

CIN: L17117MH1925PLC001208

Registered Office: Plot No. 156/H. No.2, Village Zадgaon, Ratnagiri - 415 612, Maharashtra

Tel.: 02352-232514, Fax: 02352-232513

Email: [corp.secretarial@raymond.in](mailto:corp.secretarial@raymond.in), Website: [www.raymond.in](http://www.raymond.in)

## NOTICE

### 96<sup>th</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE **NINETY SIXTH ANNUAL GENERAL MEETING** ("AGM") OF THE MEMBERS OF RAYMOND LIMITED ("THE COMPANY") WILL BE HELD ON **MONDAY, AUGUST 02, 2021 AT 03.30 P.M. (IST)** THROUGH TWO-WAY VIDEO CONFERENCING ("VC")/ OTHER AUDIO VISUAL MEANS ("OAVM") FACILITY, TO TRANSACT THE FOLLOWING BUSINESS:

#### ORDINARY BUSINESS:

##### 1. To consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Report of Auditors thereon.

##### 2. To appoint a Director in place of Mrs. Nawaz Gautam Singhania (DIN: 00863174), who retires by rotation and being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESS:

##### 3. Ratification of Remuneration of Cost Auditor for Textile Units and the Real Estate Division of the Company:

To consider and if thought fit, pass the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as approved by the Board of Directors of the Company, remuneration of ₹ 5,75,000/- (Rupees Five Lakh Seventy Five Thousand Only) (plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit) to be paid to Messrs. R. Nanabhoy & Co., Cost Accountants, (Firm Registration Number: 000010) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company's Textile units as well as the Real Estate Division of the Company for the Financial Year ending March 31, 2022, be and is hereby ratified;

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as approved by the Board of Directors of the Company, remuneration of ₹ 1,00,000/- (Rupees One Lakh Only) (plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit) to be paid to Messrs. R. Nanabhoy & Co., Cost Accountants, (Firm Registration Number: 000010) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Real

Estate Division of the Company for the Financial Year ended March 31, 2021, be and is hereby ratified; and

**RESOLVED FURTHER THAT** the members of the Board of Directors of the Company and/or Mr. Thomas Fernandes, Director-Secretarial & Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

##### 4. Authorise Borrowings by way of Issuance of Non-Convertible Debentures / Bonds / Other instruments: To consider and if thought fit, pass the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended and Companies (Share Capital and Debentures) Rules, 2014 as amended and subject to all the applicable laws and Regulations, including but not limited to SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the guidelines issued by SEBI, Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to borrow from time-to-time by making an offer(s) or invitation(s) to subscribe or issuance of Non-Convertible Debentures (NCDs)/ Bonds/ Other instruments, whether secured or unsecured, listed and/or unlisted, on private placement basis, in one or more tranches, such that the total amount does not exceed ₹ 700 Crore (Rupees Seven Hundred Crore Only) during a period of one year from the date of passing of this Resolution on such terms and conditions as the Board may from time to time determine and consider proper and that the said borrowings shall be within the overall borrowing limits of the Company as may be approved by the Members from time-to-time; and

**RESOLVED FURTHER THAT** the members of the Board of Directors of the Company and / or Mr. Thomas Fernandes, Director-Secretarial & Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

**Registered Office:**  
Plot No. 156/H. No.2,  
Village Zадgaon, Ratnagiri - 415 612,  
Maharashtra

May 06, 2021  
Mumbai

By Order of the Board of Directors  
For **Raymond Limited**

**Thomas Fernandes**  
Director – Secretarial &  
Company Secretary  
Membership No.: F3558

## NOTES:

### I. General Information:

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 ("the Act") and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") in respect of Special Business under Item Nos. 3 and 4 of the accompanying Notice is annexed hereto.
2. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, July 24, 2021 to Monday, August 02, 2021** (both days inclusive) for the purpose of AGM.
3. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') issued General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively and by General Circular No. 02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") allowed companies whose AGMs were due to be held in the year 2020 or becoming due in the year 2021, to conduct their AGMs on or before December 31, 2021 through VC/OAVM, without the physical presence of the Members at a common venue. The Securities and Exchange Board of India ('SEBI') also issued Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 the validity of which has been extended till December 31, 2021 by SEBI, vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars"). In compliance with MCA Circulars, SEBI Circulars, provisions of the Act and the SEBI Listing Regulations, the AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members. The deemed venue for the AGM shall be the Registered Office of the Company. In accordance with the MCA Circulars, Special Business mentioned at Item Nos. 3 and 4 of the Notice are considered as unavoidable in nature by the Board of Directors of the Company.
4. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. Attendance of the Members participating in the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. National Securities Depository Limited ("NSDL") will be providing facility for voting through remote e-Voting, participation in the AGM through VC/OAVM facility and e-Voting during the AGM.
7. In compliance with the MCA Circulars and the SEBI Circulars, Notice of the AGM along with the Annual Report for Financial Year ended 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / National Securities Depository Limited and Central Depository Services (India) Limited ("the Depositories"). A copy of this Notice along with the Annual Report for Financial Year 2020-21 is uploaded on the Company's website [www.raymond.in](http://www.raymond.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. In case a Member holding shares in physical mode has not registered his/her e-mail address with the Company/Link Intime India Private Limited, the Registrar and Transfer Agent ("LIPL")/the Depositories, he/she may do so by sending a duly signed request letter to LIPL by providing Folio No. and Name at C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400 083, Tel: 022-49186000, e-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
9. In case shares are held in demat mode, Members may contact the Depository Participant ("DP") and register their e-mail address in the demat account as per the process followed and advised by the DP.
10. The Company's Statutory Auditors, Messrs. Walker Chandio & Co. LLP, Chartered Accountants, (ICAI Registration Number 001076N/N500013), were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting of the Members held on June 05, 2017 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors. Pursuant to the Companies (Amendment) Act, 2017 effective from May 07, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Act. In view of the foregoing amendment, ratification by the Members for continuance of their appointment is not being sought at this AGM.
11. A brief profile of the Director retiring by rotation and proposed to be re-appointed at this AGM, nature of her expertise in specific functional areas, names of companies in which she holds directorship and Membership/Chairmanship of Board Committee(s), shareholding and relationship between Directors and Key Managerial Personnel as stipulated under Regulation 36 of SEBI Listing Regulations are provided in **Annexure - 1** to this Notice.
12. Relevant documents as required by law and referred to in the accompanying Notice and in the Explanatory Statement shall be available for inspection through electronic mode. Members may write to the Company on [corp.secretarial@raymond.in](mailto:corp.secretarial@raymond.in) for inspection of said documents and the same will also be available for inspection by the members during the AGM, upon Log-in at NSDL e-Voting system at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
13. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020 read with SEBI circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode.

Therefore, Members holding shares in physical form are requested to dematerialize shares held in physical form at the earliest available opportunity.

14. SEBI has mandated the submission of Permanent Account Number (PAN) by every securities market participant. Members holding shares in electronic form are therefore requested to submit their PAN to the DP with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to LIPL/Company.
15. Members are advised to avail the nomination facility in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members holding shares in physical form desiring to avail this facility may send their nomination in Form No. SH-13 duly filled in to LIPL. Members holding shares in dematerialized form may contact their respective Depository Participants for availing this facility.

## II. Instructions for attending the AGM and Electronic Voting:

### A. General Instructions

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of SEBI Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is pleased to provide remote e-voting facility to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-voting system during the AGM.
2. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM through e-Voting system is Monday, July 26, 2021 ("Cut-off Date"). A person who is not a Member as on the Cut-off Date should treat this Notice of AGM for information purpose only.
3. Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes members of the Company after the Notice is sent through e-mail and are holding shares as on July 02, 2021, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on Toll Free No. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company after sending of the Notice and are holding shares as on the Cut-off Date i.e. July 26, 2021 may follow steps mentioned in the Notice of the AGM under "**Step 1: Access to NSDL e-Voting system**".

4. Members who need assistance before and during the AGM, may contact the following:

**Name & Designation:** Mr. Amit Vishal, Senior Manager – NSDL / Ms. Sarita Mote, Assistant Manager – NSDL

**E-mail ID:** [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Contact No.:** 1800 1020 990 / 1800 224 430 (Toll Free)

5. The Board has appointed **Messrs DM & Associates Company Secretaries LLP** as the Scrutinizer (hereinafter referred to as "the Scrutinizer") to scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner.
6. Corporate Members are requested to scan and send a certified true copy of the Board Resolution, pursuant to Section 113 of the Act, authorizing their representatives to attend and vote on their behalf at the Meeting. The said Resolution/Authorisation should be sent to the Scrutinizer by e-mail through their registered email address to [dmassociatesllp@gmail.com](mailto:dmassociatesllp@gmail.com) with a copy to the Company on [corp.secretarial@raymond.in](mailto:corp.secretarial@raymond.in) and NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
7. The results once declared along with the Scrutinizer's Report shall be placed on the Company's website [www.raymond.in](http://www.raymond.in) and on website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two working days of conclusion of the AGM and will also be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

### B. Instructions for Remote e-Voting and e-Voting during the AGM

The remote e-voting period begins on **Thursday, July 29, 2021 at 10.00 A.M. (IST)** and ends on **Sunday, August 01, 2021 at 5.00 P.M. (IST)** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (Cut-off Date) may cast their vote electronically. The voting rights shall be in proportion to the share in the paid-up equity share capital of the Company as on the Cut-off Date.

The details of the process and manner for voting electronically are mentioned below:

#### Step 1: Access to NSDL e-Voting system

#### Step 2: Cast your vote electronically on NSDL e-Voting system

Details on Step 1 are mentioned below:

#### A) Login method for e-Voting for Individual Shareholders holding securities in demat mode:

In terms of SEBI circular no. SEBI/110/CFB/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with the Depositories and DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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



<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="http://www.web.cdslindia.com/myeasi/home/login">www.web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="http://www.web.cdslindia.com/myeasi/Registration/EasiRegistration">www.web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the demat Account. After successful authentication, user will be provided link where the e-Voting is in progress.</li> </ol>
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**Individual Shareholders (holding securities in demat mode) login through their Depository Participants** You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL website after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual Meeting and e-Voting during the Meeting.

**Note:** Members who are unable to retrieve User ID/ Password are advised to use "Forgot User ID" and/or "Forgot Password option" available on respective websites.

#### Helpdesk for Individual Shareholders holding securities in demat mode:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call Toll Free no.: 1800 1020 990 or 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call 022-23058738 or 022-23058542-43

#### B) Login Method for e-Voting for Shareholders other than Individual Shareholders holding securities in demat mode and shareholders holding securities in physical mode:

- Visit the e-Voting website of NSDL. Open web browser and enter the URL: [www.evoting.nsdl.com/](http://www.evoting.nsdl.com/).
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

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

Alternatively, if you are registered for NSDL eServices i.e. IDeAS, you can log-in at [www.eservices.nsd.com](http://www.eservices.nsd.com) with your existing IDeAS login credentials. Once you log-in to NSDL eServices, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below :

**Manner of holding shares**

**i.e. Demat (NSDL or CDSL) or Physical**

**Your User ID is:**

a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 116266 then user ID is 116266001***

5. Details of Password are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- To retrieve your 'initial password':
  - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of Beneficiary ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered or you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - Click on "Forgot User Details/Password"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).

- Click on "Physical User Reset Password" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).

- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

6. After entering your password, read and agree to "Terms and Conditions" by selecting the check box.

7. Click on "Login" button.

8. After you click on "Login" button, Home page of e-Voting will open.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail id for e-Voting:**

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [corp.secretarial@raymond.in](mailto:corp.secretarial@raymond.in).
- In case shares are held in demat mode, please provide DPID-Client ID (16 digit DPID + Client ID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to [corp.secretarial@raymond.in](mailto:corp.secretarial@raymond.in). If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 A) Login method for e-Voting for Individual Shareholders holding securities in demat mode.**
- Alternatively, Shareholder/Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

**Details on Step 2 are mentioned below:**

**To cast your vote electronically on NSDL e-Voting system:**

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of Raymond Limited to cast your vote during the remote e-Voting period or during the General Meeting.
- EVEN for Raymond Limited is **116266**.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
  7. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.
  8. You can also take a printout of the votes cast by you by clicking on the print option on the confirmation page.
3. Members seeking any information with regard to the accounts or any other matter to be placed at the AGM can submit questions from their registered email address mentioning their name, DP ID and Client ID / Folio number and mobile number, to reach the Company's email address [corp.secretarial@raymond.in](mailto:corp.secretarial@raymond.in) at least 48 hours before the start of the AGM.

**General Guidelines for e-Voting:**

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authorisation with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to [dmassociatesllp@gmail.com](mailto:dmassociatesllp@gmail.com) with a copy marked to the Company at [corp.secretarial@raymond.in](mailto:corp.secretarial@raymond.in) and NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, Members will need to go through the "Forgot User Details/ Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on Toll Free no.: 1800 1020 990 or 1800 22 44 30 or send a request on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  4. Only those Members/Shareholders, who are present at the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
  5. Members who have already voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. Members who would like to ask questions at the AGM with regard to any matter to be placed at the AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / Folio number and mobile number, to reach the Company's email address [corp.secretarial@raymond.in](mailto:corp.secretarial@raymond.in) at least 48 hours in advance before the start of the AGM. Only those Members who have registered themselves as a speaker shall be allowed to ask questions during the AGM, depending upon the availability of time.
  5. The Company reserves the right to restrict the number of speakers at the AGM.

**III. Information related to Investor Education and Protection Fund:**

- i. Pursuant to the provisions of Sections 124 and 125 of the Act, the Company has transferred, on due dates, all unclaimed dividends up to the Financial Year 2012-13 to Investor Education and Protection Fund ("said Fund") established by Central Government. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time ("IEPF Rules"), the Company has uploaded the details of the unpaid and unclaimed amounts lying with the Company on the website of the Company [www.raymond.in](http://www.raymond.in), and also on the website of the Ministry of Corporate Affairs [www.mca.gov.in](http://www.mca.gov.in). Unclaimed dividend for the FY 2013-14 will fall due for transfer to the said Fund on July 16, 2021. Those Members who have not encashed their dividends for the FY 2013-14 are requested to address their claim to the Company or LIPL immediately. Those Members who have not so far claimed their dividend for the subsequent financial years are also advised to address their claim to the Company or LIPL.
- ii. Pursuant to the provisions of Section 124(6) of the Act and the IEPF Rules, all equity shares of the Company on which dividend has not been paid or claimed for seven consecutive years or more on July 16, 2021 shall be transferred by the Company to the said Fund. These details are also available on the Company's website [www.raymond.in](http://www.raymond.in). No claim shall lie against the Company in respect of these equity shares post their transfer to the said Fund. Upon transfer, Members will be able to claim these equity shares only from the said Fund by making an online application to the IEPF Authority, the details of which are available at [www.iepf.gov.in](http://www.iepf.gov.in). All correspondence should be addressed to Link Intime India Private Limited, (UNIT: Raymond Limited), C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, e-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

**C. Instructions for Members attending the AGM through VC/OAVM:**

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may gain access by following the process mentioned in **Step 1: Access to NSDL e-Voting system**. After successful login, Members should click of "VC/OAVM link" placed under "Join General Meeting" menu against Raymond Limited. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Raymond Limited i.e. **116266** will be displayed.
2. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.

## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE ACT AND REGULATION 36 OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

### Item No. 3

The Board of Directors at its Meeting held on May 06, 2021, upon the recommendation of the Audit Committee, approved the appointment of Messrs R. Nanabhoy & Co., Cost Accountants (Firm Registration Number: 000010), to conduct the audit of the cost records of the Company's Textile Units as well as the Real Estate Division on a remuneration of ₹ 5,75,000/- (Rupees Five Lakh Seventy Five Thousand Only) (excluding all applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit) i.e. ₹ 4,60,000/- (Rupees Four Lakh Sixty Thousand Only) and ₹ 1,15,000/- (Rupees One Lakh Fifteen Thousand Only) for Company's Textile Units and Real Estate Division respectively for the Financial Year ending March 31, 2022.

The Board of Directors at its Meeting held on November 09, 2020, upon the recommendation of the Audit Committee, approved the appointment of Messrs R. Nanabhoy & Co., Cost Accountants (Firm Registration Number: 000010), to conduct the audit of the cost records of the Company's Real Estate Division on a remuneration of ₹ 1,00,000/- (Rupees One Lakh Only) (excluding all applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit) for the Financial Year ended March 31, 2021.

In terms of the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (as amended from time to time) the remuneration as mentioned above payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

### Item No. 4

In terms of the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules"), a Company offering or making an invitation to subscribe to NCDs/ Bonds/ Other instruments on a private placement basis, is required to obtain prior approval of its Members by way of a Special Resolution and such approval shall be valid for all private placements made during the year. NCDs/ Bonds/ Other instruments issued on private placement basis are a significant and cost effective source of borrowings for the corporates and your Company too would like to avail this option.

In order to provide flexibility to the Company to manage its borrowing, approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014, to pass an enabling Resolution authorising the Company to offer or invite subscriptions for NCDs/ Bonds / other instruments whether secured or unsecured, listed or unlisted, on a private placement basis at an interest rate that will be determined by the prevailing money market conditions at the time of the borrowing, in one or more tranches, for an amount not exceeding ₹ 700 Crore (Rupees Seven Hundred Crore only) during the period of one year from the date of passing of the Resolution set out at Item No. 4. The limit proposed at Item No. 4 excludes the existing borrowings of the Company by way of NCDs / Bonds / Other instruments but shall be within the overall borrowing limits of the Company as approved by the Members from time to time with the authority to the Board of Directors to determine the terms and conditions, including the issue price of the NCDs / Bonds and other instruments.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommend the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

#### Registered Office:

Plot No. 156/H. No.2,  
Village Zadgaon, Ratnagiri - 415 612,  
Maharashtra

May 06, 2021  
Mumbai

By Order of the Board of Directors  
For **Raymond Limited**

**Thomas Fernandes**  
Director – Secretarial &  
Company Secretary  
Membership No.: F3558

**ANNEXURE – 1****DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36 of SEBI Listing Regulations]

<b>Name of the Director</b>	Mrs. Nawaz Gautam Singhania
<b>DIN</b>	00863174
<b>Date of Birth and Age</b>	05/11/1969 51 years
<b>Date of first appointment on the Board</b>	30/04/2014
<b>Qualifications</b>	Bachelor of Arts & LL.B
<b>Experience and Expertise</b>	Mrs. Nawaz Singhania is an acclaimed entrepreneur of repute and has immense creative skills, an eye for detail having demonstrated her works through her solo art shows. Mrs. Singhania made a successful foray in the fitness industry by establishing premium fitness centres in Mumbai. Mrs. Singhania has been featured in columns in the leading media publications, websites and TV channels in India.
<b>Number of Meetings of the Board attended during the year</b>	5 out of 5
<b>List of Directorship of other Board</b>	<b>DIRECTORSHIP:</b> <b>Public Companies:</b> a) J K Investors (Bombay) Limited b) Raymond Consumer Care Limited <b>Private Companies:</b> a) Apex Professional Services Private Limited b) Supreme Professional Services Private Limited c) Royal Professional Services Private Limited d) Prospect Professional Services Private Limited e) Standard Professional Services Private Limited f) Smart Advisory and Finserve Private Limited g) Body Basic Health Care Private Limited
<b>List of Membership / Chairmanship of Committees of other Board</b>	J.K. Investors (Bombay) Limited Corporate Social Responsibility Committee – Member
<b>Shareholding in Raymond Limited</b>	2500 Equity Shares
<b>Relationship with other directors, manager and other Key Managerial Personnel of the Company</b>	Spouse: Mr. Gautam Hari Singhania, Chairman and Managing Director
<b>Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn</b>	As per the Nomination, Remuneration & Board Diversity Policy of the Company as displayed on the Company's website i.e. <a href="http://www.raymond.in">www.raymond.in</a> .
<b>Justification for choosing the appointees for appointment as Independent Directors</b>	Not Applicable

**Registered Office:**

Plot No. 156/H. No.2,  
Village Zadgaon, Ratnagiri - 415 612,  
Maharashtra

May 06, 2021  
Mumbai

By Order of the Board of Directors  
For **Raymond Limited**

**Thomas Fernandes**  
Director – Secretarial &  
Company Secretary  
Membership No.: F3558

