

Raymond LIMITED

(CIN:L17117MH1925PLC001208)

Regd. Office: Plot No. 156/H.No.2, Village Zadgaon, Ratnagiri-415612, Maharashtra
Email: corp.secretarial@raymond.in; Website:www.raymond.in; Phone:02352-232514; Fax:02352-232513

NOTICE

89th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EIGHTY NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF RAYMOND LIMITED WILL BE HELD ON TUESDAY, JUNE 10, 2014 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO.156/H.NO.2, VILLAGE ZADGAON, RATNAGIRI - 415 612, MAHARASHTRA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Accounts together with Directors' Report as also the Auditors' Report thereon for the year ended March 31, 2014.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Shri H. Sunder (DIN 00020583), who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Shri Boman Irani (DIN 00057453), who retires by rotation and is eligible for re-appointment.
5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013, Messrs. Dalal & Shah, Chartered Accountants, (Firm Registration Number 102021W) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next Annual General Meeting on such remuneration as agreed upon by the Board of Directors and the Auditors, in addition to the reimbursement of service tax and actual out-of-pocket expenses incurred in connection with the audit of accounts of the Company for the Financial Year ending March 31, 2015."

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Smt. Nawaz Gautam Singhania (DIN 00863174), who was appointed as an Additional Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT in supersession of the Ordinary Resolution adopted at the 71st Annual General Meeting held on July 30, 1996 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to Board of Directors (hereinafter called "the Board") which term shall be deemed to include

any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or person(s) to mortgage and/or charge any of its movable and/or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) and to create a mortgage and/or charge, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount not exceeding ₹1000 crore (Rupees One Thousand crore) over and above the aggregate of the paid up share capital and free reserves of the Company;

RESOLVED FURTHER THAT the securities to be created by the Company aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created by the Company as may be agreed to between the concerned parties."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT in supersession of the Ordinary Resolution adopted at the 71st Annual General Meeting held on July 30, 1996 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of ₹1000 crore (Rupees One Thousand crore) over and above the aggregate of the paid up share capital and free reserves of the Company."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Section 42 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to issue and offer Non-Convertible Debentures or to invite to subscribe to Non-Convertible Debentures for an amount not exceeding ₹ 175 crore whether secured or unsecured on private placement from Nationalised Banks/Indian Private Banks/Foreign Banks/Other Banks/Financial Institutions/ other eligible Investors in one or more tranches during the Financial Year 2014-15."

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 3 lac plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending March 31, 2015 as approved by the Board of Directors of the Company, to be paid to Messrs. R. Nanabhoy & Co., Cost Accountants, for the conduct of the cost audit of the Company's Textile manufacturing units at Vapi, Chhindwara and Jalgaon, be and is hereby ratified and confirmed."

11. To consider and, if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED that pursuant to the provisions of Sections 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the payment of commission of a sum not exceeding 1% of the annual net profit of the Company computed in accordance with the provisions of Section 197 read with Section 198 of the said Act, to such Directors of the Company (other than the Chairman and Managing Director and Wholetime Director) in such proportion and manner as may be directed by the Board of Directors, for a period of three (3) years and such payment shall be made in respect of the profits of the Company for the financial years commencing from April 1, 2014 to March 31, 2017;

RESOLVED FURTHER that the above remuneration shall be in addition to fee payable to the Director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings."

By Order of the Board of Directors

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

Thomas Fernandes
Director – Secretarial &
Company Secretary

Dated: April 30, 2014

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
 3. The Register of Members and Share Transfer Books of the Company will remain closed from June 3, 2014 to June 10, 2014 (both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of dividend, if approved by the Members.
 4. The dividend as recommended by the Board, if declared at the meeting, will be paid on or after June 11, 2014 to those members:
 - (a) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/ Registrar and Transfer Agent on or before June 2, 2014; and
 - (b) whose names appear as Beneficial Owners in the list of Beneficial Owners on June 2, 2014 to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
 5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Shareholders/Depositories for depositing of dividends. NECS Form is attached to the Notice to the Members for providing details, if not provided.
 6. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent/the Company.
 7. Under Section 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred ₹ 22,41,145/- being the unpaid and unclaimed dividend amount pertaining to Final Dividend for the year 2005-06 on July 29, 2013, to the Investor Education and Protection Fund of the Central Government.
- The Ministry of Corporate Affairs (MCA) on May 10, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which are applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2006-07, as on the date of the 88th Annual General Meeting (AGM) held on June 7, 2013, on the website of the IEPF viz. www.iepf.gov.in and under "Investors Section" on the Website of the Company viz. www.raymond.in.
8. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

9. Electronic copy of the Annual Report 2014 is being sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2014 is being sent in the permitted mode. Positive consent letter is attached to the Notice to the Members for giving consent to receive documents in electronic mode.
10. Electronic copy of the Notice of the 89th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 89th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
11. Members may also note that the Notice of the 89th Annual General Meeting and the Annual Report 2014 will also be available on the Company's website www.raymond.in for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on

working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: corp.secretarial@raymond.in.

12. Voting through electronic means
 - i. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 89th Annual General Meeting (AGM) by electronic means. The business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL).
The instructions for e-voting are as under:
 - i. Open your web browser during the voting period, from June 4, 2014 (9.30 a.m.) to June 6 2014 (5.30 p.m.) and log on to the e-voting website www.evotingindia.com.
 - ii. Click on "Shareholders" tab.
 - iii. select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT".
 - iv. Fill up the following details in the appropriate spaces:

	For members holding shares in Demat Form	For members holding shares in Physical Form
User-ID	For NSDL : 8 Character DP ID followed by 8 Digits Client ID (without space) For CDSL : 16 digits beneficiary ID	Registered Folio Number
Password <ul style="list-style-type: none"> • For shareholders who have voted before on CDSL's e-voting system. • For shareholders using the system for the first time 	Enter your existing password Enter the Unique password printed on the attendance slip	Enter the Unique password printed on the attendance slip
PAN or Default Number*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department	Enter the Default Number 12345

**Members who have not updated their PAN with the Company / Depository Participant are requested to use 'DEFAULT NUMBER' in the PAN field.*

- v. After entering these details, click on "SUBMIT" .
- vi. Members holding shares in Physical form will be redirected to the voting screen.
- vii. Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the Demat holders for voting resolution(s) of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person.
- viii. You can update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future.
- ix. Members holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any other company, must use their existing login id and password.
- x. For Members holding shares in Physical form, the password and default number can be used only for e-voting on the resolution contained in this Notice.

- xi. On the voting page, you will see Resolution with its description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding, otherwise your vote will not be counted.
- xii. Click on the Resolution File Link if you wish to view the entire Notice.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xv. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at csashishbhatt@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
- xvi. In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com or raymond@linkintime.co.in / corp.secretarial@raymond.in.
- II. The e-voting period commences on June 4, 2014 (9:30 a.m.) and ends on June 6, 2014 (5:30 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date: May 2, 2014, may cast their vote electronically.
- III. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of May 2, 2014.
- IV. Shri Ashish C. Bhatt, Practising Company Secretary (Membership No. F2956) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- V. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VI. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.raymond.in and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

I. EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.6

At the meeting of the Board of Directors of the Company held on April 30, 2014, Smt. Nawaz Gautam Singhania was appointed as an Additional Director of the Company and holds the office upto the date of the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 (Act) read with Article 161 of the Articles of Association of the Company.

Pursuant to Section 160 of the Act, the Company has received notice, together with requisite deposit of ₹ 1 lac, from a member signifying his intention to propose Smt. Nawaz Gautam Singhania as candidate for the office of Director of the Company, liable to retire by rotation.

Smt. Nawaz Gautam Singhania is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.

Smt. Nawaz Gautam Singhania is interested in the Resolution set out at Item No.6 of the accompanying Notice, since it relates to her appointment. Shri Gautam Hari Singhania, Key Managerial Personnel (KMP) and Dr. Vijaypat Singhania being relatives of Smt. Singhania are interested in the Resolution.

The brief profile of Smt. Nawaz Gautam Singhania, the nature of her expertise, the names of companies she holds directorships, is included in the Notice.

The Board commends the passing of the Resolution set out in Item No.6 of the accompanying Notice.

Item No.7

The members of the Company at their 71st Annual General Meeting held on July 30, 1996 approved by way of an Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956, the Company accorded consent to the Board of Directors for creating mortgage or charge on its movable or immovable properties for an amount not exceeding ₹ 1000 crore (Rupees One Thousand crore).

Section 180(1)(a) of the Companies Act, 2013 requires that the Board of Directors shall not create mortgage or charge on its movable or immovable properties, except with the consent of the members accorded by way of a special resolution.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No.7 of the Notice, to enable the Board of Directors to create mortgage or charge on its movable or immovable properties, approval of members is being sought.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.7.

Item No.8

The members of the Company at their 71st Annual General Meeting held on July 30, 1996 approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 1000 crore (Rupees One Thousand crore).

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution.

It is, therefore, necessary that the members pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No.8 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money upto ₹ 1000 crore (Rupees One Thousand crore) in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

Item No.9

In terms of Section 42 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus & Allotment) Rules, 2014, a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the members of the Company by a Special Resolution. In case of an offer or invitation for offer of Non-Convertible debentures, the Company can pass Special Resolution once a year for all the offers or invitation for such debentures during the year.

The Company seeks to pass an enabling resolution to borrow funds by offer of Non-convertible Debentures for an amount not exceeding ₹ 175 crore at interest rate that will be determined by the prevailing money market conditions at the time of the borrowing. Rule 14 of the Companies (Prospectus and Allotment of Securities) requires passing of this Special Resolution and such Resolution is valid for a period of one year.

It is, therefore, necessary for the members to pass a Special Resolution under Section 42 and other applicable provisions of the Companies Act, 2013, as set out at Item No.9 of the Notice, to enable the Board of Directors to borrow money by offer of Non-convertible Debentures or invitation to subscribe Non-convertible Debentures.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.9.

Item No.10

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a cost accountant in practice on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of Audit Committee at its meeting held on April 30, 2014, the Board has considered and approved appointment of Messrs. R. Nanabhoy & Co., Cost Accountants, for the conduct of the Cost Audit of the Company's Textile manufacturing units at Vapi, Chhindwara and Jalgaon at a remuneration of ₹ 3 lac plus service tax as applicable and reimbursement of actual travel and out of pocket expenses for the Financial Year ending March 31, 2015.

The Resolution at Item No.10 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10.

Item No.11

At the 86th Annual General Meeting of the Company held on June 7, 2011, the shareholders had accorded their consent to the Board of Directors of the Company to pay commission not exceeding 1% of the Annual Net Profit of the Company, computed in accordance with the provisions of Sections 198, 349 and 350 of the Companies Act, 1956 for a period of three (3) financial years commencing from April 1, 2011 to March 31, 2014 to the Non-Executive Directors.

With the enactment of the new Companies Act, 2013, the Non-Executive Directors are vested with a variety of roles, duties and liabilities for good corporate governance. The role they play in a company broadly includes improving corporate credibility, governance standards, and the risk management of the Company.

It is accordingly proposed that the Non-Executive Directors be paid commission not exceeding 1% of the Annual Net Profit of the Company computed in accordance with the provisions of Section 197 read with Section 198 of the Companies Act, 2013, for further period of three (3) financial years commencing from April 1, 2014 to March 31, 2017.

The Resolution at Item No.11 of the Notice is set out as a Special Resolution for approval by the members in terms of Section 197 of the Act.

Shri Gautam Hari Singhania being relative of Dr. Vijaypat Singhania, and all the Non-Executive Directors of the Company, may be deemed to be concerned or interested in the aforesaid resolution to the extent of the commission that may be received by them.

None of the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.11.

II. DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE:

Name of the Director	Smt. Nawaz Gautam Singhania	Shri Boman Irani*	Shri H. Sunder
Date of Birth	November 5, 1969	June 14, 1969	July 26, 1959
Date of Appointment on the Board	April 30, 2014	April 21, 2011	July 29, 2011
Qualifications	BA, LL.B.	BE, Owners President Management Programme from Harvard Business School.	B.Com, ACA
Expertise	Entrepreneur, Art and General Corporate Management.	Real Estate Developer and an Entrepreneur	Finance, Taxation, Accounts, Strategy, Legal, Secretarial and General Corporate Management.
Directorship held in other Public Companies (excluding foreign and private companies)	Nil	Nil	Celebrations Apparel Limited Everblue Apparel Limited JK Files (India) Limited JK Talabot Limited Jekegram Realty Limited Rayond Zambaiti Limited Ring Plus Aqua Limited Scissors Engg. Products Limited Silver Spark Apparel Limited
Chairmanships/Memberships of Committee across	Nil	Nil	Chairman – Audit Committee Raymond Zambaiti Limited Member –Audit Committee Everblue Apparel Limited JK Files (India) Limited JK Talabot Limited Ring Plus Aqua Limited Scissors Engg. Products Limited Member – Committee of Directors Ring Plus Aqua Limited
Shareholding of Directors	Nil	Nil	Nil
Relationship between directors inter-se	Related to Dr. Vijaypat Singhania & Shri Gautam Hari Singhania	Nil	Nil

* Shri Boman Irani fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director under Section 149 and other applicable provisions of the Companies Act, 2013 and is independent in compliance with Clause 49 of the Listing agreement.

By Order of the Board of Directors

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

Dated: April 30, 2014

Thomas Fernandes
Director – Secretarial &
Company Secretary

Raymond LIMITED

(CIN:L17117MH1925PLC001208)

Regd. Office: Plot No. 156/H.No.2, Village Zadgaon, Ratnagiri-415612, Maharashtra
Email: corp.secretarial@raymond.in; Website:www.raymond.in; Phone:02352-232514; Fax:02352-232513

Dear Shareholder(s),

Date: April 30, 2014

Sub.: Service of Documents through Electronic Mode

The Ministry of Corporate Affairs, Government of India, has notified Section 101 of the Companies Act, 2013 and the other rules governing the said Act. As per Rule 18(3)(1) of Chapter VII and Rule 11 of Chapter IX, the Company is requesting for a positive consent from its members to receive Notices of General Meeting/ Postal Ballot, Annual Report and other shareholders communication. This will enable you to receive such notice(s)/Annual Report(s)/document(s)/ Communication(s) etc., promptly and without loss in postal transit.

Once we receive your positive consent, henceforth, Notices of Meetings, Annual Reports, Directors' Report, Auditors' Report and other shareholders communication will be sent to you electronically to your email address as provided by you AND/OR made available to the Company by the Depositories viz. National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).

As and when there are changes in your e-mail address, you are requested to update the same with your Depository Participant (DP). For shares held in physical form, you can register your e-mail address with the Company's Registrar M/s. Link Intime India Private Limited at "raymond@linkintime.co.in" OR the Company at "corp.secretarial@raymond.in" mentioning your name(s) and folio Number.

Please note that if you still wish to get a physical copy of the above documents, the Company will send the same, free of cost, upon receipt of a request from you.

We look forward to your support.

Thanking you

Yours sincerely

For **Raymond Limited**

Sd/-

Thomas Fernandes

Director – Secretarial & Company Secretary

To,

Date:

M/s. Link Intime India Private Limited

Unit: RAYMOND LIMITED

C-13, Pannalal Silk Mills Compound

L.B.S. Marg, Bhandup (West)

Mumbai - 400 078.

Dear Sir,

As per your letter dated April 30, 2014, I/We submit to you as under:

- 1) I/we hereby give my/our CONSENT to the Company to use my/our registered email id in my/our demat account with the Depository Participant for serving members related documents, under the Companies Act, 2013. (Please tick mark (✓) appropriately)

DP ID/CLIENT ID: _____

YES

NO

- 2) Kindly use my/our Email id: _____ for serving the documents for Physical Folio No. _____.

YES

NO

Thanking You,

Yours faithfully

Name of Sole/First Holder: _____ Signature: _____

Raymond LIMITED

(CIN:L17117MH1925PLC001208)

Regd. Office: Plot No. 156/H.No.2, Village Zadgaon, Ratnagiri-415612, Maharashtra
Email: corp.secretarial@raymond.in; Website:www.raymond.in; Phone:02352-232514; Fax:02352-232513

Date: April 30, 2014

Dear Shareholder(s),

The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Shareholders for depositing dividends. Dividend will be credited to the Members' bank account through NECS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors.

Accordingly, Shareholders holding shares in PHYSICAL form may kindly arrange to forward the appended NECS form duly completed and signed to our REGISTRAR & SHARE TRANSFER AGENT, for necessary action. Shareholders holding shares in DEMAT/ELECTRONIC form may kindly arrange to update their Bank particulars with their respective DEPOSITORY PARTICIPANTS.

Thanking you,

Yours sincerely,

For **Raymond Limited**

Sd/-

Thomas Fernandes

Director – Secretarial & Company Secretary

NATIONAL ELECTRONIC CLEARING SERVICE (CREDIT CLEARING) MANDATE FORM

To:

M/s. Link Intime India Private Limited
Unit: RAYMOND LIMITED
C-13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup (West)
Mumbai - 400 078.

Date:

Dear Sirs,

Sub: Change in mode of payments to NECS

I/We, hereby consent to have the amount of dividend on my/our equity shares credited through National Electronic Clearing Service (NECS). Particulars are as under:

1. Folio Number : _____
2. Shareholders' name : _____
3. Address : _____

4. Particulars of the Bank:
 - i) Name of the Bank/Branch and address: _____

 - ii) 9 Digit Code No. of the Bank and Branch _____ Tel No. _____
(Please attach a photocopy/cancelled cheque issued by your bank)
 - iii) Account No. _____ Account Type: S.B / Current / Cash Credit
 - iv) Date from which mandate should be effective _____

I/We, hereby declare that particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information, I would not hold Company/Registrar and Share Transfer Agent of the Company responsible. I also undertake to advise any change in the particulars of my account to facilitate updation of records for purpose of credit of dividend amount through NECS.

Signature of the Shareholder