



CIN: L17117MH1925PLC001208

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

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

Email: corp.secretarial@raymond.in, Website: www.raymond.in

NOTICE

94th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE NINETY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF RAYMOND LIMITED WILL BE HELD ON **WEDNESDAY, JUNE 5, 2019 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 consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 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, 2019 and the Report of Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended March 31, 2019.
3. 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:

4. Ratification of Remuneration to Cost Auditor:

To consider and if thought fit, to 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 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 ₹ 4,00,000 (Rupees Four Lakh Only) (plus applicable taxes and re-imbursement 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 for the Financial Year ending March 31, 2020, be and is hereby ratified; and

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Mr. Thomas Fernandes, 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.”

5. Authorize Borrowings by way of Issuance of Non-Convertible Debentures/Bonds/ Other Instruments:

To consider and if thought fit, to 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 and the Companies (Share Capital and Debentures) Rules, 2014, and subject to all the applicable laws and Regulations, including but not limited to the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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 Company 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 (NCD) / 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 ₹ 750 Crore (Rupees Seven Hundred Fifty 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 borrowing 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 Board of Directors of the Company and / or Mr. Thomas Fernandes, 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.”

6. Appointment of Mr. Surya Kant Gupta as a Non-Executive and Non-Independent Director:

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

“RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be in force from time to time, Mr. Surya Kant Gupta (DIN: 00323759), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from March 29, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation; and

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Mr. Thomas Fernandes, 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 Zadgaon,
Ratnagiri - 415 612,
Maharashtra

By Order of the Board of Directors

For Raymond Limited

Dated: April 30, 2019

Place: Mumbai

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

Notes:

1. The Company's Statutory Auditors, Messrs Walker Chandiok & Co. LLP, Chartered Accountants, registered with the Institute of Chartered Accountants of India vide registration number 001076N/N500013, were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting (“AGM”) of the Members held on June 05, 2017 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

Their appointment was subject to ratification by the Members at every subsequent AGM held after the AGM held on June 05, 2017. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute.

In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

2. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Business under Item Nos. 4 to 6 of the accompanying Notice is annexed hereto.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF 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) in number and holding in the aggregate not more than ten percent (10.00%) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent (10.00%) 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. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty eight hours before the commencement of the Meeting. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable. A Proxy Form is annexed to this Notice.
4. Corporate Members are required to send a certified true copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Meeting.

5. Members, Proxies and Authorized Representatives are requested to bring to the Meeting, the attendance slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. Duplicate Attendance Slip or copies of the Report and Accounts will not be made available at the AGM venue.
6. A brief resume of each of the Directors proposed to be appointed/ re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership/ chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in **Annexure 1**.
7. Electronic copy of the Annual Report for FY 2018- 19 is uploaded on the Company's website www.raymond.in and is being sent to all 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. Members are requested to support Green initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of shares in dematerialized form) or with Link Intime India Private Limited, the Registrar and Transfer Agent ("RTA") of the Company (in case of shares held in physical form). Electronic copy of this Notice of the 94th AGM is uploaded on the Company's website www.raymond.in and also on the website of Central Depository Services (India) Limited viz. www.evotingindia.com of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form and the same is being sent to all 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 this Notice and the Annual Report for FY 2018-19 are being sent through permitted mode. For any communication, the Members may also send requests to the Company's email ID: corp.secretarial@raymond.in.
8. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office and at Company's office at Sapphire Building, Secretarial Dept., Pokhran Road No. 1, Jekegram, Thane – 400 606 on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this AGM and also at the AGM.
9. The Securities and Exchange Board of India ("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 their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company/Company.
10. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
11. The Register of Members and Share Transfer Books of the Company will remain closed from May 25, 2019 to June 05, 2019 (both days inclusive), for determining the names of Members eligible for dividend on Equity Shares, if declared at the AGM.
12. The dividend on Equity Shares, if declared at the AGM, will be paid on or after June 5, 2019 to Members whose names appear on the record of Depositories [National Securities Depository Limited and Central Depository Services (India) Limited] on May 24, 2019 (for shares held in demat mode) and in the Register of Members of the Company (for shares held in physical mode) updated as on May 24, 2019. The dividend will be paid to the Members within the stipulated time.
13. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, the Company has transferred on due dates, all unclaimed dividends up to the Financial Year 2010-11 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, 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), and also on the website of the Ministry of Corporate Affairs (www.mca.gov.in). Unclaimed dividend for the FY 2011-12 will fall due for transfer to the said Fund on July 12, 2019. Those Members, who have not encashed their dividends for the FY 2011-12, are requested to claim it from the RTA of the

Company immediately. Those Members who have not so far claimed their dividend for the subsequent financial years are also advised to claim it from the Company or the RTA of the Company.

14. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all equity shares of the Company on which dividend has not been paid or claimed for seven consecutive years or more on July 11, 2019 shall be transferred by the Company to Investor Education and Protection Fund ("IEPF"). The Company has also written to the concerned Shareholders intimating them their particulars of the equity shares due for transfer. These details are also available on the Company's website www.raymond.in. No claim shall lie against the Company in respect of these equity shares post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim these equity shares only from the IEPF Authority by making an online application, the details of which are available at www.iepf.gov.in. All correspondence should be addressed to the RTA of the Company viz. Link Intime India Private Limited (UNIT: Raymond Limited), C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400083, Tel:022-49186000, e-mail: rnt.helpdesk@linkintime.co.in.
15. 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 is May 29, 2019. Please note that Members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
16. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, holds shares as of the cut-off date i.e. May 29, 2019, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if the Member is already registered with CDSL for remote e-voting, then he/she can use his/her existing User-ID and password for casting the vote. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on the Cut-off Date should treat the same as intimation only.

17. In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.

18. A route map showing directions to the venue of the 94th AGM is given at the end of this Notice as per the requirement of the Secretarial Standard-2 on "General Meetings".

19. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide its Members the facility of remote e-voting to exercise their right to vote at the 94th AGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The Board has appointed Mr. Ashish Bhatt, Practicing Company Secretary as the Scrutinizer to scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The instructions to Members for voting electronically are as under:

- (I) The voting period begins on Saturday, June 01, 2019 at 10.00 a.m. and ends on Tuesday, June 04, 2019 at 5.00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. May 29, 2019, may cast their vote electronically.
- (II) Members holding shares in physical or in demat form as on May 29, 2019, shall only be eligible for e-voting.
- (III) The shareholders should log on to the e-voting website www.evotingindia.com.
- (IV) Click on Shareholders/Members.
- (V) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID, and
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (VI) Next enter the Image Verification as displayed and Click on Login.

(VII) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(VIII) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the Member ID / folio number in the Dividend Bank details field as mentioned in instruction (V).

(IX) After entering these details appropriately, click on "SUBMIT" tab.

(X) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the 'New Password' field. Kindly note that this password is to be also used by the demat holders for voting for resolutions 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 and take utmost care to keep your password confidential.

(XI) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(XII) A Member can opt for only one mode of voting i.e. either through e-Voting or by Ballot. If a Member casts vote by both modes, then voting done through e-Voting shall prevail and Ballot shall be treated as invalid.

(XIII) Click on the EVSN of Raymond Limited.

(XIV) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(XV) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(XVI) 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.

(XVII) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(XVIII) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(XIX) If Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(XX) Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

(XXI) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under 'Help' section or write an email to helpdesk.evoting@cdslindia.com.

(XXII) The results declared along with the Scrutinizer's Report shall be displayed at the Registered Office and Corporate Office of the Company and placed on the Company's website www.raymond.in and on website of CDSL e-Voting www.evotingindia.com within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 4

The Board of Directors at its Meeting held on April 30, 2019, 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 on a remuneration of ₹ 4,00,000 (Rupees Four Lakh Only) (excluding all applicable taxes and reimbursement of out of pocket expenses) for the financial year ending March 31, 2020.

In terms of the provisions of Section 148 of the Companies Act, 2013 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 for the financial year ending March 31, 2020, 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 in any way concerned or interested, financially or otherwise, in the said Resolution.

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

Item No. 5

The Company at its Annual General Meeting held on June 2, 2018 had sought approval from the Members to borrow funds by way of issuance of Non-Convertible Debentures (NCDs)/ Bonds/ Other Instruments, whether secured or unsecured, listed and / or unlisted, on private placement basis for an amount not exceeding ₹ 750 Crore (Rupees Seven Hundred Fifty Crore Only) during one year from the date of passing the Resolution i.e. June 2, 2018.

In order to give the Company flexibility to manage its borrowing program, the Company proposes to pass a suitable enabling Resolution again to allow the Company to offer NCDs/ Bonds / Other instruments not exceeding ₹ 750 Crore (Rupees Seven Hundred Fifty Crore Only) during the period of one year from the date of passing of the Special Resolution set out at Item No. 5, 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. NCDs/ Bonds/ Other instruments issued on private placement basis are a significant and cost effective source of borrowings for corporates and your Company would like to avail this option as well.

The limit proposed at Item No. 5 excludes the existing borrowing of the Company by way of NCDs / Bonds / Other instruments.

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") as amended from time to time, 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.

The 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 the Rules made thereunder, to enable the Company to offer or invite subscriptions for NCDs/ Bonds/ Other instruments, whether secured or unsecured, listed and / or unlisted, on a private placement basis, in one or more tranches, for an amount not exceeding ₹ 750 Crore (Rupees Seven Hundred Fifty Crore Only), during the period of one year from the date of passing of the Resolution 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 in any way concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6

The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed Mr. Surya Kant Gupta as an Additional Director of the Company with effect from March 29, 2019 in the category of a Non-Executive and Non-Independent Director, liable to retire by rotation. In accordance with Section 161(1) of the Companies Act, 2013, Mr. Surya Kant Gupta holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 from a Member signifying its intention to propose the candidature of Mr. Surya Kant Gupta as a Director of the Company.

A brief profile of Mr. Surya Kant Gupta is reproduced below:

- Mr. Gupta is an MBA from Faculty of Management Studies, University of Delhi and is a veteran of the Textile Industry having worked in the sector for the last four and half decades.

- Mr. Gupta has held key leadership role in the conglomerates like Reliance, Grasim, Bombay Dyeing and Raymond and led varied businesses ranging from branded suiting, high value cotton & linen shirting, denim and home-textiles.
- Mr. Gupta had been associated with the Company as President (Textile and Corporate) in his earlier stint from 2001 to 2005. Subsequently, since 2009, he has been associated with the Company in various capacities viz. Group President (Denim), President - Shirting and Home Textiles.
- Mr. Gupta has also been representing on various trade & industry bodies in taking up industry's issues with the Government on policy matters.

Relevant details relating to appointment of Mr. Surya Kant Gupta as required by the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2 on General Meetings are provided as an **"Annexure 1"** to this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Surya Kant Gupta, are in any way concerned or interested financially or otherwise in the Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

ANNEXURE 1**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings]

Name of the Director	Mrs. Nawaz Gautam Singhania	Mr. Surya Kant Gupta
DIN	00863174	00323759
Date of Birth and Age	05/11/1969 49 years	11/02/1951 68 years
Date of first appointment on the Board	30/04/2014	29/03/2019
Qualifications	<ul style="list-style-type: none">Bachelor of Arts; andLL.B.	MBA from Faculty of Management Studies, University of Delhi
Experience and Expertise	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 centers in Mumbai. Mrs. Singhania has more than 20 years of experience as an entrepreneur.	Please refer Explanatory Statement to this Notice
Number of Meetings of the Board attended during the year.	4 out of 4	-
List of Directorship of other Board.	Directorship: Public Companies: 1. J K Investors (Bombay) Limited Private Companies: 1. Smart Advisory and Finserve Private Limited 2. Royal Professional Services Private Limited 3. Prospect Professional Services Private Limited 4. Apex Professional Services Private Limited 5. Supreme Professional Services Private Limited 6. Standard Professional Services Private Limited 7. Body Basic Health Care Private Limited	Directorship: Public Companies: Everblue Apparel Limited Private Companies: Raymond UCO Denim Private Limited
List of Membership / Chairmanship of Committees of other Board.	J K Investors (Bombay) Limited Corporate Social Responsibility Committee – Member	Everblue Apparel Limited Nomination and Remuneration Committee - Chairman
Shareholding in Raymond Limited	2500 Equity Shares	Nil
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Wife of Mr. Gautam Hari Singhania	Nil

Name of the Director	Mrs. Nawaz Gautam Singhania	Mr. Surya Kant Gupta
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	As per the Nomination, Remuneration & Board Diversity Policy of the Company as placed on the Company's website i.e. www.raymond.in.	As per the Nomination, Remuneration and Board Diversity Policy of the Company as placed on the Company's website i.e. www.raymond.in.
Justification for choosing the appointees for appointment as Independent Directors	NA	NA

Registered Office:

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

Dated: April 30, 2019
Place: Mumbai

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

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

THIS PAGE IS INTENTIONALLY LEFT BLANK