drill etc.

13. Number of Complaints on the following made by employees and workers*:

	FY 2021-22 (Current Financial Year)			FY 2020-21 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	–	–	No Complaints were received	–	–	No Complaints were received
Health & Safety	–	–		–	–	

*Not Applicable

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	All the stores are periodically assessed.
Working Conditions	Not Applicable

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

The employees are not exposed to any kind of significant risk or concern at workplace.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Yes, employees are covered under Life Insurance.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

The Company engages with only those suppliers and value chain partners who comply with the country's Statutory requirements, any non-adherence to the statutory compliance which comes to the knowledge of the Company is viewed very seriously.

3. Provide the number of employees / workers having suffered high consequence work- related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

No such incident was reported by any of the employee.

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

Skill development and on job training have always been a part of the Company' HR policy. Ample opportunities and exposures are given to the identified competent talents across hierarchy levels.

5. Details on assessment of value chain partners:

Not Applicable

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

The Company has not so far received any report of significant risk / concern due to nil or minimum exposure to health hazards.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

Internal and external group of stakeholders have been identified. Presently the given stakeholder groups have the immediate impact on the operations and working of the company. This includes Employees, Shareholders & Investors, Customers, Communities and Vendors.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalised group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Websites)	Frequency of engagement (Annually / Half yearly/ Quarterly)	Purpose and scope of engagement including key topics and concerns raisedm during such engagement
Employees	No	Emails / meetings	Annual and as and when required	To maintain employer – employee connect
Vendors	No	Emails / meetings	As and when required	Business
Customers	No	SMS/ Website Emails /meetings	Ongoing	Customer Satisfaction / resolution
Shareholders & Investors	No	meetings	Annual	Requests / Resolution

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

The Company has always maintained that a constant and proactive engagement with our key stakeholders enables the Company to better communicate its strategies and performance.

A continuous connect enables aligning of expectations, thereby helping the Company to serve its stakeholders better. The Board is periodically reported on various developments and their deliberation / advice is sought upon.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

The Company has still not sought any such consultation.

The Company recognises that it is still in a 'learning phase' on various evolving aspects of ESG and hence stakeholder interactions are important.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalised stakeholder groups.

CSR activity is not applicable to the Company, but however the Company actively participates in the CSR activities organized at the group level. Kindly refer to the Corporate Social Responsibility Report given separately in Annual Report.

PRINCIPLE 5 Businesses should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2021-22 Current Financial Year			FY 2020-21 Previous Financial Year		
	Total (A)	No. of employees/ workers covered (B)	% (B / A)	Total (C)	No. of employees / workersm covered (D)	% (D / C)
Employees						
Permanent	1474	341	23%	1647	173	11%
Other than permanent	48	0	0%	88	0	0%
Total Employees	**1522**	**341**	**22%**	**1735**	**173**	**10%**

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2021-22 Current Financial Year					FY 2020-21 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Permanent										
Male	1295	789	60.93	506	39.07	1455	865	59.45	590	40.55
Female	179	83	46.37	96	53.63	192	85	44.27	107	55.73
Other than permanent										
Male	The off-roll employees are on contract basis, and hence their salaries are paid through third parties.									
Female										
Workers	Not Applicble, as the Company is not into manufacturing activity									

3. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	4*	4,80,000	3*	2,10,000
Key Managerial Personnel (KMP)	3	26,64,260	1	15,02,500
Employees other than BoD and KMP ^	1,291	2,42,804	178	2,20,316

*Board of Directors include 3 male and 3 female non-executive directors whose counts are excluded in the total employees' count.

^ For calculation purpose employees joined and resigned during the year were included.

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company has a HR department which addresses to human rights related issues or concerns. Dedicated email ids such as aapkiaawaaz@praxisretail.in, and email id Chief Ethics Officer heads as part of Vigil Mechanism and whistle blower policy have been created where employees and other stakeholders can raise their concerns / issues. Periodic review of the same is done by the Audit Committee

6. Number of Complaints on the following made by employees and workers:

	FY 2021-22 Current Financial Year			FY 2020-21 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	Nil	Nil		Nil	Nil	
Discrimination at workplace	Nil	Nil		Nil	Nil	
Child Labour	Not Applicable					
Forced Labour/ Involuntary Labour						
Wages						
Other human rights related issues						

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

Company has constituted a dedicated Internal Complaints Committee (ICC) which is composed of members from cross functional leadership, which independent decisions and actions as per Prevention of Sexual Harassment at Workplace Act 2013.

A dedicated email id with specific access to the Audit Committee chairperson has been provide to receive Whistle Blower complaints, if any and is made a part of the quarterly periodic reviews by the members of Audit Committee.

8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

The Company endeavors to cover the human rights requirements in its business agreements and contracts.

9. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	The Company is in compliance with the laws, as and where applicable.
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – please specify	

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above. Not Applicable

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaints.

So far the Company has not received any grievance / complaints with respect to human rights. However, the Company is committed to modify and adopt business process to redress the issues.

2. Details of the scope and coverage of any Human rights due-diligence conducted.

Various mechanism and policies with respect to Human rights are in place for redressal. The Company follows zero tolerance to child, forced or compulsory labour.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes all stores and offices

4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	The Company's code of conduct covers the policy on Human Rights and the value chain partners are required to adhere to the same.
Discrimination at workplace	
Child Labour	
Forced Labour/Involuntary Labour	
Wages	

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

So far, the Company has not received any complaint in the matter, hence no corrective action was taken.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2021-22 (Current Financial Year)*	FY 2020-21 (Previous Financial Year)*
Total electricity consumption (A)	61,55,151.39 units	50,00,474.00 units
Total fuel consumption (B)	–	–
Energy consumption through other sources (C)	–	–
Total energy consumption (A+B+C)	**61,55,151.39 units**	**50,00,474.00 units**
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	0.0015431 units	0.0015971 units
Energy intensity (optional) – the relevant metric may be selected by the entity	–	–

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

*Figures are not comparable with previous year owing to the pandemic, Office / Stores were intermittently closed.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not Applicable

3. Provide details of the following disclosures related to water, in the following format:

The Company's usage of water is primarily restricted to human consumption purposes only. Efforts have been made to ensure that water is consumed judiciously in the office premises. Sensor taps are installed in office washrooms to economise on water consumption. The Company ensures that the domestic waste (sewage) from offices and Stores are not let into water bodies.

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Not Applicable

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2021-22 (Current Financial Year)	FY 2020-21 (Previous Financial Year)
NOx	The Company is not into any manufacturing activity, and hence there is no emission of hazardous pollutants. There is normal consumption of energy by way of usage of air conditioners and electrical fixtures in stores and offices.		
Sox			
Particulate matter (PM)			
Persistent organic pollutants (POP)			
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others – please specify			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. Not Applicable

The Company is not into any manufacturing activity, and hence there is no emission of hazardous pollutants. There is normal consumption of energy by way of usage of air conditioners and electrical fixtures in stores and offices.

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Not Applicable

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2021-22 (Current Financial Year)	FY 2020-21 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste **(A)**	Not Applicable	Not Applicable
E-waste **(B)**	Not Applicable	Not Applicable
Bio-medical waste **(C)**	Not Applicable	Not Applicable
Construction and demolition waste **(D)**	Not Applicable	Not Applicable
Battery waste **(E)**	Not Applicable	Not Applicable
Radioactive waste **(F)**	Not Applicable	Not Applicable
Other Hazardous waste. Please specify, if any. **(G)**	Not Applicable	Not Applicable
Other Non-hazardous waste generated **(H)**. Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector) It includes Cardboard Carton	94,738 kgs	65,204 kgs
Total (A+B + C + D + E + F + G + H)	**94,738 kgs**	**65,204 kgs**

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	Not Applicable	
(ii) Re-used		
(iii) Other recovery operations		
Total		
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	None	None
(ii) Landfilling	None	None
(iii) Other disposal operations	None	None
Total		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The Company is not into manufacturing industry and hence there is no usage/disposal of hazardous and toxic chemicals. However, the Company follows an organised waste management practice through local scrap vendors who reuse, recycle and up-cycle the waste with minimum disposal in the environment. Approximately 22% of the total products sourced are sustainable and recyclable.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Not Applicable

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Not Applicable

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Yes. The Company is in compliance with applicable environment regulations.

Leadership Indicators

1. **Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:**

Parameter	FY 2021-22 (Current Financial Year)*	FY 2020-21 (Previous Financial Year)*
From renewable sources		
Total electricity consumption (A)	–	–
Total fuel consumption (B)	–	–
Energy consumption through other sources (C)	–	–
Total energy consumed from renewable sources (A+B+C)		
From non-renewable sources		
Total electricity consumption (D)	61,55,151.39 units	50,00,474.00 units
Total fuel consumption (E)	–	–
Energy consumption through other sources (F)	–	–
Total energy consumed from non-renewable sources (D+E+F)	**61,55,151.39 units**	**50,00,474.00 units**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

*Figures are not comparable with previous year owing to the pandemic, Office / Stores were intermittently closed.

2. **Provide the following details related to water discharged:**

   Not Applicable

3. **Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):**

   For each facility / plant located in areas of water stress, provide the following information:

(i) Name of the area

(ii) Nature of operations

(iii) Water withdrawal, consumption and discharge in the following format:

Not Applicable

4. **Please provide details of total Scope 3 emissions & its intensity, in the following format:**

   Not Applicable

5. **With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

   Not applicable

6. **If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:** None

7. **Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

   The Company follows a standard operating procedure to ensure business continuity and disaster management by training of employees by conducting mock drill and adopting awareness programs on disaster management to protect human life and property at times of emergencies / accidents etc. During the pandemic era, the Company adopted the means of communication to its employees educating them about safety and precautionary measures to be taken to protect themselves and their families.

   The Company's employees and products in stores and warehouses are appropriately insured to support the employees in case of untoward events and minimize the financial losses to the Company due to events beyond control of the Company. The Company's senior periodically review / amend the aforesaid procedures to accommodate the change in business practices and / or regulatory requirements.

8. **Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**

   The Company is engaged in retailing furniture & other homeware products. In this process, it evaluates environmental impact in stages of design, manufacture (through external vendors), management of inventory and disposal. The Company intends to achieve minimal environmental impact at each of these stages to ensure a sustainable product life cycle.

9. **Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

   For the reporting period, no assessment has been done.

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. **Number of affiliations with trade and industry chambers/ associations.** – The Company had no such affiliations for the period under review.

   b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.** – Not Applicable

2. **Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.**

   Not Applicable

Leadership Indicators

1. **Details of public policy positions advocated by the entity :** Not Applicable

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.** – Not Applicable

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:** Not Applicable

3. Describe the mechanisms to receive and redress grievances of the community.

The Company has processes in place to receive and redress concerns/grievances received from the employees and other stakeholders. (Please refer details in Principle 3).

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Parameter	FY 2021-22 Current Financial Year	FY 2020-21 Previous Financial Year
Directly sourced from MSMEs/ small producers	29%	24%
Sourced directly from within the district and neighbouring districts	Not Applicable	Not Applicable

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above): Not Applicable

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies: Not Applicable

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised /vulnerable groups? (Yes/No)

No

(b) From which marginalised /vulnerable groups do you procure?

Not Applicable

(c) What percentage of total procurement (by value) does it constitute?

Not Applicable

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

Not Applicable

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Not Applicable

6. Details of beneficiaries of CSR Projects:

Not Applicable. Refer **Annexure III** of Board Report forming part of this Annual Report.

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Company uses CRM system for 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.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

The Company's products do carry above information, however during the reporting period, the required information was not documented.

3. Number of consumer complaints in respect of the following:

	FY 2021-22 (Current Financial Year)		Remarks	FY 2020-21 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	NIL					
Advertising						
Cyber-security						
Delivery of essential services						
Restrictive Trade Practices						
Unfair Trade Practices						
Other#	34753	853	Eventually resolved	51904	746	Eventually resolved

The number of customer complaints / queries of the previous year as in Financial Year 2020-21 were owing to the COVID-19 pandemic, as our offices and stores were intermittently closed. For the Financial Year 2021-22 the complaints / queries were with respect to the significant increase in the online business, which is now on track.

4. Details of instances of product recalls on account of safety issues:

There was no such instance.

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

No. All agreements of service providers where cyber security and risks related to data privacy is involved either have a Non-Disclosure and confidentiality clause or is accompanied with a separate Non-Disclosure Agreement.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

The Company has so far not received any report on cyber security and data privacy issues with respect to customers; nor instances of product recalls due to safety issues ; neither has been imposed upon any penalty / action taken by regulatory authorities on safety of products / services

Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available). – www.hometown.in

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

The terms and conditions forming a part of the Purchase Order has all the care instructions about safe and responsible usage of the Company products, the information is also available on the Company's website: www.hometown.in

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

Not Applicable

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

Yes. The Company displays all requisite production formation on the product standard of Legal Metrology act 2009, Legal Metrology Packaged Commodities Rules, 2011, Legal Metrology (Numeration) Rules, 2011 and its amendments thereof and any allied act or rules.

Customers' surveys, customer data analytics and other customer research were carried out during the year, based on the business need.

5. Provide the following information relating to data breaches:

a. Number of instances of data breaches along-with impact

b. Percentage of data breaches involving personally identifiable information of customers

There were no such instances of data breaches during the year.

Disclaimer with respect to BRSR:

1. ***As on March 31, 2022, the Company does not fall within top 1000 Listed entities as per Market Capitalization.***
2. ***The Company is committed towards sustainable existence for one and all and in order to ensure this the Company shall endeavor to initiate the robust procedures as per the requirements of BRSR in the forthcoming years.***

FINANCIAL STATEMENTS

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, 2022, 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, 2022; and its profit and total comprehensive Income, 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. 44 of the financial statements, wherein the Company's networth is eroded due to losses incurred during the previous years, 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. 47 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
Valuation of Inventories	
As of March 31, 2022, the Company total inventory balance amounted to Rs.14,224.83 Lakhs, representing 48% of the total current assets of the financial statement and 35% of the total assets of the Company. Refer Note 9 of the financial statements. For accounting principles and relevant accounting policy on inventory refer Note 2.12 to the financial statement. 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 realisable 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. As such, we determined that this is a key audit matter.	Obtained Store/Warehouse wise list of the item from the management as at March 31, 2022. Obtained the Physical Verification report done by the stock auditor of the Company for different location for various cut off periods. We evaluated the appropriateness of the basis and processes used by management in determining the net realisable value of inventories. 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. We also evaluated the assumptions and estimates used by the management in determining the provision for slow and non-moving inventory

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

Independent Auditors' Report (Contd.)

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, 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.

Independent Auditors' Report (Contd.)

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 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, 2020 ("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, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022, 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. 42 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

Independent Auditors' Report (Contd.)

Company for the year ended March 31, 2022.

iv. (a) The management has represented to us that, to the best of it's knowledge and belief no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented to us that, to the best of it's knowledge and belief no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on our audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. The Company has not declared or paid any dividend during the year.

For Pathak H. D. & Associates LLP
Chartered Accountants
Firm Registration No. 107783W/W100593

Jigar T. Shah
Partner

Membership No. 161851
UDIN: 22161851ALLKLH1208

Place: Mumbai
Date: May 14, 2022

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, 2022

i. In respect of its Property Plant and Equipment:

(a) (A) Based on the records examined by us and information and explanation given to us the Company has maintained proper records showing full particulars, including quantitative details and situation of Property Plant and Equipment.

(B) Based on the records examined by us and information and explanation given to us the Company has maintained proper records showing full particulars of Intangible Assets.

(b) The Property Plant and Equipment were physically verified by the Management during the year and no material discrepancies were noticed on such physical verification.

(c) The Company does not have any immovable property; hence the provision of the clause 3(i)(c) of the said Order is not applicable to the Company.

(d) Based on the records examined by us and information and explanation given to us by the Company, the Company during the year has not revalued its Property Plant and Equipment (including rights of use assets) or intangible assets, hence, the requirements of the said clause i(d) of paragraph 3 of the Order is not applicable to the Company.

(e) According to the information and explanation and representation given to us by the management, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

ii. (a) According to the information and explanation given to us and records examined by us, the management of the Company has conducted physical verification of its inventories at regular intervals and in our opinion the coverage and procedure of such verification by the management is appropriate. As explained to us and on the basis of records examined by us, the value of discrepancies noticed on physical verification by the management did not exceed 10% or more in aggregate of each class of inventory.

(b) Based on the records examined by us and information and explanation given to us, the Company has been sanctioned working capital limits in excess of five crore rupees from banks on the basis of security of current assets, As represented by the management, Company is not required to file quarterly returns or statements with such bank as the said facility provided under Emergency Credit Line Guarantee (ECLG) Scheme and guaranteed by National credit guarantee trustee company Limited.

iii. (a) As per the information and explanations given to us and books of accounts and records examined by us, during the year Company has not provided loans or advance in nature of loans, any guarantee or security to companies, firms, Limited Liability Partnerships or any other entities.

(b) In our opinion and according to information and explanations given us and on the basis of our audit procedures, Company has not made investment, provided any guarantees or given security and has not granted loans, advances in the nature of loans during the year.

(c) Based on the records examined by us and information and explanation given to us, the Company has not given any loans secured or unsecured, to any companies, firms, limited liability partnerships or other parties hence the reporting requirement of clause iii(c), (d), (e), (f) of paragraph 3 of the Order is not applicable to the Company.

Annexure A to Independent Auditors' Report (Contd.)

iv. In our opinion and according to the information and explanations given to us, the Company has not directly or indirectly advanced loan to the persons covered under Section 185 of the Act or given guarantees or securities in connection with the loan taken by such persons and has complied with the provisions of section 186 of the Act, in respect of investments, loans, guarantee or security given, as applicable.

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 meaning of sections 73 to 76 of the Act and the Rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company. According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal.

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. Based on the records examined by us and according to the information and explanations given to us, in respect of statutory dues:

(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 goods and service tax, provident fund, employees' state insurance, income-tax, sales tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory 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) Details of statutory dues referred to in clause vii (a) above, which have not been deposited as on March 31, 2022 on account of disputes are given below

Name 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 [1]	AY 2018-19	CIT (Appeals), Mumbai
Income Tax Act, 1961	Income tax	50.72 [2]	AY 2019-20	CIT (Appeals), Mumbai
Income Tax Act, 1961	Income tax	28.96 [3]	AY 2020-21	CIT (Appeals), Mumbai

Includes [1] ₹ 6.82 Lakhs, [2] ₹ 10.14 Lakhs and [3,] ₹ 5.79 Lakhs paid under protest.

viii. According to information and explanation given to us and representation given by the management, there are no transactions surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. (a) Based on the examination of records and information and explanation given to us, the Company has not defaulted in repayment of its loans or payment of interest to any lender.

(b) According to the information and explanations given to us and on the basis of the representation received from the management, we report that the Company has not been declared as wilful defaulter by any banks, financial institution or government or any government authority.

(c) In our opinion and information and explanation given to us and based on the examination of

Annexure A to Independent Auditors' Report (Contd.)

records of the Company, the Company has not raised term loans from any lender and hence reporting under clause ix(c) of paragraph 3 of the Order is not applicable to the Company.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short term basis have been used for long-term purposes.

(e) In our opinion, and according to the information and explanations given to us, the Company does not have any subsidiaries, associates or joint ventures. Hence, the reporting requirements under clause (ix) (e) and (f) of paragraph 3 of the Order is not applicable.

x. (a) In our opinion and according to the information and explanations given to us, the Company has utilised the moneys raised by way of rights issue of equity shares for the purposes for which they were raised.

(b) In our opinion and according to the information and explanation given to us, the Company during the year has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause x(b) of paragraph 3 of the Order is not applicable to the Company.

xi. (a) Based on the audit procedures performed by us and according to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the year.

(b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Act has been filed by the auditors in form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the Management, there are no whistle-blower complaints have been received by the Company during the year.

xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of paragraph 3 of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Sections 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date, for the period under audit.

xv. 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 directors of its holding, subsidiary or associate company or persons connected with them, and hence provisions of Section 192 of the Act, are not applicable.

xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

(b) On the basis of examination of records and according to the information and explanation given to us by the Company, the Company has not conducted any Non-Banking Financial or Housing Finance activities hence the reporting requirements under clause xvi(b) of paragraph 3 of the Order is not applicable.

(c) In our opinion and according to the information and explanation given to us, the Company is not a Core Investment Company as defined in the regulations made by the Reserve Bank of India.

Annexure A to Independent Auditors' Report (Contd.)

(d) As represented by the management, the Group does not have any Core Investment Company as part of the Group as per the definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016.

xvii. Based on the examination of records, the Company has not incurred cash losses in the financial year 2021-22; however the Company has incurred cash losses ₹ 4,608.35 Lakhs in immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable.

xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, indicate that material uncertainty exists that may cast a significant doubt on the Company's ability to continue as a going concern.

We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. Based on the examination of records of the Company and information and explanations given to us, due to losses incurred, the conditions and requirements of section 135 of the act is not applicable to the company hence, paragraph 3(xx)(a) and (xx)(b) of the Order is not applicable.

For Pathak H. D. & Associates LLP
Chartered Accountants
Firm Registration No. 107783W/W100593

Jigar T. Shah
Partner

Membership No. 161851
UDIN: 22161851ALLKLH1208

Place: Mumbai
Date: May 14, 2022

PRAXIS
HOME RETAIL LIMITED

Annexure 'B' to the Independent Auditors'

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, 2022 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 authorisations of

Annexure 'B' to the Independent Auditors' (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, 2022, 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

Jigar T. Shah
Partner

Membership No. 161851
UDIN: 22161851ALLKLH1208

Place: Mumbai
Date: May 14, 2022

PRAXIS
HOME RETAIL LIMITED

Balance Sheet as at March 31, 2022

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2022	As at March 31, 2021
ASSETS			
1. Non-Current Assets			
Property, Plant and Equipment	3	88.20	41.30
Capital Work-In-Progress	5	118.64	-
Right-of-use Assets	34(a)	10,381.88	14,264.09
Other Intangible Assets	4	16.37	25.53
Financial Assets			
Other Financial Assets	6	267.60	10,235.01
Other Non-Current Assets	7	148.62	-
Advance Tax Assets	8	38.15	57.89
Total Non-Current Assets		**11,059.46**	**24,623.82**
2. Current Assets			
Inventories	9	14,224.83	9,164.34
Financial Assets			
Trade Receivables	10	600.40	1,203.82
Cash and Cash Equivalents	11	649.30	482.46
Bank Balance other than Cash and Cash Equivalents above	12	3.31	3.31
Other Financial Assets	6	12,367.72	2,407.18
Other Current Assets	7	2,080.50	1,839.53
Total Current Assets		**29,926.06**	**15,100.64**
Total Assets		**40,985.52**	**39,724.46**
Equity And Liabilities			
Equity			
Equity Share Capital	13	3,765.41	1,519.16
Instruments entirely Equity in Nature	14	-	1,405.00
Other Equity	15	(3,688.84)	(9,327.90)
Total Equity		**76.57**	**(6,403.74)**
Liabilities			
1. Non-Current Liabilities			
Financial Liabilities			
Borrowings	17	823.96	1,643.34
Lease Liabilities	34(b)	8,021.86	10,510.19
Provisions	16	371.12	474.88
Total Non-Current Liabilities		**9,216.94**	**12,628.41**
2. Current Liabilities			
Financial Liabilities			
Borrowings	17	7,420.96	6,984.46
Trade Payables			
-Total Outstanding dues of Small and Micro Enterprises	18	2,272.16	1,404.56
-Total Outstanding dues of Creditors other than Small and Micro Enterprises	18	12,324.52	13,785.41
Lease Liabilities	34(b)	4,552.70	5,895.88
Other Financial Liabilities	19	2,639.17	2,579.22
Other Current Liabilities	20	2,436.84	2,800.29
Provisions	16	45.66	49.97
Total Current Liabilities		**31,692.01**	**33,499.79**
Total Equity and Liabilities		**40,985.52**	**39,724.46**

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

Jigar T. Shah
Partner
Membership No.: 161851

Place : Mumbai
Date : May 14, 2022

Mahesh Shah
Managing Director
DIN:01488017

Samir Kedia
Chief Financial Officer

For and on behalf of Board of Directors

Harminder Sahni
Independent Director
DIN: 00576755

Smita Chowdhury
Company Secretary & Compliance Officer

Statement of Profit and Loss for the year ended March 31, 2022

(₹ in Lakhs)

Particulars	Note No.	Year Ended March 31, 2022	Year Ended March 31, 2021
INCOME			
Revenue From Operations	21	39,889.22	31,309.58
Other Income	22	8,214.46	6,557.95
Total Income		**48,103.68**	**37,867.53**
Expenses			
Purchase of Stock In Trade		28,801.83	16,337.16
Change in Inventories of Stock-In-Trade (Increase)/Decrease	23	(5,060.51)	8,441.53
Employee Benefits Expense	24	6,571.23	5,394.52
Rent including Lease Rentals		2,099.34	3,484.46
Finance Costs	25	2,302.79	3,422.57
Depreciation and Amortisation Expense	3 & 4	4,289.34	5,678.84
Other Expenses	26	7,676.10	5,431.97
Total Expenses		**46,680.12**	**48,191.05**
Profit/(Loss) Before Tax		**1,423.56**	(10,323.52)
Tax Expense	37		
- Current Tax		**-**	**-**
- Deferred Tax Charge/(Credit)		**-**	**-**
- Earlier year's tax		**-**	(1.37)
Profit/(Loss) For The Year		**1,423.56**	(10,322.15)
Other Comprehensive Income			
Items that will not be reclassified to statement of profit and loss			
(a) Remeasurements of Defined benefit plans- Gain/(Loss)	30	**38.48**	152.57
(b) Income Tax relating to above		-	-
Other Comprehensive Income/(Loss) For The Year		**38.48**	152.57
Total Comprehensive Income/(Loss) For The Year		**1,462.04**	**(10,169.58)**
Earnings Per Equity Share of Face Value of ₹ 5/- each	32		
Basic		**2.74**	(36.61)
Diluted		**2.74**	(36.61)

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

Jigar T. Shah
Partner
Membership No.: 161851

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Mahesh Shah
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Independent Director
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Smita Chowdhury
Company Secretary & Compliance Officer

PRAXIS
HOME RETAIL LIMITED

Statement of Cash Flow for the year ended March 31, 2022

(₹ in Lakhs)

Sr No.	Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
A	**Cash Flows From Operating Activities**		
	Profit / (Loss) Before Tax	**1,423.56**	(10,323.52)
	Adjustments For:		
	Depreciation and Amortisation Expenses	4,289.34	5,678.84
	Provision for Gratuity and Leave Encashment	97.84	184.83
	Finance Costs	2,253.79	3,377.61
	Unwinding Interest on Financial Instrument at Amortised Cost	49.00	44.97
	Employee stock option expenses	69.74	14.68
	Loss on Damaged/Shrinkage and Obsolete Inventory	267.10	912.05
	Write Back of Liabilities (Net)	(688.43)	(1,537.03)
	Rent Concessions	(2,445.23)	(4,979.51)
	Cash Generated (Used in)/from before Working Capital Changes	**5,316.71**	**(6,627.08)**
	Adjustments For:		
	Trade Receivables	603.42	806.38
	Loans, Other Financial Assets and Other Assets	(234.11)	271.16
	Inventories	(5,327.59)	7,529.48
	Trade Payables	2,540.31	4,034.15
	Other Financial Liabilities,Other Liabilities and Provisions	(544.91)	(973.59)
	Cash Generated from / (Used in) Operations	**2,353.83**	5,040.50
	Income Tax (Paid)/Refund	**19.75**	34.97
	Net Cash Flows Generated from / (Used in) Operating Activities	**2,373.58**	5,075.47
B	**Cash Flows From Investing Activities**		
	Payment for Purchase of Property, Plant and Equipment and Intangible Assets (Net of Capital Creditors)	(253.13)	(11.12)
	Net Cash flow Generated from / (Used In) Investing Activities	**(253.13)**	**(11.12)**

Statement of Cash Flow for the year ended March 31, 2022 (Contd.)

(₹ in Lakhs)

Sr No.	Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
C	**Cash Flows From Financing Activities**		
	(Repayment)/Proceeds from Short term Borrowings (Net)	(431.88)	(1,202.69)
	(Repayment)/Proceeds from Long term Borrowings (Net)	-	1,098.64
	Proceeds from Rights Issue	4,948.54	-
	Payment of Lease Liability (includes ₹ 1,440.36 Lakhs [March 31, 2021: ₹ 2,549.19 Lakhs] on Unwinding Interest of Lease Liabilities)	(5,641.44)	(4,214.50)
	Interest Paid	(828.82)	(867.30)
	Net Cash flow Generated from / (Used In) Financing Activities	**(1,953.60)**	(5,185.85)
	Net (Decrease) / Increase In Cash and Cash Equivalents	**166.84**	(121.50)
	Cash and Cash Equivalents (Opening Balance)	482.46	603.96
	Cash and Cash Equivalents (Closing Balance)	649.30	482.46

Note:

1) The accompanying notes are an integral part of the financial statements.
2) Changes arising from financing activities refer Note no. 38
3) Previous years' figures have been regrouped/rearranged wherever necessary

As per our report of even date attached

For Pathak H. D. & Associates LLP
Chartered Accountants
Firm Registration No. 107783W/W100593

Jigar T. Shah
Partner
Membership No.: 161851

Place : Mumbai
Date : May 14, 2022

Mahesh Shah
Managing Director
DIN:01488017

Samir Kedia
Chief Financial Officer

For and on behalf of Board of Directors

Harminder Sahni
Independent Director
DIN: 00576755

Smita Chowdhury
Company Secretary & Compliance Officer

PRAXIS
HOME RETAIL LIMITED

Statement of Change in Equity for the year ended March 31, 2022

(A) Equity Share Capital

(₹ in Lakhs)

Balance as at April 01, 2021	Changes in Equity Share Capital during the year	Balance as at March 31, 2022
1,519.16	2,246.25	**3,765.41**

(₹ in Lakhs)

Balance as at April 01, 2020	Changes in Equity Share Capital during the year	Balance as at March 31, 2021
1,381.66	137.50	1,519.16

(B) Instruments entirely Equity in Nature

0.01% Compulsorily Convertible Debentures	(₹ in Lakhs)
Balance as on April 01, 2020	**4,320.00**
Less : Pursuant to the Conversion of Compulsorily Convertible Debentures into Equity Shares (Refer Note no. 45)	(2,915.00)
Balance as on March 31, 2021	**1,405.00**
Less : Pursuant to the Conversion of Compulsorily Convertible Debentures into Equity Shares (Refer Note no. 45)	1,405.00
Balance as on March 31, 2022	**-**

(C) Other Equity

(₹ in Lakhs)

Particulars	Retained Earnings	Securities Premium	Capital Redemption Reserve	Capital Reserve	Share- Based Payment Reserve (Refer Note No. 32)	Total
Balance as at April 01, 2021	**(23,147.93)**	**5,807.50**	**5.00**	**7,968.34**	**39.16**	**(9,327.90)**
Profit/(Loss) for the year	1,423.56					1,423.56
Re-measurement Gain/(Loss) on Defined Benefit Plans	38.48					38.48
Total Comprehensive Income For The Year	**1,462.04**					**1,462.04**
Addition during the year					69.74	69.74
Addition during the year - Pursuant to the Conversion of Compulsorily Convertible Debentures into Equity Shares (Refer Note no. 45)		1,338.73				1,338.73
Addition during the year - Pursuant to Rights Issue (Refer Note no. 46)		2,768.55				2,768.55
Balance as at March 31 , 2022	**(21,685.89)**	**9,914.78**	**5.00**	**7,968.34**	**108.90**	**(3,688.84)**

Statement of Change in Equity for the year ended March 31, 2022 (contd.)

(₹ in Lakhs)

Particulars	Retained Earnings	Securities Premium	Capital Redemption Reserve	Capital Reserve	Share- Based Payment Reserve (Refer Note No. 32)	Total
Balance as at April 01, 2020	**(13,106.76)**	**3,030.00**	**5.00**	**7,968.34**	**152.90**	**(1,950.52)**
Profit/(Loss) for the year	(10,322.15)				-	(10,322.15)
Re-measurement Gain/(Loss) on Defined Benefit Plans	152.57					152.57
Total Comprehensive Income For The Year	**(10,169.58)**	**-**	**-**	**-**	**-**	**(10,169.58)**
Addition during the year					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. 45)		2,777.50				2,777.50
Balance as at March 31 , 2021	**(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

Jigar T.Shah
Partner

Membership No.: 161851

Place : Mumbai
Date : May 14, 2022

Mahesh Shah
Managing Director
DIN:01488017

Samir Kedia
Chief Financial Officer

For and on behalf of Board of Directors

Harminder Sahni
Independent Director
DIN: 00576755

Smita Chowdhury
Company Secretary & Compliance Officer

Notes to the financial statements for the year ended March 31, 2022

1. Corporate Information

Praxis Home Retail Limited ("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 Mumbai, Maharashtra, India.

These financial statements of the Company for the year ended March 31, 2022 were authorised for issue by the board of directors on May 14, 2022. 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 the Management becomes aware of such changes in the circumstances surrounding the estimates.

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

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 recognised 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.

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.

Subsequent costs are included in the asset's carrying amount or recognised 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.

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

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 amortisation 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 amortisation 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 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

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

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 realisation 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 categorisation (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.

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.

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

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 amortised cost) (Refer note 27) and Quantitative disclosures of fair value measurement hierarchy (Refer note 27).

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 realisable 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 realisable 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 amortised 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 recognises 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 Amortised cost

A Financial asset is subsequently measured at amortised 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. Interest income from these financial assets is included in other income using the effective interest rate method.

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

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 recognised 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 recognised 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

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

continued to be recognised to the extent of continuing involvement in the financial asset.

(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 amortised cost: After initial measurement, such financial liabilities are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised 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 amortisation 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 derecognised 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 recognised 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

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

that is not recognised because it is probable that an outflow of resources will not be required to settle the obligation. However, if the possibility 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 recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the notes to financial statements. A Contingent asset is not recognised 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

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised 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 recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

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 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 31.

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 March 30, 2019 and it replaces Ind AS 17 Leases, including appendices thereto. Ind AS 116 is effective for annual periods beginning on or after April 1, 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.

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 recognises 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 recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

The Ministry of Corporate Affairs vide notification dated July 24, 2020 and June 18, 2021, 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 01, 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 recognised 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 harmonise accounting policies.

2.25 Borrowing Costs

Borrowing cost includes interest, amortisation 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 capitalised during the period of time that is required to complete and prepare the asset for its intended

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

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 capitalisation.

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 23, 2022, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Amendment Rules, 2022. This notification has resulted into amendments in the following existing accounting standards which are applicable to Company from April 1, 2022:

i. Ind AS 101 – First time adoption of Ind AS.

ii. Ind AS 103 – Business Combination.

iii. Ind AS 109 – Financial Instrument.

iv. Ind AS 16 – Property, Plant and Equipment.

v. Ind AS 37 –Provisions, Contingent Liabilities and Contingent Assets.

vi. Ind AS 41 – Agriculture

Application of above standards are not expected to have any significant impact on the Company's financial statements.

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 recognised deferred tax asset which is primarily on account of unused 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 37 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

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

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 30 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 28 on financial risk management where credit risk and related impairment disclosures are made

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 no. 31.

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

3. Property, Plant and Equipment

(₹ in Lakhs)

Particulars	Office Equipment	Furniture and Fixture	Computers	Plant & Machinery	Electrical Installation	Total
Gross Carrying Amount						
As at April 01, 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**
Additions	3.60	42.12	21.36	0.39	6.94	74.41
As at March 31, 2022	**16.56**	**42.12**	**163.99**	**0.39**	**6.94**	**229.99**
Accumulated Depreciation						
As at April 01, 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**
Depreciation for the Year	1.91	1.13	24.31	0.02	0.14	27.51
As at March 31, 2022	**10.31**	**1.13**	**130.19**	**0.02**	**0.14**	**141.79**
Net Carrying Value						
As at March 31, 2021	4.55	-	36.75	-	-	41.30
As at March 31, 2022	**6.25**	**40.99**	**33.80**	**0.37**	**6.79**	**88.20**

4. Other Intangible Assets

(₹ in Lakhs)

Particulars	Computer Software	Total
Gross Carrying Amount		
As at April 01, 2020	**100.66**	**100.66**
Additions	-	-
As at March 31, 2021	**100.66**	**100.66**
Additions	0.90	0.90
As at March 31, 2022	**101.56**	**101.56**
Accumulated Amortisation		
As at April 01, 2020	**55.00**	**55.00**
Amortisation expense for the Year	20.13	20.13
As at March 31, 2021	**75.13**	**75.13**
Amortisation expense for the Year	10.07	10.07
As at March 31, 2022	**85.19**	**85.19**
Net Book Value		
As at March 31, 2021	25.53	25.53
As at March 31, 2022	**16.37**	**16.37**

Notes:-

(1) Intangible assets are other than internally generated

(2) Balance Useful life of Intangible assets - 2 to 5 years

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

5. Capital Work-In-Progress

(₹ in Lakhs)

Particulars	Total
As at April 01, 2021	-
Incurred during the year	170.85
Capitalised during the year	(52.21)
As at March 31, 2022	**118.64**

Ageing for Capital Work-in-Progress as on March 31, 2022

(₹ in Lakhs)

Particulars	Amount in CWIP for period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	118.64	-	-	-	118.64
Projects temporarily suspended	-	-	-	-	-
Total	**118.64**	**-**	**-**	**-**	**118.64**

Ageing for Capital Work-in-Progress as on March 31, 2021

(₹ in Lakhs)

Particulars	Amount in CWIP for period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

Note - The Company do not have any Capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan.

6. Other Financial Assets

(₹ in Lakhs)

Particulars	As at March 31, 2022		As at March 31, 2021	
Unsecured, Considered Good	**Current**	**Non Current**	**Current**	**Non Current**
Security Deposits	12,367.72	267.60	2,407.18	10,235.01
Total	**12,367.72**	**267.60**	**2,407.18**	**10,235.01**

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

7. Other Assets

(₹ in Lakh)

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non Current	Current	Non Current
Unsecured, Considered Good, Unless Otherwise Stated				
Advance to Suppliers	**631.03**	-	655.33	-
Capital Advances	**-**	148.62	-	
Advance to Employees	**8.67**	-	19.67	-
Prepaid Expenses	**224.58**	-	60.46	-
Balances with Statutory Authorities -Considered good	**1,216.22**	-	1,104.07	-
Balances with Statutory Authorities - Considered Doubtful	**-**	-	217.73	-
	2,080.50	148.62	2,057.26	-
Less : Provision for doubtful advances	**-**	-	(217.73)	-
Total	**2,080.50**	**148.62**	**1,839.53**	**-**

8. Advance Tax Assets

(₹ in Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Tax Deducted at source	**38.15**	57.89
Total	**38.15**	**57.89**

9. Inventories

(₹ in Lakh)

Particulars	As at March 31, 2022	As at March 31, 2021
Stock-in-Trade (Including stock in transit: ₹ 327.68 Lakhs. March 31, 2021: ₹ 318.13 Lakhs)	**14,228.00**	10,028.72
Packing Materials and Others	**117.46**	123.28
Less : Provision for Obsolete Inventory and Shrinkage	**(120.62)**	(987.67)
Total Inventories	**14,224.83**	9,164.33
(Valued at cost or Net Realisable Value whichever is lower)		

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

10. Trade Receivables

(₹ in Lakh)

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured considered good unless otherwise stated		
Considered Good	**600.40**	1,203.82
Credit Impaired	**75.01**	74.97
	675.41	1,278.79
Less : Allowance for doubtful debts	**(75.01)**	(74.97)
Total	**600.40**	1,203.82

Debtors ageing schedule as on March 31, 2022

(₹ in Lakhs)

Particulars	Outstanding for the following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade receivables – considered good	402.93	101.68	95.79	-	-	600.40
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	0.04	-	-	74.97	-	75.01
Disputed Trade Receivables – considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Total	**402.97**	**101.68**	**95.79**	**74.97**	**-**	**675.41**

Debtors ageing schedule as on March 31, 2021

(₹ in Lakhs)

Particulars	Outstanding for the following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade receivables – considered good	1,041.78	162.04	-	-	-	1,203.82
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

(₹ in Lakhs)

Particulars	Outstanding for the following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables – credit impaired	-	-	74.97	-	-	74.97
Disputed Trade Receivables – considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Total	**1,041.78**	**162.04**	**74.97**	**-**	**-**	**1,278.79**

11. Cash and Cash Equivalents

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
On Current Accounts	**604.04**	311.38
Cheques on Hand	**13.02**	144.64
Cash on Hand	**32.24**	26.44
Total	**649.30**	482.47

12. Bank Balance other than Cash and Cash Equivalents above

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Unpaid Share Money (Refer Note No. 39)	3.31	3.31
Total	**3.31**	3.31

13. Equity Share Capital

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Authorised		
10,00,00,000 equity shares of ₹ 5 each (March 31, 2021: 7,54,00,000, equity shares of ₹ 5 each)	**5,000.00**	3,770.00
6,30,000 preference shares of ₹ 100 each (March 31, 2021: 6,30,000, equity shares of ₹ 100 each)	**630.00**	630.00

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Issued		
7,53,13,330 equity shares of ₹ 5 each (March 31, 2021: 3,03,88,426, equity shares of ₹ 5 each)	**3,765.67**	1,519.42
Subscribed and Paid up		
7,53,08,112 equity shares of ₹ 5 each (March 31, 2021: 3,03,83,208, equity shares of ₹ 5 each)	**3,765.41**	1,519.16

(i) Reconciliation of Number of Equity Shares

(₹ in Lakhs)

Particulars	As at March 31, 2022		As at March 31, 2021	
	Number of Shares	₹ in lakhs	Number of Shares	₹ in lakhs
Opening Balance of Equity Shares of ₹ 5/- each	**3,03,88,426**	**1,519.42**	2,76,38,426	1,381.92
Add: Issue of Equity Shares of ₹ 5/- each pursuant to conversion of Compulsorily Convertible Debentures	**13,25,471**	**66.27**	27,50,000	137.50
Add : Shares issued during the year (Refer Note No. 46)	**4,35,99,433**	**2,179.97**	-	-
Total Shares issued	**7,53,13,330**	**3,765.67**	3,03,88,426	1,519.42
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	**7,53,08,112**	**3,765.41**	3,03,83,208	1,519.16

(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, 2022 (Contd.)

(iv) Details of Shares pledged

Particulars	As at March 31, 2022	As at March 31, 2021
No. of Shares pledged by promoters	1,61,33,790	-
No. of Shares under Locked in	70,75,471	57,50,000

(v) Shares in the Company held by each shareholder holding more than 5 % shares and number of Shares held are as under:

Name of Shareholder	As at March 31, 2022		As at March 31, 2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares				
Future Corporate Resources Private Limited	**1,89,98,654**	**25.23**	1,74,32,558	57.38
Surplus Finvest Private Limited	**1,79,37,578**	**23.82**	22,04,243	7.25
Mangal Bhansali & PACs	**39,10,100**	**5.19**	14,69,228	4.83
Bennett, Coleman & Company Limited and PACs	**23,13,861**	**3.07**	23,13,861	7.61

(vi) Disclosure of Shareholding of Promoters

Disclosure of Shareholding of Promoters as at March 31, 2022 is as follows:

Name of Promoter	As at March 31, 2022		As at March 31, 2021		% change during the year
	No. of Shares	Percentage of total shares	No. of Shares	Percentage of total shares	
Shri. Kishore Biyani	251	0.00%	106	0.00%	0.00%
Future Corporate Resources Private Limited	1,89,98,654	25.23%	1,74,32,558	57.38%	(32.15%)
Total	**1,89,98,905**	**25.23%**	**1,74,32,664**	**57.38%**	(32.15%)

Disclosure of Shareholding of Promoters as at March 31, 2021 is as follows:

Name of Promoter	As at March 31, 2021		As at March 31, 2020		% change during the year
	No. of Shares	Percentage of total shares	No. of Shares	Percentage of total shares	
Shri. Kishore Biyani	106	0.00%	106	0.000%	0.00%
Future Corporate Resources Private Limited	1,74,32,558	57.38%	1,46,82,558	53.13%	4.24%
Total	**1,74,32,664**	**57.38%**	**1,46,82,664**	**53.13%**	**4.24%**

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

(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, 2021 - 2,46,38,426)

(viii) As at March 31, 2022, 12,80,500 No. of Equity Shares (March 31,2021 No. of equity shares 75,500) are reserved for Issuance towards Outstanding Employee Stock Option granted. (Refer Note 31)

14. Instruments entirely Equity in Nature

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
0.01% Compulsorily Convertible Debentures (in nature of Equity) face value of ₹ 1,00,000/- each. (Refer Note no. 45)		
Opening Balance	**1,405.00**	4,320.00
Issued during the Year	-	-
Less: Pursuant to the Conversion of Compulsorily Convertible Debentures into Equity Shares	**1,405.00**	2,915.00
Closing Balance	**-**	1,405.00

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.

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.

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

15. Other Equity

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
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 Reserve		
Opening Balance	**5,807.50**	3,030.00
Pursuant to the Conversion of Compulsorily Convertible Debentures into Equity Shares (Refer Note no. 45)	**1,338.73**	2,777.50
Pursuant to the Rights Issue (Refer Note no. 46)	**2,768.55**	
Closing Balance	**9,914.78**	5,807.50
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. 31)		
Opening Balance	**39.16**	152.90
Addition During The Year	**69.74**	14.68
Adjustment pursuant to Employee Share Based Plan (ESOP Scheme)	**-**	(128.41)
Closing Balance	**108.90**	39.16
Retained Earnings		
Opening Balance	**(23,147.93)**	(13,106.74)
Profit/(Loss) For The Year	**1,423.56**	(10,322.16)
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	38.48	152.57
Income Tax relating to above	-	-
Closing Balance	**(21,685.89)**	(23,147.93)
Total	**(3,688.84)**	(9,327.93)

Nature and Purpose of Reserves:

a) Capital Reserve

During the financial year ended March 31, 2018, the capital reserve of ₹ 7,968.34 Lakhs recognised due to demerger of retail hometown division, pursuant to the composite scheme of arrangement with Future Retail Limited.

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

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 Reserve

Securities premium is created to record a sum equal to the aggregate amount of its premium received on the shares issued as per 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. 31.

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.

16. Non-Current Liabilities - Provisions

(₹ in Lakhs)

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non Current	Current	Non Current
Provision for Employee Benefits				
Gratuity	**14.13**	**260.82**	8.88	311.40
Compensated Absences	**31.53**	**110.30**	41.07	163.48
Total	**45.66**	**371.12**	49.96	474.88

17. Financial Liability-Borrowings

(₹ in Lakhs)

Particulars	As at March 31, 2022		As at March 31, 2021	
	Current	Non Current	Current	Non Current
Secured				
Loans from Banks				
-Working Capital Term Loan	**-**	**823.96**	-	1,098.64
-Current Maturities of Long term debt	**274.68**	**-**	-	-
Loan from Others	**4,902.58**	**-**	5,184.46	-
Unsecured				
Loan from Related Parties - Inter Corporate Deposits (Repayable on demand)	**1,650.00**	**-**	1,800.00	-
Current maturity of Preference shares	**593.70**	**-**	-	-
Preference Shares	**-**	**-**	-	544.70
Total	**7,420.96**	**823.96**	**6,984.46**	**1,643.34**

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

Security:

(A) The Working capital term loan 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 fixes aseets (both present and future) of the Company. Principal is repayble within 48 equal monthly installments commencing from April' 2022, Interest is payable at 9.25% per annum on monthly basis.

(B) Loan from Others is secured by way of pari passu charge on the current assets both present and future of the Company with Bajaj Finance Limited with a clause to route 2/3rd of card sales of the Company through Escrow account of lender.

(C) 6,30,000 non-cumulative redeemable preference shares of ₹ 100/- each, bearing coupon rate of 9% p.a. were alloted 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.

(D) Loan from Related Parties - Inter Corporate Deposit Interest is payable at 12% per annum.

(E) Company is not required to furnish Quarterly returns or statements of current assets with banks as the same is secured by way of 100% guaranteed by National credit guarantee trustee company Limited.

18. Trade Payables

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Total Outstanding dues of Small and Micro Enterprises	2,272.16	1,404.56
Total Outstanding dues of Creditors other than Small and Micro Enterprises	12,324.52	13,785.41
Total	**14,596.68**	**15,189.97**

Creditors ageing schedule as on March 31, 2022

(₹ in Lakhs)

Particulars	Outstanding for the following periods from due date of payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	2,272.16				2,272.16
(ii) Others	3,142.43	4,658.36	1,790.19	2,733.54	12,324.52
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	**5,414.59**	**4,658.36**	**1,790.19**	**2,733.54**	**14,596.68**

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

Creditors ageing schedule as on March 31, 2021

(₹ in Lakhs)

Particulars	Outstanding for the following periods from due date of payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	1,404.56	-	-	-	1,404.56
(ii) Others	8,430.42	2,202.16	416.37	2,736.46	13,785.41
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	**9,834.98**	**2,202.16**	**416.37**	**2,736.46**	**15,189.97**

19. Other Financial Liabilities-Current

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Salary and Employee benefits payable	**88.56**	489.74
Unclaimed Share Money on Fraction Shares (refer note 39)	**3.31**	3.31
Interest accrued on borrowings	**67.14**	82.55
Creditors for Capital Expenditure	**91.55**	2.16
Other Payables	**2,388.60**	2,001.47
Total	**2,639.17**	2,579.22

20. Other Current Liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Advances From Customers (Including gift vouchers)	2,295.66	2,631.21
Statutory dues payable	141.18	169.08
Total	**2,436.84**	2,800.29

21. Revenue From Operations

(₹ in Lakhs)

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Sale of Products	39,120.18	31,160.36
Other Operating Income		
- Commission Income	-	119.24
- Income from sale of Scrap	268.77	26.18

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

(₹ in Lakhs)

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
- Income from sale of entitlements (Refer note 40)	500.00	-
- Other Income	0.27	3.80
Total	**39,889.22**	**31,309.58**

22. Other Income

(₹ in Lakhs)

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Covid-19 Related Rent Concessions (Refer Note 34 & 40)	2,778.19	4,979.51
Covid-19 Related Other Concessions (Refer Note 40)	2,480.00	-
Recovery for damages (Refer Note 40)	1,635.13	-
Liabilities Written back	662.12	668.65
Excess Lease liabilities written back	26.31	868.37
Interest on Income Tax Refund	7.46	-
Other Miscellaneous Income	625.25	41.42
Total	**8,214.46**	6,557.95

23. Changes In Inventories of Stock-In-Trade

(₹ in Lakhs)

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Opening Inventories		
Stock-In-Trade	**9,164.33**	17,605.86
Closing Inventories		
Stock-In-Trade	**14,224.83**	9,164.33
(Increase)/Decrease	**(5,060.51)**	8,441.53

24. Employee Benefits Expense

(₹ in Lakhs)

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Salaries, Wages and Bonus	**5,785.85**	4,776.08
Contribution to Provident and Other Fund (Refer Note No. 30)	**437.76**	409.29
Employee Stock Option Expense (Refer Note No. 31)	**69.74**	14.68
Staff Welfare Expenses	**277.88**	194.48
Total	**6,571.23**	5,394.52

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

25. Finance Costs

(₹ in Lakhs)

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Interest on Borrowings	**798.20**	819.85
Unwinding Interest on Lease Liabilities	**1,440.36**	2,549.19
Unwinding Interest on Financial Instrument at Amortised Cost	**49.00**	44.97
Other Finance Costs	**15.23**	8.57
Total	**2,302.79**	3,422.57

26. Other Expenses

(₹ in Lakhs)

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Power & Fuel	**795.11**	829.37
Repairs and Maintenance	**134.69**	115.51
Insurance	**39.84**	72.50
Rates and Taxes	**100.33**	79.84
Travelling & Conveyance	**267.38**	135.19
Advertisement and Marketing	**2,773.86**	623.20
Inventory Shrinkage/Damage	**194.49**	32.15
Provision for Obsolete Inventory and Shrinkage	**72.61**	879.89
Legal & Professional	**794.62**	618.51
Balances with government authorities written off	**217.73**	-
Less : Reversal of Provision of doubtful advances	**(217.73)**	-
Inventory scrapped	**939.66**	-
Less : Reversal of Provision for slow moving inventory	**(939.66)**	-
Loss on Foreign Currency translation or transactions	**103.78**	34.96
Subvention and Credit Card Charges	**1,043.78**	838.57
Miscellaneous Expenses	**1,355.61**	1,172.27
Total	**7,676.10**	5,431.97

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

27. Fair value measurements:

(a) Financial instruments by category

(₹ in Lakhs)

Particulars	As at March 31, 2022 Amortised cost	As at March 31, 2021 Amortised cost
Financial assets		
Trade Receivables	600.40	1,203.82
Cash and cash equivalents	649.30	482.46
Bank Balance other than Cash and Cash Equivalents above	3.31	3.31
Other Financial Assets-Security Deposits	12,635.32	12,642.19
Total financial assets	**13,888.33**	14,331.78
Financial liabilities		
Borrowings	8,244.92	8,627.80
Lease Liabilities	12,574.56	16,406.07
Trade payables	14,596.68	15,189.97
Other financial liabilities	2,639.17	2,579.22
Total financial liabilities	**38,055.32**	42,803.06

(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, 2022

(₹ in Lakhs)

Particulars	Level 1	Level 2	Level 3	Total
Financial assets				
Security deposits	-	-	12,635.32	**12,635.32**
Total financial assets	-	-	12,635.32	**12,635.32**
Financial Liabilities				
Borrowings	-	8,244.92	-	**8,244.92**
Total financial liabilities	-	8,244.92	-	**8,244.92**

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

Assets and liabilities which are measured at amortised cost for which fair values are disclosed as at March 31, 2021

(₹ in Lakhs)

Particulars	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

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 lease liabilities, 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.

28. 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 exposed to credit risk from its operating activities primarily trade receivable amounting to ₹ 600.40 Lakhs, and ₹ 1,203.82 Lakhs as on March 31, 2022 and March 31, 2021 respectively.

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

Since Company operates on business model of primarily cash and carry, credit risk from receivable perspective is insignificant.

(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 Lakhs)

March 31, 2022	Less than 1 year	More than 1 Year	Total
Interest bearing borrowings*	8,190.40	938.57	9,128.97
Trade Payables	14,596.68	-	14,596.68
Lease Liabilities	4,552.70	14,280.04	18,832.74
Other Financial Liabilities	2,639.17	-	2,639.17
Total	**29,978.95**	**15,218.61**	**45,197.56**

(₹ in Lakhs)

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	15,189.97	-	15,189.97
Lease Liabilities	5,895.88	20,354.15	26,250.03
Other Financial Liabilities	2,579.22	-	2,579.22
Total	**31,438.94**	**22,286.41**	**53,725.35**

*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 which 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 Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Variable Rate Borrowings	6,001.22	6,283.11
Fixed Rate Borrowings	1,650.00	2,344.70
Total	**7,651.22**	**8,627.81**

Notes to the financial statements for the year ended March 31, 2022 (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 Lakhs)

Impact on Profit/(Loss) after tax	As at March 31, 2022	As at March 31, 2021
Interest rates increase by 100 basis points	60.01	62.83
Interest rates decrease by 100 basis points	(60.01)	(62.83)

(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 Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Trade Payable		
US Dollar (USD)	10.21	1.27

A 5% strengthening in USD will decrease the profit for the year by ₹ 38.71 Lakhs (March 31, 2021 - ₹ 4.67 Lakhs) and a 5% weakening in USD will increase the profit for the year by ₹ 38.71 Lakhs (March 31, 2021 - ₹ 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.

29. 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 maximise 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.

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Borrowings	8,244.92	8,627.80
Less: Cash and Cash Equivalents	649.30	482.46
Net Debt (A)	**7,595.62**	8,145.34
Equity	3,765.41	1,519.16
Instruments entirely Equity in Nature	-	1,405.00
Other Equity	(3,688.84)	(9,327.90)
Total Capital (B)	**76.57**	(6,403.74)
Capital and Net Debt (C = A + B)	**7,672.19**	1,741.60
Gearing Ratio (D = A/C)	**0.99 times**	4.68 times

(B) Dividends: The Company has not paid any dividend during the year.

30. 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: ₹ 366.82 Lakhs (March 31, 2021 - ₹ 286.44 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, 2022. The following table sets forth the status of the various defined benefit plans of the Company and the amounts recognised in the Balance Sheet and Statement of Profit and Loss.

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

(a) Change in Present Value of Defined Benefit Obligations

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Defined Benefit Obligation at the beginning of the year	**320.28**	383.49
Service Cost	**48.82**	97.82
Interest Cost	**22.11**	25.02
Benefits Paid	**(77.79)**	(33.49)
Re-measurement-Actuarial (gains)/losses	**(38.48)**	(152.57)
Defined Benefit Obligation at the end of the year	**274.94**	320.28

(b) Net Defined Benefit Liability / (Assets)

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Defined Benefit Obligation	**274.94**	320.28
Fair value of Plan Assets	**-**	-
(Surplus) / Deficit	**274.94**	320.28
Effects of Assets Ceiling	**-**	-
Net Defined Benefit Liability / (Assets)	**274.94**	320.28

(c) Total Expenses Recognised in the Statement of Profit and Loss

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Current Service Cost	**48.82**	97.82
Net interest on the net defined benefit liability/assets	**22.11**	25.02
Total Expenses Recognised in the Statement of Profit and Loss	**70.93**	122.84

(d) Remeasurement effects recognised in Other Comprehensive Income (OCI)

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Actuarial (Gains)/Losses	22.35	(17.15)
Gain / (Loss) from change in financial assumptions	(75.81)	(41.77)
Gain / (Loss) from change in demographic assumptions	14.98	(93.65)
Total (Gain) / Loss included in OCI	(38.48)	(152.57)

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

(e) Reconciliation of Amounts in Balance Sheet

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Defined Benefit Obligation at the beginning of the year	320.28	383.49
Defined Benefit cost included in Profit and Loss	70.93	122.84
Total amount included in OCI	(38.48)	(152.57)
Benefits paid	(77.79)	(33.49)
Defined Benefit Obligation at the end of the year	274.94	320.28

(f) Reconciliation of Amounts in Statement of Other Comprehensive Income

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
OCI (Income) / Loss at the beginning of the year	**(31.58)**	120.99
Total Remeasurement included in OCI	**(38.48)**	(152.57)
OCI (Income) / Loss at the end of the year	**(70.06)**	(31.58)

(g) Expected Maturity Profile of Defined Benefit Obligation

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Year 1	**14.12**	8.88
Year 2	**19.68**	11.23
Year 3	**20.49**	16.43
Year 4	**25.53**	17.17
Year 5	**31.39**	22.60
Years 6 to 10	**213.18**	210.16
Above 10 Years	**2,133.03**	3,936.63

(h) Assumptions

Particulars	As at March 31, 2022	As at March 31, 2021
Discount Rate	**7.23%**	7.00%
Expected rate of Salary increase	**2% flat**	4% flat
Mortality Rate	**IALM (2012-14) ultimate**	IALM (2012-14) ultimate
Withdrawal Rate	**Service < 5 Years : 28% Service > 5 Years : 3%**	Service < 5 Years : 30% Service > 5 Years : 2%
Retirement age	**58 Years**	58 Years

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

(i) Sensitivity Analysis

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Discount Rate		
Discount Rate -100 basis points	**305.99**	366.67
Discount Rate +100 basis points	**248.45**	281.59
Salary increase rate		
Rate -100 basis points	**248.17**	281.98
Rate +100 basis points	**305.83**	365.05

31. Share-Based Payments

(a) Scheme Details

Praxis SVAR Plan - 2018

The ESOP Plan titled as Praxis Home Retail Limited Share Value Appreciation Rights, Plan – 2018 ("Praxis SVAR Plan - 2018") was approved by the Board of Directors at its meeting held on August 6, 2018 and the same was also passed by way of a special resolution by the Shareholders of the Company in terms of erstwhile SEBI (Share Based Employee Benefits) Regulations, 2014 at the annual general meeting held on September 18, 2018. In aggregate, 9,75,000 stock options were covered under the Praxis SVAR Plan – 2018.

During the year 2018-19, the Nomination and Remuneration Committee ("NRC") of the Company had granted 4,66,500 options under the Praxis SVAR Plan - 2018 to director and employees of the Company. The options granted are convertible into equal number of equity shares of face value ₹ 5/- each. The exercise price of each option is ₹ 176/- (including ₹ 171/- as share premium). The options were subject to a minimum vesting period of 1 (one) year from the date of grant.

Thereafter, during the financial year 2019-20, 2020-21 & 2021-22, no stock options were granted under Praxis SVAR Plan - 2018.

Praxis Employee Stock Option Plan -2021

The ESOP Plan titled as Praxis Home Retail Limited, Employee Stock Option Plan – 2021 ("ESOP - 2021") was approved by the Board of Directors at its meeting held on October 27, 2021 and the same was also passed by way of a special resolution by the Shareholders of the Company in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 by way of postal ballot approved on December 12, 2021. In aggregate, 20,00,000 stock options were covered under the ESOP – 2021.

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

During the year 2021-22, the Nomination and Remuneration Committee ("NRC") of the Company has granted 12,05,000 options under the ESOP Plan – 2021 to director and employees of the Company. The options granted are convertible into equal number of equity shares of face value ₹ 5/- each. The exercise price of each option is ₹ 5/-. The options were subject to a minimum vesting period of 1 (one) year from the date of grant.

The following share-based payment arrangements are in existence during the financial year 2021-22.

Option Series	Number of Options Granted	Grant Date	Vesting Date	Exercise Price (₹)	Fair Value at Grant Date (₹)
Praxis SVAR Plan - 2018	2,48,000	27/3/2019	*	176.00	67.38
Praxis SVAR Plan - 2018	1,14,750	27/3/2019	**	176.00	88.40
Praxis Employee Stock Option Plan -2021	12,05,000	27/1/2022	***	5.00	65.15

Option can be Exercised within three years from the date of Vesting of Options.

* The options granted shall vest over a period of 3 years from the date of the grant (in the ratio of 40% in Year 1, 40% in Year 2 and 20% in Year 3) in the manner specified in the resolution passed by the NRC while granting the options.

** The options granted shall vest over a period of 5 years from the date of the grant (in the ratio of 15% in Year 1, 15% in Year 2, 20% in Year 3, 20% in Year 4 and 30% in Year 5) in the manner specified in the resolution passed by the NRC while granting the options.

*** The options granted shall vest over a period of 3 years from the date of the grant (in the ratio of 40% in Year 1, 30% in Year 2 and 30% in Year 3) in the manner specified in the resolution passed by the NRC while granting the options.

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

(b) Movement of Share Option

Particulars	As at March 31, 2022	As at March 31, 2021
Outstanding at the beginning of the year	**75,500**	3,62,750
Granted During the year	**12,05,000**	-
Expired /cancelled during the year	**-**	2,87,250
Exercised during the year	**-**	-
Outstanding at the end of the year	**12,80,500**	75,500
Exercisable at the end of the year	**37,750**	22,650

The share options outstanding at the end of the year had a weighted average remaining contractual life of 1,697 days (2021 : 1,585 days)

(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.

Method and Assumptions used to estimate the fair value of options granted during the previous year:

	Praxis SVAR Plan - 2018		Praxis Employee Stock Option Plan - 2021
Particulars	**For 3 year vesting period**	**For 5 year vesting period**	**For 3 year vesting period**
Risk Free Interest Rate	**6.83%**	**7.12%**	**5.72%**
Expected Life	**3.3 Years**	**5.85 Years**	**3.4 Years**
Expected Volatility	**46.10%**	**46.10%**	**55.94%**
Dividend Yield	**0.00%**	**0.00%**	**0.00%**
Exercise Price	**176.00**	**176.00**	**5.00**

(d) Compensation Expenses arising on account of the Share Based Payments

(₹ in Lakhs)

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Expenses arising from equity – settled share-based payment transactions	**69.74**	14.68

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

32. Earnings Per Share (EPS)

Statement of Calculation of Basic and Diluted EPS is as under:

Particulars	As at March 31, 2022	As at March 31, 2021
Profit/(Loss) for the year (₹ in Lakhs)	**1,423.56**	(10,322.15)
Weighted average number of Equity Share for Basic EPS	**5,19,31,355**	2,81,98,276
Nominal Value per Equity Share (₹)	**5/-**	5/-
Earning/(Loss) per Equity Share - Basic (₹)	**2.74**	(36.61)
Weighted average number of Equity Share for Diluted EPS	**5,19,31,355**	2,81,98,276
Nominal Value per Equity Share (₹)	**5/-**	5/-
Earning/(Loss) per Equity Share - Diluted (₹)	**2.74**	*(36.61)

* In calculating diluted earning per share for the previous year, Conversion of Compulsorily Convertible Debentures (CCDs) is not considered since the impact of the same is anti dilutive.

33. Assets pledged as security for Exclusive and Paripassu charge

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Non-Current Assets		
Non-Financial Assets		
Property, Plant and Equipment	**88.20**	41.30
Current Assets		
Financial Assets		
Trade receivables	**600.40**	1,203.82
Cash and bank balances	**649.30**	482.46
Bank Balance other than Cash and Cash Equivalents above	**3.31**	3.31
Loans	**12,367.72**	2,407.18
Non-Financials Assets		
Inventories	**14,224.83**	9,164.34
Other current assets	**2,080.50**	1,839.53
Total assets pledged as security	**30,014.26**	15,141.94

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

34. 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 recognising a right of use assets an amount equal to the lease liability of ₹ 31,456.44 Lakhs as at April 1, 2019.

(a) Carrying amounts of Lease assets recognised and the movements during the year

(₹ in Lakhs)

Particulars	March 31, 2022			March 31, 2021		
	Office Equipments	Buildings	Total	Office Equipments	Buildings	Total
Opening Balance	**3,174.01**	**11,090.08**	**14,264.09**	5,078.43	21,880.79	26,959.22
Additions	**-**	**503.43**	**503.43**	-	-	-
Deletions	**-**	**(133.87)**	**(133.87)**	-	(7,072.83)	(7,072.83)
Depreciation Expenses	**(1,904.42)**	**(2,347.35)**	**(4,251.77)**	(1,904.42)	(3,717.88)	(5,622.30)
Balance at the end of the year	**1,269.59**	**9,112.29**	**10,381.88**	3,174.01	11,090.08	14,264.09

(b) Carrying amounts of lease liabilities and the movements during the year

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Opening Balance (Buildings and Office Equipments)	**16,406.07**	28,747.35
Additions	**503.43**	-
Finance Charge accrued during the year	**1,440.36**	2,549.19
Payment of Lease Liabilities	**(5,615.13)**	(4,214.50)
Liabilities transferred to Vendor's Account	**-**	(2,734.76)
Deletions	**(160.18)**	(7,941.21)
Balance at the end of the year	**12,574.56**	16,406.07
Current	**4,552.70**	5,895.88
Non-current	**8,021.86**	10,510.19

The effective interest rate for lease liabilities is 10.15% as on March 31, 2022 (10.15% as on April 1, 2021)

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

(c) The following are the amounts recognised in statement of profit and loss

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Depreciation expense of Lease assets	**4,251.77**	5,622.30
Interest expense on Lease liabilities	**1,440.36**	2,549.19
Expense relating to short term leases/Variable Lease Payments (included in Rent including Lease Rentals)	**2,099.34**	3,484.46
Total amount recognised in statement of profit and loss	**7,791.48**	11,655.95

(d) Covid-19 Related Rent Concessions :

The Ministry of Corporate Affairs vide notification dated July 24, 2020 and June 18, 2021, 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 01, 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 recognised the impact of such rent concession in the Statement of Profit and Loss.

Accordingly rent concession of ₹ 2,778.19 Lakhs and ₹ 4,979.51 Lakhs for the year ended March 31, 2022 and March 31, 2021 respectively are accounted under the head other income.

(e) Following table provides information on the Company's variable Lease payments including the magnitude in relation to fixed payments

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Fixed rent	**4,902.15**	5,734.15
Variable rent with minimum payment	**891.59**	1,889.55
Variable rent only	**1,188.55**	1,549.22

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:-

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
The total future minimum lease rent payable at the Balance Sheet date :		
- For a period not later than one year	**4,552.70**	5,895.88
- For a period later than one year and not later than 5 years	**8,822.39**	12,496.06
- For a period later than five years	**5,457.65**	7,858.09

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

35. 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.

36. Disclosure under Micro, Small and Medium Enterprise Development Act, 2006

(₹ in Lakhs)

Particulars	March 31, 2022	March 31, 2021
Principal amount due to suppliers as at the year end	**2,272.16**	1,404.56
Interest accrued, due to suppliers on the above amount, and unpaid as at the year end	**45.59**	33.77
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	**45.59**	33.77
Amount of Interest accrued and remaining unpaid at the end of each accounting year to suppliers	**45.59**	33.77
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	**45.59**	33.77

37. Income Tax Expense

(i) Income Tax recognised in Statement of Profit and Loss

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
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)
Income Tax relating to Other Comprehensive Income	**-**	-
Total Income Tax Expense/(Income)	**-**	(1.37)

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

(ii) Reconciliation of Tax Expenses

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Profit/(Loss) before tax	**1,423.56**	(10,323.52)
Applicable Tax Rate	26.00%	26.00%
Tax at the Indian tax rate	370.13	(2,684.11)
The effect of amounts which are not deductible in calculating taxable income		
Expenses not allowed for tax purposes	192.64	486.48
Utilisation of bought forward losses	(562.77)	-
Business loss on which no deferred tax asset is recognised	-	2,197.63
Earlier year's tax	-	1.37
Reversal of Deferred Tax asset recognised during the previous years	-	-
Tax Expense charged to the Statement of Profit and Loss	-	1.37

(iii) Amount on which Deferred Tax Assets not Recognised

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Unused Tax Losses	29,002.67	32,313.94
Deferred Tax Assets	7,540.69	8,401.62

(iv) Year wise expiry of such losses as at March 31, 2022 is as under:

(₹ in Lakhs)

Particulars	As at March 31, 2022
Expiring within 1 year	6,256.98
Expiring within 1 to 5 years	6,531.48
Expiring within 5 to 8 years	15,759.10
Without expiry limit	455.11
Total	**29,002.67**

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

(v) Components of Deferred Tax Assets

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Deferred Tax Assets on account of :		
Unabsorbed brought forward losses	7,540.69	8,401.62
Property plant and Equipment	(22.22)	11.29
Provisions	(15.43)	(12.77)
Closing balance	**7,503.04**	**8,400.14**

38. Disclosure pursuant to para 44 A to 44 E of Ind AS 7 - Statement of cash flows

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Long term Borrowings		
Opening Balance (A)	1,643.34	499.73
Availed during the year (B)	-	1,098.64
Reclassfied to Short term Borrowings (C)	819.38	
Changes in Fair Value		
- Impact of Effective Rate of Interest (D)	-	44.97
- Impact of fair value measurement (E)	-	-
Closing Balance (F = A + B - C + E +F)	**823.96**	1,643.34
Short term Borrowings		
Opening Balance (A)	6,984.46	8,669.62
- Current		
Availed during the year (B)	1,750.00	2,100.00
Repaid During the year (C)	2,181.88	3,302.69
Transferred (D)	-	482.47
Reclassfied from Long term Borrowings (E)	819.38	
Changes in Fair Value		
- Impact of Effective Rate of Interest (F)	49.00	-
- Impact of fair value measurement (G)	-	-
Closing Balance (H = A + B - C - D + E + F + G)	**7,420.96**	6,984.46
Interest Expenses		
Opening Interest accrued on borrowings (A)	**82.55**	121.42
Interest Expense (B)	**2,302.79**	3,422.57
Closing Interest accrued on borrowings (C)	**67.14**	82.55
Changes in Fair Value		
- Impact of Effective Rate of Interest (D)	**49.00**	44.97
Interest paid (F = B + A - C - D)	**2,269.20**	3,416.47

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

39. 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.

40. 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 till October 11, 2021	Future Corporate Resources Private Limited
(ii) Investing Party w.e.f October 12, 2021	Future Corporate Resources Private Limited
(iii) Person having influence over Holding Company / Investing Party	Shri. Kishore Biyani

(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. U2L Learning Solutions Limited (f.k.a. Future Sharp Skills Limited)
	5. Future Supply Chain Solutions Limited
	6. Future Enterprises Limited
	7. Future Market Networks Limited
	8. Future Consumer Limited
	9. Future Brands Limited
	10. Nufuture Digital (India) Limited
	11. City Centre Mall Nashik Private Limited
	12. Future Coupons Limited
	13. Surplus Finvest Private Limited
	14. Future Brands Limited
	15. Future Media (India) Limited
	16. Future Ideas Company Limited

(c) Key Management Personnel :

Mr. Sandeep Sharma (CEO) from April 6,2021 upto May 31, 2021

Mr. Mahesh Shah (Managing Director) w.e.f May 5, 2021

Mr. Vikash Kabra (Dy. Chief Financial Officer) upto January 27, 2022

Mr. Samir Kedia (Chief Financial Officer) w.e.f. January 27, 2022

Ms. Smita Chowdhury (Company Secretary and Compliance Officer)

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

1. Transaction with Related Parties

(₹ in Lakhs)

Nature of Transactions	Holding Company (upto October 11, 2021)	Investing Party (w.e.f. October 12, 2021)	Enterprises over which Companies/ individual described in (a) have control/ significant influence	Key Management Personnel
Purchases	-	-	2,630.06	-
	-	-	(4,967.44)	-
Sales	-	-	133.27	-
	-	-	(26.20)	-
Sale of Gift Vouchers**	-	-	550.00	-
	-	-	-	-
Sale of Entitlements	-	-	500.00	-
	-	-	-	-
Other Income	-	-	335.15	-
	-	-	-	-
Covid-19 Related Rent Concessions	-	-	2,060.96	-
	-	-	(3,209.28)	-
Covid-19 Related Other Concessions	-	-	2,480.00	-
	-	-	-	-
Advertisement and Marketing Expenses	-	-	-	-
	(38.59)		-	-
Rent including Lease Rentals	-	-	3,937.37	-
	-	-	(5,274.22)	-
Other Expenses	-	-	90.09	-
	-	-	(372.49)	-
Insurance Premium	-	-	43.07	-
	-	-	(112.55)	-
Interest Expenses	18.05	2.07	207.30	-
	(11.80)	-	(33.81)	-
Inter-Corporate Deposit - Taken	-	-	1,750.00	-
	(400.00)	-	(1,700.00)	-
Inter-Corporate Deposit - Repaid	-	300.00	1,600.00	-
	(100.00)	-	(200.00)	-
Conversion of Compulsorily Convertible Debentures into Equity Shares	1,405.00	-	-	-
	(2,915.00)	-	-	-
Claim for recovery of damages	-	-	1,635.13	-
	-	-	-	-
Assignment of Liability	-	-	130.97	-
	-	-	-	-

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

(₹ in Lakhs)

Nature of Transactions	Holding Company (upto October 11, 2021)	Investing Party (w.e.f. October 12, 2021)	Enterprises over which Companies/ individual described in (a) have control/ significant influence	Key Management Personnel
Liabilities Transferred	-	-	-	-
	-	-	(482.26)	-
Expenses incurred on behalf of related parties/Debit note raised	-	-	122.99	-
	-	-	(215.96)	-
Remuneration to Key Managerial Personnel and Directors *	-	-	-	356.94
	-	-	-	(199.70)
Closing Balance as on March 31, 2022				
Security Deposit Receivable	-	-	10,149.74	-
	-	-	(10,149.74)	-
Trade Payable	-	-	7,564.65	-
	-	-	(9,380.86)	-
Advance given	-	-	341.43	-
	(100.56)	-	(348.38)	-
Inter-Corporate Deposit - Taken (including interest accrued)	-	-	1,682.61	-
	(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.

** Shown as Other Current Liability (Refer note 20)

Note: Previous year figures are given in parenthesis.

2. Significant Related Party Transactions

A. Purchases includes purchase from Future Retail Limited ₹ 194.87 Lakhs (2021:₹ 76.58 Lakhs) & Freight, C&F and Warehousing services includes payment to Future Supply Chain Solutions Limited ₹ 2,435.19 Lakhs (2021: ₹ 4,890.86 Lakhs).

B. Sales includes sale to Future Retail Limited ₹ 133.26 Lakhs (2021: ₹ 26.20 Lakhs)

C. Sale of entitlements income from Future Coupons Limited ₹ 500.00 Lakhs (2021: ₹ Nil)

D. Other income (includes margin claim income) from Future Retail Limited ₹ 335.15 Lakhs (2021: ₹ Nil)

E. Advertisement and Marketing expenses paid/payable to Future Corporate Resources Private Limited ₹ Nil (2021: ₹ 38.59 Lakhs)

F. Rent including Lease rentals includes amount paid/payable to Future Lifestyle Fashions Limited ₹ 860.48 Lakhs (2021: ₹ 2,052.49 Lakhs), Future Retail Limited ₹ 545.49 Lakhs (2021: ₹ 791.80 Lakhs), Future Market Networks Limited ₹ 174.92 Lakhs (2021: ₹ 331.93 Lakhs), City Centre Mall Nashik Private Limited ₹ 52.48 Lakhs (2021: ₹ 34.60 Lakhs) and Future Enterprises Limited ₹ 2,304.00 Lakhs (2021: ₹ 2,304.00 Lakhs).

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

G. Claim for recovery of damages includes claim made to Future Supply Chain Solutions Limited ₹ 1,635.13 Lakhs (2021: ₹ Nil)

H. Covid-19 Related Rent Concessions includes from Future Lifestyle Fashions Limited ₹ 232.13 Lakhs (2021: ₹ 1,131.32 Lakhs), Future Retail Limited ₹ 100.84 Lakhs (2021: ₹ 349.95 Lakhs), Future Enterprises Limited ₹ 1,728.00 Lakhs (2021: ₹ 1,728.00 Lakhs) and Future Market Networks Limited ₹ Nil (2021: ₹ 240.60 Lakhs).

I. Covid-19 Related Other Concessions includes from Future Supply Chain Solutions Limited ₹ 2,480.00 Lakhs (2021 : ₹ Nil)

J. Other Expenses includes amount paid/payable to U2L Learning Solutions Limited (f.k.a. Future Sharps Skills Limited) ₹ 57.31 Lakhs (2021: ₹ Nil), Nufuture Digital (India) Limited ₹ Nil (2021: ₹ 16.19 Lakhs), Future Lifestyle Fashions Limited ₹ Nil (2021: ₹ 157.96 Lakhs), Future Media (India) Limited ₹ Nil (2021: ₹ 1.09 Lakhs), City Centre Mall Nashik Private Limited ₹ 30.36 Lakhs (2021: ₹ 27.52 Lakhs).

K. Insurance Premium paid to Future Generali India Insurance Company Limited ₹ 43.07 Lakhs (2021: ₹ 112.55 Lakhs)

L. Interest expenses include interest paid/payable to Future Corporate Resources Private Limited ₹ 20.12 Lakhs (2021: ₹ 11.80 Lakhs), Surplus Finvest Private Limited ₹ 207.30 Lakhs (2021 : ₹ 33.81 Lakhs)

M. Inter-Corporate Deposit Taken from Future Corporate Resources Private Limited ₹ Nil (2021: ₹ 400.00 Lakhs), Surplus Finvest Private Limited ₹ 1,750.00 Lakhs (2021 : ₹ 1,700.00 Lakhs)

N. Inter-Corporate Deposit Repaid to Future Corporate Resources Private Limited ₹ 300.00 Lakhs (2021: ₹ 100.00 Lakhs), Surplus Finvest Private Limited ₹ 1,600.00 Lakhs (2021 : ₹ 200.00 Lakhs)

O. Conversion of Compulsorily Convertible Debentures into Equity Shares, issued to Future Corporate Resources Private Limited ₹ 1,405.00 Lakhs (2021: ₹ 2,915.00 Lakhs)

P. Managerial Remuneration includes Mr. Viraj Didwania ₹ Nil (2021: ₹ 135.89 Lakhs), Mr. Mahesh Shah ₹ 255.99 Lakhs (2021 : ₹ Nil), Mr. Sandeep Sharma ₹ 17.78 Lakhs (2021: ₹ Nil Mr. Samir Kedia ₹ 26.64 Lakhs (2021: ₹ Nil), Mr. Anil Chandak ₹ Nil (2021: ₹ 34.18 Lakhs), Ms. Smita Chowdhury ₹ 15.03 Lakhs (2021: ₹ 9.86 Lakhs) and Mr. Vikash Kabra ₹ 23.20 Lakhs (2021: ₹ 2.33 Lakhs) & Director Sitting fees paid to Mr.Sarda Shrirang Kisanlal ₹ 3.40 Lakhs (2021: ₹ 3.60 Lakhs), Mr. Jacob Mathew ₹ 5.20 Lakhs (2021 : ₹ Nil), Mr. Harminder Sahni ₹ 4.40 Lakhs (2021 : ₹ Nil), Ms. Anou Singhvi ₹ 2.70 Lakhs (2021 : ₹ Nil), Ms. Avni Biyani ₹ 2.10 Lakhs (2021 : ₹ Nil), Ms. Sridevi Badiga ₹ 0.50 Lakhs (2021: ₹ 0.60 Lakhs), Mr. Shantanu Chandravadan Shah ₹ Nil (2021: ₹ 4.00 Lakhs), Mr. Pankaj Bhargava ₹ Nil (2021: ₹ 4.74 Lakhs) & Mr.S. Subramanian ₹ Nil (2021: ₹ 4.50 Lakhs).

Q. Security Deposit receivable from Future Enterprises Limited, amounting to ₹ 10,100.00 Lakhs (2021: ₹ 10,100.00 Lakhs) and Future Market Network Limited, amounting to ₹ 49.74 Lakhs (2021: ₹ 49.74 Lakhs).

R. Trade Payables/Other Payable includes payable to Future Supply Chains Solutions Limited of ₹ 2,612.61 Lakhs (2021: ₹ 5,888.20 Lakhs), Future Lifestyle Fashions Limited ₹ 2,123.58 Lakhs (2021: ₹ 1,704.93 Lakhs), Future Retail Limited ₹ 670.26 Lakhs (2021: ₹ 385.08 Lakhs), Future Enterprises Limited ₹ 1,724.16 Lakhs (2021 : ₹ 1,148.16 Lakhs), Future Market Networks Limited ₹ 280.61 lakhs (2021: ₹ 117.32 lakhs) and Nufuture Digital (India) Limited of ₹ 112.87 Lakhs (2021: 112.87 Lakhs).

S. Inter-Corporate Deposit Taken (including Interest accrued) Outstanding from Future Corporate Resources Private Limited ₹ Nil (2021: ₹ 309.86 Lakhs), Surplus Finvest Private Limited ₹ 1,682.61 Lakhs (2021: ₹ 1,531.27 Lakhs)

T. Advances given includes Advances to Future Enterprises Limited ₹ 331.97 Lakhs (2021 : ₹ 339.62 Lakhs) and Future Corporate Resources Private Limited ₹ Nil (2021 : ₹ 100.56 Lakhs).

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

41. Payment to the Auditors (excluding GST)

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
For Statutory Audit	**22.00**	22.00
For Limited Review	**9.00**	9.00
For Certifications	**12.50**	-
Total	**43.50**	31.00

42. Contingent Liabilities

(i) The Company has not provided for Income Tax demand of ₹ 113.80 Lakhs (2021: ₹ 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 November 15, 2017 to September 30, 2019 has been worked out to ₹ 368 Lakhs. The Company has submitted its reply on January 18, 2021 to National Anti-Profiteering Authority (GST). The Company was granted personal hearing in the matter by National Anti-Profiteering Authority (GST) on April 7, 2022. Pursuant to the said hearing, the Company has submitted its reply vide letter dated April 12, 2022 to emphasize the fact that the benefit of GST rate change was duly passed on to the customers. Final order is awaited in this regard.

(iii) On April 12 2021, the Company received a notice from its vendor wherein the party filed an application under IBC Code with NCLT towards alleged non-payment of its dues (including interest) ₹ 100.65 lakhs, however the total outstanding as per the Company books amounts to ₹ 0.83 lakhs. The matter is sub judice. The next hearing is scheduled on June 23, 2022.

43. 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.

44. The entire networth of the Company has been eroded due to losses incurred in the previous years 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 has already raised Equity Capital through rights issue to improve its net worth. Further the Company is committed to improve its operational efficiency and has taken various initiatives to boost sales and reduce cost. These initiatives are already yielding desired results and the management is confident that the networth will turn positive in the near future and yield sustainable cash flows to meet all its obligations. Accordingly, the financials of the Company have been prepared on a going concern basis.

Notes to the financial statements for the year ended March 31, 2022 (Contd.)

45. During the year ended March 31, 2022, 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 ₹ 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.

46. The Company in its Letter of Offer dated September 9 , 2021 offered 4,35,99,433 Equity shares by way of rights issue at a face value of ₹ 5 each and a price of ₹ 11.35 per equity share (including a premium of ₹ 6.35 per equity share). The issue opened on September 21, 2021 and closed on October 5, 2021. The Rights Issue received a gross subscription of 206.69% of the issue size. The Company allotted 4,35,99,433 equity shares of face value of ₹ 5 each on the basis of allotment approved by Committee of Directors of the Board of Directors of the Company on October 12, 2021, aggregating to ₹ 4,948.54 Lakhs including Securities Premium of ₹ 2,768.56 Lakhs. There has been no deviation in the use of proceeds of the Rights Issue from the objects stated in the Letter of Offer.

47. 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 2021 and the second half of the year was progressing towards recovery. However, a much stronger 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.

48. Other Statutory informations

i. The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961.

ii. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

   (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

   (b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

iii. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

   (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party company (Ultimate Beneficiaries) or

   (b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

iv. As per Section 248 of the Companies Act, 2013, there are no balances outstanding with struck off companies.

v. During the year the company is not declared wilful defaulter by any bank or financial institution or other lender.

49. Ratio Analysis

Particulars	*	March 31, 2022	March 31, 2021
i) Current Ratio (times)	(4)	**0.94**	0.45
ii) Debt Equity Ratio (times)	(5)	**107.68**	(1.35)
iii) Debt Service Coverage Ratio (times)	(1)	**1.16**	(0.19)
iv) Return on Equity (%)	(1)	**(45.00)**	(778.27)
v) Inventory Turnover Ratio (times)	(2)	**2.03**	1.61
vi) Trade Receivables Turnover Ratio (times)	(2)	**2.64**	1.35
vii) Trade Payables Turnover Ratio (times)	(3)	**3.87**	2.24
viii) Net Capital Turnover Ratio (times)	(6)	**(22.59)**	(1.70)
ix) Net Profit Margin (%)	(1)	**3.57**	(32.97)
x) Return on Capital Employed (%)	(1)	**44.78**	(310.28)
xi) Return on Investment		**NA**	NA

Ratios have been computed as under:

i) Current Ratio = Current Assets / Current Liabilities

ii) Debt Equity Ratio = Total Debt / Shareholders' Equity

iii) Debt Service Coverage Ratio = Earnings available for debt service/Debt service

iv) Return on Equity = Net Profit after tax / Average Shareholders' Equity

v) Inventory Turnover Ratio = COGS / Average Inventory

vi) Trade Receivables Turnover Ratio = Net Credit Sales / Average Receivables

vii) Trade Payables Turnover Ratio = Total Purchases / Average Payables

viii) Net Capital Turnover Ratio = Net Sales / Working Capital

ix) Net Profit Margin = Net Profit after tax / Net Sales

x) Return on Capital Employed = EBIT / Capital Employed

xi) Return on Investment = Income generated from investment / Average investments

*

(1) Improvement was primarily on account of achievement of profitability in FY21-22.

(2) Improvement was primarily on account of increase in revenue from operations.

(3) Improvement was primarily on account of increase in purchase of stock-in-trade and decrease in trade payables.

(4) Improvement was primarily on account of increase in current assets and decrease in current liabilities.

(5) Increase in the ratio was primarily on account of decrease in debt and significant increase in shareholders' equity.

(6) Improvement was primarily on account of increase in operational revenue and decrease in working capital.

50. Previous year figures

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

Jigar T. Shah
Partner
Membership No.: 161851

Place : Mumbai
Date : May 14, 2022

Mahesh Shah
Managing Director
DIN:01488017

Samir Kedia
Chief Financial Officer

For and on behalf of Board of Directors

Harminder Sahni
Independent Director
DIN: 00576755

Smita Chowdhury
Company Secretary & Compliance Officer

INFORMATION AS REQUIRED PURSUANT TO RULES 5 (2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULE, 2014 AND FORMING PART OF THE BOARD'S REPORT FOR THE YEAR ENDED MARCH 31, 2022

Sr. No.	Employee Name	Designation	Remuneration drawn in (Rs.)*	Qualification	AGE (in years)	Date of Joining	Experience (in Yrs.)	Last Employment
1	Mahesh Jhaverchand Shah #	Managing Director	2,55,98,774	Management from S.P. Jain Institute of Management & Research and a Bachelor's degree in Engineering.	54	05 May 2021	29	Welspun Flooring Limited
2	Ketan Suresh Gandhalikar	Head - Furniture	92,44,703	Master of Design from IIT Delhi	45	06 Apr 2021	22	Lifestyle International India Pvt. Ltd
3	Armando Eduarte	Senior Manager	53,25,368	Computer Science from AMA	46	11 Sep 2013*	27	Danude Buildmart
4	Chinmay Bharat Bhatt	Chief - Homeware	47,59,546	MBA from N.L.Dalmia Institute of management	43	05 Jul 2021	20	Home Box Stores
5	Medha Tawde	Chief Marketing Officer	41,65,109	Strategic Marketing from IIM-Calcutta	49	14 Nov 2017	14	Burger King, India
6	Sujoy Mitra	Chief Technology Officer	35,76,894	MBA from XLRI and PGDIT from Symbiosis	44	19 Jun 2018	20	Reliance Brands
7	Shruti Anil Shah	Manager	32,30,234	Bachelor of Engineering in Information Technology	37	16 Jan 2018	16	Alexion Business Services
8	Vikash Kabra	Deputy Chief Financial Officer	31,20,465	Chartered Accountant	40	14 Mar 2017*	16	Reliance Retail
9	Basudev Ghosh	Deputy General Manager	28,48,948	B.com from Vinoba Bhave University	46	04 Aug 2008*	26	Reliance Retail
10	Varun Kant	General Manager	27,15,210	MBA from Rajasthan Vidyapeeth University	46	28 Jun 2006*	22	Style Spa Furniture Limited
11	Samir Kedia #	Chief Financial Officer	26,64,260	Chartered Accountant	43	27-Jan-22	20	Future Supply Chain Solutions Limited
12	Sandeep Sharma #	Chief Executive Officer	17,78,219	Electrical Engineer from Himachal Pradesh University	52	06-Apr-22	30	Consumer Durable & Electronics and Koryo (Future Group)

Notes:

1. # The remuneration is for part of the year and for those employees who were in receipt of remuneration for the part of the financial year 2021-22, not less than Rupees Eight Lakh and Fifty Thousand per month.
2. * Pursuant to the Scheme of Arrangement between the Company and Bluerock eServices Private Limited ("BSPL" or "Second Demerged Company") and Praxis Home Retail Limited ("PHRL" or "Resulting Company") and their respective Shareholders under sections 230 to 232 and section 66 of the Companies Act, 2013, interalia involving demerger of the Home Retail Business Undertaking of FRL and e-Commerce Home Retail Business Undertaking of BSPL into the Company, with effect from Appointed Date August 1, 2017 for FRL and April 15, 2016 for BSPL, the employees of Future Retail Limited working for Home Retail Business Undertaking have been transferred into the payroll of the Company w.e.f. 1st November, 2017.
3. Nature of employment is permanent and terminable by Notice on either side.
4. The above employees are not related to any other Director of the Company.
5. No employee holds by himself/herself or along with spouse and dependent children 2% or more of the equity shares of the Company.
6. Terms and conditions of employment are as per Company's Rules.
7. Remuneration drawn as shown in the statement includes Salary, House Rent Allowance, employer's contribution to Provident Fund, and perquisites / allowances as applicable.

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PRAXIS
HOME RETAIL LIMITED

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