

Ref: SEC//BSE/NSE/Q3/2018-19

Date: 4<sup>th</sup> January, 2019

To,

Dept. of Corporate Services  
**BSE Limited**  
Floor 25, PJ Towers,  
Dalal Street,  
Mumbai- 400001.

Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra East,  
Mumbai- 400051.

**Scrip Code: 540901**

**Symbol: PRAXIS**

Dear Sir/Madam,

**Sub: Corporate Governance Report under Regulation 27 (2) (a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”).**

Pursuant to regulation 27 (2) (a) of the Listing Regulations, we are enclosing herewith Corporate Governance Report for the quarter ended 31<sup>st</sup> December, 2018.

Kindly acknowledge receipt of the same.

Thanking You,

Yours Faithfully,  
For **Praxis Home Retail Limited**

  
**Smita Chowdhury**  
**Company Secretary & Compliance Officer**  
ACS No. 30227



Encl: a/a

Compliance Report on Corporate Governance

1	Name of Listed Entity	Praxis Home Retail Limited
2	Period Ending	December 31, 2018

Annexure I

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/NonExecutive/independent/Nominee)	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Viraj Didwania	PAN -AFOPD5268G DIN -02412474	Chairperson - Executive	12-10-2017	NA	1	2	0
Mr.	Shrirang Sarda	PAN -ACQPS4207B DIN -00576667	Non- Executive Non-Independent	12-12-2017	NA	1	1	1
Mr.	Shantanu Shah	PAN - ATMPS3293A DIN - 07012322	Independent	12-12-2017	5 Yrs	1	1	1
Mr.	Pankaj Bhargava	PAN -AAHPB9397G DIN - 02685275	Independent	12-12-2017	5 Yrs	1	2	0
Mr.	S. Subramanian	PAN -AAJPS7865E DIN -00092215	Independent	12-12-2017	5 Yrs	1	1	0
Ms.	Sridevi Badiga	PAN: ADYPB3954F DIN: 02362997	Independent	12-12-2017	5 Yrs	2	2	0

\$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

SR. No.	Name of Committee	Name of Committee members	Category (Chairperson/Executive/NonExecutive/independent/Nominee) \$
1	Audit Committee	Mr. Shantanu Shah Ms. Sridevi Badiga Mr. Pankaj Bhargava Mr. S. Subramanian Mr. Viraj Didwania	Chairperson – Independent Director Independent Director Independent Director Independent Director Executive Director
2	Nomination & Remuneration Committee	Mr. S. Subramanian Mr. Pankaj Bhargava Mr. Shirang Sarda Mr. Shantanu Shah	Chairperson – Independent Director Independent Director Non-Independent Non- Executive Director Independent Director
3	Stakeholders' Relationship Committee	Mr. Shirang Sarda Mr. Viraj Didwania Mr. Pankaj Bhargava	Chairperson – Non- Independent Non-Executive Director Executive Director Independent Director
4	Corporate Social Responsibility Committee	Mr. Viraj Didwania Mr. Pankaj Bhargava Mr. Shantanu Shah Mr. S. Subramanian	Chairperson- Executive Director Independent Director Independent Director Independent Director

\$ Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

# Provision relating to the Risk Management Committee under Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company.



III. Meeting of Board of Directors	
Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)
August 06, 2018 ( Previous Quarter)	Not Applicable
November 05, 2018 (Current Quarter)	90
December 13, 2018 (Current Quarter)	37

IV. Meeting of Committees				
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b>				
November 05, 2018	Yes	5	August 06, 2018	90
<b>Stakeholders Relationship Committee</b>				
No Meeting was held in this quarter				
<b>Nomination &amp; Remuneration Committee</b>				
November 05, 2018	Yes	4	August 06, 2018	90

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material 'RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**Notes**

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|---|---|
| 1 | In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. |
| 2 | If status is "No" details of non-compliance may be given here.  |

VI. Affirmations	
1.	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes
2.	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
a.	Audit Committee - Yes
b.	Nomination & Remuneration Committee - Yes
c.	Stakeholders' Relationship Committee - Yes
d.	Risk Management Committee (applicable to the top 100 listed entities) – N.A.
3.	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015- Yes
4.	The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015- Yes
5.	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here.

Place: Mumbai  
Date: January 04, 2019



For Praxis Home Retail Limited

*Smita Chowdhury*  
Smita Chowdhury

Company Secretary & Compliance Officer  
ACS No. 30227