



THE



ART OF

OF



BETTER

BETTER



LIVING

ACROSS THE PAGES

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Please find the online version at:

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



Disclaimer

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

INVESTOR INFORMATION

CIN : L52100MH2011PLC212866

NSE Symbol : PRAXIS

BSE code : 540901

AGM Date : September 21, 2019

AGM Venue : Sunville Banquet & Conference, 9
Dr. Annie Besant Road, Siddharth Nagar, Worli,
Mumbai - 400018



THE ART OF BETTER LIVING

We understand that there is no greater opportunity for personal expression than your home.

The home that you always wanted is the home you deserve.

To realise that beautiful and reliable dream, we help you uplift your standard of living a better life at home.

92%

On time deliveries

45%

Orders delivered
within 8 days

A PIONEER OF HOME RETAIL IN INDIA

WE STRIVE TO
ADD VALUE TO
OUR CUSTOMERS
BY PROVIDING
PERSONALISED
INTERIOR DESIGN
CONSULTATION
AND SERVICES
FOR HOMES AND
OFFICES.

Offering great quality home products and services, Praxis Home Retail Limited is a pioneer in this field and its HomeTown brand has a strong presence and ethos in the Indian retail space. This uniqueness and powerful combination help us stand out and differentiate ourselves amongst other retail brands.

We offer a clearly defined home offering with a wide assortment in furniture, homeware, customised solutions in kitchen and wardrobes and home improvement. We strive to add value to our customers by providing personalised interior

design consultation and services for homes and offices. We extended our presence online in 2016 with a specially curated assortment of product offering catering to the specific needs of the new-age online customers.

Commencing our journey back in 2007 as a one-stop shop destination for home solutions, today we have a strong presence with 48 stores across 28 cities. Our expansion plan is long-term and we plan to grow both online and new stores across existing and new markets.

Our Values

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

Indianness: Believing in the Indian way and in oneself

Leadership: In thought and in business

Respect & Humility: In dealing with everyone within & outside the organization

Introspection: For continuous learning, self-development and personal excellence

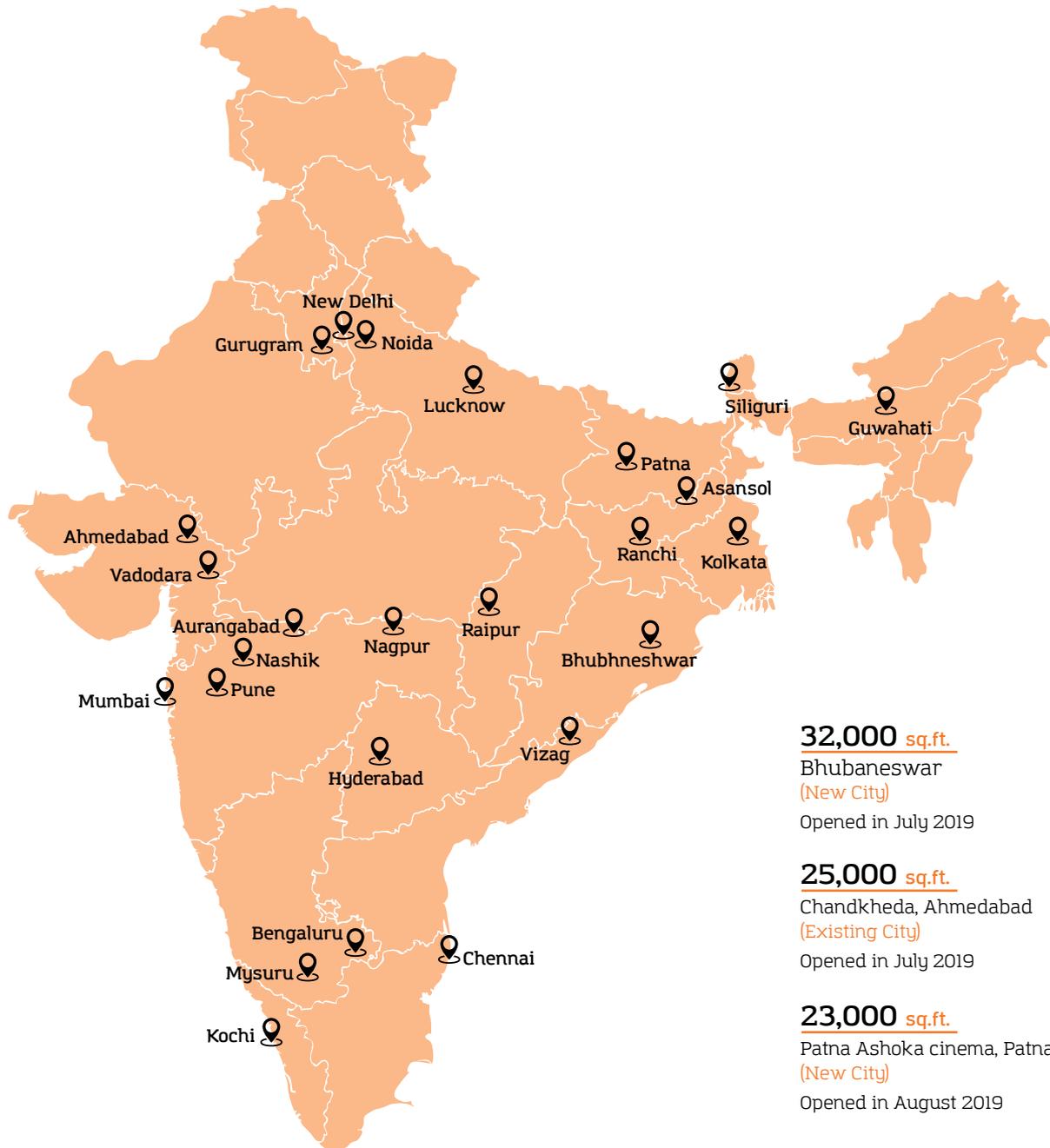
Openness & Adaptability: Open to new ideas, knowledge and proactive in meeting challenges emerging from changing business scenarios

Valuing and Nurturing Relationships: With customers, business associates, stakeholders, communities and society

Simplicity & Positivity: To foster innovation, speed and imagination

Flow: Learn and be inspired from the universal laws of nature

OUR PRESENCE



Note: The map represents our all India presence across cities with multiple stores within.

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.

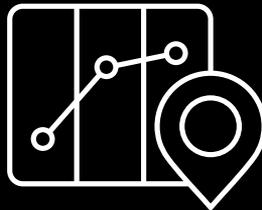


48

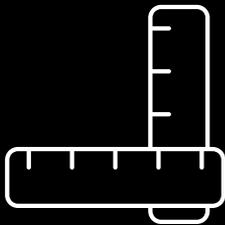
Stores

28

Cities



Online store



Spread over

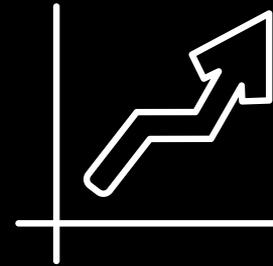
9.6

Lakh sq.ft. of Retail Space

We serve over

67.6

Lakh Customers



₹ 684

Sales turnover crore

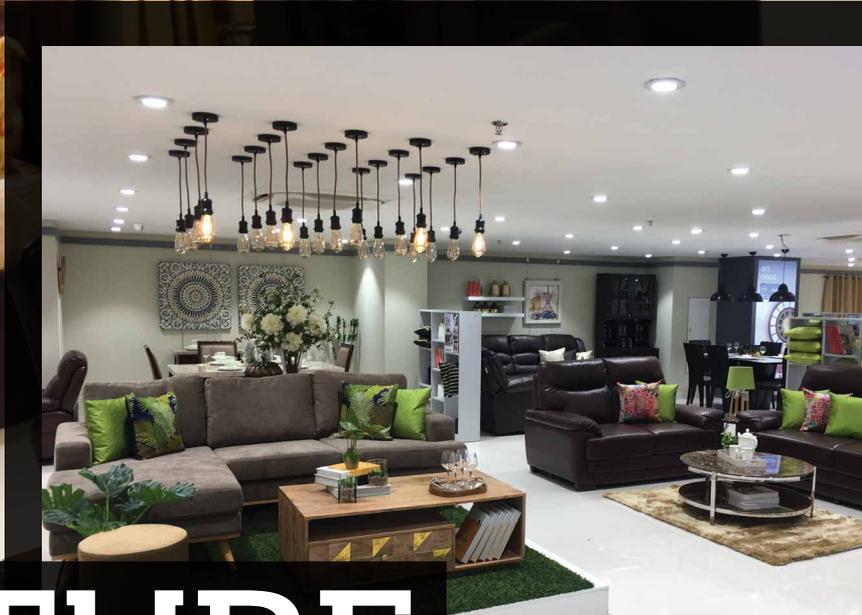


We are approximately

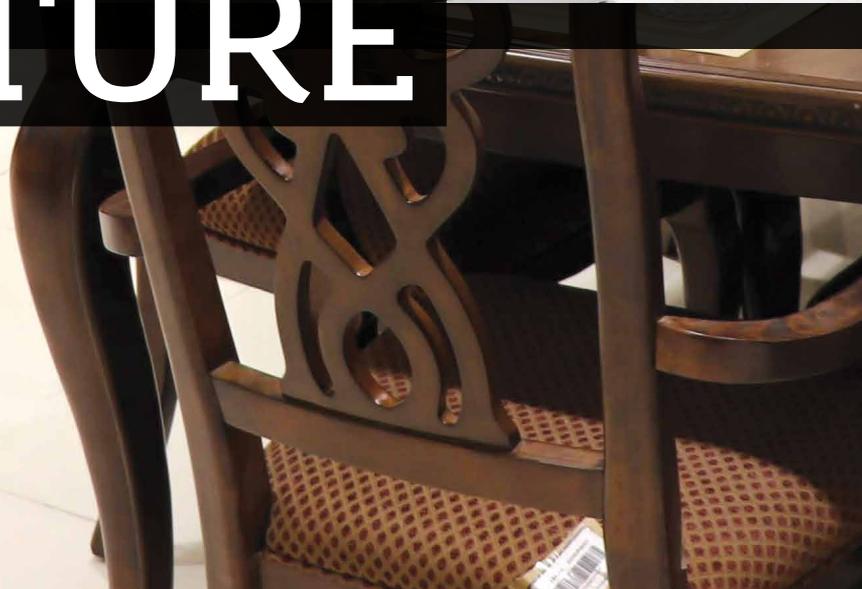
2,000

employees across India





FURNITURE





HOMWARE



MODULAR KITCHEN



ELECTRONICS

CHAIRMAN'S MESSAGE



Dear Shareholders,

Greetings of the Season !

It is a pleasure to be with you once again, sharing the highlights of your Company's performance for FY 2018-19 (FY19)- the second year after your Company's spin off as an independent listed Company.

Sustained Growth in Turnover and Customer Reach

During FY19, your Company achieved a turnover of Rs. 684.23 Crore, recording a same store sales growth of 10%. With the opening of 6 new stores across India, we added about 1 Lakh sq. ft of retail space. Our brand "HomeTown" is now available in 48 stores across 9.6 lakh sq. ft of retail space.

Customer First

The growth was strongly enabled by the core beliefs at Praxis- that customer satisfaction is the most important factor in long term business growth, and that we can continuously satisfy our customers by providing an unmatched Value in all the product and service categories we offer to them.

During FY19, enhanced customer satisfaction and loyalty were visible in a higher Net Promoter Score (NPS) of 83% in the last quarter of FY19, and the Average Google rating of HomeTown stores at a high of 4.7 out of 5.0. Another measure of customer satisfaction "On Time Delivery" stood at 92% in the last quarter of FY19. We continue to stay committed towards continuous improvement in customer satisfaction and loyalty through happiness.

Initiatives for Leadership through Technology

Our aspiration to be the market leader continues to ignite creativity, energizes us and enables us to deliver what we commit. This ultimately generates greater value for our shareholders.

During FY19, we took several strategic technology

led initiatives towards market leadership, primarily driven by digitalization. Here is a quick report on each:

• *Endless Aisle -*

This is an interactive in-store kiosk. It provides a large touch screen display that allows our customers to browse through the entire product catalog irrespective of whether the products are displayed physically in that store or not. This enables the customers to check and order the widest possible range of our products. We have implemented this technology in 30 stores as part of Phase-1. Responses from both customers and the sales team have been positive. Profitability of several stores has been boosted by this initiative. We plan to invest further in Endless Aisle to make it more user friendly and expand it to our remaining stores.

• *Customer Relationship Management (CRM) -*

Most of our stores now have a robust CRM System, that benefits both, our salespeople and our customers. It provides to the Sales teams a 360-degree view of each customer including the customer's purchase history. It enables a much faster check out process. Salespeople can also check stock availability on real time basis with help of "CRM Tab".

• *Digital Web Experience -*

Growth in our digital presence is driven by our revamped

website - hometown.in and the HomeTown app with improved product discovery and user onsite experience. During FY19, this enabled us to welcome more customers and fulfill more orders than ever before.

Governance

We believe that effective Corporate Governance is a pre-requisite for the attainment of excellent performance. Your Company endeavors to institute systems and procedures that help statutory compliance and facilitate management in greater transparency and institutional soundness. We believe in embedding the best of corporate governance practices in our day to day operations to build and retain the trust of our shareholders, employees, customers, suppliers, regulatory bodies and various other stakeholders.

Sustainable Profitable Growth

Our focus on Customer Satisfaction and loyalty has yielded positive results with growth in sales numbers. We are confident that sustained growth will bring profitability sooner than later. We have, therefore, continued to make meaningful investments in organizational capabilities, people, processes and technology. These are vital investments for the future.

We will continuously strive to become more accessible and affordable for our customers, by efficiently utilizing the resources, through expansion aimed at reaching more

customers, while we strengthen our processes constantly. We will keep seeking potential profitable avenues, to create long term value for the Shareholders.

Gratitude

We are thankful to our valued Shareholders for their continued support and trust in us. Our earnest thanks are also due to vendors and partners for their commitment and support extended to us. I feel proud in acknowledging the commendable efforts and commitments shown by our most valued resource-our people -who have always contributed their best and who continue to set new benchmarks.

I end with a reassurance that we shall strive ceaselessly to enhance value for each stakeholder!

Thank you !

Viraj Didwania

Chairman & Managing Director

NEW INITIATIVES NEW ROUTES

To enhance customer interaction and online buying experiences, we have HomeTown Web App to access our online portal. During the year under review, the Company has taken up strategic initiatives such as implementation of Endless Aisle for better serving the customers and making available their choice of products just in time for them.

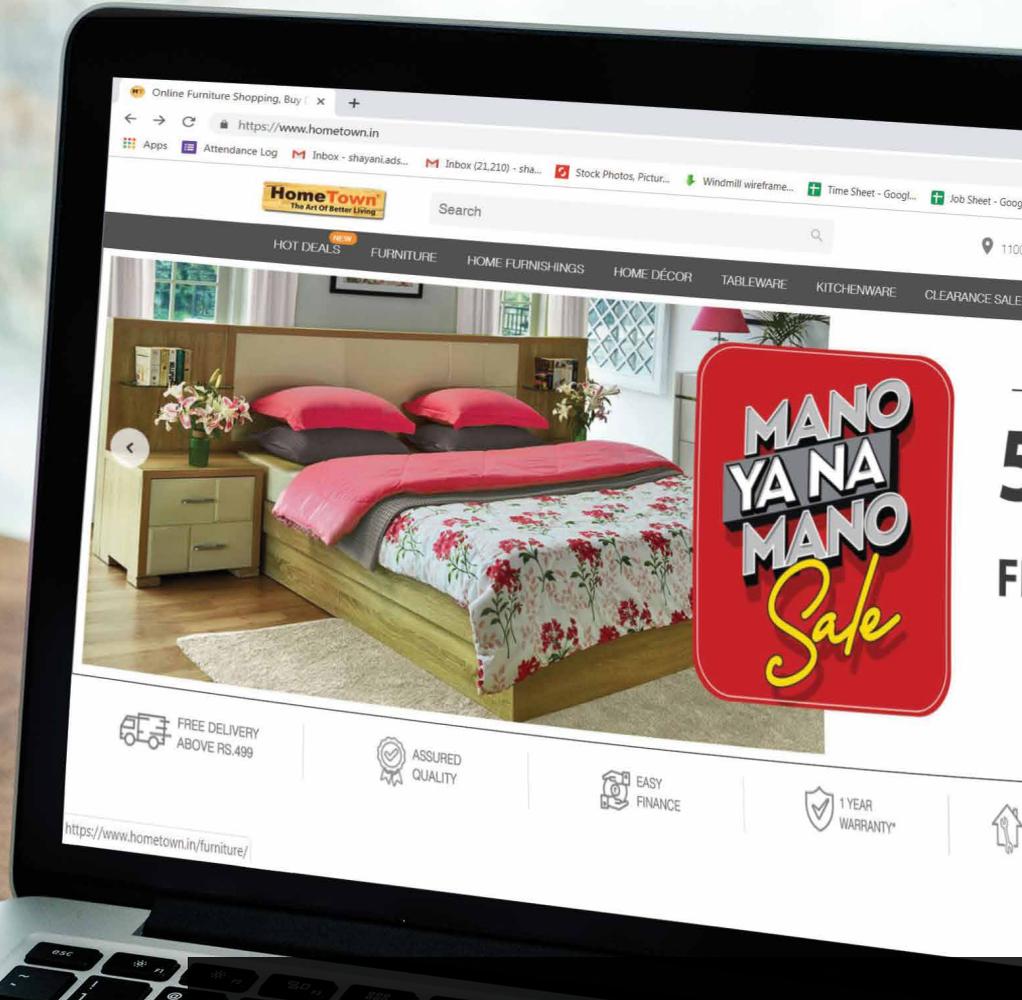
Leveraging the foundation created by market presence, operational excellence and a robust infrastructure set-up, HomeTown has put together a slew of IT initiatives to leap-frog into its next level of growth. Few of the critical initiatives and their concomitant yield is as follows -

1. Revamp of hometown.in & its mobile sites: This has led to significant growth in its mono-brand revenues, with most of it being contributed by the mobile site.
2. Omni-channel presence: By leveraging Customer Relationship Management (CRM), your Organization has put together a comprehensive platform for data analysis &

information availability for customer. While FY 18-19 saw the launch of its store-based initiative, the next few years is slated to reap the platform further for an end-to-end transparency of transactions thereby aiding customer experience.

3. Endless Aisle: HomeTown's Endless Aisle contribution beats industry-sales benchmark using the concerned technology by quite a margin. This reflects the growing ease of customers and sellers to have a hybrid model of sales - part being physical stores & rest being online.
4. Project Management tools for Modular Kitchen and Design & Build.
5. Data Analysis & Segmentation: FY 2018-19 also saw a huge fillip towards analysing transaction data using Data lakes created on its Enterprise Datawarehouse platform named Manthan. It also leveraged the data thus present for further micro-analysis of customer segments.

LEVERAGING THE FOUNDATION CREATED BY MARKET PRESENCE, OPERATIONAL EXCELLENCE AND A ROBUST INFRASTRUCTURE SET-UP, HOMETOWN HAS PUT TOGETHER A SLEW OF IT INITIATIVES TO LEAP-FROG INTO ITS NEXT LEVEL OF GROWTH.



BOARD OF DIRECTORS



Mr. Viraj Didwania

Chairman & Managing
Director

DIN: 02412474

Mr. Viraj Didwania holds a Graduate Degree with dual majors in Commerce from the Business School and Economics from the University of Virginia in 2004. He has been associated with our Company since October 2017. He has years of experience in investment banking, M&A transactions, capital raising activities etc. His responsibilities include leading the management and operations team, growth, governance and financial prudence in the business of the Company subject to the supervision of the Board of Directors and endeavour to promote the interests and welfare of the Company. Previously, he worked as a consultant for Ernst and Young (from Aug 2004 to Sep 2005) and as an investment banker with Morgan Stanley, both in New York City (from Sep 2005 to Aug 2008). At Morgan Stanley, he was involved in headline making M&A transactions and capital raising activities mainly for companies in the Metals and Mining space as well as some transactions in the Consumer and Retail space. He also has several years of experience in managing silver wholesale trading business in India.



Mr. Shrirang Sarde

Non-Executive Non-
Independent Director

DIN: 00576667

Mr. Shrirang Sarde graduated in Commerce from BYK College of Commerce and MBA from Simon Business School, University of Rochester in 1996. He joined Sarde Group family business in 1996 and played a key role in diversifying the Sarde Camel & Kadak Bidi business and is instrumental in establishing a world-class dairy farm, Sarde Farms and setting up its last-mile distribution for chilled milk. He is pioneered Yogi Ayurvedic Products Pvt. Ltd., a leading GMP certified Company engaged in manufacturing Ayurvedic products. He initiated the Sarde Group's diversification in the hospitality industry with the launch of Apple Country, Manali, one of the highest-occupied hotels of Manali.

As Director of TLC Relationship Pvt. Ltd. (a leading CRM services Company for the hospitality vertical), led the technology aspect for CRM services. He played a key role in setting up Nashik's first mall, 'The Zone', integrating Retail, Entertainment and Leisure to attract national retailers to the city. Chairman of 'City Center Mall Pvt. Ltd', a 550,000 sq.ft. shopping center in Nashik, integrating retail, entertainment and food, which intends to create a world-class digital customer experience. He is also the Chairman of Shreelekha Nagari Sahakari Adhikosh Ltd, a micro-finance society for over 12,000 women. Also involved in various non-profit and CSR activities. Aspires to enrich social sensibilities across the Sarde Group businesses.



Mr. Shantanu Shah

Independent Director

DIN: 07012322

Mr. Shantanu Shah graduated in Computer Engineering from University of Pune in 2003 and completed his Masters in Computer Engineering from Cornell University, New York in 2006. In addition to this he has successfully completed a certificate course from Stanford Graduate School of Business for Entrepreneurial Studies.

Mr. Shah, is the Founder, Director and Chief Technical Officer of Bewgle, Inc. which is building Artificial Intelligence technologies for online shopping companies. The company is funded by SAP, one of the largest software organizations in the world, and the prestigious Techstars accelerator. Bewgle has business interests in India and Europe.

Prior to founding this company, Mr. Shah worked as a Senior Software Engineer and Tech Lead for Google, Inc in New York City, USA from 2006-2012 and Bangalore, India from 2012-2015. During his employment at Google, Mr. Shah has won the prestigious OC Award (the highest award given to individual employees at that time) for his innovative work in Google Search and Google Maps. He was instrumental in conceiving and launching OneToday, a social good initiative by Google. He has also led technical teams in Google Docs and Emerging Markets areas.

Mr Shah is a practitioner of meditation since 2003 and is also a teacher of the Art of Living Foundation (an educational and humanitarian NGO operating in 154 countries). He has successfully led major campaigns for the organization such as the "Take A Breath DC" and "Smile Campaign" conducted in Washington DC involving over 3000 participants.

**Mr. Pankaj Bhargava**

Independent Director

DIN: 02685275

Mr. Pankaj Bhargava graduated in Chemical Engineering from IIT Bombay in 1987 & completed his post-graduation (PGDM) from IIM Calcutta in 1991.

He is one of the founders and Director of COE Creators International Private Limited, an enterprise focused on strategic consulting in enabling organizations to grow. He worked with Marico Limited for 16 years from 1991-2007 in Human Resources. His last assignment at Marico was Chief - Human Resources.

Mr. Bhargava was involved in partnering the growth of Marico by building a strong culture of meritocracy, openness, innovation & people development that enabled growth of business.

On leaving Marico, he started consulting & facilitating diverse organizations and has, since then worked with over 85 organizations over the last 10 years facilitating their growth through strategic interventions & long term partnering. He is the only certified ToP facilitator in India. Using the ToP approach to facilitation (an approach developed by Institute of Cultural Affairs over 50 years back), he has facilitated organizations across various sectors (corporate, academic & social) and across various countries in South East Asia, South Asia & Middle East.

**Mr. S. Subramanian**

Independent Director

DIN: 00092215

Mr. S. Subramanian is a Post Graduate Naval Architect from University of London. He served in the Indian Navy as a Naval Architect for 20 years designing and building Indigenous warships till 1994. Thereafter, he was a director of Tebma shipyards, designing and building off shore vessels, till 2006. He set up his consultancy firm Ska Marine services in 2007 and offered specialist design and consultancy services to Ship Building Industry for Projects Management and Materials Management for leading Indian Shipyards. He is also a specialist Enterprise Planning Consultant.

**Ms. Sridevi Badiga**

Independent Director

DIN: 02362997

Ms. Sridevi Badiga runs a cross-border advisory practice working closely with a network of family offices and institutional investors in the Middle East. She has worked on various strategic cross-border deals in Kuwait, Bahrain, Qatar and Dubai, primarily in Investment Banking.

She is currently a Director on the Board of Future Retail Limited, India's largest retailer by square footage.

Ms. Badiga was an Investment Banker with JPMorgan in New York and Hong Kong in the Power and Infrastructure group, focusing on transactions in Thailand and the Philippines.

She was a part of Gap Inc.'s Corporate Finance team based in San Francisco where she managed Gap Inc.'s \$1 billion foreign exchange hedging program; conducted a series valuation exercises of brands including Gap, Banana Republic and Old Navy; evaluated financing strategies to support Gap Inc.'s international expansion in Europe & Asia.

Ms. Badiga received MBA from the Kellogg School of Management in Chicago and BBA in Accounting from Hofstra University in New York. She is an avid sports enthusiast and has a certificate in patisserie making from Le Cordon Bleu, Paris.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Viraj Didwania

Chairman & Managing Director
DIN: 02412474

Mr. Shirrang Sarda

Non-Executive and Non-Independent Director
DIN: 00576667

Mr. Shantanu Shah

Independent Director
DIN: 07012322

Mr. Pankaj Bhargava

Independent Director
DIN: 02685275

Mr. S.Subramanian

Independent Director
DIN: 00092215

Ms. Sridevi Badiga

Independent Director
DIN: 02362997

STATUTORY AUDITORS

Pathak H.D. & Associates
Chartered Accountants
Firm's Registration No. 107783W

CHIEF FINANCIAL OFFICER

Mr. Anil Chandak

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Smita Chowdhury

SECRETARIAL AUDITOR

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

SHARE TRANSFER AGENT

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

BANKERS

RBL Bank Limited
State Bank of India
Axis Bank Limited

REGISTERED & CORPORATE / STORE SUPPORT OFFICE

iThink Techno Campus,
Jolly Board Tower D,
Ground Floor, Kanjurmarg (East),
Mumbai - 400 042,
Maharashtra
Tel : +91-22-7106 8031
Fax: +91-22-7106 8032
Website: www.praxisretail.in

INVESTOR EMAIL ID

Investorrelations@praxisretail.in

CORPORATE IDENTITY NUMBER

L52100MH2011PLC212866

DATE OF INCORPORATION

January 31, 2011

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

INE546Y01022

STOCK EXCHANGES WHERE THE COMPANY'S EQUITY SHARES ARE LISTED

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

DATE OF LISTING: January 31, 2018

BSE SCRIP CODE: 540901

NSE SCRIP CODE: PRAXIS

DEPOSITORIES:

- i) National Securities Depository Limited (NSDL)
Trade World, A Wing, 4th Floor,
Kamala Mills Compound, Lower Parel,
Mumbai - 400013.
- ii) Central Depository Services (India) Limited (CDSL)
Marathon Futurex, A Wing, 25th Floor,
N M Joshi Marg, Lower Parel,
Mumbai - 400013.

Management Discussion and Analysis

Industry Overview ¹

The last two decades, Indian Retail Industry has undergone considerable change with respect to size, scope and complexity. From USD 672 billion in 2017, the Indian Retail market is expected to grow to USD 1200 billion in 2021 with the help of rise in income levels, growing aspirations, favourable demographics and ease of credit. Globally, India is the fifth-largest destination in retail space and is growing at a rate of 12% per annum. While on one hand the boom in the residential real estate industry over the last few decades has given an impetus to the home décor market, it has on the other hand increased brand consciousness and upgradation in style of living among home owners and has boosted the demand for stylish interiors and colourful classy décor.

Retail Industry ²

The Indian Retail industry is one of the fastest growing industries globally. It is the largest among all industries accounting to 10% of the country's GDP and employing around 8% of the workforce. The industry is currently going through a huge transformation in terms of employing new technologies, exploring new store formats, revamping business strategies and creating personal experiences. Retailers are getting ready for the future by looking beyond conventional retail and evolving along with their modern consumers.

Home Décor

The home décor market is growing nationally at a steady upward trend and 2018-19 was a year of dynamic changes and various companies have witnessed the transformation in innovative thinking and creativity. Companies in the furniture and home decor segment are experiencing the market shift significantly from unorganised retail to organised retail sector with alongside change in consumption patterns paving way to digital spending.

Demand drivers

The homeware, home decor and furnishing market in

India is on the rise and is undergoing a phenomenal growth. Nevertheless, the sector is in nascent stages in India as compared to developed countries. Some of the key factors that are expected to drive the future growth can be summarized as below:

Sput in urbanisation: Historically cities and towns have been the driving force of overall economic and social development. The rapid growth in urbanisation has facilitated organised retailing in India, and has caused the speedy migration of population into major tier I and tier II cities, which have a significant share in the retail sales of the country.

Rise in rural demand: Rural consumption has increased, led by a combination of increasing incomes and higher aspiration levels; there is an increased demand for branded products in rural India.

Rise in Income: Multiple drivers are leading to strong growth in Indian retail through a consumption boom. Significant growth in purchasing power and changing lifestyle are among the major growth drivers of Indian retail. Also, easy availability of credit and use of 'plastic money' have contributed to a strong and growing consumer culture in India.

Online portals: Online portals are expected to play a key role for companies trying to reach out to maximum customers' with varied needs and spending capacity. In order to cater to this, the internet has contributed in a big way, facilitating a cheaper and more convenient means to increase a company's reach, beyond brick and mortar presence in a vast country like India.

Higher brand consciousness: With increasing income, brand awareness and demand for better product quality branded products with an improvement in standard of living, change in consumer tastes and preferences, the demand for organised retail market in India will remain robust.

Residential segment growth: Further, the boom in the residential real estate industry over the last few decades has given an impetus to the home décor market.

¹ (Source: <https://www.ibef.org/industry/indian-retail-industry-analysis-presentation>)

² (Source: <https://www.indiaretailing.com/2017/11/16/retail/indian-retail-industry-growth-trends-challenges-opportunity/>
<https://www.thehindubusinessline.com/news/indias-retail-sector-projected-to-grow-to-13-trillion-by-2020/article25125747.ece>)

Information Technology Initiatives

Leveraging the foundation created by market presence, operational excellence and a robust infrastructure set-up, HomeTown has put together a slew of IT initiatives to leap-frog into its next level of growth. Few of the critical initiatives and their concomitant yield is as follows –

1. Revamp of HomeTown.in & its mobile site: This has led to a significant growth in its mono-brand revenues with mobile site playing a key role.
2. Omni-channel presence: By leveraging Customer Relationship Management (CRM), your organization has put together a comprehensive platform for data analysis & information availability for consumers. While FY 18-19 saw the launch of its store-based initiative, the next few years is slated to reap the platform further for an end-to-end transparency of transactions thereby aiding customer experience.
3. Endless Aisle: HomeTown's Endless Aisle contribution beats industry-sales benchmark using the concerned technology by quite a margin. This reflects the growing ease of consumers and sellers to have a hybrid model of sales with a combination of physical stores & online market boosting profitability of several stores.
4. Project Management tools for Modular Kitchen and Design & Build.
5. Data Analysis & Segmentation: FY 18-19 also saw a huge fillip towards analysing transaction data using Data lakes created on its Enterprise Datawarehouse platform named Manthan. It also leveraged the data thus present for further micro-analysis of customer segments.

Business 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. Currently, HomeTown has a pan India presence with 48 stores across 28 cities.

Your 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.

Your 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 introduction of payback loyalty points, EMI facility through financing companies for spends above certain limit across stores of the Company, and many more initiatives. These innovative fast-growing digital tools are yielding deep consumer big-data which in-turn shall immensely help us in penetrating deeper into our customer-base while at

the same time, bringing in new age customers in large numbers.

E-commerce

Hometown started its online journey in 2016 and has made great strides in the E-commerce field in last 2 years. We strengthened our presence on major marketplace channels and increased our reach to a large set of consumers, building on different business models and product offerings in Home categories. Overall online business grew strongly in FY 18-19. With our vision to provide best in class Omnichannel experience leveraging the physical presence, we revamped the website & App for www.hometown.in. This not only helped us grow E-commerce business on www.hometown.in significantly but also opened online to offline customer acquisition opportunities for us with a web experience benchmarked to the best in the industry.

All Home categories have shown tremendous potential across online channels and we being a top player in the industry are well positioned to gain in quarters to come.

Operational Overview

Your Company continues to expand its footprint across the physical and online space. The focus of your Company continues to be a one stop destination for all home interior requirements – products and services. Digital initiatives continue to be built on at a rapid pace. We continue to strengthen our E-commerce operations both in the marketplace and through HomeTown.in. Your Company continues to work on optimizing productivity on per store basis. 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 your 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.

Your Company is a part of the Future Group, which is a pioneer in organised Retail Industry. As of

March 31, 2019, the Company operates 48 stores covering 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, along with great in-store experience. Praxis has presence across both metros and tier II cities and future expansion plans are in line with the need to serve the target customer.

Your Company continues to focus on increased sales from its existing stores, opening new stores and optimising its value chain, reduction in operating costs, improving margins and increasing sales thereby adding to the bottom-line.

Human Resource Initiatives

Human Resource is one of the key interfaces the Company has with its customers and hence it plays a vital role in writing the success story of any Company. The Human Resource function's strategy is focused on creating a future-ready workplace, strengthening the Company's culture, building capability for business and nurturing careers. We continue to develop our Front end Lines across all levels. Our values enshrine Employee satisfaction and we continue to benchmark our practices against the best in the industry.

Your Company currently employs approximately 2,000 employees spread across 48 stores and 28 cities. With an aim to hire and retain good talent we have revamped our hiring strategy and initiated various recruitment methodology comprising of detailed stage wise interviewing process covering the areas of relevant competency and role-based interviews.

Industry Outlook ³

Government of India's "Housing for all by 2022" scheme is likely to see construction of over 30 million new homes which will certainly provide a major boost to demand for home textiles, furnishing, home décor and houseware products, which even currently is growing at a healthy 25% annually. With rapidly increasing disposable incomes in hand, high aspiration of young Indians to improve their lifestyle, much greater international exposure through travel and media and a huge population of 1.28 billion people, India is ready to see a huge demand in home textiles, furnishings and home décor categories.

³ (Source: <http://www.ghindia.com/mal/market-overview/>)

Young Indian consumers now seek home products that are trendy, unique and are appropriate to the occasion and season. There is a growing demand for high quality, stylish and well-coordinated home products and the working young couples of urban India – from metropolitan cities down to the Tier-III towns – take pride in imparting a bit of their own personality to the look of their homes.

They don't mind visiting several shops and shopping centres to pick up the right mix of home textile, home décor and houseware products which synergize with each other in terms of colours, designs, materials and overall look and feel. These enthusiastic consumers enjoy regular shopping at department stores, hyper markets, speciality stores, designer boutiques and they are also the major drivers of e-retailing in India.

Risk and Concerns

The Company recognises that risk is an inherent part of every business. Effectively managing the risk is key to achieving our objectives and ensuring sustainable growth of the business. Key risk areas are periodically reviewed by the Senior Management of the Company. Some of the significant risks are detailed below:

Regulatory changes pertaining to the industry in India currently in which we operate and our ability to respond to them is an important risk that we have our energies focussed towards.

We proactively track 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. We take active measures to hedge ourselves from the foreign exchange fluctuation risk. Quality human capital is an important risk that we seek to mitigate in our retail business. We constantly strive to ensure that our employee policies are at par with the best in class industries.

We expect significant demand for our products and hence require to continuously evolve and improve our operational, financial and internal controls across our Organization. Our continued expansion increases the challenges involving integration of

new stores, preserving a uniform culture, values and work environment, developing and improving infrastructural, operational, and other internal systems, recruiting, training and retaining sufficient skilled management, project management, human resources and marketing personnel and adhering to health, safety and environmental standards.

Our business is subject to seasonal and cyclical volatility and our inability to forecast the trends and consumer preferences or demands in the forthcoming seasons may contribute to fluctuations in our results of operations and financial condition. We are closely working at de-risking our business from the vagaries of the housing cycle.

Your Company always strives to mitigate each of the above discussed risks both internal and external risks. The set controls and defined responsibilities at each level of Management require evaluation of the various existing risks and new expected risks at an early stage and immediate action plan to mitigate such risks. Further, the authority vested at each Management level ensures implementation and execution of such action plan with minimised risk.

Internal Controls and their Adequacy

The Company has implemented 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 have been set up to provide reasonable assurance on:

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

The compliance with these policies and procedures is ingrained into the management review process.

Deviations from laid-down processes and policies are addressed through systemic process. The organisation continuously assesses effectiveness of its internal controls across multiple functions and locations through internal audit. 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. It continues to stay committed to the areas of control and compliance, to ensure the highest standards of governance.

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

The financial results for the twelve months ended March 31, 2019 are not comparable with corresponding period of previous year, due to the Scheme of Arrangement between Future Retail Limited ('FRL') and Bluerock eServices Private Limited ('BSPL') and Praxis Home Retail Limited ('the Company') and their respective Shareholders under Section 230 to 232 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 ("the Scheme").

Equity Share Capital

The paid-up Equity Share Capital of the Company to the extent of 2,46,33,208 Equity Shares at at March 31,

2019 remains the same, which were issued and allotted to the shareholders of FRL pursuant to the Scheme.

Preference Share Capital:

The Preference Share Capital of the Company remains the same as at March 31, 2019 to the extent of 6,30,000 - 9% Non-Cumulative Redeemable Preference Shares of face value of ₹ 100/- each on a proportionate basis, redeemable at the end of 60 months from the date of allotment, i.e. December 8, 2017, which were allotted to the shareholders of BSPL pursuant to the Scheme. The Company has an option to redeem the Preference Shares at any time after the end of 24 months from the date of allotment. The Company, upon exercising such option or on redemption, will pay the amount of face value of the Preference Shares along with dividend accrued up to that date, if any. The Company's liability to the Preference Shareholders shall stand extinguished from the date of dispatch of the cheques / pay order for the redemption amount along with dividend, if any.

Key Financial Ratios

	Financial Year 2018-19	Financial Year 2017-18	% Change
Debtors Turnover	45.35 times	40.72 times	11%
Inventory Turnover*	2.10 times	1.41 times	50%
Interest Coverage [#]	(7.14) times	(0.22) times	3108%
Current Ratio	0.83 times	0.81 times	3%
Debt Equity Ratio [§]	0.52 times	0.08 times	567%
Operating Profit Margin	41.25%	39.12%	5%
Net Profit Margin [#]	(3.93%)	(0.52%)	656%
Return on Net Worth [#]	(71.15%)	(17.38%)	309%

* Increase is overall revenue compared to previous financial year with a marginal increase in inventory levels.

Increase is due to higher losses in the current financial year.

§ Increase is due to Forex loans (Letter of Credit) in Debt portfolio in Current financial year.

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

Viraj Didwania

Chairman & Managing Director

DIN : 02412474

Place: Mumbai

Date : May 23, 2019

BOARD'S REPORT

To

The Members,

Your Directors are pleased to present the Eighth Annual Report of the Company together with the Audited Financial Statements for the financial year ended March 31, 2019.

Financial Highlights

The financial performance of the Company is as follows

Particulars	(₹ in Lakh)	
	Financial Year 2018-19	Financial Year 2017-18
Revenue from Operations	68,422.82	38,054.06
Other Income	107.40	237.51
Total Income	68,530.22	38,291.57
Profit / (Loss) before Depreciation and Amortization Expense & Tax expense	(2,568.62)	(248.11)
Less: Depreciation and Amortization expense	41.20	29.44
Profit / (Loss) before Tax	(2,609.82)	(277.55)
Less: Tax expense	83.95	(78.45)
Profit / (Loss) after Tax	(2693.77)	(199.10)
Other Comprehensive Income for the Year	15.12	(20.93)
Total Comprehensive Income For The Year	(2708.89)	(178.17)
Earnings Per Equity Share of Face Value of ₹ 5/- each		
- Basic (in ₹)	(10.94)	(2.67)
- Diluted (in ₹)	(10.94)	(2.67)

Review of Performance

During the financial year under review, the Company had a total income of ₹ 68,530.22 Lakh. The total expenditure during the year was ₹ 71,140.04 Lakh. The Company has incurred a loss of ₹ 2,693.77 Lakh after tax for the year under review.

The financial results for the twelve months ended March 31, 2019 are not comparable with previous year, due 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 (**the Act**) and other applicable provisions of the Act, (**"the Scheme"**) which was made effective on November 20, 2017, (**"Effective date"**) from August 1, 2017 (1st Appointed Date) for demerged Home

Retail Business Undertaking of FRL and April 15, 2016 (2nd Appointed Date) for e-Commerce Home Retail Business Undertaking of BSPL, hereinafter referred to as **"the Respective Appointed Dates"**.

Business Outlook

The outlook for the overall home interiors segment continues to be positive from the medium to long term. Rapid pace of urbanization, increased disposable income and changing lifestyles will drive consumption in the sector. Increased demand for organized and professional services is being witnessed in the metro markets. The share of the organized sector will continue to increase significantly in the coming years.

We believe we are well placed to leverage on the opportunities emerging in the sector. Our stores are present across 28 cities. We continue to significantly increase our presence in the online space. Our Omnichannel presence enables us to cater to the

requirements of a wide set of consumers. We continue to focus on increasing productivity and ensuring the best in class customer experience through technological advancements.

Information Technology

To enhance customer interaction and online buying experiences, we have HomeTown Web App to access our online portal. Progressive Web App (PWA) is a new software development methodology which is a hybrid of regular website and mobile application, providing best of web and App functionalities. HomeTown Web App can be directly downloaded from mobile browser.

During the year under review, the Company has taken up strategic initiatives such as implementation of 'Endless Aisle' for better serving the customers and making available their choice of products just in time for them.

Further, we embarked on a slew of technology projects, to put together an omni-channel platform that can be used to drive sales (online and Brick & Mortar) as well as analyze customer's buying-intent, revamp the supply chain of the organization by leveraging Theory of Constraints and transforming us from an experience-driven business to a data-driven Organization.

Having aligned to the above objectives, we took new initiatives towards Customer Relationship Management (CRM) solution for our store staff. The solution is aimed at leveraging a hand-held driven CRM solution that can be used by the front-end executives of the Organization to create a pipeline, manage and close sales and provide a 360-degree view of the customer from service & marketing perspective.

In order to revamp its current supply chain, we have expanded rapidly on usage of Symphony as its TOC driven replenishment solution. The year in review saw a national rollout & complete revamp of product availability at local distribution centres.

Few of the other major initiatives involved introduction of digital solutions to manage projects executed by its Modular Kitchen, Design & Build verticals and offer document management solutions to create centralized control over data.

Brand, Customer and Marketing

HomeTown brand story is about a passion for building beautiful, stylish and comfortable homes, homes where our customers love every moment they live, homes that they take great pride in. And we do so through thoughtfully curated home interior products and solutions that are functional, trendy and affordable. Our brand pillars are 1. Thoughtful Design 2. Lasting Quality 3. Lifelong Service 4. Ideas and Inspirations

Our customer defies the cookie cutter demographic and range from 25 to 55 years. We cater to everyone who wants thoughtfully designed, good quality, function and trendy products and solutions for their home. Our customers have differing needs and differing styles and come to us for different reasons design, quality, price and lifelong service. Upwardly mobile, our customers have the privilege of spending their disposable income on making their home a stylish and comfortable space for self and their family.

Our marketing efforts are two pronged - 1. Expand our customer base, while strengthening our relationship with our existing customers through promotional and personalised CRM activities 2. Build our brand as a trusted and most loved destination for home interiors with emphasis on creating awareness about our various product offering and customised services.

New Launches / Initiatives

Song Bird - Song Bird is a serveware brand, tastefully curated to help our customers sprinkle creativity and fun while serving culinary vision to your friends and family. It offers a varied range of contemporary, versatile and trendy serving products to transform every meal into an extraordinary dining experience. Priced affordable, it offers a wide range to cater to any cuisine or occasion.

Human Resource

At Human Resource front, with an intent to bring the growing Praxis team together, we have started with employee engagement program- HomeTown Jewels, a cross functional team building platform for fun@work, showcasing talent and improving workplace relationships amongst employees.

Further, a strong recognition program called ROAR (Recognition of Applaudable Resources) has been launched at Store Support Office (SSO) to celebrate and reward good performers, to boost the morale of employees, make them feel valued and also help Management to identify potential and talent in employees.

In addition to the existing leave policy, we at Praxis have established a 'Bereavement Leave policy' to support the bereaved employees in the event of unfortunate death of a close family member. The objective of the policy is to enable the employee to support and spend time with his family and hence a small initiative by the Organisation in sharing the grief of the bereaved family. Also we have rolled out policies like 'My Day Leave', for giving leverage to employees for celebrating their birthdays with their loved ones.

We have also partnered with People Strong, a leading technology-led HR solutions company to enable end-to-end digital transformation of the People Office. This is a crucial step and shall enable us in building a far more digital Organization and bring in technology led solutions in all employee facing processes.

Customer Satisfaction

During FY 2018-19, enhanced customer satisfaction and loyalty were visible in a higher Net Promoter Score (NPS) of 83% in the last quarter of FY 2018-19, and the Average Google rating of HomeTown stores at a high of 4.7 out of 5.0.

Another measure of customer satisfaction "On Time Delivery" stood at 92% in the last quarter of FY 2018-19. We continue to stay committed towards continuous improvement in customer satisfaction and loyalty through happiness.

During the year under review, we adopted automation of the reverse pickup process, with improvement in the response time to the customers and introduction of complete tracking in system.

Share Capital

During the year under review, there was no change in the Share Capital of the Company.

Overview

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

Dividend and Reserves

Your Directors do not recommend any dividend for financial year 2018-19 and no amount is propose to be transferred to General Reserves.

Investments and Disinvestments

During the year under review, the Company has neither made any investments nor divested any of its investments.

Public Deposits

The Company has not accepted any fixed deposits from the public and/or Members as such, no amount in the nature of principal or interest on deposits from public and/or Members was outstanding as at March 31, 2019.

Corporate Governance

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

Management Discussion and Analysis

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

Auditor and Auditor's Report

Statutory Auditor

M/s. Pathak H.D. & Associates, Chartered Accountants (Firm Registration No. 107783W) were appointed as the Statutory Auditor of the Company at the Sixth Annual General Meeting held on September 21, 2017 for a period of five years from the conclusion of the Sixth Annual General Meeting till the conclusion of

the Eleventh Annual General Meeting of the Company. However, pursuant to the first proviso to Section 139(1) of the Act, their appointment was subject to ratification by the Members at every Annual General Meeting during the said term.

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

Further the continued appointment of M/s. Pathak H.D. & Associates, Chartered Accountants as the Statutory Auditors of the Company for their remaining tenure without ratification was also approved by the Members of the Company at the Seventh Annual General Meeting of the Company held on September 18, 2018.

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

Auditor's Report

The Statutory Auditor of the Company has issued the Auditor's Report on the financial statement of the Company for the financial year ended March 31, 2019 with unmodified opinion and does not contain any qualification, reservation or adverse mark.

Secretarial Auditor

M/s. Anant Gude & Associates, Practicing Company Secretary (Membership No. 7219 / COP No. 18623), was appointed as Secretarial Auditor to conduct the secretarial audit of the Company for the financial year 2018-19, as required under Section 204 of the Act and the relevant Rules made thereunder.

The Secretarial Audit Report in prescribed Form MR-3 for the financial year 2018-19 is appended as **Annexure-I** which forms part of this Report. The said Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks. Further pursuant to regulation 24A of the Listing Regulations Annual Secretarial Compliance Report for the year ended March 31, 2019 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 familiarization of Independent Directors with the Company, are available on the website of the Company at the link http://www.praxisretail.in/assets/download/3.Independent_Director_Familiarization_Program_Final.pdf

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

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

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

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

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

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

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

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

Directors and Key Managerial Personnel

During the year under review the Members at the Seventh Annual General Meeting of the Company held on September 18, 2018 have approved, the appointment of Mr. Viraj Didwania as Director designated as Chairman & Managing Director of the Company w.e.f October 12, 2017, appointment of Mr. Shirang Sarda as Non-Executive Non-Independent Director of the Company w.e.f December 12, 2017 and have further approved the appointment of Mr. Shantanu Shah, Mr. Pankaj Bhargava, Mr. S. Subramanian and Ms. Sridevi Badiga as Independent Directors of the Company w.e.f December 12, 2017.

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

The Company has received necessary disclosure and confirmation from concerned Director(s) in connection

with their appointment / re-appointment. Additional information on appointment / re-appointment of Directors as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2, is given in the Notice convening the Eighth 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.

During the year under review Mr. Anil Chandak was appointed as Chief Financial Officer of the Company w.e.f. February 19, 2019 as Mr. Harish Parasuram resigned from the Office of Chief Financial Officer of the Company w.e.f. the even date.

Committees of the Board of Directors

Your Board has constituted various committees as required under the Act and the Listing Regulations.

Details of Committees of the Board of Directors along with their terms of reference, composition and meetings held during the year, are provided in the Corporate Governance Report, which forms part of this Annual Report.

Number of Meetings of the Board

During the year under review (6) six meetings of the Board of Directors were held, details of which are given in the Corporate Governance Report which forms part of this Annual Report.

Subsidiary, Joint Venture, Holding Company and Associate Companies

During the year under review, the Company had incorporated "PHRL International Pte Ltd" in Singapore and agreed to make investments therein to make it a "Wholly Owned Subsidiary (WOS)" of the Company. However due to infeasibility, the same is being closed in accordance with the existing laws of Singapore.

As the Company has already taken decision for closure of "PHRL International Pte Ltd" and has not made any investments in the said entity, for record purpose it is not a subsidiary and also the Company does not have any other holding, subsidiary or joint venture or associate company as on year end.

Indian Accounting Standards ("IND AS")

The Company has adopted Indian Accounting Standards ("IND AS") with effect from April 01, 2017. Accordingly, the Financial Statement for the year 2018-19 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 and Remuneration Committee of the Company (NRC), has formulated criteria for evaluation of performance of Independent Directors and the Board of Directors.

Accordingly, the Board has carried out an annual evaluation of its own performance, its Committees and the individual Directors.

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

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

Employee Stock Option Plan

The Members of the Company had passed Special Resolution at the Seventh Annual General Meeting of the Company held on September 18, 2018 and approved the Praxis Home Retail Limited Share Value Appreciation Rights, Plan - 2018 - ("Praxis SVAR Plan - 2018" / "Plan") and have authorized the Board to create,

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

Pursuant to the applicable provisions of the Act and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SBEB Regulation"), the Company has set up 'Praxis Home Retail Limited Employees' Welfare Trust' ("Trust") for implementation of the said Plan. The applicable disclosures as stipulated under SBEB Regulation as on March 31, 2019 with regard to the Praxis SVAR Plan - 2018 are provided in **Annexure - II** to this Report.

Policy on Directors' Appointment and Remuneration

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

Risk Management and Internal Financial Control

The Company has a well-defined 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 Board has delegated responsibility to the Audit Committee to monitor and review risk management, assessment and minimization procedures and to develop, implement and monitor the risk management plan and identify, review and mitigate all elements of risks which the Company may be exposed to. Further, the Audit Committee has delegated the Internal Auditors with the role of risk management,

assessment and minimization procedures and also periodically reviews with them the existing procedures and measures to improvise the same.

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

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

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

Further pursuant to Section 4(2) of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, ('**POSH Act**') the Company has constituted 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, (1) one complaint was filed pursuant to the POSH Act, however the same not falling within the purview of the said Act was disposed off accordingly. No complaint was pending as on the end of the financial year under review.

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 fit into the criteria specified in Section 135 of the Act. The disclosures as per Rule 8 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, 2019, 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, 2019;
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records

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, 2019 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 comprises of Mr. Shantanu Shah, Independent Director as Chairperson of the Committee, Ms. Sridevi Badiga, Independent Director, Mr. S. Subramanian, Independent Director, Mr. Pankaj Bhargava, Independent Director and Mr. Viraj Didwania, Chairman & Managing Director, as Members of the Committee. There were no instances where the Board did not accept the recommendations of the Audit Committee. The terms of reference, powers and roles of the Committee are disclosed in the Corporate Governance Report, which forms part of this Annual Report.

Cost Records

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

Particulars of Employees

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

In terms of the provisions of second proviso to Section 136(1) of the Act, 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, is excluded from the Annual Report being sent to the Members of the Company and is available for inspection by the Members at registered office of the Company during business hours on working days up to the date of the ensuing Annual General Meeting. If any member is interested in obtaining a copy thereof, such member may write to the Company Secretary and the same will be furnished on request. The Annual Report including aforesaid information is being sent electronically to all those Members who have registered their e-mail addresses and also is available on the website of the Company.

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

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

Extract of Annual Return

In accordance with Section 134(3)(a) of the Act, an extract of Annual Return in the prescribed Form MGT-9 is appended as **Annexure-VII** which forms part of this Report.

In accordance with Section 92(3) of the Act, a copy of the Annual Return for the financial year ended March 31, 2019 is available on the website of the Company at <https://www.praxisretail.in/annual-reports.html>

Significant and Material Orders

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

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

Pursuant to Regulation 39(4) read with Schedule V of the Listing Regulations, the details pertaining to outstanding shares lying in Unclaimed Suspense Account, are given in the Corporate Governance Report which forms part of this Annual Report.

All the unclaimed shares are credited to a Demat Unclaimed Suspense Account and all the corporate benefits in terms of securities, accruing on these unclaimed shares shall be credited to such Account. However, the Voting Rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

Secretarial Standards

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

Place: Mumbai

Date : May 23, 2019

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

Viraj Didwania

Chairman & Managing Director

DIN : 02412474

ANNEXURE – I

Form No. MR-3 FOR THE FINANCIAL YEAR ENDED March 31, 2019

[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 and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company, during the audit period covering the financial year ended on March 31, 2019, 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, 2019 according to the provisions of:

- (i) The Companies Act, 2013 and / or the Companies Act, 1956 to the extent applicable (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - (Not Applicable to the Company during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under Securities and Exchange Board of India Act, 1992 (SEBI Act):-
 - (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (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;
 - (f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company for the financial year ended March 31, 2019:-

- (a) The Securities and Exchange Board of India (Issue and listing of Debt securities) Regulations, 2008;
- (b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (c) The 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, the Company has complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

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

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors; however changes in some of the Board Committees that took place during the year under review, 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

Place: Mumbai

Date: May 23, 2019

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 record 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.

Place: Mumbai
Date: May 23, 2019

For **Anant Gude & Associates,**
Anant Gude
Practicing Company Secretary
Proprietor
ACS No.7219 / CP No.18623

Secretarial Compliance Report for the year ended March 31, 2019

I, Anant Gude, Practising Company Secretary have examined :

- (a) All the documents and records made available to me and explanation 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 / filing, as may be relevant, which has been relied upon to make this certification;

For the year ended March 31, 2019 (“Review Period”) in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contract (Regulations) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”).

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

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

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 representation 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 and 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 Practising Company Secretary
	NIL	NIL	NIL

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and 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 either by SEBI or by Stock Exchanges (including under the standard operating procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars /guidelines issued thereunder:

Sr. No.	Action Taken By	Details Of Violation	Details Of Action Taken E.G. Fines, Warning Letter, Debarment, Etc.	Observations/ Remarks Of The Practicing Company Secretary, If Any.
	NIL	NIL	NIL	NIL

The listed entity has taken the following actions to comply with the observations made in previous reports:

This being the First Report since the notification issued by SEBI on February 08, 2019, the reporting on actions to comply with the observations made in the previous years' reports do not arise.

For Anant Gude & Associates

Anant Gude

Practicing Company Secretary

Proprietor

ACS No. 7219 / CP No. 18623

Place: Mumbai

Date: May 23, 2019

ANNEXURE - II

Praxis Home Retail Limited Share Value Appreciation Rights, Plan – 2018 (Praxis SVAR Plan- 2018) of the Company as at March 31, 2019.

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 Employees Stock Options (ESOPs) / Stock Options / Options / Stock Appreciation Rights (SARs) to the Eligible Employees of the Company under Praxis Home Retail Limited Share Value Appreciation Rights, Plan – 2018 (Praxis SVAR Plan- 2018) as recommended by the People Office.

Sl. 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. 29 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. 30 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 have authorized the Board to create, offer and grant to the Employees of the Company, 9,75,000 (Nine Lakh Seventy-Five Thousand) Employee Stock Options / Stock Appreciation Rights under Praxis SVAR Plan - 2018 exercisable into not exceeding 9,75,000 (Nine Lakh Seventy-Five Thousand) fully paid-up equity shares of the Company, in aggregate, of face value of ₹ 5/- (Rupees Five) each, either directly by the Company or through an Employee Welfare Trust to be set-up by the Company, by way of primary issue or secondary acquisition at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Nomination & Remuneration Committee in accordance with the provisions of this Praxis SVAR Plan – 2018, SEBI (Share Based Employee Benefits) Regulations, 2014 (SEBI SBEB Regulations) and in due compliance with other applicable laws and regulations.
II.	Total number of Options approved under Praxis SVAR Plan- 2018	9,75,000 (Nine Lakh Seventy-Five Thousand) Equity Shares of the face value of ₹ 5/- each fully paid-up
III.	Vesting Requirements	Options granted under Praxis SVAR Plan- 2018 plan would vest not less than 1 year and not more than 5 years from the Date of Grant of such Options.

IV.	Exercise price or pricing formula	The Exercise Price per Option shall not be less than face value of equity share and shall not exceed Market Price of the equity share of the Company as on the Date of Grant of Options which may be decided by the Nomination & Remuneration Committee of the Company. Exercise price for Options granted during the year 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	None
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 year 2018-19 would be :

₹ 1,48,523/- for Options granted with a vesting period of not less than 1(one) year and not more than (3) Three years and ₹ 60,706/- for Options granted with a vesting period of not less than 1(one) year and not more than (5) Five years, from the Date of Grant aggregating to total cost of ₹ 2,09,229/-.

E. Option movement during the year ended on March 31, 2019

Sl. No.	Particulars	Details	
		Grant - I*	Grant - II^
I.	Number of Options outstanding at the beginning of the year	NIL	NIL
II.	Number of Options granted during the year	3,07,500	1,59,000
III.	Number of Options forfeited / Cancelled /lapsed during the year	NIL	NIL
IV.	Number of Options vested during the year	NIL	NIL
V.	Number of Options exercised during the year	NIL	NIL
VI.	Number of shares arising as a result of exercise of Options	NA	NA
VII.	Exercise Price (in ₹ per Option)	NA	NA
VIII.	Money realized by exercise of Options, if scheme is implemented directly by the Company (in ₹)	NA	NA
IX.	Loan repaid by the Trust during the year from exercise price received	NA	NA
X.	Total number of Options outstanding (in force) at the end of the year	3,07,500	1,59,000
XI.	Number of Options exercisable at the end of the year	NIL	NIL

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

The details pertaining to the Options granted during the financial year 2018-19 are as follows:

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

Weighted average Exercise Price of Options granted during the year whose :

		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 Fair Value of Options (Black Scholes Method) granted during the year whose :

		Grant - I*	Grant - II^
		Grant on March 27, 2019	Grant on March 27, 2019
I.	Exercise price equals market price (₹)	67.38	88.40
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 as on March 31, 2019

Employee-wise details of Options granted during the year as on March 31, 2019

I. Senior Managerial Personnel

Sr. No	Name of Employee	Designation	Number of Options granted during the year	Exercise Price
1	Mr. Viraj Didwania	Chairman & Managing Director	2,31,000	₹176/-
2	Mr. Sumit Midha	Chief Operating Officer	33,500	₹176/-
3	Mr. Thomas Johan	Head- Strategy & Planning	26,000	₹176/-
4	Mr. Anil Chandak	Chief Financial Officer	17,000	₹176/-

Sr. No	Name of Employee	Designation	Number of Options granted during the year	Exercise Price
5	Ms. Smita Chowdhury	Company Secretary & Compliance Officer	2,000	₹176/-
6	Ms. Medha Tawde	Chief Marketing Officer	7,750	₹176/-
7	Mr. Sujoy Mitra	Head-Business Technology	11,250	₹176/-
8	Ms. Vaishali Thakkar	Chief Customer Service	5,000	₹176/-
9	Mr. Ketan Gandhalikar	Category Head -Furniture	12,000	₹176/-
10	Mr. Soumyajit Banerjee	Regional Head	8,000	₹176/-
11	Mr. Varun Kant	Regional Head	6,250	₹176/-

- ii. Employees who were granted, during any one year, Options amounting to 5% or more of the Options granted during the year

Sr. No	Name of Employee	Designation	Number of Options granted during the year	Exercise Price
1	Mr. Viraj Didwania	Chairman & Managing Director	2,31,000	₹176/-
2	Mr. Sumit Midha	Chief Operating Officer	33,500	₹176/-
3	Mr. Thomas Johan	Head- Strategy & Planning	26,000	₹176/-

- 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

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

The details pertaining to the Options granted during the financial year 2018-19 are as follows:

The fair value has been calculated using the Black Scholes Options 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.	

Date	Grant – I*	Grant – II^
	Grant on March 27, 2019	Grant on March 27, 2019
Volatility	Volatility was calculated using standard deviation of daily change in stock price.	
Risk-free rate of return	Zero coupon sovereign bond yields as on March 27, 2019 was utilized with maturity equal to expected term of the Option	
Exercise Price (₹)	176/-	
Expected Option Life	The expected Option life is assumed to be approximately half way 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.

(^)**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 Praxis SVAR Plan – 2018 is given below:

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

IV.	SAR price or pricing formula	SAR price shall be determined by the Nomination and Remuneration Committee and shall not be less than face value of equity share and shall not exceed Market Price of the equity share of the Company as on Date of Grant of SARs.
V.	Maximum term of SAR granted	5 years from the date of respective vesting
VI.	Choice of settlement	Combination
VII.	Sources of Shares	Combination
VIII.	Variation in terms of scheme	None

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 year 2018-19 would be Nil.

K. SAR movement during the year ended on March 31, 2019: 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

L. Employee-wise details of SAR granted during the year on March 31, 2019: Not Applicable

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

Details of Company's Employees' Welfare Trust:

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

i. **General Information of the Trust**

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

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

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

For & on behalf of the Board of Directors of
PRAXIS HOME RETAIL LIMITED

Place: Mumbai

Date: May 23, 2019

Viraj Didwania
Chairman & Managing Director
DIN: 02412474

ANNEXURE – III

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

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

A brief outline of the Company’s CSR Policy:

1	A brief outline of the Company’s CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	The CSR Policy of the Company inter-alia includes CSR activities to be undertaken by the Company in line with Schedule VII of the Companies Act, 2013 (‘the Act’). CSR Policy of the Company is available on the website of the Company at the link: http://www.praxisretail.in/assets/download/6.CSR_Policy.pdf
2	The Composition of the CSR Committee	The CSR Committee as on March 31, 2019 comprises of: <ul style="list-style-type: none"> • Mr. Viraj Didwania - Chairperson • Mr. Pankaj Bhargava - Member • Mr. Shantanu Shah - Member • Mr. S. Subramanian - Member
3	Average net profit/loss of the Company for last three financial years/periods.	Loss of ₹ 766.42 Lakh
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 2018-19:	
	a. Total amount to be spent for the financial year 2018-19	Nil
	b. Amount unspent, if any;	Not Applicable
	c. Manner in which the amount spent during the financial year 2018-19	Not Applicable

Manner in which the CSR amount spent during the financial year 2018-19

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			

Place: Mumbai
Date : May 23, 2019

Pankaj Bhargava
Independent Director
Member - CSR Committee
DIN : 02685275

Viraj Didwania
Chairman & Managing Director
Chairperson - CSR Committee
DIN : 02412474

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, 2019, 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, 2019 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
Future Retail Limited ("FRL")	Enterprise which have significant influence	Purchase of Goods	N.A	12,479.33	These transactions have been approved by the shareholders of the Company at its Seventh Annual General Meeting held on September 18, 2018. Necessary approvals of the Audit Committee and Board of Directors have been obtained by the Company.	Refer note below
		Rent, CAM and others	N.A.	935.61		

Note:

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

For & on behalf of the Board of Directors of
PRAXIS HOME RETAIL LIMITED

Viraj Didwania

Chairman & Managing Director

DIN: 02412474

Place: Mumbai

Date: May 23, 2019

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 2018-19, 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 2018-19 are as under:

Name of Director/KMP and Designation	Remuneration of Director/KMP for Financial Year 2018-19 (₹ in Lakh) (1)	% increase in Remuneration in the Financial Year 2018-19 (2)	Ratio of Remuneration of each Director/KMP to MRE for Financial Year 2018-19 (3=(1) / MRE)
Mr. Viraj Didwania [^] Chairman & Managing Director	171.32	Refer Note 1	73.11
Mr. Shrirang Sarda *	-	-	-
Mr. Pankaj Bhargava *	-	-	-
Mr. Shantanu Shah *	-	-	-
Mr. S. Subramanian *	-	-	-
Ms. Sridevi Badiga*	-	-	-
Mr. Anil Chandak Chief Financial Officer (Appointed w.e.f February 19, 2019)	26.43	-	11.28
Mr. Harish Parasuram [^] Chief Financial Officer (Resigned w.e.f February 19, 2019)	40.48	Refer Note 1	17.27
Ms. Smita Chowdhury [^] Company Secretary & Compliance Officer	11.11	Refer Note 1	4.74

Note:

- ([^]) The remuneration paid to Chairman & Managing Director and the Key Managerial Personnel for financial year 2018-19 is not comparable with the remuneration paid for previous financial year 2017-18 as the remuneration for previous financial year was paid for the period from November 1, 2017 to March 31, 2018.
- (*) Non-Executive Non-Independent Director and Independent Directors were not paid any remuneration apart from the sitting fees, the details of which is given in **Annexure VII- MGT-9** to the Board's Report.

- II. The Median Remuneration of Employees (MRE) of the Company during the year was ₹ 2,34,342/- and for the previous year it was ₹ 2,14,813/-.
- III. The increase in MRE in the financial year 2018-19 compared to financial year 2017-18 was 9.09 %, however the same is not comparable with the previous year as the remuneration for financial year 2017-18 was paid for the period from November 1, 2017 to March 31, 2018.
- IV. There were 2,054 permanent Employees on the rolls of the Company as on March 31, 2019.
- V. The average percentage increase made in salaries of employees other than the managerial personnel in the financial year 2018-19 was 8%-10%. The remuneration paid to Chairman & Managing Director and the Key Managerial Personnel for financial year 2018-19 is not comparable with the remuneration paid for previous financial year 2017-18 as the remuneration for previous financial year was paid for the period from November 1, 2017 to March 31, 2018. The remuneration of Chairman & Managing Director is decided based on the individual performance, inflation, prevailing industrial trends and benchmarks.
- VI. The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

For & on behalf of the Board of Directors of
PRAXIS HOME RETAIL LIMITED

Viraj Didwania

Chairman & Managing Director

DIN: 02412474

Place: Mumbai

Date: May 23, 2019

ANNEXURE – VI

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

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

(A) Conservation of Energy:

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

(B) Technology Absorption:

(i) The efforts made towards technology absorption	<p>In order to create a scalable operating model to support business, the year under review saw the implementation of a single technology platform that is aimed at creating a 360-degree view of the customer. The Company has leveraged its Customer Relationship Management (CRM) platform to synthesize the sales & sales-leads information from various channels, be it brick & mortar stores or online. The platform ensures a single view of the customer from both the channels. The customer 360-degree view is further augmented by mapping it to transactional information from all other information systems such as call center and logistics services. The objective is to leverage the platform to create a paradigm shift in servicing customers by ensuring data availability on one single platform.</p> <p>The Company in a bid to strengthen its omnichannel presence has revamped its website hometown.in to offer the customer a better experience. Another significant development has been the introduction of Endless Aisle in physical stores with an aim to arrest lost opportunities. Endless Aisle ensures leveraging online as a channel to close the sales of all merchandise which are not on display.</p> <p>The year under review also ensured an overhaul of the replenishments & back-end logistics by ensuring merchandise availability of highest moving products at the warehouse closest to the point of purchase.</p>
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(ii) the benefits derived like product improvement, cost reduction, product development or import substitution	<ol style="list-style-type: none"> 1. Improvement in sales conversions 2. Operational efficiency in serving customer orders 3. Reducing the Turnaround Time (TAT) of customer orders. Currently Hometown is in a position to ensure merchandise availability from logistics-hub to customer's home in less than a week 4. Helps in enhancing the NPS - Net Promoter Score, a measure of customer satisfaction 												
(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.	Nil												
(iv) the expenditure incurred on Research and Development.													
(C) Foreign exchange earnings and Outgo:	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="3" style="text-align: right;">₹ in Lakh</th> </tr> <tr> <th style="text-align: center;">Particulars</th> <th style="text-align: center;">2018-19</th> <th style="text-align: center;">2017-18</th> </tr> </thead> <tbody> <tr> <td>Total Foreign Exchange Used</td> <td style="text-align: center;">6,135.92</td> <td style="text-align: center;">51.21</td> </tr> <tr> <td>Total Foreign Exchange Earned</td> <td style="text-align: center;">Nil</td> <td style="text-align: center;">Nil</td> </tr> </tbody> </table>	₹ in Lakh			Particulars	2018-19	2017-18	Total Foreign Exchange Used	6,135.92	51.21	Total Foreign Exchange Earned	Nil	Nil
₹ in Lakh													
Particulars	2018-19	2017-18											
Total Foreign Exchange Used	6,135.92	51.21											
Total Foreign Exchange Earned	Nil	Nil											

For & on behalf of the Board of Directors of
PRAXIS HOME RETAIL LIMITED

Viraj Didwania

Chairman & Managing Director

DIN: 02412474

Place: Mumbai

Date: May 23, 2019

ANNEXURE – VII

Form No. MGT-9

Extract of Annual Return as on the Financial Year ended March 31, 2019
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L52100MH2011PLC212866
ii.	Registration Date	January 31, 2011
iii.	Name of the Company	Praxis Home Retail Limited
iv.	Category/Sub-Category of the Company	Non-Govt. Public Company Limited by shares
v.	Address of the Registered office and contact details	iThink Techno Campus, Jolly Board Tower-D, Ground Floor, Kanjur Marg (East), Mumbai - 400042. Tel.: +91 22 7106 8031 Fax: +91 22 7106 8032 Email-Id: investorrelations@praxisretail.in Website: www.praxisretail.in
vi.	Whether listed Company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited C-101, Embassy 247, L B S Marg, Vikhroli (West), Mumbai - 400083. Tel.: +91 22 4918 6000 Fax: +91 22 4918 6060 Email-Id: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sr. No.	Name and Description of Main Products/Services	NIC Code of the Product/ Service	% to Total Turnover of the Company
1	Retail - Household furniture and Home décor, electrical household appliances, lighting equipments, miscellaneous household utensils, cutlery, crockery, glassware, china and pottery and other household articles.	47 (Retail Trade, except of motor vehicles and motorcycles)	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	PHRL International Pte. Ltd.* 20 Maxwell Road, #09-17, Maxwell House, Singapore - 069113.	201843082W	Refer Note	—	—

Note: During the year under review, the Company had incorporated “PHRL International Pte Ltd” on 28-Dec-2018 in Singapore and agreed to make investments therein to make it a “Wholly Owned Subsidiary (WOS)” of the Company. However due to infeasibility, the same is being closed in accordance with the existing laws of Singapore.

As the Company has already taken decision for closure of “PHRL International Pte Ltd” and has not made any investments in the said entity, for record purpose it is not a subsidiary and also the Company does not have any other holding, subsidiary or joint venture or associate company as on year end.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year [As on April 01, 2018]				No. of Shares held at the end of the year [As on March 31, 2019]				% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoter										
1) Indian										
a) Individual/ Hindu Undivided Family@	4,405	-	4,405	0.02	1,14,405	-	1,14,405	0.46	0.44	
b) Central Government	-	-	-	-	-	-	-	-	-	
c) State Government(s)	-	-	-	-	-	-	-	-	-	
d) Bodies Corporate@	1,29,05,320	-	1,29,05,320	52.39	1,38,86,851	-	1,38,86,851	56.37	3.98	
e) Banks / Financial Institution	-	-	-	-	-	-	-	-	-	
f) Any Other	-	-	-	-	-	-	-	-	-	
Sub-total(A)(1):	1,29,09,725	-	1,29,09,725	52.41	1,40,01,256	-	1,40,01,256	56.84	4.43	

Category of Shareholders	No. of Shares held at the beginning of the year [As on April 01, 2018]				No. of Shares held at the end of the year [As on March 31, 2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2) Foreign									
a) Non-Resident Indians-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / Financial Institution	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):	0	0	0	0.00	0	0	0	0	0.00
Sub-total (A) = (A)(1)+(A)(2)	1,29,09,725	-	1,29,09,725	52.41	1,40,01,256	-	1,40,01,256	56.84	4.43

B. Public Shareholding

1. Institutions

a) Mutual Funds	2,72,777	-	2,72,777	1.11	2,70,027	-	2,70,027	1.10	(0.01)
b) Banks / Financial Institution	2,31,675	-	2,31,675	0.94	2,31,675	-	2,31,675	0.94	0.00
c) Central Government	-	-	-	-	-	-	-	-	-
d) State Government(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Alternate Investment Funds	52,924	-	52,924	0.21	4,69,221	-	4,69,221	1.90	1.69
g) Insurance Companies	50,143	-	50,143	0.20	20	-	20	0.00	(0.20)

Category of Shareholders		No. of Shares held at the beginning of the year [As on April 01, 2018]				No. of Shares held at the end of the year [As on March 31, 2019]				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
h)	Foreign Institutional Investors including Foreign Portfolio Investors	30,44,216	-	30,44,216	12.36	12,06,016	-	12,06,016	4.90	(7.46)
i)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
j)	Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)		36,51,735	-	36,51,735	14.82	21,76,959	-	21,76,959	8.84	(5.98)
2. Non-Institutions										
a) Bodies Corporate										
(i)	Indian	59,53,388	173	59,53,561	24.17	51,20,899	173	51,21,072	20.79	(3.38)
(ii)	Overseas	-	-	-	-	-	-	-	-	-
b) Individuals:										
(i)	Individual share-holders holding nominal share capital upto ₹ 1 Lakh	10,58,046	70,857	11,28,903	4.58	18,26,930	50,016	18,76,946	7.62	3.04
(ii)	Individual share-holders holding nominal share capital in excess of ₹ 1 Lakh	4,95,261	-	4,95,261	2.01	9,58,338	-	9,58,338	3.90	1.89

Category of Shareholders	No. of Shares held at the beginning of the year [As on April 01, 2018]				No. of Shares held at the end of the year [As on March 31, 2019]				% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
c) NBFCs registered with RBI	-	-	-	-	10,000	-	10,000	0.04	0.04	
(C) Any Others:										
1	Non-Resident Indians	1,01,430	110	1,01,540	0.41	1,58,570	110	1,58,680	0.64	0.23
2	Directors & Relatives	500	-	500	0.00	1,050	-	1,050	0.00	0.00
3	Clearing Member	2,33,542	-	2,33,542	0.95	41,181	-	41,181	0.17	(0.78)
4	Trust	54	-	54	0.00	41,581	-	41,581	0.17	0.17
5	Foreign Nationals	80	-	80	0.00	5	-	5	0.00	0.00
6	Hindu Undivided Family	1,58,307	-	1,58,307	0.64	2,46,140	-	2,46,140	1.00	0.36
Sub-total(B)(2)		80,00,608	71,140	80,71,748	32.77	84,04,694	50,299	84,54,993	34.32	1.55
Total Public Shareholding (B)=(B)(1)+ (B)(2)		1,16,52,343	71,140	1,17,23,483	47.59	1,05,81,653	50,299	1,06,31,952	43.16	(4.43)
C.	Shares held by Custodian on behalf of GDRs / ADRs Holders (C1)	-	-	-	-	-	-	-	-	-
	Employee Benefit Trust under SEBI (Share Based Employee Benefit) Regulations, 2014 (C2)	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year [As on April 01, 2018]				No. of Shares held at the end of the year [As on March 31, 2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Total Non-Promoter Non-Public Shareholding (C) = (C1) + (C2)	0	0	0	0.00	0	0	0	0	0.00
Grand Total (A+B+C)	2,45,62,068	71,140	2,46,33,208	100.00	2,45,82,909	50,299	2,46,33,208	100.00	-

Notes:

@ (1) 10,91,531 equity shares acquired by Surplus Finvest Private Limited, Promoter Group entity through market purchase on April 11, 2018 (2) Ms. Sangita Biyani, member of Promoter Group acquired 1,10,000 equity shares of the Company from Surplus Finvest Private Limited on March 27, 2019 through off-market purchase. Requisite disclosure under SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015 have been made to the Stock Exchanges whereat the Company's equity shares are listed.

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of year [As on April 01, 2018]			Shareholding at the end of the year [As on March 31, 2019]			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	
1.	Future Corporate Resources Pvt Ltd.* (f/k/a Suhani Trading and Investment Consultants Private Limited)	1,16,82,558	47.43	14.51	1,16,82,558	47.43	1.32	0.00
2.	Retail Trust^	0	0.00	0.00	0	0.00	0.00	0.00

Sr. No	Shareholder's Name	Shareholding at the beginning of year [As on April 01, 2018]			Shareholding at the end of the year [As on March 31, 2019]			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	
3.	Akar Estate and Finance Private Limited	50	0.00	0.00	50	0.00	0.00	0.00
4.	Surplus Finvest Private Limited@	12,22,712	4.96	0.00	22,04,243	8.95	0.00	3.99
5.	Ms. Ashni Kishore Biyani	3,557	0.01	0.00	3,557	0.01	0.00	0.00
6.	Mr. Anil Biyani	106	0.00	0.00	106	0.00	0.00	0.00
7.	Mr. Gopikishan Biyani	106	0.00	0.00	106	0.00	0.00	0.00
8.	Mr. Kishore Biyani	106	0.00	0.00	106	0.00	0.00	0.00
9.	Mr. Laxminarayan Biyani	106	0.00	0.00	106	0.00	0.00	0.00
10.	Mr. Rakesh Biyani	106	0.00	0.00	106	0.00	0.00	0.00
11.	Mr. Sunil Biyani	106	0.00	0.00	106	0.00	0.00	0.00
12.	Mr. Vijay Biyani	106	0.00	0.00	106	0.00	0.00	0.00
13.	Mr. Vivek Biyani	106	0.00	0.00	106	0.00	0.00	0.00
14.	Ms. Sangita Biyani @	0	0.00	0.00	1,10,000	0.45	0.00	0.45
	Total	1,29,09,725	52.41	14.51	1,40,01,256	56.84	1.32	4.43

(*) Future Corporate Resources Pvt. Ltd. [(formerly known as Suhani Trading and Investment Consultants Private Limited ("the Transferee Company"))] was added in the Promoter/Promoter Group of the Company in financial year 2017-18 in terms of Composite Scheme of Arrangement among Future Corporate Resources Limited, PIL Industries Limited, Manz Retail Private Limited, Weavette Business Ventures Limited, ESES Commercials Private Limited, Gargi Business Ventures Private Limited and Suhani

Trading and Investment Consultants Private Limited which was approved by Hon'ble National Company Law Tribunal, Mumbai Bench and made effective on November 14, 2017. The name "Suhani Trading and Investment Consultants Private Limited" was changed to "Future Corporate Resources Private Limited" on December 11, 2018.

- (^) As per disclosures under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, furnished by the Promoter/Promoter Group / PACs.
- (@) (1) 10,91,531 equity shares were acquired by Surplus Finvest Private Limited, Promoter/Promoter Group entity through market purchase on April 11, 2018 (2) Ms. Sangita Biyani, a member of Promoter Group acquired 1,10,000 equity shares of the Company from Surplus Finvest Private Limited on March 27, 2019 through off-market purchase. Requisite disclosure under SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015 have been made to the Stock Exchanges whereat the Company's equity shares are listed.

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year [As on April 01, 2018]		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Future Corporate Resources Private Limited (f/k/a. Suhani Trading and Investment Consultants Private Limited)				
	At the beginning of the year	1,16,82,558	47.43	1,16,82,558	47.43
	At the end of the year			1,16,82,558	47.43
2	Akar Estate and Finance Private Limited				
	At the beginning of the year	50	0.00	50	0.00
	At the end of the year			50	0.00
3	Mr. Kishore Biyani				
	At the beginning of the year	106	0.00	106	0.00
	At the end of the year			106	0.00
4	Ms. Ashni Kishore Biyani				
	At the beginning of the year	3,557	0.01	3,557	0.01
	At the end of the year			3,557	0.01
5	Mr. Anil Biyani				
	At the beginning of the year	106	0.00	106	0.00
	At the end of the year			106	0.00
6	Mr. Gopikishan Biyani				
	At the beginning of the year	106	0.00	106	0.00
	At the end of the year			106	0.00

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year [As on April 01, 2018]		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
7	Mr. Laxminarayan Biyani				
	At the beginning of the year	106	0.00	106	0.00
	At the end of the year			106	0.00
8	Mr. Rakesh Biyani				
	At the beginning of the year	106	0.00	106	0.00
	At the end of the year			106	0.00
9	Mr. Sunil Biyani				
	At the beginning of the year	106	0.00	106	0.00
	At the end of the year			106	0.00
10	Mr. Vijay Biyani				
	At the beginning of the year	106	0.00	106	0.00
	At the end of the year			106	0.00
11	Mr. Vivek Biyani				
	At the beginning of the year	106	0.00	106	0.00
	At the end of the year			106	0.00
12	Ms. Sangita Biyani				
	At the beginning of the year	0	0.00	0	0.00
	March 27, 2019- Off-market purchase from Surplus Finvest Private Limited	1,10,000	0.45	1,10,000	0.45
	At the end of the year			1,10,000	0.45
13	Surplus Finvest Private Limited				
	At the beginning of the year	12,22,712	4.96	12,22,712	4.96
	April 11, 2018 - Market Purchase	10,91,531	4.43	23,14,243	9.39
	March 27, 2019 - Off-Market Sale to Ms. Sangita Biyani	(1,10,000)	0.45	22,04,243	8.95
	At the end of the year			22,04,243	8.95

iv. Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	Particulars	Shareholding at the beginning of the year [As on April 01, 2018]		Cumulative Shareholding During the Year	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
1.	BENNETT, COLEMAN AND COMPANY LIMITED				
	At the beginning of the year	11,55,737	4.69	11,55,737	4.69
	At the end of the year			11,55,737	4.69
2.	INDIA OPPORTUNITIES GROWTH FUND LTD - PINWOOD STRATEGY				
	At the beginning of the year	10,48,721	4.25	10,48,721	4.25
	Shares bought on 06-Apr-2018	72,546	0.29	11,21,267	4.55
	Shares sold on 25-May-2018	(10,000)	(0.04)	11,11,267	4.51
	At the end of the year			11,11,267	4.51
3.	BRAND EQUITY TREATIES LIMITED				
	At the beginning of the year	11,89,999	4.83	11,89,999	4.83
	Shares sold on 18-May-2018	(1,60,000)	(0.64)	10,29,999	4.18
	At the end of the year			10,29,999	4.18
4.	HERITAGE FOODS LIMITED				
	At the beginning of the year	8,92,371	3.62	8,92,371	3.62
	At the end of the year			8,92,371	3.62
5.	AADI FINANCIAL ADVISORS LLP				
	At the beginning of the year	6,98,538	2.84	6,98,538	2.84
	At the end of the year			6,98,538	2.84
6.	EQUITY INTELLIGENCE INDIA PRIVATE LIMITED				
	At the beginning of the year	0	0.00	0	0.00
	Shares bought on 20-Apr-2018	50,000	0.20	50,000	0.20
	Shares bought on 30-Jun-2018	15,000	0.06	65,000	0.26
	Shares bought on 27-Jul-2018	4,000	0.02	69,000	0.28
	Shares bought on 03-Aug-2018	15,000	0.06	84,000	0.34
	Shares bought on 14-Sep-2018	16,000	0.06	1,00,000	0.40
	Shares bought on 29-Sep-2018	30,000	0.12	1,30,000	0.52
	Shares bought on 05-Oct-2018	8,000	0.03	1,38,000	0.56
	Shares bought on 12-Oct-2018	15,000	0.06	1,53,000	0.62
	Shares bought on 02-Nov-2018	27,000	0.10	1,80,000	0.73

Sr. No.	Particulars	Shareholding at the beginning of the year [As on April 01, 2018]		Cumulative Shareholding During the Year	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
	Shares bought on 23-Nov-2018	45,100	0.18	2,25,100	0.91
	Shares bought on 30-Nov-2018	24,900	0.10	2,50,000	1.01
	Shares bought on 07-Dec-2018	15,090	0.06	2,65,090	1.07
	Shares bought on 08-Mar-2019	44,910	0.18	3,10,000	1.25
	Shares bought on 22-Mar-2019	10,000	0.04	3,20,000	1.29
	Shares bought on 29-Mar-2019	10,000	0.04	3,30,000	1.33
	At the end of the year			3,30,000	1.33
7.	IDFC TAX ADVANTAGE (ELSS) FUND				
	At the beginning of the year	2,50,000	1.01	2,50,000	1.01
	Shares bought on 13-Apr-2018	9,521	0.03	2,59,521	1.05
	Shares bought on 27-Apr-2018	5,479	0.02	2,65,000	1.07
	Shares bought on 09-Nov-2018	5,000	0.02	2,70,000	1.09
	At the end of the year			2,70,000	1.09
8.	AKASH BHANSHALI				
	At the beginning of the year	2,46,308	0.99	2,46,308	1.00
	At the end of the year			2,46,308	1.00
9.	LIFE INSURANCE CORPORATION OF INDIA				
	At the beginning of the year	2,31,675	0.94	2,31,675	0.94
	At the end of the year			2,31,675	0.94
10.	GOVERNMENT PENSION FUND GLOBAL				
	At the beginning of the year	3,10,103	1.25	3,10,103	1.25
	Shares sold on 11-May-2018	(65,490)	-0.27	2,44,613	0.99
	Shares sold on 01-Jun-2018	(37)	0.00	2,44,576	0.99
	Shares sold on 08-Jun-2018	(1,241)	-0.01	2,43,335	0.98
	Shares sold on 15-Jun-2018	(835)	0.00	2,42,500	0.98
	Shares sold on 22-Jun-2018	(8,390)	-0.03	2,34,110	0.95
	Shares sold on 30-Jun-2018	(8,317)	-0.03	2,25,793	0.91
	Shares sold on 06-Jul-2018	(5,088)	-0.02	2,20,705	0.90
	Shares sold on 13-Jul-2018	(10,495)	-0.04	2,10,210	0.85
	Shares sold on 20-Jul-2018	(226)	0.00	2,09,984	0.85
	Shares sold on 27-Jul-2018	(362)	0.00	2,09,622	0.85

Sr. No.	Particulars	Shareholding at the beginning of the year [As on April 01, 2018]		Cumulative Shareholding During the Year	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
	Shares sold on 03-Aug-2018	(1,670)	-0.01	2,07,952	0.84
	Shares sold on 10-Aug-2018	(3,970)	-0.02	2,03,982	0.83
	Shares sold on 17-Aug-2018	(649)	0.00	2,03,333	0.83
	Shares sold on 24-Aug-2018	(2,585)	-0.01	2,00,748	0.81
	Shares sold on 31-Aug-2018	(1,537)	-0.01	1,99,211	0.81
	Shares sold on 07-Sep-2018	(6,499)	-0.03	1,92,712	0.78
	Shares sold on 14-Sep-2018	(5,702)	-0.02	1,87,010	0.76
	Shares sold on 08-Mar-2019	(48,252)	-0.20	1,38,758	0.56
	Shares sold on 15-Mar-2019	(64,646)	-0.26	74,112	0.30
	At the end of the year			74,112	0.30

V. Shareholding of Directors and Key Managerial Personnel

Sr. No.	Particulars	Shareholding at the beginning of the year [As on April 01, 2018]		Cumulative Shareholding During the Year	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
1	Mr. Viraj Didwania	-	-	-	-
	At the end of the year			-	-
2	Mr. Shrirang Sarda	-	-	-	-
	September 26, 2018 - Market Purchase	50	0.00	50	0.00
	At the end of the year			50	0.00
3	Mr. Shantanu Shah	500	0.00	500	0.00
	August 17, 2018- Market Purchase	190	0.00	690	0.00
	October 11, 2018- Market Purchase	310	0.00	1,000	0.00
	At the end of the year			1,000	0.00
4	Mr. Pankaj Bhargava	-	-	-	-
	At the end of the year			-	-
5	Mr. S. Subramanian	-	-	-	-
	At the end of the year			-	-

Sr. No.	Particulars	Shareholding at the beginning of the year [As on April 01, 2018]		Cumulative Shareholding During the Year	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
6	Ms. Sridevi Badiga	-	-	-	-
	At the end of the year			-	-
7	Mr. Anil Chandak	-	-	-	-
	At the end of the year			-	-
8	Mr. Harish Parasuram	-	-	-	-
	Market Purchase dated April 13, 2018	1,000	0.00	1,000	0.00
	Market Sale dated March 28, 2019	(1,000)	0.00	-	-
	At the end of the year			-	-
9	Ms. Smita Chowdhury	-	-	-	-
	At the end of the year			-	-

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

Particulars	Secured Loans Excluding	Unsecured	Deposits	Total Indebtedness
Indebtedness at the beginning of financial year (As on April 01, 2018)				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
- Addition	-	-	-	-
- Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of financial year (As on March 31, 2019)				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (₹ in Lakhs)
		Mr. Viraj Didwania Chairman & Managing Director	
1.	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	165.34	165.34
	(b) Value of perquisites u/s. 17(2) Income-tax Act, 1961	1.42	1.42
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	—	—
2.	Stock Option	(*)	—
3.	Sweat Equity	—	—
4.	Commission	—	—
	- as % of profit	—	—
	- others, specify	—	—
5.	Retiral Benefits	4.56	4.56
	Total (A)	171.32	171.32
	Ceiling as per the Act	In view of loss, the ceiling is applicable as per Schedule V and other applicable provisions of the Companies Act, 2013 with related Rules thereto.	

* Granted 2,31,000 Stock Options during the year.

B. Remuneration to other Directors:

(₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Mr. S. Subramanian	Mr. Pankaj Bhargava	Mr. Shantanu Shah	Ms. Sridevi Badiga	Total
	Independent Directors					
	• Fee for attending Board Committee Meetings	4.40	4.50	3.10	2.00	14.00
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (1)	4.40	4.50	3.10	2.00	14.00
	Other Non-Executive Directors	Mr. Shrirang Sarda				Total
	• Fee for attending Board Committee Meetings	2.30	-	-	-	2.30
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (2)	2.30	-	-	-	2.30
	Total (B) = (1+2)					16.30
	Total Managerial Remuneration (A+B)					187.62
	Ceiling as per the Act -	Sitting Fees paid is within the limits specified under the Companies Act, 2013.				

C. Remuneration to Key Managerial Personnel Other than MD/Manager/ WTD

(₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel				
		CEO	Company Secretary	CFO	CFO	Total
		—	Ms. Smita Chowdhury	Mr. Harish Parasuram *	Mr. Anil Chandak **	
1.	Gross salary					
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	—	10.77	36.68	26.01	73.46
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—	2.35	0.04	2.39
	(c) Profits in lieu of salary under Section 17(3) of Income- tax Act, 1961	—	—	—	—	—
2.	Stock Option	—	(#)	—	(@)	—
3.	Sweat Equity	—	—	—	—	—
4.	Commission	—	—	—	—	—
	- as % of profit	—	—	—	—	—
	- others, specify	—	—	—	—	—
	Others, please specify	—	—	—	—	—
5.	Retiral Benefits	—	0.34	1.45	0.38	2.17
	Total	—	11.11	40.48	26.43	78.02

* Mr. Harish Parasuram resigned w.e.f. February 19, 2019.

** Mr. Anil Chandak appointed w.e.f. February 19, 2019.

Granted 2,000 Stock Options during the year.

@ Granted 17,000 Stock Options during the year.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ Court]	Appeal made. If any (give details)
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other Officers-in-Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For & on behalf of the Board of Directors of
PRAXIS HOME RETAIL LIMITED

Viraj Didwania

Chairman & Managing Director

DIN: 02412474

Place: Mumbai

Date: May 23, 2019

Corporate Governance Report

I. Company's Philosophy on Corporate Governance

Your Company places strong emphasis on best governance practices and considers it as an integral part of the business. The Company's philosophy on corporate governance is to demonstrate 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 framework of corporate governance provides for conducting the business according to the system, practices and processes which are further strengthened with adoption and implementation of various codes and policies in compliance with the applicable regulatory provisions and ensures transparency and accountability at various Organization 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 maintaining strong business fundamentals through persistent focus on the core values and principles such as commitment to bring efficiencies in business operations, best services to its customers, assuring adequate health and safety measures 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 practised by entire management cadre. Your Company ensures compliance with the regulations 17 to 27 and clause (b) to (i) 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, 2019, the Board comprises of 6 (Six) Directors including one Women Director. 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 a declaration from the Independent Directors 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, 2019:

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 shares held in the Company
		Public	Private / Non-profit	Memberships	Chairmanship	
Mr. Viraj Didwania (Chairman & Managing Director)	None	1	1	2	0	Nil
Mr. Shrirang Sarda (Non-Executive Non- Independent Director)	None	1	9	1	1	50
Mr. Pankaj Bhargava (Independent Director)	None	2	1	2	0	Nil
Mr. Shantanu Shah (Independent Director)	None	1	1	1	1	1,000
Mr. S. Subramanian (Independent Director)	None	1	0	1	0	Nil
Ms. Sridevi Badiga (Independent Director)	Future Retail Ltd. (Independent Director)	2	0	2	0	Nil

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

¹ Does not include directorships in foreign companies

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

- **Governance**

This category includes skills relevant to performing the Board's key functions such as strategic planning, policy development, financial performance, audit review, risk & compliance oversight, overall experience, assessing strategic opportunities and threats, good governance practices.

- **Industry specific**

This category includes skills relevant to the retail industry in which the Company operates such as business development, vendor management, technology, marketing & communication and operational efficacy, understanding consumer buying patterns, consumption analysis, product innovations, supplier management, store operations and customer interactions.

- **Personal attributes & qualities**

These are the attributes which are generally considered desirable to be an effective Director possessing specific qualities like leadership, effective communication, honesty, independence, commitment, professionalism, Innovative, ethics and integrity etc.

3. Meetings and Attendance

During the year under review, total (6) six Meetings of the Board of Directors were held on May 28, 2018, August 6, 2018, November 5, 2018, December 13, 2018, February 5, 2019 and March 27, 2019. The gap between two Meetings did not exceed 120 (One Hundred and Twenty) days as prescribed in the Listing Regulations and the Act. The Seventh (7th) Annual General Meeting (AGM) of the Company was held on September 18, 2018. Details of Meetings and attendance by the Directors of the Company are as under:

Name of Director	No. of Board Meetings		7 th AGM (September 18, 2018)
	Entitled to attend	Attended	
Mr. Viraj Didwania	6	6	Yes
Mr. Shirang Sarda	6	3	Yes
Mr. Pankaj Bhargava	6	5	Yes
Mr. Shantanu Shah	6	4	Yes
Mr. S. Subramanian	6	5	Yes
Ms. Sridevi Badiga	6	3	Yes

4. Resignation of Independent Director

During the year under review, none of the Independent Directors resigned from the Office of Director of the Company.

5. Code of Conduct

The Board has laid down the Code of Conduct for all Directors and Senior Management of the Company to conduct their activities in the best interest of the Company and exercising due care and diligence while performing their duties. The said Code of Conduct is hosted on website of the Company at http://www.praxisretail.in/assets/download/1.Code-of-Conduct_for_Directors_and_Senior_Management_Final.pdf All Directors and Senior Management Personnel have affirmed compliance with the said Code of Conduct for the financial year ended March 31, 2019. A declaration to this effect signed by the Chairman & Managing Director forms part of this Corporate Governance Report.

5. Confirmation

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

B. Audit Committee

The Audit Committee of the Company comprises of 5 (Five) Directors. The Committee comprises majority of Independent Directors. During the year under review Mr. Shantanu Shah, Independent Director was appointed as Chairperson of the Committee w.e.f May 28, 2018 in place of Ms. Sridevi Badiga, Independent Director of the Company. All the members of the Committee possess adequate accounting and financial knowledge. The Company Secretary functions as Secretary to the Committee. During the year under review, five meetings of the Audit Committee were held on May 28, 2018, August 6, 2018, November 5, 2018, February 5, 2019 and March 27, 2019.

1. Relevant information on composition of the Audit Committee during the financial year ended March 31, 2019

Name of Director	Category	Designation	No. of Meetings	
			Entitled to attend	Attended
Mr. Shantanu Shah	Independent Director	Chairperson	5	4
Mr. Viraj Didwania	Chairman & Managing Director	Member	5	5
Mr. Pankaj Bhargava	Independent Director	Member	5	4
Mr. S. Subramanian	Independent Director	Member	5	5
Ms. Sridevi Badiga	Independent Director	Member	5	3

The composition of Audit Committee meets the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations.

2. Terms of Reference

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

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

- oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) matters required to be included in the Director's responsibility statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

- (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
 - reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized 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 utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding ₹ 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.

3. Review of information

The Audit Committee shall review the following:

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

C. Nomination & Remuneration Committee

The Nomination & Remuneration Committee of the Company (“NRC”) plays a leadership role in shaping the corporate governance of the Company, strives to build an engaged and diverse Board whose composition is appropriate in light of 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 comprises of 4 (Four) Directors, 1 (One) Non-Executive Non-Independent Directors and 3 (Three) Independent Directors. During the year under review Mr. S. Subramanian, Independent Director was appointed as Chairperson of the Committee w.e.f. May 28, 2018 in place of Mr. Pankaj Bhargava, Independent Director. During the year under review, total six meetings of the NRC were held on May 28, 2018, August 6, 2018, September 18, 2018, November 5, 2018, February 5, 2019 and March 27, 2019.

1. Relevant information on composition of the NRC during the financial year ended March 31, 2019

Name of Director	Category	Designation	No. of Meetings	
			Entitled to attend	Attended
Mr. S.Subramanaian	Independent Director	Chairperson	6	6
Mr. Pankaj Bhargava	Independent Director	Member	6	5
Mr. Shirang Sarda	Non-Executive Non-Independent Director	Member	6	4
Mr. Shantanu Shah	Independent Director	Member	6	5

2. Terms of reference:

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

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

3. Performance evaluation criteria for Independent Directors

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

4. Remuneration policy for Executive Directors

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

5. Criteria of making payments to Non-Executive Directors

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

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

The remuneration paid to the Chairman & Managing Director for the year ended March 31, 2019 is as under:

Name	Salary (₹ in Lakhs)	Variable Bonus (₹ in Lakhs)	Company's Contribution to Funds (₹ in Lakhs)	Perquisites (₹ in Lakhs)	Total (₹ in Lakhs)	Total Contract Period	Notice period in months	Stock Options granted (Nos.)
Mr. Viraj Didwania	165.34	-	4.56	1.42	171.32	5 years w.e.f. October 12, 2017	6	2,31,000

Notes:

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

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

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

Name of Director	Sitting Fees paid
Mr. Shrirang Sarda	2.30
Mr. Pankaj Bhargava	4.50
Mr. Shantanu Shah	3.10
Mr. S. Subramanian	4.40
Ms. Sridevi Badiga	2.00
Total	16.30

(₹ in Lakhs)

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. During the year under review, total (3) three meetings of SRC were held on May 28, 2018, November 5, 2018 and February 5, 2019.

1. Relevant information on composition of the SRC during the financial year ended March 31, 2019

Name of Director	Designation	No. of meetings	
		Entitled to attend	Attended
Mr. Shrirang Sarda	Chairperson	3	3
Mr. Viraj Didwania	Member	3	3
Mr. Pankaj Bhargava	Member	3	3

Ms. Smita Chowdhury - Company Secretary, is the Compliance Officer of the Company.

2. Role of SRC³

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

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

3. Share Transfer Committee

As on March 31, 2019, the Share Transfer Committee comprises of Mr. Shirang Sarda, Non-Executive Non- Independent Director, Mr. Viraj Didwania, Chairman & Managing Director and Mr. Pankaj Bhargava, Independent Director, Mr. Anil Chandak, Chief Financial Officer and Ms. Smita Chowdhury, Company Secretary & Compliance Officer as Members of the Committee. Mr. Anil Chandak, Chief Financial Officer and Ms. Smita Chowdhury, Company Secretary & Compliance Officer were co-opted as members of the Committee w.e.f. March 27, 2019, for ease of carrying out statutory and mandatory provisions / procedures of various laws applicable to the Company with respect to transfer and transmission of securities. 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, dematerialization and rematerialization 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	12	12	NIL

E. Corporate Social Responsibility Committee

The CSR Committee is constituted in line with the provisions of section 135 of the Act. Mr. Viraj Didwania, Chairman & Managing Director, is the Chairperson of the CSR Committee. Other members of the CSR Committee are Mr. Pankaj Bhargava, Mr. Shantanu Shah and Mr. S. Subramanian, Independent Directors. During the year under review, no meeting of the Committee was held as the Company was not required to spend any amount on CSR activities, since the Company does not fit into the criteria specified in Section 135 of the Act.

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

³ Revised w.e.f. April 01, 2019 in view of statutory amendments

F. Committee of Directors

The Board of Directors have constituted a Committee of Directors comprising Mr. Viraj Didwania, Chairman & Managing Director, Mr. Pankaj Bhargava and Mr. Shantanu Shah, Independent Directors of the Company, to ensure support to routine operations and activities of the Company in addition to the specific powers delegated by the Board. The committee meets as and when required. Total 6 (Six) Meetings of the Committee were held during the year under review.

G. Risk Management

The Company has a well-defined risk management framework in place commensurate with the size and nature of the operations, which provides an integrated approach for identifying, assessing, mitigating, monitoring and reporting of all risks associated with the business of the Company. The Audit Committee / Board of Directors periodically reviews the risk assessment and minimization procedures and ensures that executive management controls risk through means of a properly defined framework. The risk management framework adopted by the Company is discussed in detail in the Management Discussion and Analysis forming part of the Annual Report. Provision relating to the Risk Management Committee under Regulation 21 of the Listing Regulations were not applicable to the Company during the year under review.

H. Independent Directors

As per Regulation 17 of the Listing Regulations as well as pursuant to Section 149 of the Act read with Schedule IV thereto, the Board comprises of not less than fifty per cent of Independent Directors. A separate meeting of Independent Directors was held on February 5, 2019, inter alia, to review the performance of non-independent Directors and the Board as a whole, performance of the Chairman and assessed the quality, quantity and timelines of flow of information between the Company Management and the Board. All Independent Directors were present at the above meeting except Mr. Shantanu Shah.

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 comes into effect from April 1, 2019. The Code of Conduct and Code of Fair Disclosure together regulate trading in securities by the Designated Persons of the Company. The Code of Conduct requires pre-clearance for certain dealing in the Company's securities by the Designated Persons and also prohibits dealing with Company's securities by Designated Persons while in possession of unpublished price sensitive information. The Code of Fair Disclosure is hosted on Company's website at <http://www.praxisretail.in/assets/download/Code-of-Practices-and-Procedures-for-Fair-Disclosure-of-Unpublished-Price-Sensitive-Information.pdf>

j. Communication with Stakeholders

Communication to the stakeholders is primarily made through disclosure through the Stock Exchanges. Quarterly, half yearly and annual financial results are published in leading English and Marathi dailies, viz. "The Free Press

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

K. General Body Meetings

1. Schedule of previous three Annual General Meetings:

Year	Date	Time	Venue
2018	Tuesday, September 18, 2018	10:30 am	Sunville Banquet & Conference, 9, Dr. Annie Besant Road, Siddharth Nagar, Worli, Mumbai – 400018.
2017	Thursday September 21, 2017	10:00 am	iThink Techno Campus, Jolly Board Tower D, Ground Floor, Kanjurmarg (East), Mumbai – 400042.
2016	Friday September 30, 2016	10:00 am	32-D, Khotachi Wadi, Ideal Wafer House Compound, Girgaum, Mumbai- 400004.

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
2017-18	<ul style="list-style-type: none"> Approval for revision in the remuneration of Mr. Viraj Didwania, Chairman & Managing Director of the Company. Approval of Praxis Home Retail Limited Share Value Appreciation Rights, Plan - 2018 and Grant of Share Based Employee Benefits thereof. Grant of Employee Stock Options / Share Value Appreciation Rights to the Employees of the Subsidiary Company(ies), if any, of the Company under Praxis Home Retail Limited Share Value Appreciation Rights, Plan - 2018. Grant of Employee Stock Options/Share Value Appreciation Rights, to the Employees of Company and that of the Subsidiary Company(ies) (if any) by way of secondary acquisition under Praxis Home Retail Limited Share Value Appreciation Rights, Plan - 2018. Approval of the Trust Route for Implementation of ‘Praxis Home Retail Limited Share Value Appreciation Rights, Plan- 2018 (“Praxis SVAR Plan 2018” / “Plan”). Approve Provision of Money by the Company for Purchase of its own Shares by the Trust/ Trustees for the Benefit of Employees under Praxis Home Retail Limited Share Value Appreciation Rights Plan - 2018 (“Praxis SVAR Plan - 2018” / “Plan”).
2016-17	None
2015-16	None

3. Extraordinary General Meeting

During the year under review, no extraordinary general meeting was held. 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 2017-18 Tuesday May 30, 2017 at 11.00 am	32-D, Khotachi Wadi, Ideal Wafer House Compound, Girgaum, Mumbai- 400004	<ul style="list-style-type: none"> • Conversion of the Company from Private Limited to Public Limited and change of name thereof from "Praxis Home Retail Private Limited" to "Praxis Home Retail Limited". • Alteration of Main object clause and incidental or ancillary object clause in the Memorandum of Association of the Company. • Alteration and adoption of Articles of Association of the Company as per Companies Act, 2013.
FY 2017-18 Thursday, October 12, 2017 at 04:00 pm	iThink Techno Campus, Jolly Board Tower D, Ground Floor, Kanjurmarg (East), Mumbai - 400042.	<ul style="list-style-type: none"> • Appointment of Mr. Viraj Didwania as Managing Director for a period of 5 (five) years effective from October 12, 2017.
FY 2017-18 Monday, November 20, 2017 at 5.00 pm	iThink Techno Campus, Jolly Board Tower D, Ground Floor, Kanjurmarg (East), Mumbai - 400042	<ul style="list-style-type: none"> • Authority to make or give any loans / advances and/or make any investments including in shares, debentures and / or other securities and to give any guarantee and/or provide any security in connection with any loan(s) made by or given to any other person(s), companies or bodies corporate from time to time in the interest of the Company in aggregate for an amount not exceeding ₹ 750 Crore (Rupees Seven Hundred Fifty Crore Only) in one or more tranches and which may be in excess of the limits prescribed under Section 186 of the Act. • Increase in Borrowing powers of the Company exceeding the aggregate of the paid up capital of the Company and its free reserves, provided however that, the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed ₹ 750 Crore or equivalent amount in foreign currency, exclusive of interest and other charges pursuant to the provisions of Section 180(1)(c) of Companies Act, 2013. • Authority for creation of mortgage, charge, hypothecation, lien and other encumbrances, if any, by the Company, as the Board of Directors may deem fit, on the assets of the Company, both present and future, for securing the sum or sums of moneys aggregating to ₹ 750 Crore borrowed by the Company from Banks, Financial Institutions and others as the case may be pursuant to the provisions of Section 180(1)(a) of Companies Act, 2013.

FY 2016-17 Monday, November 28, 2016, at 05.00 pm	32-D, Khotachi Wadi, Ideal Wafer House Compound, Girgaum, Mumbai- 400004	<ul style="list-style-type: none"> Change of name from GRN Energy Private Limited to GRN Retail Private Limited Change of Object Clause in the Memorandum of Association of the Company Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013
FY 2016-17 Monday, December 26, 2016 at 10.00 am	32-D, Khotachi Wadi, Ideal Wafer House Compound, Girgaum, Mumbai- 400004	<ul style="list-style-type: none"> Change of name from GRN Retail Private Limited to Praxis Home Retail Private Limited.

4. Postal Ballot

During the year under review, no business was separately carried out through postal ballot.

III. General Information for Shareholders

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

September 21, 2019 at 11:00 a.m. at Sunville Banquets and Conference, 9, Dr. Annie Besant Road, Siddharth Nagar, Worli, Mumbai - 400018.

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)
1 st Quarter ending June 30, 2019	First/Second week of August, 2019
2 nd Quarter/Half- year ending September 30, 2019	First/Second week of November, 2019
3 rd Quarter ending December 31, 2019	First/Second week of February, 2020
4 th Quarter/Year ending March 31, 2020	Third/Fourth week of May, 2020

Note: The above dates are indicative.

3. Dividend payment date

The Board of Directors of the Company has not recommended any dividend for the financial year ended March 31, 2019.

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 Performance⁴

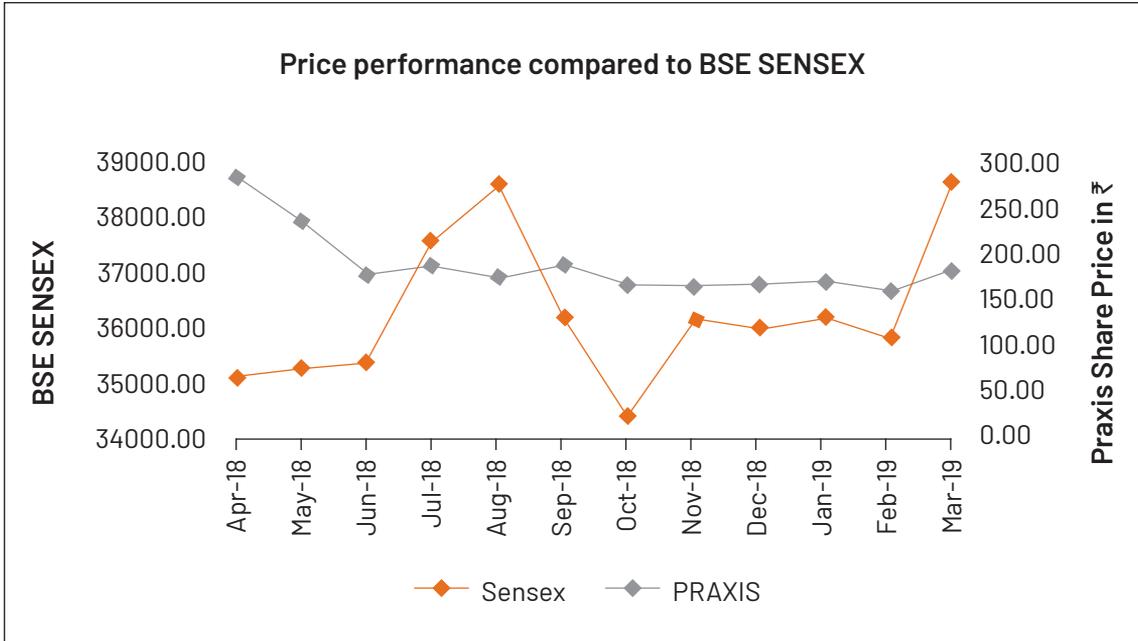
The price performance of the equity shares of the Company at the Stock Exchanges during the year under review is as follows:

Months	BSE (in ₹)		NSE (in ₹)	
	High	Low	High	Low
April 2018	300.90	183.00	295.65	178.60
May 2018	290.00	219.25	293.00	218.00
June 2018	227.00	171.05	235.00	168.20
July 2018	202.00	160.00	199.00	160.00
August 2018	197.90	160.00	195.70	163.90
September 2018	264.75	172.00	267.80	170.20
October 2018	199.00	163.55	195.75	164.50
November 2018	208.25	162.05	208.75	162.05
December 2018	180.00	160.00	177.00	160.00
January 2019	189.70	152.00	175.00	145.00
February 2019	171.50	143.05	173.25	144.00
March 2019	192.60	165.00	191.80	159.45

⁴ Source: BSE and NSE

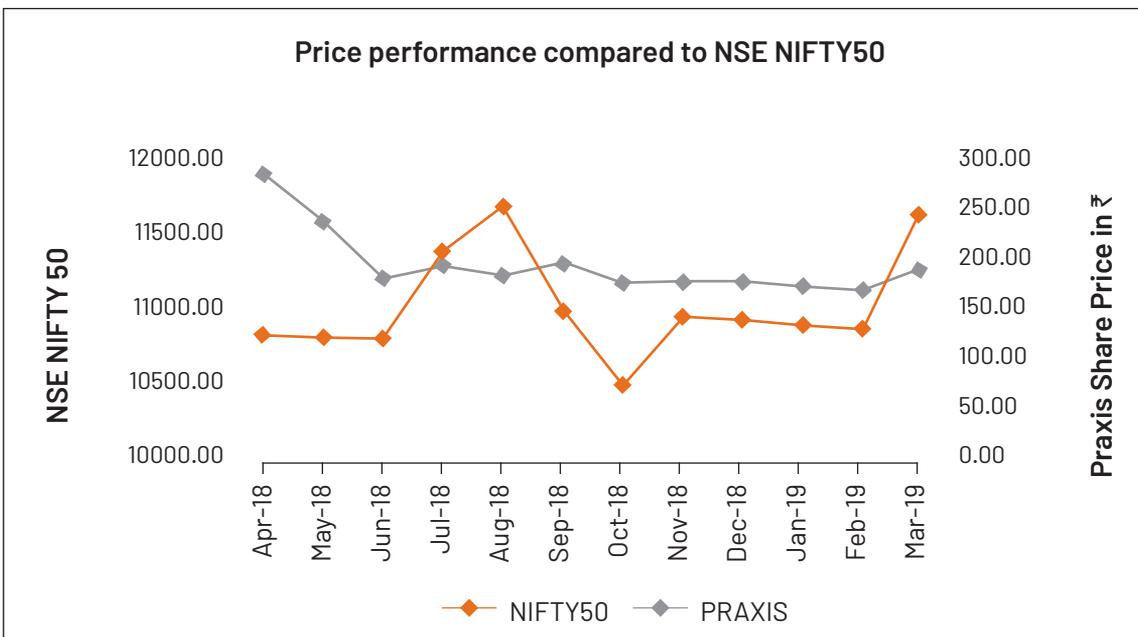
10. Performance of Share Price of the Company in comparison to the BSE Sensex

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



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

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



12. Share Transfer System

Trading in equity shares of the Company through recognized Stock Exchanges is permitted only in dematerialized 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 dematerializing 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_Dematerialization_of_Shares.pdf Entire shareholding of Promoter and Promoter Group is in dematerialised form.

Status of dematerialisation of equity shares as on March 31, 2019 is as under:

Particulars	No. of Shares	% of total Paid-up Capital*
National Securities Depository Limited	1,95,78,386	79.48
Central Depository Services (India) Limited	50,04,523	20.32
Total Dematerialised	2,45,82,909	99.80
Physical	50,299	0.20
Total	2,46,33,208	100.00

(*) There is a difference of 5,218 Equity Shares between Issued and Paid-up Capital of the Company. The reason being said Equity Shares of ₹ 5/- each of the Company are being kept in abeyance against 1,04,371 Equity Shares of ₹ 2/- each kept in abeyance in Future Retail Limited.

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

The Company has not issued any GDRs/ ADRs/ Warrants etc., during the financial year 2018-19. However, as on March 31, 2019, a total of 4,66,500 stock options were outstanding under "Praxis Home Retail Limited Share Value Appreciation Rights Plan -2018 ("Praxis SVAR Plan-2018"). Each stock option is convertible into one equity share of ₹ 5/- each fully paid-up. Further details of such Praxis SVAR Plan-2018 are given in Annexure-II appended to the Board's Report.

15. Distribution of Shareholding of Equity Shares as on March 31, 2019

Distribution Range	Shareholders		Equity Shares	
	No.	%	No.	%
1-500	30,531	97.75	5,85,091	2.38
501-1000	242	0.77	1,91,946	0.78
1001-2000	183	0.59	2,72,608	1.11
2001-3000	68	0.22	1,75,497	0.71
3001-4000	27	0.09	1,00,717	0.41
4001-5000	29	0.09	1,35,132	0.55
5001-10000	67	0.21	4,98,994	2.03
10001 & above	86	0.28	2,26,73,223	92.04
Total	31,233	100.00	2,46,33,208	100.00

16. Shareholding Pattern as on March 31, 2019

Category	No. of Equity Shares	Percentage (%)
Promoters and Promoter Group	1,40,01,256	56.84
Mutual Funds	2,70,027	1.10
Banks, Financial Institutions	2,31,675	0.94
Alternate Investment Fund	4,69,221	1.90
Insurance Companies	20	0.00
Foreign Portfolio Investor	12,06,016	4.90
Non-Resident Indians	1,58,600	0.64
Bodies Corporate	51,21,072	20.79
Indian Public (Individual)	28,35,284	11.51
Directors & their Relatives	1050	0.00
Clearing Members	41,181	0.17
Trust	41,581	0.17
Hindu Undivided Family	2,46,140	1.00
Foreign Portfolio Investor (Individual)	80	0.00
Foreign Nationals	5	0.00
Non-Banking Financial Company (NBFC)	10,000	0.04
Total	2,46,33,208	100.00

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. 4 of this Annual Report.

18. Registered Office/ Address for Correspondence

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

19. Investor Correspondence

Registrar and Transfer Agents

Link Intime India Private Limited

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

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

E-mail: rnt.helpdesk@linkintime.co.in; Website: www.linkintime.co.in

For securities held in demat Form

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

For any query on the Annual Report

Ms. Smita Chowdhury, Company Secretary & Compliance Officer

Praxis Home Retail Limited

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

Tel No.: +91 22 7106 8031 Fax No.: +91 22 7106 8032

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

20. Credit Ratings

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

21. Website

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

IV. Other Disclosures

1. Related Party Transactions

Transactions with related parties were reviewed / approved by the Audit Committee and were entered into in the ordinary course of business and at arm's length basis. During the year under review, there were no materially significant transactions entered into with any related party that may have potential conflict with the interests of the Company at large. The details of related party transactions are given in notes forming part of the Financial Statements for the year ended March 31, 2019. Policy on dealing with related party transactions is available on the website of the Company at <http://www.praxisretail.in/assets/download/10-Policy-of-Dealing-with-Related-Party-Transactions.pdf>

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

During the year under review, Future Corporate Resources Private Limited (fka Suhani Trading Investments and Consultants Private Limited – Associate company and Promoter of the Company, held more than 10% of paid up share capital of the Company. Requisite details of transactions with the said related party is given under note 37 to the Financial Statements for the financial year ended March 31, 2019. There were no other transactions with any entity forming part of Promoter Group and holding more than 10% of the shareholding in the Company.

3. Disclosure of Accounting Treatment

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

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

The Company has Forex Risk Management Policy in place to manage risk(s) that may arise out of fluctuations in foreign currency(ies). In order to minimize 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 http://www.praxisretail.in/assets/download/9.Policy_for_determining_Material_Subsiary.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, provides 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 utilization 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 did not raise funds through Preferential Allotment of Qualified Institutions placement.

8. Certificate from a Company Secretary in Wholetime Practice

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

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

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

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

The Company has paid an aggregate amount of ₹ 31 Lakh (Thirty-One Lakh) to the Auditors towards the audit remuneration and other services. There was no other payment made to any network firm/ network entity of which the Statutory Auditors is a part.

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

No. of complaints filed during the financial year	No. of complaints disposed of during the financial year	No. of complaints pending as on end of financial year
1*	1	Nil

(*)The complaint filed during the financial year, not being within the purview of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 was disposed off accordingly.

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, 2018	184	5,034
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, 2019	184	5,034

The Voting Rights on the shares outstanding in the suspense account as on March 31, 2019 shall remain frozen till the rightful owner of such shares claims the shares.

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 were 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 Chairman & 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, 2019.

VII. Compliance with Mandatory requirements

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

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

1. Board of Directors

The Company has an Executive 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 Company has unmodified audit opinion on the Company's Financial Statements for the financial year ended March 31, 2019.

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 & on behalf of the Board of Directors of
PRAXIS HOME RETAIL LIMITED

Viraj Didwania

Chairman & Managing Director

DIN: 02412474

Place: Mumbai

Date: May 23, 2019

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 31st March, 2019 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of 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 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 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. 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.

Place: Mumbai
Date: May 23, 2019

Anant Gude & Associates
Anant Gude
Proprietor ACS No. 7219/ CP No. 18623

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 31st March, 2019.

Place: Mumbai
Date: May 23, 2019

For **Praxis Home Retail Limited**
Viraj Didwania
Chairman & Managing Director

Certificate of Non-Disqualification of Directors

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

To,

The Members of

PRAXIS HOME RETAIL LIMITED

iThink Techno Campus, Jolly Board Tower-D, Ground Floor,

Kanjurmarg (East), Mumbai – 400042.

I/We 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/us 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/our opinion and to the best of my/our 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/us by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2019 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	DIN	Date of Appointment in Company
1	Mr. VIRAJ DIDWANIA	02412474	12-10-2017
2	Mr. SIVAPRAKASAM SUBRAMANIAN	00092215	12-12-2017
3	Mr. SHRIRANG KISANLAL SARDA	00576667	12-12-2017
4	Ms. SRIDEVI BADIGA	02362997	12-12-2017
5	Mr. PANKAJ BHARGAVA	02685275	12-12-2017
6	Mr. SHANTANU CHANDRAVADAN SHAH	07012322	12-12-2017

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My/Our responsibility is to express an opinion on these based on our 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.

Name: ANANT GUDE

Place: Mumbai

Firm: ANANT GUDE & ASSOCIATES

Date: May 23, 2019

Membership No.: ACS No.7219 / CP No.: 18623

Independent Auditors' Report

To the Members of Praxis Home Retail Limited Report on the Financial Statements

Opinion

We have audited the financial statements of **Praxis Home Retail Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including 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 a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its loss, statement of 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 Companies Act, 2013 ("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.

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 period. 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. We have determined the matters described below to be Key Audit Matters to be communicated in our report.

Sr. No.	Risk	Our Response
1	<p>Valuation of Inventory : As at March 31, 2019, the Company has an Inventory of ₹ 19,771.05 lakhs which is representing 52% of total assets of the Company. For accounting principles and relevant accounting policy on inventory refer Note 2.13 to the financial statement.</p>	<p>Obtained Store/Warehouse wise list of the item from the management as at March 31, 2019.</p> <p>Obtained the Physical Verification report done by the stock auditor of the Company for different location for various cut off periods.</p> <p>We attended the inventory counts at selected inventory locations to observe the condition of the Inventory on a sample basis.</p> <p>We evaluated the appropriateness of the basis and processes used by the management in determining the net realisable value of inventories.</p> <p>We obtained inventory reports for calculation of the shrinkage provision of various stores /warehouse from management performed by the stock auditor and attended stock counts where we witnessed the controls in place around recording the volume of shrinkage.</p> <p>We also evaluated the assumptions and estimates used by the management in determining the provision for slow and non-moving inventory.</p> <p>We reviewed the adequacy of disclosures on inventory as stated in Note 2.13 to the financial statements.</p>

Independent Auditors' Report (Contd.)

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 audit 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's Responsibility for the Financial Statements

The Company's Board of Directors is 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, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement 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 is 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.

Those Board of Directors are 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 skepticism 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

Independent Auditors' Report (Contd.)

Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial

statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's 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

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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 it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and Statement of Changes 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 prescribed under section 133 of the Act with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating

Independent Auditors' Report (Contd.)

effectiveness of such controls, refer to our separate Report in "Annexure B";

- g) 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.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 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 as at March 31, 2019 on its financial position in its financial statements.
– Refer Note 39 on Contingent Liabilities to the financial statements;

- ii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2019.

For Pathak H. D. & Associates

Chartered Accountants

Firm Registration No.: 107783W

Vishal D. Shah

Partner

Membership No.: 119303

Place: Mumbai

Date: May 23, 2019

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, 2019

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of its fixed assets.
- (b) As informed to us, the fixed assets are physically verified by the Management during the year and no material discrepancies between the book records and the physical inventory have been noticed.
- (c) The Company does not have any immovable property; hence the clause is not applicable to the Company.
- (ii) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. As informed, the discrepancies noticed on physical verification of inventory as compared to book records were not material.
- (iii) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to any company, firm, limited liability partnerships or other party covered in the register maintained under Section 189 of the Act. Accordingly, the provisions stated in paragraph 3(iii) (a), (b) & (c) of the Order are not applicable.
- (iv) The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186 of the Act. Accordingly, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the provisions of Sections 73 to 76 of the Act and the rules framed there under.
- (vi) In our opinion and according to the information given to us, no cost records have been prescribed by the Central Government of India under sub section (1) of section 148 of the Act.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, goods and service tax, customs duty, excise duty, cess and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, customs duty, sales tax, value added tax, excise duty, goods and service tax, cess and other material statutory dues as applicable were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, goods and service tax, sales tax, customs duty, excise duty and value added tax as at March 31, 2019 which have not been deposited on account of a dispute.
- (viii) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank. The Company did not have any loans or borrowings from government and did not availed any debentures during the year.
- (ix) During the year the Company has not raised money by way of initial public offer or further public offer (including debt instruments) and term loans hence the reporting requirements under paragraph 3(ix)

Annexure A to Independent Auditors' Report (Contd.)

of the Order is not applicable.

- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such instance by the management.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and accordingly the provision of the clause 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable. The details of related party transactions as required under Ind AS 24, Related Party Disclosures specified under Section 133 of the Act, have been disclosed in the financial statements.

- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the period. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its Directors.
- (xvi) According to the information and explanation given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Pathak H. D. & Associates

Chartered Accountants

Firm Registration No.: 107783W

Vishal D. Shah

Partner

Membership No.: 119303

Place: Mumbai

Date: May 23, 2019

Annexure – B to Auditor’s Report

Annexure to the Independent Auditor’s Report referred under the heading “Report on other legal and regulatory requirements” of our report of even date on the financial statements of Praxis Home Retail Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to financial statements of Praxis Home Retail Limited (“the Company”) as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for 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 Over Financial Reporting 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 reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 judgement, 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 the 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

Annexure – B to Auditor’s Report (Contd.)

with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of 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 the Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting, 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, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with respect to financial statements were operating effectively as at March 31, 2019, 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 Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Pathak H. D. & Associates

Chartered Accountants

Firm Registration No.: 107783W

Vishal D. Shah

Partner

Membership No.: 119303

Place: Mumbai

Date: May 23, 2019

Balance Sheet as at March 31, 2019

Particulars	Note No.	(₹ in Lakh)	
		As at March 31, 2019	As at March 31, 2018
ASSETS			
1. Non-Current Assets			
Property, Plant and Equipment	3	114.51	22.89
Goodwill	4	-	61.16
Other Intangible Assets	4	64.49	48.44
Intangible Assets Under Development	4	-	1.12
Financial Assets			
Loans	5	10,414.05	12,476.59
Deferred Tax Asset (Net)	7	-	83.96
Other Non-Current Assets	6	0.77	-
Total Non-Current Assets		10,593.82	12,694.16
2. Current Assets			
Inventories	8	19,771.05	18,489.35
Financial Assets			
Trade Receivables	9	1,574.02	706.24
Cash and Cash Equivalents	10	1,377.41	459.16
Loans	5	2,252.76	2.24
Other Financial Assets	11	4.10	200.68
Other Current Assets	6	2,781.58	2,240.89
Total Current Assets		27,760.92	22,098.56
Total Assets		38,354.74	34,792.72
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	12	1,231.66	1,231.66
Other Equity	13	3,079.67	5,786.49
Total Equity		4,311.33	7,018.15
Liabilities			
1. Non-Current Liabilities			
Financial Liabilities			
Borrowings	14	458.37	420.53
Provisions	15	287.90	183.69
Total Non-Current Liabilities		746.27	604.22
2. Current Liabilities			
Financial Liabilities			
Borrowings	16	1,791.79	128.73
Trade Payables			
Total Outstanding dues of Small and Micro Enterprises		2.87	8.44
Total Outstanding dues of Creditors other than Small and Micro Enterprises		26,196.14	23,117.34
Other Financial Liabilities	17	607.10	426.93
Other Current Liabilities	18	4,676.30	3,429.79
Provisions	15	22.94	59.12
Total Current Liabilities		33,297.14	27,170.35
Total Equity and Liabilities		38,354.74	34,792.72

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For Pathak H. D. & Associates

Chartered Accountants
Firm Registration No.: 107783W

Vishal D. Shah
Partner
Membership No.: 119303

Place : Mumbai
Date : May 23, 2019

Viraj Didwania
Chairman & Managing Director
DIN 02412474

Pankaj Bhargava
Director
DIN 02685275

Anil Chandak
Chief Financial Officer
Membership No.: 060916

For and on behalf of Board of Directors

Sridevi Badiga
Director
DIN 02362997

Shrirang Sarda
Director
DIN 00576667

Smita Chowdhury
Company Secretary & Compliance Officer
Membership No.: A30227

S. Subramanian
Director
DIN 00092215

Shantanu Shah
Director
DIN 07012322

Statement of Profit and Loss for the year ended March 31, 2019

(₹ in Lakh)

Particulars	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
INCOME			
Revenue From Operations	19	68,422.82	38,054.06
Other Income	20	107.40	237.51
Total Income		68,530.22	38,291.57
Expenses			
Purchase of Stock-In-Trade		41,543.03	27,169.13
Change in Inventories of Stock-In-Trade	21	(1,281.70)	(3,857.78)
Employee Benefits Expense	22	8,142.13	3,719.24
Rent including Lease Rentals		10,114.28	5,590.50
Finance Costs	23	320.62	227.02
Depreciation and Amortization Expense	3 & 4	41.20	29.44
Impairment of Goodwill	4	61.16	-
Other Expenses	24	12,199.32	5,691.57
Total Expenses		71,140.04	38,569.12
Loss Before Tax		(2,609.82)	(277.55)
Tax Expense	33		
-Current Tax		-	-
-Deferred Tax Charge/(Credit)		83.95	(78.45)
Loss For The Year		(2,693.77)	(199.10)
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(a) Remeasurements of Defined benefit plans- (Gain)/Loss	28	15.12	(31.27)
(b) Income Tax relating to above		-	10.34
Other Comprehensive (Income)/Loss For The Year		15.12	(20.93)
Total Comprehensive Income/(Loss) For The Year		(2,708.89)	(178.17)
Earnings Per Equity Share of Face Value of ₹ 5/- each	30		
Basic		(10.94)	(2.67)
Diluted		(10.94)	(2.67)

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For Pathak H. D. & Associates

Chartered Accountants
Firm Registration No.: 107783W

Viraj Didwania
Chairman & Managing Director
DIN 02412474

Sridevi Badiga
Director
DIN 02362997

S. Subramanian
Director
DIN 00092215

Vishal D. Shah
Partner
Membership No.: 119303

Pankaj Bhargava
Director
DIN 02685275

Shrirang Sarda
Director
DIN 00576667

Shantanu Shah
Director
DIN 07012322

Place : Mumbai
Date : May 23, 2019

Anil Chandak
Chief Financial Officer
Membership No.: 060916

Smita Chowdhury
Company Secretary & Compliance Officer
Membership No.: A30227

For and on behalf of Board of Directors

Statement of Cash Flow for the year ended March 31, 2019

		(₹ in Lakh)	
Sr No.	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
A	Cash Flows From Operating Activities		
	Loss Before Tax	(2,609.82)	(277.55)
	Adjustments For:		
	Depreciation and Amortization Expense	41.20	29.44
	Provision for Gratuity and Leave Encashment	68.04	-
	Finance Costs	282.78	215.95
	Unwinding Interest on Financial Instrument at Amortised Cost	37.84	11.07
	Unrealised Exchange (Gain)	(35.63)	-
	Employee stock option expenses	2.09	-
	Loss on disposal/write off of fixed assets	27.14	-
	Impairment of Goodwill	61.16	-
	Loss on Damaged and Slow moving Inventory	276.14	35.88
	Fair value gain on financial instruments	-	(220.54)
	Cash Generated/(Used in) before Working Capital Changes	(1,849.06)	(205.75)
	Adjustments For:		
	Trade Receivables	(867.78)	(706.24)
	Loans, Other Financial Assets and Other Assets	(186.03)	(4,558.22)
	Inventories	(1,557.85)	(3,893.66)
	Trade Payables	3,031.19	8,428.98
	Other Financial Liabilities, Other Liabilities and Provisions	1,411.56	1,067.40
	Cash Generated From Operations	(17.96)	132.51
	Income Tax paid	(72.21)	(11.91)
	Net Cash Flows Generated from Operating Activities	(90.17)	120.59
B	Cash Flows From Investing Activities		
	Purchase of Property, Plant and Equipment and Intangible Assets (Including Capital Advances & Net of Capital Creditors)	(102.12)	-
	Amount paid towards security deposits	(305.89)	-
	Redemption of Fixed Deposits	-	20.18
	Net Cash flow Generated from / (Used In) Investing Activities	(408.01)	20.18
C	Cash Flows From Financing Activities		
	Proceeds from short term Borrowings	1,663.06	128.73
	Interest Paid	(246.63)	(260.16)
	Net Cash flow Generated from / (Used In) Financing Activities	1,416.43	(131.43)
	On Composite Scheme of Arrangement	-	370.94
	Net Increase In Cash and Cash Equivalents	918.25	380.29
	Net Increase In Cash and Cash Equivalents	918.25	380.29
	Cash and Cash Equivalents (Opening Balance)	459.16	78.87
	Cash and Cash Equivalents (Closing Balance)	1,377.41	459.16
	Components of Cash and Cash Equivalents (Refer Note No.10)	1,377.41	459.16

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For Pathak H. D. & Associates

Chartered Accountants
Firm Registration No.: 107783W

Viraj Didwania
Chairman & Managing Director
DIN 02412474

Sridevi Badiga
Director
DIN 02362997

S. Subramanian
Director
DIN 00092215

Vishal D. Shah
Partner
Membership No.: 119303

Pankaj Bhargava
Director
DIN 02685275

Shrirang Sarda
Director
DIN 00576667

Shantanu Shah
Director
DIN 07012322

Place : Mumbai
Date : May 23, 2019

Anil Chandak
Chief Financial Officer
Membership No.: 060916

Smita Chowdhury
Company Secretary & Compliance Officer
Membership No.: A30227

For and on behalf of Board of Directors

Statement of Change in Equity for the year ended March 31, 2019

Particulars	(₹ in Lakh)	
	As at March 31, 2019	As at March 31, 2018
(A) Equity Share Capital		
Opening Balance	1,231.66	5.00
Issued Pursuant to the Composite Scheme of Arrangement (Refer note 35)	-	1,231.66
Share Reduced due to Reduction and Re-organisation (Refer Note No. 35)	-	(5.00)
Closing Balance	1,231.66	1,231.66

Particulars	(₹ in Lakh)	
	As at March 31, 2019	As at March 31, 2018
(B) Other Equity		
Retained Earnings		
Opening Balance	(2,186.85)	(2,008.68)
Loss For The Year	(2,693.77)	(199.10)
Other Comprehensive Income/(Loss) For The Year		
Re-measurement (Gain)/Loss on Defined Benefit Plans	15.12	(31.27)
Income Tax relating to above	-	10.34
Closing Balance	(4,895.76)	(2,186.85)
Capital Redemption Reserve		
Opening Balance	5.00	-
On Composite Scheme of Arrangement (Refer Note No. 35)	-	5.00
Closing Balance	5.00	5.00
Capital Reserve		
Opening Balance	7,968.34	-
On Composite Scheme of Arrangement (Refer Note No. 35)	-	7,968.34
Closing Balance	7,968.34	7,968.34
Share- Based Payment Reserve (Refer Note No.29)		
Opening Balance	-	-
Addition During The Year	2.09	-
Closing Balance	2.09	-
Total Other Equity	3,079.67	5,786.49

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For Pathak H. D. & Associates

Chartered Accountants
Firm Registration No.: 107783W

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Anil Chandak
Chief Financial Officer
Membership No.: 060916

Smita Chowdhury
Company Secretary & Compliance Officer
Membership No.: A30227

For and on behalf of Board of Directors

Notes to the financial statements for the year ended March 31, 2019

1. Corporate Information

Praxis Home Retail Ltd (“PHRL” or “the Company”) was originally incorporated on January 31, 2011 as GRN Energy Private Limited with the Registrar of Companies, Maharashtra at Mumbai (“RoC”). Further, name of the Company was changed to GRN Retail Private Limited and a fresh certificate of incorporation was issued on December 21, 2016 by RoC. Furthermore, name of the Company was changed to Praxis Home Retail Private Limited and a fresh certificate of incorporation was issued on January 5, 2017 by RoC. Pursuant to the Composite Scheme of Arrangements under the relevant provisions of the Companies Act, 2013, the Company became a public Company domiciled in India.

The Company is engaged in the business of Home Retailing through departmental stores under various formats across the country.

The Company is a public limited Company which is listed on two recognised stock exchanges in India. The Company is incorporated and domiciled in India under the provisions of the Indian Companies Act, 1956. The registered office of the Company is located at iThink Techno Campus, Jolly Board Tower D, Ground Floor, Kanjurmarg (E), Mumbai – 400 042, India.

These financial statements of the Company for the year ended March 31, 2019 were authorised for issue by the Board of Directors on May 23, 2019. Pursuant to the provisions of section 130 of the Act, the Central Government, Income tax authorities, Securities and Exchange Board of India, other statutory regulatory body and under section 131 of the Act, the Board of Directors of the Company have powers to amend / re-open the financial statements approved by the board / adopted by the members of the Company.

2. Significant Accounting Policies

2.1 Compliance with Indian Accounting Standard (Ind AS):

The financial statements of the Company have been prepared and comply in all material aspects

with Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with relevant rules and other accounting principles. The policies set out below have been consistently applied during the period presented except where a newly issued accounting standard or revision in existing accounting standard requires change in accounting policy hitherto in use.

2.2 Basis of Preparation

The financial statements are presented in ‘Indian Rupees’, which also is the Company’s functional currency and all amounts, are rounded to the nearest Lakhs, with two decimals, unless otherwise stated.

The financial statements have been prepared in accordance with the requirements of the information and disclosures mandated by Schedule III to the Act, applicable Ind AS, other applicable pronouncements and regulations.

2.3 Basis of Measurement

The financial statements have been prepared on a historical cost convention on accrual basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) that are measured at fair value; and
- defined benefit plans - planned assets measured at fair value

2.4 Use of judgements, estimates & assumptions

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgement and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, the disclosure of contingent asset and liabilities at the date of financial statements and reported amounts of revenue and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

the Management becomes aware of such changes in the circumstances surrounding the estimates. Changes in estimate are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

2.5 New Accounting Standards and Interpretations not yet effective

(a) Ind AS 116 Leases:

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the Statement of Profit and Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The effective date for adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019. The standard permits two possible methods of transition:

- Full retrospective – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors.
- Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application.

The Company is currently evaluating the effect of this amendment on the financial statements.

(b) Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments:

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates. The standard permits two possible methods of transition-

- i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and
- ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives. The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives.

The Company is currently evaluating the effect of this amendment on the financial statements.

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

(c) Amendment to Ind AS 12 Income taxes:

On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes. The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is currently evaluating the effect of this amendment on the financial statements.

(d) Amendment to Ind AS 19- Plan amendment, curtailment or settlement-

On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity:

- To use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling. Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is currently evaluating the effect of this amendment on the financial statements.

transition method, applied to contracts that were not completed as at April 1, 2018. In accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted. The effect on adoption of Ind AS 115 was insignificant.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

1. The customer simultaneously receives and consumes the benefits provided by the Company's performance or
2. The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Company's performance does not create an asset with an alternative use to the Company and an entity has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

The Company operates a loyalty programme for the customers for the sale of goods. The customers accumulate points for purchases made which entitles them to redeem the same on future purchases. A contract liability for the reward points is recognized at the time of the sale. The expenditure of loyalty programme is netted-off to revenue.

Interest Income

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate

2.6 Revenue Recognition

Effective from April 1, 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

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.

2.7 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 recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Property, Plant and Equipment are depreciated under the written down value method as per the useful life and in the manner prescribed in Part "C" Schedule II to the Act.

2.8 Intangible Assets

Intangible assets are stated at acquisition cost and other cost incurred, which is attributable to preparing the assets for its intended use, less accumulated amortization and accumulated impairment losses, if any. The cost of intangible assets acquired in a business combination is recorded at fair value on the date of acquisition.

Intangible assets are amortised on straight line basis over their estimated useful economic life. The estimated useful life of the assets are as follows:-

Assets	Useful life of asset
Software other than Customer Database	10 years
Customer Database	5 years
Brand, Trademarks and others	10 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 residual values, useful lives and methods of amortisation of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.9 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

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

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.

2.10 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 counter-party, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Deferred tax asset and liabilities are classified as non-current assets and liabilities.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company's operating cycle is within a period of 12 months.

2.11 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.

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

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.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Disclosures for valuation methods, significant estimates and assumptions of Financial instruments (including those carried at amortized cost) (Note 25) and Quantitative disclosures of fair value measurement hierarchy (Note 25).

2.12 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.

2.13 Inventories

Inventories are valued at lower of cost and net realizable value. Costs of Inventories are computed on Weighted Average basis. Cost includes purchase cost, conversion cost and other costs incurred to bringing the inventory to

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

its location and condition. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

2.14 Financial Instruments

The Company recognises financial assets and liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognised at fair values on initial recognition, except for trade receivables, which are initially measured at transaction price.

(A) Financial Assets:

a) Classification

The Company shall classify financial assets as subsequently measured at amortized cost, fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL) on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

b) Initial Recognition and Measurement

The Company recognizes financial asset and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial asset and liabilities are recognised at fair value on initial recognition, except for trade receivable which are initially measured at transaction price. Transaction cost that are directly attributable to the acquisition or issue of financial asset and financial liabilities that are not fair value through profit or loss, are added to the fair value on initial recognition.

c) Subsequent Measurement

i) Financial asset at Amortized cost

A Financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows

that are solely payment of principal and interest on the principal outstanding. Interest income from these financial assets is included in other income using the effective interest rate method.

ii) Financial Asset at Fair Value through other comprehensive income (FVOCI)

Financial Asset is subsequently measured through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial asset and contractual terms of the financial asset give rise on specified dates to the cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through Other Comprehensive Income (OCI), except for the recognition of impairment gains and losses, interest revenue and foreign exchange gains and losses which are recognized in the Statement of Profit and Loss. Further in cases where the Company has made irrevocable election based on its business model, for its investment which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains / (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

iii) Financial Asset at Fair value through Profit & Loss (FVTPL)

A Financial Asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

d) Impairment of Financial Assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, the Company measures the expected credit loss associated with its trade receivables based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

e) Derecognition of Financial Assets

A financial asset is derecognised only when:

- Right to receive cash flow from assets have expired or,
- The Company has transferred the rights to receive cash flows from the financial asset or,
- It retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the received cash flows in full without material delay to a third party under a "pass through" arrangement.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(B) Financial Liabilities

a) Initial Recognition and Measurement

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

b) Subsequent measurement

Financial liabilities at amortized cost: After initial measurement, such financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the Statement of Profit and Loss.

i) Borrowings:

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the EIR method.

ii) Trade and Other Payables:

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

c) Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

2.15 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.

2.16 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.

2.17 Contingent Liabilities and Contingent Assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is probable that an outflow of resources will not be required to settle the obligation. However, if the possibility of outflow of resources, arising out of present

obligation, is remote, it is not even disclosed as contingent liability.

A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the notes to financial statements. A Contingent asset is not recognized in financial statements, however, the same is disclosed where an inflow of economic benefit is probable.

2.18 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.

2.19 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.

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

2.20 Taxes on Income

Income tax expense for the year comprises of current tax and deferred tax.

Current Tax

Current Income Tax for the current and prior period is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

Current tax is recognised in statement of profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current tax is also recognised in other comprehensive income or directly in equity respectively. Where current tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.21 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

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation. This cost is included in employee benefit expense in the Statement of Profit and Loss. Re-measurement of gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Defined Contribution plans

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available. Superannuation plan, a defined contribution scheme is administered by IRDA approved Insurance Companies.

(iii) Other long-term employee benefit obligations

The liabilities for earned leave and sick leave 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.

2.22 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 Note 29.

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.

2.23 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

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.

2.24 Leases

Leases where significant portion of the risks and rewards of ownership are retained by the lessor, are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to statement of profit or loss on a straight-line basis over the period of the lease term.

2.25 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.

2.26 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 capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Other borrowing costs are expensed in the period in which they are incurred.

2.27 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.

2.28 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 counter-party.

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

2.29 Critical estimates and judgements

The areas involving critical estimates or judgements are:

- **Estimation of deferred tax assets recoverable**

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the same can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Company has not recognized deferred tax asset which is primarily on account of unused brought forward losses, in the absence of the reasonable certainty that taxable income will be generated in near future to offset the losses, if any, incurred by the Company. Refer Note no 33 for amounts of such temporary differences on which deferred tax assets are not recognised.

- **Estimation of defined benefit obligation**

The cost of the defined benefit gratuity plan and other post-employment employee benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term

nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available Indian Assured Lives Mortality (2006-08) Ultimate. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries. Refer Note no. 28 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 no. 26 on financial risk management where credit risk and related impairment disclosures are made.

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

3. Property, Plant and Equipment

(₹ in Lakh)

Particulars	Plant and Equipment	Office Equipment	Furniture and Fixture	Computers	Total
Gross Carrying Amount					
As At April 01, 2017	0.90	19.12	13.39	10.79	44.20
Additions	-	-	-	-	-
Disposals/Written Off	-	-	-	-	-
As At March 31, 2018	0.90	19.12	13.39	10.79	44.20
Additions	-	12.14	-	118.51	130.65
Disposals/Written Off	0.90	19.12	13.39	10.79	44.20
As At March 31, 2019	-	12.14	-	118.51	130.65
Accumulated Depreciation and Impairment					
As At April 01, 2017	0.16	8.77	3.58	-	12.51
Depreciation	0.13	4.54	2.65	1.49	8.81
Disposals/Written Off	-	-	-	-	-
As At March 31, 2018	0.29	13.31	6.23	1.49	21.32
Depreciation	0.11	3.49	1.93	14.81	20.34
Disposals/Written Off	0.40	15.47	8.16	1.49	25.52
As At March 31, 2019	-	1.34	-	14.81	16.15
Net Carrying Value					
As At March 31, 2018	0.61	5.81	7.16	9.30	22.89
As At March 31, 2019	-	10.81	-	103.70	114.51

4. Other Intangible Assets

(₹ in Lakh)

Particulars	Brand / Trademark and others	Computer Software	Goodwill	Total	Intangible Assets Under Development
Gross Carrying Amount					
As At April 01, 2017	23.01	65.76	61.16	149.93	1.12
Additions	-	-	-	-	-
Disposals/Written Off	-	-	-	-	-
As At March 31, 2018	23.01	65.76	61.16	149.93	1.12
Additions	-	44.27	-	44.27	-
Disposals/Written Off	23.01	10.76	-	33.77	1.12
Impairment	-	-	61.16	61.16	-
As At March 31, 2019	-	99.27	-	99.27	-

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

(₹ in Lakh)

Particulars	Brand / Trademark and others	Computer Software	Goodwill	Total	Intangible Assets Under Development
Accumulated Amortization and impairment					
As At April 01, 2017	7.29	12.42	-	19.71	-
Amortisation expense	1.86	18.77	-	20.63	-
Disposals/Transfer	-	-	-	-	-
As At March 31, 2018	9.15	31.19	-	40.34	-
Amortisation expense	7.17	13.69	-	20.86	-
Disposals/Transfer	16.33	10.10	-	26.43	-
As At March 31, 2019	-	34.78	-	34.78	-
Net Book Value					
As At March 31, 2018	13.86	34.57	61.16	109.59	1.12
As At March 31, 2019	-	64.49	-	64.49	-

Notes:-

- (1) Intangible assets are other than internally generated
- (2) Balance Useful life of Intangible assets - 4 to 5 years

5. Financial Assets - Loans

(₹ in Lakh)

Particulars	As at March 31, 2019		As at March 31, 2018	
	Current	Non Current	Current	Non Current
Unsecured, Considered Good, Unless Otherwise Stated				
Security Deposits (Note No. 37)	2,252.76	10,414.05	2.24	12,476.59
Total	2,252.76	10,414.05	2.24	12,476.59

6. Other Assets

(₹ in Lakh)

Particulars	As at March 31, 2019		As at March 31, 2018	
	Current	Non Current	Current	Non Current
Unsecured, Considered Good, Unless Otherwise Stated				
Advance to Suppliers	594.47	-	1,054.10	-
Capital Advances	-	0.77	-	-
Advance to Others	18.76	-	24.46	-
Advance to Employees	15.61	-	11.60	-
Prepaid Expenses	49.92	-	85.34	-
Advance Tax Asset	84.12	-	11.91	-
Balances with Statutory Authorities - Considered good	2,018.70	-	1,052.54	-
Balances with Statutory Authorities - Considered Doubtful	103.60	-	103.60	-
Others	-	-	0.94	-
	2,885.18	0.77	2,344.49	-
Less : Provision for doubtful advances	(103.60)	-	(103.60)	-
Total	2,781.58	0.77	2,240.89	-

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

7. Deferred Tax Assets / (Liability)

(₹ in Lakh)		
Particulars	As at March 31, 2019	As at March 31, 2018
Property, Plant and equipments and Intangible Assets	-	3.69
Provision for employee benefits	-	80.27
Total	-	83.96

Note: The deferred tax asset has not been recognised in the financial statements in the absence of the reasonable certainty that taxable income will be generated in near future to offset the losses. Accordingly, the previously recognised deferred tax assets amounting to ₹ 83.96 lakh has been reversed in the current financial year.

8. Inventories

(₹ in Lakh)		
Particulars	As at March 31, 2019	As at March 31, 2018
Stock-in-Trade	19,565.10	18,296.31
Packing Materials and Others	205.95	193.04
Total Inventories	19,771.05	18,489.35

(Valued at cost or Net Realisable Value whichever is lower)

During FY 2018-19 an amount of ₹ 276.14 Lakhs (March 31, 2018 : ₹ 35.88 Lakhs) was charged to the statement of Profit and Loss on account of damage and slow moving inventory.

9. Trade Receivables

(₹ in Lakh)		
Particulars	As at March 31, 2019	As at March 31, 2018
Trade Receivables		
Unsecured, Considered Good	1,574.02	706.24
Total	1,574.02	706.24

10. Cash and Cash Equivalents

(₹ in Lakh)		
Particulars	As at March 31, 2019	As at March 31, 2018
Balances with Banks:		
On Current Accounts	1,249.89	252.04
Cheques on Hand	-	149.74
Cash on Hand	124.21	57.38
Unpaid Fractional Share Money (Refer Note No. 36)	3.31	-
Total	1,377.41	459.16

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

11. Other Financial Assets

Particulars	(₹ in Lakh)	
	As at March 31, 2019	As at March 31, 2018
Other Receivables	-	200.68
Forward Contract Receivable	4.10	-
Total	4.10	200.68

12. Equity Share Capital

Particulars	(₹ in Lakh)	
	As at March 31, 2019	As at March 31, 2018
Authorised		
3,54,00,000 equity shares of ₹ 5 each (March 31, 2018: 3,54,00,000, equity shares of ₹ 5 each)	1,770.00	1,770.00
Issued		
2,46,38,426 equity shares of ₹ 5 each (March 31, 2018: 2,46,38,426, equity shares of ₹ 5 each)	1,231.92	1,231.92
Subscribed and Paid up		
2,46,33,208 equity shares of ₹ 5 each (March 31, 2018: 2,46,33,208, equity shares of ₹ 5 each)	1,231.66	1,231.66

(i) Reconciliation of Number of Equity Shares

Particulars	(₹ in Lakh)	
	As at March 31, 2019 Number of Shares	As at March 31, 2018 Number of Shares
Opening Balance of Equity Shares of ₹ 5/- each pursuant to the scheme of arrangement (Refer Note No 35)	2,46,38,426	50,000
Add: Issue of Equity Shares of ₹ 5/- each pursuant to the scheme of arrangement (Refer Note No 35)	-	2,46,38,426
Less: Shares reduced due to reduction and re-organisation of ₹ 10/- each	-	50,000
Total Shares issued	2,46,38,426	2,46,38,426
Less: Shares kept in abeyance (Refer Note No. iii below)	5,218	5,218
Total Shares outstanding at the end of the year	2,46,33,208	2,46,33,208

(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.

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

(iii) Pursuant to the provisions of the Companies Act, 2013, the issue of 5,218 Equity Shares are kept in abeyance corresponding to their status in Future Retail Limited.

(iv) Details of Shares pledged

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
No. of Shares pledged by promoters	3,25,000	35,74,158
No. of Shares under Locked in	47,13,382	47,13,382

(v) Out of the total subscribed shares, 5,034 shares are still unclaimed by the share holders as at March 31, 2019.

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

(₹ in Lakh)

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares				
Future Corporate Resources Private Limited (formerly known as Suhani Trading and Investment Consultants Private Limited)	1,16,82,558	47.43	1,16,82,558	47.43
Bennet, Coleman & Company Limited and PACs	23,13,861	9.39	24,73,861	10.04
Surplus Finvest Private Limited	22,04,243	8.95	-	-
Mangal Bhansali & PACs	14,69,228	5.96	-	-

13. Other Equity

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Capital Reserve		
Opening Balance	7,968.34	-
On Composite Scheme of Arrangements (Refer Note No. 35)	-	7,968.34
Closing Balance	7,968.34	7,968.34
Capital Redemption Reserve		
Opening Balance	5.00	-
On Composite Scheme of Arrangements (Refer Note No. 35)	-	5.00
Closing Balance	5.00	5.00
Share- Based Payment Reserve (Refer Note No. 29)		
Opening Balance	-	-
Addition During The Year	2.09	-
Closing Balance	2.09	-

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Retained Earnings		
Opening Balance	(2,186.85)	(2,008.68)
Loss For The Year	(2,693.77)	(199.10)
Other Comprehensive (Income)/Loss For The Year		
Re-measurement (Gain)/Loss on Defined Benefit Plans	15.12	(31.27)
Income Tax relating to above	-	10.34
Closing Balance	(4,895.76)	(2,186.85)
Total	3,079.67	5,786.49

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. (Refer Note No. 35)

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. (Refer Note No. 35)

14. Non-Current Financial Liabilities - Borrowings

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured		
Preference Shares*	458.37	420.53
* 6,30,000 non-cumulative redeemable preference shares of ₹ 100/- each, bearing coupon rate of 9% p.a. non-cumulative, were allotted to the eligible shareholders of Bluerock eServices Private Limited on December 8, 2017 (Refer Note No. 35)		
Total	458.37	420.53

15. Non-Current Liabilities - Provisions

(₹ in Lakh)

Particulars	As at March 31, 2019		As at March 31, 2018	
	Current	Non-Current	Current	Non-Current
Provision for Employee Benefits				
Gratuity	11.21	183.82	49.89	103.00
Compensated Absences	11.73	104.08	9.22	80.69
Total	22.94	287.90	59.11	183.69

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

16. Current Financial Liability-Borrowing

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Secured*		
Working Capital Loan from Bank	493.80	128.73
Letter of Credit	1,297.99	-
Total	1,791.79	128.73

* Secured on Current Assets of Future Retail Limited

17. Other Financial Liabilities-Current

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Salary and Employee benefits payable	530.22	426.93
Unclaimed Share Money on Fractional Shares	3.31	-
Creditors for Capital Expenditure	73.57	-
Total	607.10	426.93

18. Other Current Liabilities

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Advances from Customers	3,144.95	2,864.73
Statutory dues payable	373.48	287.43
Other Payables	1,157.87	277.63
Total	4,676.30	3,429.79

19. Revenue From Operations

(₹ in Lakh)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Sale of Products (Net of GST)	68,130.42	37,796.54
Other Operating Income	292.40	257.52
Total	68,422.82	38,054.06

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

20. Other Income

Particulars	(₹ in Lakh)	
	Year Ended March 31, 2019	Year Ended March 31, 2018
Parking Income	5.63	6.63
Fair Value gains on financial instruments at amortized cost	-	220.54
Gain on Foreign Currency translation or transactions	-	5.28
Other Income	101.77	5.06
Total	107.40	237.51

21. Changes In Inventories of Stock-In-Trade

Particulars	(₹ in Lakh)	
	Year Ended March 31, 2019	Year Ended March 31, 2018
Opening Inventories		
Stock-In-Trade	18,489.35	-
Add : On Composite Scheme of Arrangement (Refer Note No. 35)	-	14,631.57
Closing Inventories		
Stock-In-Trade	19,771.05	18,489.35
Total	(1,281.70)	(3,857.78)

22. Employee Benefits Expense

Particulars	(₹ in Lakh)	
	Year Ended March 31, 2019	Year Ended March 31, 2018
Salaries, Wages and Bonus	7,275.21	3,401.22
Contribution to Provident and Other Fund	346.60	179.25
Employee Stock Option Expense (Refer Note No. 29)	2.09	-
Gratuity	56.38	40.67
Staff Welfare Expenses	461.85	98.10
Total	8,142.13	3,719.24

23. Finance Costs

Particulars	(₹ in Lakh)	
	Year Ended March 31, 2019	Year Ended March 31, 2018
Interest Expenses	127.23	69.24
Unwinding Interest on Financial Instrument at Amortised Cost	37.84	11.07
Other Finance Costs	155.55	146.71
Total	320.62	227.02

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

24. Other Expenses

Particulars	(₹ in Lakh)	
	Year Ended March 31, 2019	Year Ended March 31, 2018
Consumption of Stores & Spares	289.88	120.28
Power & Fuel	1,958.66	1,110.81
Repairs and Maintenance	147.20	112.77
Insurance	34.01	31.63
Rates and Taxes	228.33	48.09
Communication Expenses	135.86	64.62
Travelling & Conveyance	672.62	340.85
Printing & Stationery	131.44	107.43
Advertisement and Marketing	3,124.95	1,600.96
Loss on Damage & Write Down of slow moving Inventory	276.14	35.88
Legal & Professional	1,302.38	513.74
House Keeping Charges	356.52	104.43
Security Service Charges	282.24	63.03
Loss on Disposal/Written off of Fixed Assets	27.14	-
Loss on Foreign Currency translation or transactions (Net)	187.65	-
Subvention and Credit Card Charges	1,994.75	1,059.28
Bank Charges	126.17	74.33
Miscellaneous Expenses	923.38	303.44
Total	12,199.32	5,691.57

25. Fair value measurements:

(a) Financial instruments by category

Particulars	(₹ in Lakh)	
	As at March 31, 2019	As at March 31, 2018
Financial assets		
Trade Receivables	1,574.02	706.24
Cash and cash equivalents	1,377.41	459.16
Loans - Security Deposits	12,666.80	12,478.83
Other financial assets	4.10	200.68
Total financial assets	15,622.33	13,844.91
Financial liabilities		
Borrowings	2,250.16	549.26
Trade payables	26,199.01	23,125.78
Other financial liabilities	607.10	426.93
Total financial liabilities	29,056.27	24,101.97

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

(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, 2019

(₹ in Lakh)				
Particulars	Level 1	Level 2	Level 3	Total
Financial assets				
Security deposits	-	-	12,666.80	12,666.80
Total financial assets	-	-	12,666.80	12,666.80
Financial Liabilities				
Borrowings	-	2,250.16	-	2,250.16
Total financial liabilities	-	2,250.16	-	2,250.16

Assets and liabilities which are measured at amortised cost for which fair values are disclosed as at March 31, 2018

(₹ in Lakh)				
Particulars	Level 1	Level 2	Level 3	Total
Financial assets				
Security deposits	-	-	12,476.59	12,476.59
Total financial assets	-	-	12,476.59	12,476.59
Financial Liabilities				
Borrowings	-	549.26	-	549.26
Total financial liabilities	-	549.26	-	549.26

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.

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

(d) Fair value of financial assets and liabilities measured at amortised cost

The carrying amounts of trade receivables, trade payables, advances to employees, advances from customers, other receivables, unclaimed fractional share money, creditors for capital nature, employee payables and cash & cash equivalents are considered to have their fair values approximately equal to their carrying values.

26. 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 ₹ 1,574.02 lakhs, and ₹ 706.24 as on March 31, 2019 and March 31, 2018 respectively. 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 Lakh)			
31-Mar-19	Less than 1 year	Between 1 and 5 years	Total
Interest bearing borrowings*	1,791.79	630.00	2,421.79
Trade Payables	26,199.01	-	26,199.01
Other Financial Liabilities	607.10	-	607.10
Total	28,597.90	630.00	29,227.90

(₹ in Lakh)			
31-Mar-18	Less than 1 year	Between 1 and 5 years	Total
Interest bearing borrowings*	128.73	630.00	758.73
Trade Payables	23,125.78	-	23,125.78
Other Financial Liabilities	426.93	-	426.93
Total	23,681.44	630.00	24,311.44

*Includes contractual interest payment based on the interest rate prevailing at the reporting date.

(c) Market Risk

Market risk is the risk of changes in market prices – such as foreign exchange rate, interest rate, and equity prices – will affect the Company's income or values of its holdings of financial statements. The Company is not exposed to any significant currency risk and equity price risk.

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

(i) Interest Rate Risk Exposure

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Variable Rate Borrowings	1,791.79	128.73
Fixed Rate Borrowings	458.37	420.53
Total	2,250.16	549.26

(ii) Sensitivity Analysis

Profit or Loss is sensitive to higher/lower interest expense from borrowings as a result of change in interest rates.

(₹ in Lakh)

Impact on Profit/Loss after tax	As at March 31, 2019	As at March 31, 2018
Interest rates increase by 100 basis points	17.92	1.29
Interest rates decrease by 100 basis points	17.92	1.29

(d) Foreign Currency Risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions primarily on account of import of trading goods. Foreign exchange risk arises if recognised liabilities denominated in a currency that is not the functional currency of the Company. The Company hedges its foreign exchange risk using foreign exchange forward contracts within the guidelines laid down by risk management policy of the Company. Overall, Company always has a limited exposure to foreign currency risk.

Following table details the carrying amounts of the Company's unhedged foreign currency denominated monetary items at the end of the reporting period.

(in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Trade Payable		
US Dollar (USD)	1.33	-
EURO	0.10	-

A 5% strengthening in USD and EURO will decrease the profit for the year by ₹ 5.33 lakh (March 31, 2018 : ₹ NIL) and a 5% weakening in USD and EURO will increase the profit for the year by ₹ 5.33 lakh (March 31, 2018: ₹ NIL). 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.

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

27. Capital Risk Management

(A) Risk Management

For the purpose of the Company's capital risk management, capital includes issued equity capital and all other equity reserves attributable to the equity shareholders. The primary objective of the Company's capital risk management is to maximize the shareholders' value.

The Company manages its capital structure and makes adjustments in light of changes in economic condition and the requirements of the financial covenants. To maintain and adjust the capital structure, the Company may return capital to shareholder or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

Particulars	(₹ in Lakh)	
	As at March 31, 2019	As at March 31, 2018
Borrowings	2,250.16	549.26
Less: Cash and Cash Equivalents	1,377.41	459.16
Net Debt	872.75	90.10
Equity	1,231.66	1,231.66
Other Equity	3,079.67	5,786.49
Total Capital	4,311.33	7,018.15
Capital and Net Debt	5,184.09	7,108.25
Gearing Ratio	16.84 %	1.27 %

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

28. 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 No. 22: ₹ 346.60 Lakhs (March 31, 2018: ₹ 179.25 Lakhs).

b) 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.

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

The actuarial valuation of the present value of the defined benefit obligation has been carried out as at March 31, 2019. 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.

(a) Change in Present Value of Defined Benefit Obligations

(₹ in Lakh)		
Particulars	As at March 31, 2019	As at March 31, 2018
Defined Benefit Obligation at the beginning of the year	152.89	25.80
Service Cost	46.53	34.07
Interest Cost	9.85	6.60
Acquisition / Divestiture	-	152.23
Benefits Paid	(29.36)	(8.74)
Re-measurement-Actuarial (gains) / losses	15.12	(31.27)
Write back	-	(25.80)
Defined Benefit Obligation at the end of the year	195.02	152.89

(b) Change in Fair Value of Plan Assets

(₹ in Lakh)		
Particulars	As at March 31, 2019	As at March 31, 2018
Fair Value of Plan Assets at the beginning of the year	-	-
Contributions	-	-
Actuarial Gain / (Loss) on Plan Assets	-	-
Fair Value of Plan Assets at the end of the year	-	-

(c) Net Defined Benefit Liability / (Assets)

(₹ in Lakh)		
Particulars	As at March 31, 2019	As at March 31, 2018
Defined Benefit Obligation	195.02	152.89
Fair value of Plan Assets	-	-
(Surplus) / Deficit	195.02	152.89
Effects of Assets Ceiling	-	-
Net Defined Benefit Liability / (Assets)	195.02	152.89

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

(₹ in Lakh)		
Particulars	As at March 31, 2019	As at March 31, 2018
Current Service Cost	46.53	31.17
Net interest on the net defined benefit liability/assets	9.85	6.60
Write back*	-	(25.80)
Total Expenses Recognised in the Statement of Profit and Loss	56.38	11.97

* This provision for gratuity is related to demerged company i.e. Bluerock E-services Private Limited, all the employees have left, and hence this provision has been written back.

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

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

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Actuarial (Gains) / Losses	12.08	(31.27)
Return on Plan Assets (Greater) / Less than discount rate	-	-
Gain / (Loss) from change in financial assumptions	3.03	-
Total (Gain) / Loss included in OCI	15.12	(31.27)

(f) Reconciliation of Amounts in Balance Sheet

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Defined Benefit Obligation at the beginning of the year	152.89	25.80
Defined Benefit cost included in Profit and Loss	56.38	37.77
Total amount included in OCI	15.12	(31.27)
Acquisition / Divestiture	-	152.22
Amount recognized due to Plan Combinations	-	2.91
Benefits paid	(29.36)	(8.74)
Write back	-	(25.80)
Defined Benefit Obligation at the end of the year	195.02	152.89

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

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
OCI (Income) / Loss at the beginning of the year	(31.27)	-
Total Remeasurement included in OCI	15.12	(31.27)
OCI (Income) / Loss at the end of the year	(16.16)	(31.27)

(h) Expected Maturity Profile of Defined Benefit Obligation

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Year 1	11.21	9.38
Year 2	12.53	9.93
Year 3	13.59	10.94
Year 4	14.08	11.66
Year 5	16.48	11.79
Years 6 to 10	72.30	66.72

(i) Financial Assumptions

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Discount Rate	7.55%	7.70%
Expected rate of Salary increase	5.00%	5.00%

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

(j) Demographic Assumptions

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Mortality Rate	IALM (2006-08) ultimate	IALM (2006-08) ultimate
Withdrawal Rate	Up to 35 Years 10% P.A., 36 to 45 Years 5% P.A., 46 Years and above 2% P.A.	Up to 35 Years 10% P.A., 36 to 45 Years 5% P.A., 46 Years and above 2% P.A.
Retirement age	58 Years	58 Years

(k) Sensitivity Analysis

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Discount Rate		
Discount Rate -100 basis points	217.78	169.79
Discount Rate +100 basis points	177.24	138.50
Salary increase rate		
Rate -100 basis points	177.91	138.69
Rate +100 basis points	216.65	169.27

29. Share-Based Payment

a) Scheme Details

During the year ended March 31, 2019, the Nomination and Remuneration committee of the Company has granted 466,500 Employee Stock Options (ESOPs) at the exercise price of ₹ 176/- to the eligible employees of the Company, pursuant to the "Praxis Home Retail Limited Share value appreciation Rights, Plan -2018", the vesting period of the ESOPs is between 12 months to 60 months. Each employee share option converts into one equity share of the Company on exercise. The options carry neither rights to dividend nor voting rights. Options may be exercised at any time from the date of vesting to the date of expiry.

The following share based payment arrangements are in existence during the financial year 2018-19:

Option Series	Number of Options Granted	Grant Date	Vesting Date	Exercise Price (₹)	Fair Value at Grant Date (₹)
Granted on March 27, 2019	1,23,000	27-03-2019	27-03-2020	176/-	67.38
	1,23,000	27-03-2019	27-03-2021	176/-	67.38
	61,500	27-03-2019	27-03-2022	176/-	67.38
	23,850	27-03-2019	27-03-2020	176/-	88.40
	23,850	27-03-2019	27-03-2021	176/-	88.40
	31,800	27-03-2019	27-03-2022	176/-	88.40
	31,800	27-03-2019	27-03-2023	176/-	88.40
	47,700	27-03-2019	27-03-2024	176/-	88.40

Option can be Exercised within five years from the date of Vesting of Options.

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

b) Movement of Share Option

Particulars	As at March 31, 2019	As at March 31, 2018
Granted During the year	4,66,500	-
Forfeited / cancelled during the year	-	-
Exercised during the year	-	-
Expired during the year	-	-
Outstanding at the end of the year	4,66,500	-
Exercisable at the end of the year	-	-

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 & expected price volatility of the underlying shares, expected dividend yield & 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:

Date of Grant	March 27, 2019 (for 3 Year vesting period)	March 27, 2019 (for 5 Year vesting period)
Risk Free Interest Rate	6.83%	7.12%
Expected Life	3.3 Years	5.85 Years
Expected Volatility	46.10%	46.10%
Dividend Yield	0.00%	0.00%
Exercise Price	176.00	176.00

d) Compensation Expenses arising on account of Share - Based Payments

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Expenses arising from equity - settled share - based payment transactions	2.09	-

(₹ in Lakh)

30. Earnings Per Share

Statement of Calculation of Basic and Diluted EPS is as under:

Particulars	As at March 31, 2019	As at March 31, 2018
Profit / (Loss) for the year (₹ in Lakh)	(2,693.78)	(199.10)
Weighted average number of Equity Share for Basic & Diluted EPS	2,46,33,208	74,58,638
Nominal Value per Equity Share (₹)	5/-	5/-
Earning / (Loss) per Equity Share - Basic & Diluted (₹)	(10.94)	(2.67)

In Calculating Diluted Earning Per Share for the year, the effect of Employee Stock Option outstanding till the date of actual exercise of option is not considered since the impact of the same is anti dilutive.

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

31. Leases

The Company has entered into operating lease arrangements for fixed assets and premises. The future minimum lease rental obligation under non-cancellable operating leases is as below:-

(₹ in Lakh)		
Particulars	As at March 31, 2019	As at March 31, 2018
Lease rent Expenses recognized in the profit and loss account of the current year	10,114.28	5,590.50
The total future minimum lease rent payable at the Balance Sheet date :		
- For a period not later than one year	4,336.06	2,044.75
- For a period later than one year and not later than 5 years	15630.08	6,818.46
- For a period later than five years	20,973.95	4,731.96

32. Segment Reporting

The Company is primarily engaged in the business of "Retail", which in terms of Ind AS 108 on "Segment Reporting" constitutes a single reporting segment & as such there is no separate reportable segment. Presently the company's operations are pre dominantly confined in India.

33. Income Tax Expense

(i) Income Tax recognised in Statement of Profit and Loss

(₹ in Lakh)		
Particulars	As at March 31, 2019	As at March 31, 2018
Income Tax expense		
Current Tax	-	-
Deferred Tax :		
Decrease / (Increase) in Deferred Tax Assets	83.95	(78.45)
(Decrease) / Increase in Deferred Tax Liabilities	-	-
Income Tax relating to Other Comprehensive Income	-	10.34
Total Income Tax Expense	83.95	(68.11)

(ii) Reconciliation of Tax Expenses

(₹ in Lakh)		
Particulars	As at March 31, 2019	As at March 31, 2018
Profit / (Loss) before tax	(2,609.82)	(277.55)
Applicable tax rate	26.00%	30.90%
Tax at the Indian Tax Rate	(678.55)	(85.76)
The effect of amounts which are not deductible in calculating taxable income		
Exempt income	-	90.92
Business loss on which no deferred tax asset is recognized	678.55	73.29
Reversal of Deferred Tax Asset recognised during the previous years	83.95	-
Tax Expense charged to the Statement of Profit and Loss	83.95	78.45

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

(iii) Amount on which Deferred Tax Assets not Recognised

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Unused Tax Losses	20,748.47	18,514.38
Deferred Tax Assets	5,394.60	6,121.40

(iv) Deferred Tax Assets/(Liabilities)

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Opening balance	83.95	15.83
Charged to Statement of Profit or Loss	(83.95)	68.12
Closing balance	-	83.95

(v) Components of Deferred Tax Assets

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Deferred Tax Assets on account of:		
Unabsorbed brought forward losses	5,394.60	-
Provisions	27.72	80.27
Property, Plant & Equipment	8.85	3.69
Closing Balance	5,431.17	83.96

34. Disclosure pursuant to para 44 A to 44 E of Ind AS 7 - Statement of cash flows

(₹ in Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Long term Borrowings		
Opening Balance		
- Non Current (A)	420.53	-
Preference Shares issued on account of scheme of arrangements (Refer Note No. 35)(B)	-	630.00
Changes in Fair Value		
- Impact of Effective Rate of Interest (C)	37.84	11.07
- Impact of fair value measurement (D)	-	(220.54)
Closing Balance (E=A+B+C+D)	458.37	420.53

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

(₹ in Lakh)		
Particulars	As at March 31, 2019	As at March 31, 2018
Short term Borrowings		
Opening Balance		
- Current (A)	128.73	-
Availed during the year/period (B)	1,663.06	128.73
Changes in Fair Value		
Repaid During the year/period (C)	-	-
Closing Balance (D=A+B-C)	1,791.79	128.73
Interest Expenses		
Prepaid Interest - Opening Balance (A)	44.20	-
Interest Expense (B)	320.62	227.02
Changes in Fair Value		
- Impact of Effective Rate of Interest (C)	37.84	11.07
Prepaid Interest - Closing Balance (D)	8.05	44.20
Interest paid to Lenders (E=B-A-C+D)	246.63	260.16

35. Composite Scheme of Arrangements

The Composite Scheme of Arrangement between the Future Retail Limited ("FRL" or "First Demerged Company") and Bluerock eServices Private Limited ("BSPL" or "Second Demerged Company") and Praxis Home Retail Limited ("PHRL" or "Resulting Company") and their respective Shareholders ("Scheme") under the sections 230 to 232 read with section 66 of the Companies Act, 2013, for Demerger of Home Retail business of FRL in to the Company with effect from August 1, 2017 and e-Commerce Home Retail business of BSPL in to the Company with effect from April 15, 2016 was sanctioned by the Hon'ble National Company Law Tribunal, Mumbai bench vide its order dated November 20, 2017.

Pursuant to the scheme, all the assets and liabilities pertaining to Home retail business of FRL and e-commerce division of BSPL has been transferred to and vested in the Company. Accordingly, on December 8, 2017 the Company issued 2,46,33,208 equity shares of ₹ 5/- each to the eligible shareholders of Future Retail Limited and 6,30,000 non-cumulative redeemable preference shares of ₹ 100/- each, bearing coupon rate of 9% p.a. non-cumulative to the eligible shareholders of Bluerock eServices Private Limited as per the scheme.

i. Purchase Consideration

(₹ in Lakh)		
Particulars	FRL	BSPL
2,46,33,208 Equity shares of ₹ 5/- each issued	1,231.66	-
6,30,000 preference shares of ₹ 100/- each issued	-	630.00
Total Purchase Consideration	1,231.66	630.00

ii. Net identifiable assets acquired

(₹ in Lakh)		
Particulars	FRL	BSPL
Total Assets acquired	28,042.77	1,000.59
Total Liabilities acquired	18,842.77	431.75
Net identifiable assets acquired	9,200.00	568.84

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

iii. Calculation of Capital Reserve / Goodwill

Particulars	(₹ in Lakh)	
	FRL	BSPL
Net identifiable assets acquired	9,200.00	568.84
Total Purchase Consideration	1,231.66	630.00
(Capital Reserve) / Goodwill	(7,968.34)	61.16

36. Unclaimed Fractional Share Money

Pursuant to the Composite Scheme of Arrangement as stated above, the Company had appointed a Trustee M/s Anant Gude & Associates, to deal with the fractional shares of the Company. The total number of fractional shares worked out to 17,061 equity shares. Accordingly, on April 4, 2018 the Trustee sold 17,061 equity shares for a total value of ₹ 35.47 Lakhs. As per the certificate received from the Trustee, out of the total warrants issued towards disbursement of amount pertaining to fractional shares, ₹ 3.31 Lakhs of the value is still pending to be claimed by the shareholders. The balance amount has been shown as current financial liability in the financial statements.

37. Related Party Disclosure

As per Ind AS – 24 “Related Party Disclosure” the Company’s related parties and transactions with them in the ordinary course of business are disclosed below:

(a) Parties where control exists :

There is no such party on which company has control over directly or indirectly.

(b) Other related parties where transactions have taken place during the year

(i) Investing parties	Future Corporate Resources Private Limited (formerly known as Suhani Trading and Investment Consultants Private Limited)
(ii) Person having control over investing party	Shri Kishore Biyani
(iii) Enterprises over which Companies/ individual described in (i) & (ii) have control/ significant influence	<ol style="list-style-type: none"> 1. Future Retail Limited 2. Future Lifestyle Fashions Limited 3. Future Generali India Insurance Company Limited 4. Future Sharp Skills Limited 5. Future Supply Chain Solutions Limited 6. Future Enterprises Limited 7. Future Market Networks Limited 8. Future Consumer Limited 9. COE Creators International Pvt. Limited* 10. Idiom Design & Consulting Pvt. Limited 11. City Centre Mall Nashik Pvt Limited**

* COE Creators International Pvt. Limited – Mr. Pankaj Bhargava, Independent Director

** City Centre Mall Nashik Pvt. Limited – Mr. Shrirang Sarada, Non-Executive Non-Independent Director

(c) Key Management Personnel :

Mr. Viraj Didwania (Chairman & Managing Director)

Mr. Harish Parasuram V. (Chief Financial Officer)(upto February 18, 2019)

Mr. Anil Chandak (Chief Financial Officer)(w.e.f February 19, 2019)

Ms. Smita Chowdhury (Company Secretary & Compliance Officer)

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

1. Transaction with Related Parties

Nature of Transactions	Enterprises over which Companies/individual described in (i) & (ii) have control/significant influence	Key Management Personnel / Relatives
Purchases	18,717.33	-
	(13,717.62)	-
Advertisement and Marketing Expenses	691.08	-
	(583.53)	-
Rent including Lease Rentals	5,039.87	-
	(1,585.42)	-
Electricity Expenses	551.20	-
	-	-
Other Expenses	90.44	-
	(35.68)	-
Insurance Premium	79.62	-
	(10.76)	-
Remuneration to Key Managerial Personnel & Directors*	-	265.64
	-	(74.75)
Closing Balance as on March 31, 2019		
Security Deposit Receivable	10,100.00	-
	(10,184.66)	
Trade Payable	16,984.50	-
	(11,924.21)	

* Remuneration does not include post - employment benefits, as they are determined on an actuarial basis for the Company as a whole.

Note: Previous year figures are given in parenthesis.

2. Significant Related Party Transactions

- Purchase of Goods includes purchase from Future Retail Limited ₹ 12,479.33 lakhs (2018: ₹ 12,261.18 lakhs) & Freight, C&F and Warehousing services includes payment to Future Supply Chain Solutions Limited ₹ 6,238.00 lakhs (2018: ₹ 1,456.44 lakhs).
- Advertisement and Marketing expenses paid to Future Corporate Resources Limited (fka-Suhani Trading and Investment Consultants Private Limited) ₹ 691.08 lakhs (2018: ₹ 583.53 lakhs)
- Rent including Lease rentals includes amount paid/payable to Future Enterprises Limited ₹ 2,396.35 lakhs (2018: ₹ 745.32 lakhs), Future Lifestyle Fashions Limited ₹ 1,583.77 lakhs (2018: ₹ 746.49 lakhs), Future Retail Limited ₹ 825.96 lakhs (2018: ₹ 146.62 lakhs), Future Market Networks Limited ₹ 146.52 lakhs (2018: ₹ 93.61 lakhs), City Centre Mall Nashik Pvt. Ltd. ₹ 87.26 lakhs (2018: ₹ Nil)
- Electricity includes amount paid/payable to City Centre Mall Nashik Pvt. Ltd. ₹ 64.65 lakhs (2018: ₹ Nil), Future Lifestyle Fashions Limited ₹ 383.19 lakhs (2018: ₹ 232.38 lakhs), Future Retail Limited ₹ 103.35 lakhs (2018: ₹ 22.91 lakhs)

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

- E. Other Expenses includes amount paid/payable to Future Sharps Skills Limited ₹ 43.92 lakhs (2018: ₹ 35.68 lakhs) and Idiom Design Consulting Limited ₹ 24.89 lakhs (2018: ₹ Nil), COE Creators International Private Limited ₹ 4.10 lakhs (2018: ₹ Nil)
- F. Insurance Premium paid to Future Generali India Insurance Company Limited ₹ 79.62 lakhs (2018: ₹ 10.76 lakhs)
- G. Managerial Remuneration includes Mr. Viraj Didwania ₹ 171.32 lakhs (2018: ₹ 57.32 lakhs), Mr. Harish Parasuram ₹ 40.48 lakhs (2018: ₹ 14.79 lakhs), Mr. Anil Chandak ₹ 26.43 lakhs (2018: ₹ Nil) and Ms. Smita Chowdhury ₹ 11.11 lakhs (2018: ₹ 2.64 lakhs) & Director sitting fees paid to Mr. Shantanu Chandravadan Shah ₹ 3.10 lakhs, Mr. Pankaj Bhargava ₹ 4.50 lakhs, Mr. Sarda Shrirang Kisanlal ₹ 2.30 lakhs, Mr. S. Subramanian ₹ 4.40 lakhs & Ms. Sridevi Badiga ₹ 2.00 lakhs.
- H. Security Deposit receivable from Future Enterprises Limited, amounting to ₹ 10,100.00 lakhs (2018: ₹ 10,184.66 lakhs).
- I. Trade Payables includes payable to Future Retail Limited of ₹ 8,435.40 lakhs (2018: ₹ 7,506.87 lakhs), Future Supply Chains Solutions Limited of ₹ 4,663.31 lakhs (2018: ₹ 3,672.02 lakhs) and Future Enterprises Limited of ₹ 1,935.55 lakhs (2018: ₹ 745.32 lakhs), Future Lifestyle Fashions Limited of ₹ 1,866.66 lakhs (2018: ₹ 594.34 lakhs)

38. Payment to the Auditors (excluding GST)

Particulars	₹ in Lakh	
	As at March 31, 2019	As at March 31, 2018
For Statutory Audit	22.00	22.00
For Limited Review	9.00	3.00
Total	31.00	25.00

39. Contingent Liability

- i) Claim against the Company not acknowledge as debt amount to ₹ 260.89 Lakhs (March 31, 2018: ₹ NIL)
- ii) There are numerous interpretative issues relating to the Supreme Court (SC) judgement dated February 28, 2019 on Provident Fund (PF) on the inclusion of allowances for the purpose of PF contribution as well as its applicable effective date. The Company is evaluating for further clarity and its impact on its Financial Statements. The Company, in respect of the above mentioned Contingent Liabilities has assessed that it is only possible but not probable that outflow of economic resources will be required.

40. Consequent to the introduction of Goods and Services Tax (GST) with effect from July 1, 2017, Central Excise, Value Added Tax (VAT) etc. have been subsumed into GST. In accordance with Indian Accounting Standard – 18 on Revenue and Schedule III of the Companies Act, 2013 unlike Excise Duties levies like GST, VAT etc. are not part of revenue.

41. Closure of foreign subsidiary

The Board of the Directors of the Company at its meeting held on March 27, 2019 has approved and passed the resolution to close "PHRL International Pte. Ltd", (subsidiary of the Company) which was incorporated in Singapore on December 28, 2018, but the Company had not made any investment in this Company.

Notes to the financial statements for the year ended March 31, 2019 (Contd.)

42. 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

Chartered Accountants

Firm Registration No.: 107783W

Vishal D. Shah

Partner

Membership No.: 119303

Place : Mumbai

Date : May 23, 2019

Viraj Didwania

Chairman & Managing Director

DIN 02412474

Pankaj Bhargava

Director

DIN 02685275

Anil Chandak

Chief Financial Officer

Membership No.: 060916

For and on behalf of Board of Directors

Sridevi Badiga

Director

DIN 02362997

Shrirang Sarda

Director

DIN 00576667

Smita Chowdhury

Company Secretary & Compliance Officer

Membership No.: A30227

S. Subramanian

Director

DIN 00092215

Shantanu Shah

Director

DIN 07012322

INFORMATION AS REQUIRED PURSUANT TO RULE 5 (2) 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, 2019

Sr. No.	Employee Name	Designation	Remuneration Drawn in (Rs.)	Qualification	Age (in Yrs.)	Date of Joining*	Experience (in years)	Last Employment
1.	Mr. Viraj Didwania	Chairman & Managing Director	Rs 1,71,31,908	Dual majors in Commerce from the Business School and Economics from the University of Virginia	37	01-Nov- 2017	15	Morgan Stanley
2.	Mr. Venugopal B**	Chief Operating Officer	Rs. 63,93,734	MBA from Annamalai University	50	23-May-2013	27	Spacewood Furnishers Pvt. Ltd.
3.	Mr. Sumit Midha#	Chief Operating Officer	Rs. 62,50,668	Post Graduate Program in Management	43	22-Jan- 2019	18	Asian Paints Limited
4.	Mr. Mahesh Shah**	Chief Executive Officer	Rs. 61,52, 224	MMS from SP Jain	51	14-Jun- 2013	26	Sigma Soft Tech Park Whitefield
5.	Mr. Armando Eduarte *	Head-Visual Merchandising	Rs. 45,87,055	Computer Science from AMA	43	11-Sep-2013	24	Danude Buildmart
6.	Mr. Chinmay Bhatt *	Head - Homeware Category	Rs. 42,84,542	MBA from NL Dalmia	40	30-Jun-2014	15	Sahara Q shop
7.	Mr. Harish Parasuram**	Chief Financial Officer	Rs. 40,47,642	Chartered Accountant	41	18-Jul-2017	19	UIB Insurance Broker Pvt Ltd
8.	Mr. Vairavan T#	Deputy General Manager	Rs 36,17,257	MBA	50	01-Jun-2018	29	Future Retail Limited
9.	Mr. Giridharan M*	Category Head- Electronics	Rs. 35,62,488	Post Graduate Diploma in Management from Wigan & Leigh College, UK	40	15-Oct-2009	16	Metro Cash & Carry Pvt. Ltd.
10.	Mr. Soumyajit Banerjee*	Regional Head	Rs. 33,60,487	B.com from Calcutta University	48	09-Aug-2014	26	Spacewood Furnishers Pvt. Ltd.
11.	Ms. Medha Tawde	Chief Marketing Officer	Rs. 33,20,714	Strategic Marketing from IIM	46	14-Nov- 2017	11	Burger King, India
12.	Mr. Thomas Johan#	Head- Strategy & Planning	Rs. 30,64,287	MBA	46	22-Jan-2019	24	Evok

Sr. No.	Employee Name	Designation	Remuneration Drawn in (Rs.)	Qualification	Age (in Yrs.)	Date of Joining*	Experience (in years)	Last Employment
13.	Mr. Vikash Kabra*	Senior Manager-Commercial	Rs. 29,68,720	Chartered Accountant	37	14-Mar-2017	13	Reliance Retail Limited-Reliance Trends
14.	Mr. Varun Kant*	Regional Head	Rs 28,75,095	MBA	43	28-Jun-2006	20	Style Spa Furniture Ltd.
15.	Mr. Sumon Malik*	Lead- Design and Furniture	Rs. 28,88,658	Post Graduate Diploma Program in General management from IIM	44	19-Dec- 2017	20	Zuari & StyleSpa Furniture

Notes :

- * Pursuant to the Scheme of Arrangement between Future Retail Limited ("FRL") and Bluerock eServices Private Limited ("BSPL") and the 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 1st Appointed Date i.e. August 01, 2017 for FRL and 2nd Appointed date i.e. April 15, 2016 for BSPL, the employees of Future Retail Limited working for Home Retail Business Undertaking have been transferred on the payroll of the Company w.e.f. November 01, 2017. The Date of joining given for the aforesaid employees is the date on which they had joined Home Retail Business Undertaking of FRL.
- # Denotes employed for part of the year.
- Nature of employment is permanent and terminable by Notice on either side except in case of Director(s) which is contractual.
- The above employees are not related to any Director of the Company.
- No employee holds by himself / herself or along with spouse and dependent children 2% or more of the equity shares of the Company.
- Terms and conditions of employment are as per Company's Rules.
- Remuneration drawn as shown in the statement includes Salary, House Rent Allowance, employer's contribution to Provident Fund, and perquisites / allowances as applicable.
- The above remuneration is excluding ESOP perquisites.

For and on behalf of the Board of Directors

Place : Mumbai
Date : May 23, 2019

Viraj Didwania
Chairman & Managing Director





Registered & Corporate Office

iThink Techno Campus, Jolly Board Tower D,
Ground Floor, Kanjurmarg (East), Mumbai – 400 042, Maharashtra

Tel : +91-22-7106 8031 | Fax: +91-22-7106 8032

Website: www.praxisretail.in

CIN: L52100MH2011PLC212866