



SECRETARIAL DEPARTMENT

Jekegram, Pokhran Road No. 1, Thane (W) - 400 606
Maharashtra, India
CIN No.: L17117MH1925PLC001208
Tel: (91-22) 4036 7000 / 6152 7000
Fax: (91-22) 2541 2805
www.raymond.in

RL/AC/19-20/43

October 10, 2019

To,
The Department of Corporate Services - CRD
BSE Ltd.
P.J. Towers, Dalal Street,
Mumbai 400 001
Fax No.22722037 / 39 / 41
Scrip Code: 500330

The National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor,
Bandra-Kurla Complex
Bandra (East)
Mumbai 400 051
Fax No. 6641 8125/26
Scrip Code: RAYMOND EQ

Luxembourg Stock Exchange
Societe De La De Luxembourg Societe,
35A, Boulevard Joseph II,
L-1840 Luxembourg

Dear Sir/Madam,


Sub: Raymond Limited- Notice of Extra-Ordinary General Meeting

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith Notice of the Extra-Ordinary General Meeting of Raymond Limited scheduled to be held on Tuesday, November 05, 2019 at 11.00 a.m. (IST) at the Registered Office of the Company at Plot No.156 / H.No.2, Village Zadgaon, Ratnagiri - 415 612, Maharashtra.

This is for your information and record.

Thanking you,

Yours faithfully,
For Raymond Limited


Thomas Fernandes
Director-Secretarial &
Company Secretary

Encl: a/a



REGISTERED OFFICE

Plot No. 156/H No. 2, Village Zadgaon
Ratnagiri - 415 612, Maharashtra
Tel: (02352) 232514
Fax: (02352) 232513



(CIN : L17117MH1925PLC001208)

Registered Office: Plot No. 156/H. No. 2, Village Zadgaon, Ratnagiri – 415612, Maharashtra

Email: corp.secretarial@raymond.in; **Website:** www.raymond.in

Tel: 02352-232514; **Fax :** 02352-232513

NOTICE

EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF RAYMOND LIMITED WILL BE HELD ON TUESDAY, NOVEMBER 05, 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:

SPECIAL BUSINESS:

Item No. 1: Approval to extend a corporate guarantee and/or letter of comfort and/or provide any security in connection with any loan and/or granting of loan to an associate company viz. J. K. Investo Trade (India) Limited.

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 185, 186 of the Companies Act, 2013, and the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) approval of shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) for extending a corporate guarantee and/or letter of comfort and/or provide security including but not limited to pledge or an encumbrance called by any name whatsoever in connection with any loan availed by J. K. Investo Trade (India) Limited, an associate company, through any Banks / Financial Institutions and/or granting of loan (“Facilities”) to J. K. Investo Trade (India) Limited, for an amount not exceeding ₹200,00,00,000 (Rupees Two Hundred Crore Only) in one or more tranches; and

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to decide the Banks / Financial Institutions and the instrument/mode of funding to J. K. Investo Trade (India) Limited and do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties or doubts that may arise with regard to extension of Facilities and to make such filings, as may be necessary or desirable for the purpose of giving effect to this Resolution.”

Registered Office:

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

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

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

Date : October 07, 2019

Place : Mumbai

Notes:

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard-2 on General Meetings in respect of the Special Business under Item No.1 of the accompanying Notice is annexed hereto.
2. 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.
3. 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.
4. 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 will not be made available at the Extra-ordinary General Meeting (“EGM”) venue.

**CERTIFIED TRUE COPY
For Raymond LIMITED**

**THOMAS R. FERNANDES
Director-Secretarial
& Company Secretary**

5. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement will be open for inspection by the Members at the Company's Registered Office and Company's office at Raymond Limited, 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 EGM and also at the EGM.
6. 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 Registrar and Share Transfer Agent ("RTA") of the Company/Company.
7. Electronic copy of the Notice of the EGM of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form 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 the Notice of the EGM is being sent through permitted mode.
8. Members may also note that the Notice of the EGM will also be available on the Company's website www.raymond.in for download and also on the website of Central Depository Services (India) Limited ("CDSL") viz. www.evotingindia.com. 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 and free of cost, upon making a request for the same. For any communication, the Members may also send requests to the Company's email address: corp.secretarial@raymond.in.
9. 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.
10. 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 EGM) and voting at the EGM is **Wednesday, October 30, 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.
11. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares as of the Cut-off Date i.e. **Wednesday, October 30, 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.
12. 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.
13. A route map showing directions to the venue of the Extra-ordinary General Meeting is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on General Meetings.
14. **Voting through electronic means:**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of 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 EGM. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

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

The instructions to Members for voting electronically are as under:

- (I) The voting period begins on **Saturday, November 02, 2019 at 10.00 a.m. (IST)** and ends on **Monday, November 04, 2019 at 5.00 p.m. (IST)**. 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 of **Wednesday, October 30, 2019**, may cast their vote electronically.
- (II) Members holding shares in physical or in demat form as on the Cut-off Date 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,
 - 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	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) Click on the EVSN of Raymond Limited.
- (XIII) 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.
- (XIV) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (XV) 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.
- (XVI) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (XVII) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (XVIII) 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.
- (XIX) 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.
- (XX) 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.
- (XXI) 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 Resolution at the EGM of the Company and will also be communicated to BSE Limited and National Stock Exchange of India Limited, where the securities of the Company are listed.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Item No. 1: Approval to extend a corporate guarantee and/or letter of comfort and/or provide any security in connection with any loan and/or granting of loan to an associate company viz. J. K. Investo Trade (India) Limited.

J. K. Investo Trade (India) Limited ("JKITIL") is an associate company of Raymond Limited and one of its principal business is undertaking real estate activities.

JKITIL proposes to avail finance from Banks/ Financial Institutions, proposed to be used for payment of premium / fees for getting requisite approvals from regulatory authorities for change of use of its land. In this regard, your Company proposes to support JKITIL for availment of the finance.

The Company has received a request dated October 7, 2019 from JKITIL requesting it to issue a corporate guarantee for the availment of the aforementioned finance.

J. K. Investors (Bombay) Limited, the other significant shareholder of JKITIL has also agreed to provide support to JKITIL for availment of the aforementioned finance.

Since Shri Gautam Hari Singhania is a Director of the Company as well as that of JKITIL and exercises significant control over both Raymond Limited as well as JKITIL and JKITIL is accustomed to act in accordance with the instructions of Shri Gautam Hari Singhania thereby qualifying it as 'a person in whom any of the director of the company is interested' as specified in Section 185(2) of Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017.

Pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended, it is proposed that the Company may extend a corporate guarantee and/or letter of comfort and/or provide any security in connection with the aforementioned Finance through any Banks / Financial Institutions and/or grant loan to JKITIL for an amount not exceeding ₹200,00,00,000 (Rupees Two Hundred Crore Only) in one or more tranches, subject to approval of the Members by way of Special Resolution, provided that the loans /credit facilities/borrowings from Banks or Financial Institutions are utilised by JKITIL for its principal business activities including real estate activities.

The proposed transaction is within the limits prescribed under Section 186 of the Companies Act, 2013.

Other than Shri Gautam Hari Singhania, Smt. Nawaz Gautam Singhania, Directors of the Company and Shri Sanjay Bahl, Group CFO, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the proposed Special Resolution as set out in Item No. 1 of this Notice.

Accordingly, the Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

Registered Office:

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

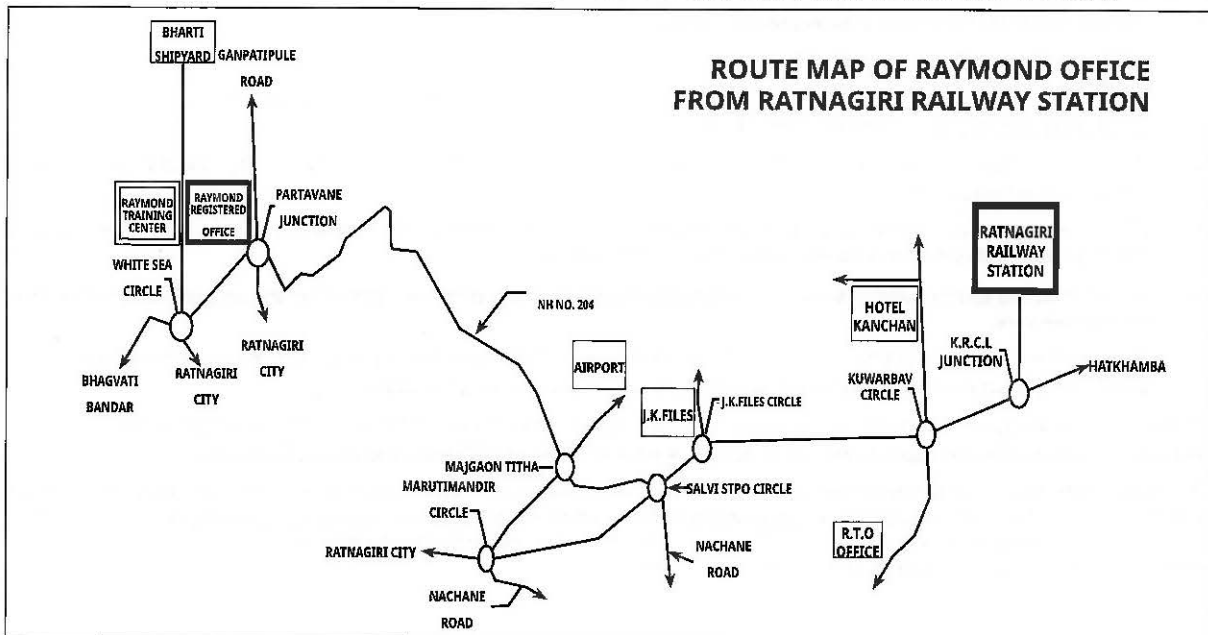
**By Order of the Board
For Raymond Limited**

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

Date : October 07, 2019

Place : Mumbai

ROUTE MAP OF THE VENUE OF EXTRA - ORDINARY GENERAL MEETING OF 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

EXTRA-ORDINARY GENERAL MEETING

Sr.No.:

Registered Folio No./ DP ID and Client ID No.	
Name and Address of the Member(s)	
Joint Holder 1	
Joint Holder 2	

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company at the Registered Office of the Company on Tuesday, November 05, 2019 at 11.00 a.m.(IST)

Member's/Proxy's name in Block Letters Member's/Proxy's Signature

Please hand over the Attendance Slip at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.



Form MGT-11 PROXY FORM

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

Name of the Member(s) : Registered address: E-mail ID : Folio No. / DP ID and Client ID No. :	
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I/We being the Member(s) of Raymond Limited holding..... shares of the Company hereby appoint:

- (1) Name..... Address.....
Email Id:..... Signature..... or failing him;
- (2) Name Address.....
Email Id:..... Signature..... or failing him;
- (3) Name Address.....
Email Id:..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Tuesday, November 05, 2019, at 11.00 a.m.(IST) at the Registered Office of the Company and at any adjournment thereof in respect of such resolution as indicated below:

Resolution No.	Resolution
Special Business:	
1.	Approval to extend a corporate guarantee and/or letter of comfort and/or provide any security in connection with any loan and/or granting of loan to an associate company viz. J. K. Investo Trade (India) Limited.

Signed this day of, 2019.

Signature of Member..... Signature of Proxy holder(s)

Affix Revenue Stamp of ₹ 1/-

- Notes:
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Extra-Ordinary General Meeting.
 - For the Resolution, Explanatory Statement and Notes, please refer to the Notice of the Extra-Ordinary General Meeting of the company.

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	*Default PAN / Sequence No.
191010004		

*Only Member who have not updated their PAN with Company / Depository Participant(s) shall use Sequence Number in the Pan field.

- Notes:
- Please read the Instructions printed under the Note No.14 of the Notice of Extra-Ordinary General Meeting dated October 07, 2019.
 - The Remote e-voting period shall commence from 10.00 a.m. (IST) on Saturday, November 02, 2019 and ends at 5.00 p.m. (IST) on Monday, November 04, 2019. The remote e-voting module shall be disabled by CDSL for voting thereafter.