

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

December 06, 2019

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai - 400051.
NSE Symbol: RAYMOND

Ref: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Composite Scheme of Arrangement between Raymond Limited ('the Demerged Company' or 'the Transferee Company' or 'RL'), Raymond Lifestyle Limited ('the Resulting Company' or 'RLL'), Raymond Apparel Limited ('the Transferor Company 1' or 'RAL') and Scissors Engineering Products Limited ('the Transferor Company 2' or 'SEPL') and their respective Shareholders ("the Scheme").

This is in continuation to our intimation dated November 07, 2019 informing that the Board of Directors of the Raymond Limited has approved the Composite Scheme of Arrangement between Raymond Limited ('the Demerged Company' or 'the Transferee Company' or 'RL'), Raymond Lifestyle Limited ('the Resulting Company' or 'RLL'), Raymond Apparel Limited ('the Transferor Company 1' or 'RAL') and Scissors Engineering Products Limited ('the Transferor Company 2' or 'SEPL') and their respective Shareholders ("the Scheme") at their Board Meeting held on November 07, 2019.

We are enclosing herewith the scheme for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (earlier SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November 2015) ("Circular").

We hereby furnish the following documents as per the NSE checklist:

Sr. No.	Documents to be submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Annexure	Page Nos.
1.	Draft Scheme of amalgamation / merger / demerger arrangement/ capital reduction etc. (pdf and machine readable)	Annexure 1	1-72

**REGISTERED OFFICE**

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

Sr. No.	Documents to be submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Annexure	Page Nos.
2.	Valuation Report as per Para 1(A)(4) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 along with the Computation of Fair Share Exchange Ratio as mentioned in the format enclosed in Annexure A	Annexure 2A to 2D	73-91
3.	Report from the Audit Committee recommending the Draft Scheme, taking into consideration, inter alia, the Valuation Report	Annexure 3	92-95
4.	Fairness opinion by a SEBI Registered merchant banker on valuation of assets/shares done by the valuer for the listed entity and unlisted entity	Annexure 4A & 4B	96-101
5.	Shareholding pattern in accordance with Regulation 31 (1) of the SEBI (LODR) Regulations, 2015 - for pre and post scheme of arrangement of all the companies involved in the scheme. (Landscape mode & additionally provide a separate document without PAN)	Annexure 5A to 5D	102-109
6.	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company as mentioned in the format enclosed in Annexure B.	Annexure 6A to 6D	110-113
7.	Auditor's Certificate as per Para 1(A)(5) of Annexure-I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017. (Format enclosed in Annexure C)	Annexure 7A & 7B	114-117
8.	Detailed Compliance Report as per the format specified in Annexure IV of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017. (Format enclosed in Annexure D)	Annexure 8	118-120



Sr. No.	Documents to be submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Annexure	Page Nos.
9.	<p>Document required to submit wherein approval of shareholders to Scheme through postal ballot and e-voting (Para 1(A)(9)(a) of Annexure-I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017) is not applicable:</p> <p>a) An undertaking certified by the auditor clearly stating the reasons for non-applicability of Para 9(a).</p> <p>b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.</p>	Annexure 9 & Annexure 11A	121-126
10.	<p>Pricing certificate from the PCA / PCS/ Statutory Auditor of the listed company as per Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, if the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies pursuant to scheme of arrangement.</p>	Not Applicable	
11.	<p>Pre & Post Scheme Network of all the Companies involved in the Scheme. Companies are required to submit Certificate from Statutory Auditors / Practicing Chartered Accountants / Practicing Company Secretary. (Network = Equity Share Capital + Free Reserves** - Miscellaneous Expenditure written off, along with the detailed working.)</p>	Annexure 10A to 10F	127-144
12.	Board resolution of all the Companies involved in the scheme	Annexure 11A to 11D	145-156




Sr. No.	Documents to be submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Annexure	Page Nos.
13.	<p>Confirmation from all the companies involved in the scheme regarding the following:</p> <p>a. The Company, its promoters or Directors have never been declared as wilful defaulter as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1, 2015 by the Banks.</p> <p>b. The Company, its promoters or Directors have not been directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.</p> <p>c. The Company, its promoters or Directors do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognised stock exchange.</p>	Annexure 12A to 12D	157-160
14.	Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure E .	Annexure 13	161-166
15.	Confirmation by the Company Secretary as per format enclosed as Annexure F .	Annexure 14	167-168
16.	Rationale behind Scheme of Amalgamation/ Merger/Demerger/Arrangement/Capital Reduction/Resulting Company seeking listing.	Annexure 15	169-170
17.	<p>Documents to be submitted by Resulting / Transferee Company proposed to be listed pursuant to the scheme:</p> <p>a. Certified true copy of the certificate from Practising Chartered Accountant/ Practising Company Secretary/ Statutory Auditor of Listed Company about Networth of the company - Pre & Post Scheme of Arrangement. The certificate should expressly specify reserves forming part of Networth.</p> <p>b. Confirmation / Details by company secretary as per Annexure G</p>	Annexure 16A & 16B	171-178



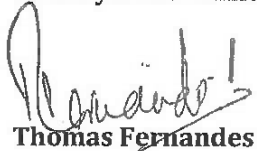
Sr. No.	Documents to be submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Annexure	Page Nos.
18.	In case of scheme of demerger, additional documents as per Annexure H are to be submitted	Annexure 17A to 17D	179-184
19.	In case of Capital Reduction/ Reconstruction pursuant to the Scheme, Certified true copy of the resolution passed at the meeting of the shareholders approving the reduction.	Not Applicable	
20.	Name of the Designated Stock Exchange (DSE) for the purpose of co-ordinating with SEBI	BSE Limited	
21.	In case NSE is the DSE, kindly provide the documents/undertaking as per Annexure I	Not Applicable	
22.	Complaints Report as per Para 1(A)(6) of Annexure-I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as per format enclosed at Annexure J of the checklist. (Kindly submit the complaints report on NEAPS under tab Application Attachment thereby selecting Complaints Report from the drop down list. Complaints Report to be submitted post completion of 21 days from the date of uploading of scheme documents on the Exchange's website).	Shall be submitted after 21 days post uploading the Scheme documents on Exchange's website.	
23.	<p>Processing Fees (Non-Refundable):</p> <p>a) Payable to Exchange = Rs. 2 Lac plus applicable GST.</p> <p>b) Payable to SEBI at the rate of 0.1% of the paid-up share capital of the listed / transferee / resulting company, whichever is higher, post sanction of the proposed scheme, subject to a cap of Rs.5,00,000/- (No GST / No TDS)</p> <p>NOTE: Processing Fees shall be payable to Exchange and SEBI only through online mode.</p>	Annexure 18A & 18B	185-186
24.	Name & Designation of the Company Secretary: Telephone Nos. (landline & mobile): Email ID.:	Thomas Fernandes Director – Secretarial & Company Secretary 022 6152 7455 / 7638 9820095888 Thomas.fernandes@raymond.in	
	Date	December 06, 2019	



Sr. No.	Documents to be submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Annexure	Page Nos.
	Authorised Signatory and Stamp of the company		
	Name	Thomas Fernandes	
	Designation	Director – Secretarial & Company Secretary	

We request you to accord No objection letter or observation letter under Regulation 37 of the Listing Regulations.

Thank you
Yours faithfully
For Raymond Limited



Thomas Fernandes
Company Secretary

Encl.: As above

SECRETARIAL DEPARTMENT

Jekegram, Pokhran Road No. 1, Thane (W) - 400 606
Maharashtra, India
CIN No.: L17117MH1925PLC001208
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December 06, 2019

To,
Manager - Listing Compliance
National Stock Exchange of India Limited 'Exchange
Plaza', C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai -400051

Dear Sir/Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Composite Scheme of Arrangement between Raymond Limited ('the Demerged Company' or 'the Transferee Company' or 'RL'), Raymond Lifestyle Limited ('the Resulting Company' or 'RLL'), Raymond Apparel Limited ('the Transferor Company 1' or 'RAL') and Scissors Engineering Products Limited ('the Transferor Company 2' or 'SEPL') and their respective Shareholders ('the Scheme')

In connection with the above, we hereby confirm that:

The equity shares of the Resulting Company shall be issued to the shareholders of the Demerged Company and shall be listed on the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited (subject to listing permission being granted by the Stock Exchanges). Further the same is provided in clause 24.6 of the Scheme.

For Raymond Limited


Thomas Fernandes
Company Secretary



REGISTERED OFFICE

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

RAYMOND LIFESTYLE LIMITED

December 06, 2019

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai -400051.

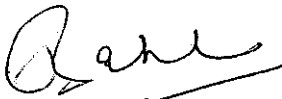
Dear Sir/Madam,

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In connection with the above, we hereby confirm that:

- a) There will be no change in Share Capital of the Resulting Company till the listing of the equity shares of the Resulting Company on BSE Limited and National Stock Exchange of India Limited except as provided in clause 28 of the Scheme for the reduction and cancellation of the paid-up share capital of the Resulting Company held by the Demerged Company.
- b) The shares allotted by the Resulting Company pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by BSE Limited (the designated stock exchange). Further, clause 24.6 of the scheme provides for the same.
- c) The draft Scheme under sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 is in compliance with SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017.

For Raymond Lifestyle Limited



Sanjay Bahl
Director
DIN: 00332153



✓

CIN: U52322MH2019PLC332934

Registered Office: c/o Raymond Limited, Jekegram, Pokhran Road No. 1, Thane West - 400 606,
Maharashtra

Tel.: +91 22 6152 7000 | Fax: +91 22 6152 8111

RAYMOND LIFESTYLE LIMITED

December 06, 2019

To,
Manager - Listing Compliance
National Stock Exchange of India Limited 'Exchange
Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai -400051

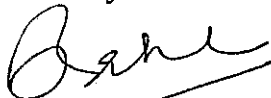
Dear Sir/Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Composite Scheme of Arrangement between Raymond Limited ('the Demerged Company' or 'the Transferee Company' or 'RL'), Raymond Lifestyle Limited ('the Resulting Company' or 'RLL'), Raymond Apparel Limited ('the Transferor Company 1' or 'RAL') and Scissors Engineering Products Limited ('the Transferor Company 2' or 'SEPL') and their respective Shareholders ('the Scheme')

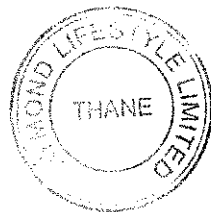
In connection with the above, we hereby confirm that:

- a) Equity shares issued by the Resulting Company pursuant to the Scheme shall be listed on the Stock Exchanges viz. BSE Limited and the National Stock Exchange of India Limited, subject to SEBI granting relaxation from applicability under Rule 19(2) (b) of the Securities Contract (Regulation) Rules, 1957.
- b) The Resulting Company shall comply with all the provisions contained in SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.
- c) The Resulting Company shall also fulfill the Exchange's criteria for listing and shall also comply with Rules, Byelaws, and Regulations of the Exchange and other applicable statutory requirements.

For Raymond Lifestyle Limited



Sanjay Bahl
Director
DIN: 00332153



↓

CIN: U52322MH2019PLC332934

Registered Office: c/o Raymond Limited, Jekegram, Pokhran Road No. 1, Thane West - 400 606,
Maharashtra

Tel.: +91 22 6152 7000 | Fax: +91 22 6152 8111



V. B. DALAL & CO.

182

Chartered Accountants

Office # 235, 2nd Floor, "C" Wing, Rahul Mittal Industrial Estate,
Andheri Kurla Road, Andheri (East), Mumbai - 400 059
Phone : 49720579 / 49784572
Website : www.vbdalal.com E-mail : vbdalal@vbdalal.com

To
The Board of Directors
Raymond Limited
C/o Raymond Limited,
Jekegram, Pokhran Road No. 1,
Thane West - 400 606
Maharashtra.

Independent Chartered accountant certificate on the statement of turnover, profit after tax for the years ended March 31, 2018 and March 31, 2019 and Net Worth as at March 31, 2018 and March 31, 2019.

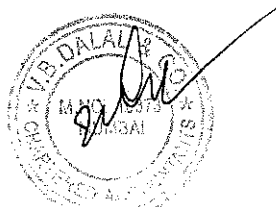
1. This certificate is issued in accordance with the terms of our engagement with Raymond Limited having its registered office at Plot No. 156/H, No. 2 Village Zadgaon, Ratnagiri - 415 612, Maharashtra, India and for the purpose of the Draft Composite Scheme of Arrangement between Raymond Limited ("the Demerged Company" or "the Transferee Company" or "RL") and Raymond Lifestyle Limited ("the Resulting Company" or "RLL") and Raymond Apparel Limited ("the Transferor Company 1" or "RAL") and Scissors Engineering Products Limited ("the Transferor Company 2" or "SEPL") and their respective shareholders (hereinafter referred to as 'the Scheme').
2. A Statement containing details of Turnover (Revenue from operations) and profit after tax for the year ended March 31, 2018 and year ended March 31, 2019 and net worth as at March 31, 2018 and March 31, 2019 duly signed by the authorized signatory of the Company ("the Statement") is annexed, which we have initiated for identification purposes only.

Management's Responsibility

3. The preparation of the Statement is responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and making estimates that are reasonable in the circumstances.
4. The Management is also responsible for ensuring adherence that the details in the Statement are correct.

Chartered Accountant's Responsibility

5. It is our responsibility to provide reasonable assurance that the amounts in the Statement in respect of Turnover (Revenue from operations) and profit after tax for the year ended March 31, 2018 and year ended March 31, 2019 and net worth as at March 31, 2018 and March 31, 2019 have been accurately extracted from the audited financial Statements for the years ended March 31, 2018 and



March 31, 2019 and net worth as at March 31, 2018 and March 31, 2019 prepared in accordance with Indian Accounting Standards notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Ind AS).

6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Companies Act 2013. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

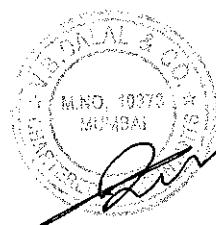
Opinion

8. Based on our examination, as above, we are of the opinion that the amounts in the Statement in respect of Turnover (Revenue from operations) and profit after tax for the year ended March 31, 2018 and year ended March 31, 2019 and net worth as at March 31, 2018 and March 31, 2019 of the Company has been accurately extracted from the audited financial Statements for the years ended March 31, 2018 and March 31, 2019 and net worth as at March 31, 2018 and March 31, 2019 prepared in accordance with Indian Accounting Standards notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Ind AS).

Restriction on Use

9. The Certificate is provided at the specific request of the Company in connection with the above Draft Scheme and for the purpose of onward submission to the Stock Exchanges and other regulatory authorities including Securities and Exchange Board of India and should not be used by any other person/ authority or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without our prior consent in writing.

Place: Mumbai
Date: 02/12/2019
UDIN: 19010373AAAASI4796



For V. B. Dalal & Co.
Chartered Accountants

V. B. Dalal
Proprietor
Membership No.: 10373
Firm Registration No.: 102055W

Statement showing turnover and profit after tax and Net Worth as on March 31, 2018 and March 31, 2019
(Rs in Lakhs)

	Financial Year	Net worth	% of Total	Turnover (Revenue from operations)	% of Total	Profit/ (loss) After tax	% of Total
Demerged undertakings(Lifestyle Business) (Note 1)	2017-2018	36641	27.77%	431335	99.82%	28500	269%
	2018-2019	33476	24.07%	475720	99.23%	27083	267%
Other divisions (Note 1)	2017-2018	95282	72.23%	796	0.18%	(17924)	(169%)
	2018-2019	105594	75.93%	3713	0.77%	(16936)	(167%)
Total	2017-2018	131924	100%	432130	100%	10576	100%
	2018-2019	139070	100%	479432	100%	10147	100%

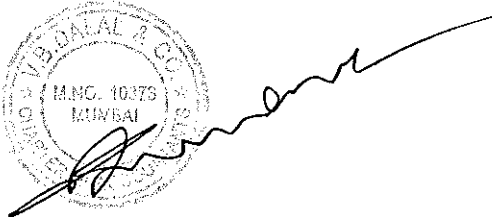
Notes:

1. Lifestyle Business includes the numbers of Raymond Apparel Limited and other Divisions includes the numbers of Scissors Engineering Products Limited
2. The Net Worth has been calculated based on audited financial statements of the respective division/ Company for the financial years ended March 31, 2018 and March 31, 2019.
3. Net worth of the demerged undertaking / divisions is calculated on the basis of net assets of the division's i.e. total assets as reduced by total liabilities. The net worth of the remaining undertaking/ divisions is calculated by reducing the net worth of demerged divisions from the total net worth of the company as whole. Net worth exclude the reserves in restricted nature which includes amalgamation reserve, capital reserve, capital redemption reserve and debenture redemption reserve.
4. The above turnover consists of revenue from operations.

For Raymond Limited

Alpesh Dalal
 Authorised Person
 Place: Mumbai
 Date: 02.12.2019





PLOT NO. 156/H NO.2,
 VILLAGE ZADGAON,
 RATNAGIRI,
 MAHARASHTRA 415 612
 PHONE: (02352) 223514,
 FAX (02352) 222985



RAYMOND LTD 168

MUM

MUM

PAYMENT ADVICE

Beneficiary Code :302655

NATIONAL STOCK EXCHANGE OF INDIA LT

EXCHANGE PLAZA, BANDRA KURLA COMPLE

BANDRA (E)

MUMBAI

400051

Dear Sir/Madam

Payment Doc No :2000221100

Value date :06.12.2019

Bank Ref No :N340191001197910

We have initiated a credit thru NEFT to your A/c No.VNSE00000RAYMOND with IDBI BANK LTD(IFSC CODE IBKL0001000) vide ref. no N340191001197910 for Rs 2,16,000.00 (Rupees Two Lakh Sixteen Thousand Only)

Invoice Ref. No	Invoice date	Gross Amount	TDS Amount
06.12.2019	PROCESSING FEES	236000	20000.00
216000.00			

Payment document	Payment Date	Currency	Payment amount
2000221100	06.12.2019	INR	2,16,000.00

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Page 1 of 1



For **Raymond** LIMITED

Ashish

Authorised Signatory

Raymond

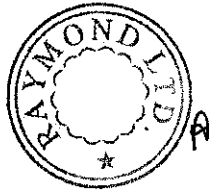
LIMITED

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

Payment made to Securities and Exchange Board of India.

<u>RTGS Dr-BKID0000122- SECURITIES AND EXCHANGE BOARD OF - SONAWALA MUM- HDFCR52019120658168592</u>	(500,000.00)	06/12/2019	HDFCR52019120658168592	SONAWALA MUMBAI
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For **Raymond** LIMITED

Ashish

Authorised Signatory


REGISTERED OFFICE

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

COMPOSITE SCHEME OF ARRANGEMENT

BETWEEN

RAYMOND LIMITED

AND

RAYMOND LIFESTYLE LIMITED

AND

RAYMOND APPAREL LIMITED

AND

SCISSORS ENGINEERING PRODUCTS LIMITED

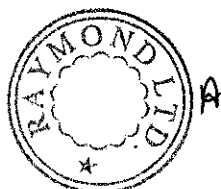
AND

THEIR RESPECTIVE SHAREHOLDERS

(Under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013)

(A) BACKGROUND OF COMPANIES

- (a) Raymond Limited ('the Demerged Company' or 'the Transferee Company' or 'RL') is a public listed company incorporated under Companies Act, 1913 and has its registered office at Plot No 156/H No. 2, Village Zadgaon, Ratnagiri – 415612, Maharashtra. Over the span of its lifetime, the Demerged Company has transformed from an Indian textile player to a large diversified conglomerate having a leading position in the textile and apparel business and a formidable position across varied businesses such as aviation, FMCG, auto components, tools and hardware, real estate division, denim manufacturing, etc. across Indian and global markets. The equity shares of the Demerged Company are listed on the BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') and its GDRs (as defined hereinafter) are listed on the Luxembourg Stock Exchange.
- (b) Raymond Lifestyle Limited ('the Resulting Company' or RLL') is incorporated as an unlisted public company under Companies Act, 2013 having its registered office at C/o Raymond Limited, Jekegram, Pokhran Road No 1, Thane West, Mumbai, Maharashtra. RLL is incorporated with an objective to engage, *inter alia* in business activity of manufacturing, retail, garmenting, trading and marketing of branded apparels, suitings, B2C shirtings, tailoring and Made to Measure (MTM) clothing. RLL is a wholly-owned subsidiary of the Demerged Company.
- (c) Raymond Apparel Limited ('the Transferor Company 1' or 'RAL') is an unlisted public company incorporated under Companies Act, 1956 and has its registered office at Jekegram, Pokhran Road No.1, Thane 400606, Maharashtra and is carrying on the business of marketing of apparel and allied accessories..
- (d) Scissors Engineering Products Limited ('the Transferor Company 2' or 'SEPL') is an unlisted public company incorporated under Companies Act, 1956 and has its registered office at New Hind House, Narottam Morarji Marg, Ballard Estate Fort, Mumbai - 400001, Maharashtra and is carrying on the business of auto components.



(B) OVERVIEW OF THE SCHEME

This Composite Scheme of Arrangement ('Scheme') is presented under Sections 230 to 232 and other applicable provisions of the Act (*as defined hereinafter*) for achieving the following objectives:

- (i) The amalgamation of Transferor Company 1 and Transferor Company 2 with the Transferee Company;
- (ii) Demerger of the Lifestyle Business Undertaking (*as defined hereinafter*) of the Demerged Company into the Resulting Company on a going concern basis; and
- (iii) Cancellation and reduction of existing share capital of Resulting Company;

This Scheme also provides for various other matters consequential or otherwise integrally connected in relation to the aforementioned.

(C) RATIONALE FOR THE SCHEME

The Demerged Company, through itself and its subsidiaries is primarily engaged in the business of branded textiles, branded apparels, garmenting as well as B2C shirting and B2B textiles tailoring and MTM and textile manufacturing ('the Lifestyle business'). Along with its textile segment, the Demerged Company through itself, its subsidiaries and associates / joint ventures is also engaged in a diversified profile of businesses such as real estate, aviation, FMCG, auto components, tools and hardware and denim manufacturing etc. ('the Non-Lifestyle business').

The Lifestyle business and Non-Lifestyle business have different market segments, industry specific risks, business cycles and individually, have a significant potential for growth, profitability and the ability to attract different types of investors. Owing to the diversified nature of business involved, it has become imperative for the Demerged Company to reorganize itself so as to enable greater management focus on Lifestyle business as well as Non-Lifestyle business.

In order to simplify the overall group structure and create efficiencies, the Scheme proposes amalgamation of Transferor Company 1 and Transferor Company 2 with the Transferee Company.

Post the merger, in order to create flexibility and investor focus it is proposed by the management of the Demerged Company to segregate the Lifestyle business from the Non-Lifestyle business. Hence, the Scheme proposes a demerger of the Lifestyle business carried out by the Demerged Company and its subsidiaries into the Resulting Company.

The proposed restructuring would have the following benefits:

- (a) Segregation of the Lifestyle business from the Non-Lifestyle business to position the Lifestyle business likened to peers;
- (b) Independent existence of self-sustaining pure play businesses;
- (c) Create enhanced value for the shareholders of the Demerged Company;
- (d) Enable the Demerged Company and the Resulting Company to each have focused strategy and specialization for sustained growth and profitability as well as the ability to attract investors and have better access to capital;



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- (e) Clear strategic roadmap towards improved performance outlook and increased investor confidence;
 - (f) Enable specialization and operational efficiencies for the individual businesses for their sustained growth; and
 - (g) Simplification of overall group structure and creating efficiencies through amalgamation.

(D) PARTS OF THE SCHEME

This Scheme is divided into the following parts:

- (i) **PART A** deals with the definitions of the terms used in this Scheme and the share capital of all the companies involved in the Scheme;
- (ii) **PART B** deals with the amalgamation of the Transferor Company 1 and Transferor Company 2 with the Transferee Company;
- (iii) **PART C** deals with the transfer and vesting of the Lifestyle Business Undertaking of the Demerged Company into the Resulting Company;
- (iv) **PART D** deals with cancellation and reduction of existing share capital of the Resulting Company; and
- (v) **PART E** deals with general terms and conditions applicable to this Scheme.

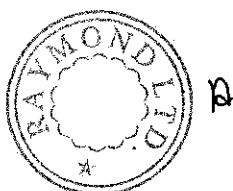
PART A

DEFINITIONS AND SHARE CAPITAL

1. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meaning:

- 1.1 “**Act**” means the Companies Act, 2013 as in force from time to time (including any statutory modifications(s) or re-enactment(s) thereof) and rules and regulations made thereunder, for the time being in force, and which may relate or are applicable to the arrangement proposed pursuant to the Scheme;
- 1.2 “**Applicable Law**” means (a) all applicable statutes, enactments, acts of legislature or parliament, laws, ordinances, rules, bye-laws, regulations, listing agreements, notifications, guidelines or policies of any applicable country and/or jurisdiction or any interpretation or administration having the force of law of any of the foregoing by any Governmental Authority having jurisdiction, (b) writ, injunction, directions, directives, judgment, arbitral award, decree, orders or Governmental Approvals of, or agreements with, any Governmental Authority or recognized stock exchange, and (c) international treaties, conventions and protocols, as may be in force from time to time;
- 1.3 “**Appointed Date**” means 1st April, 2020;



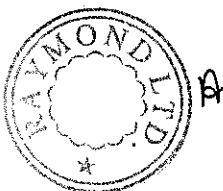
- 1.4 **“Board of Directors” or “Board”** means the Board of Directors of the Transferor Company 1, Transferor Company 2, Transferee Company/ Demerged Company and the Resulting Company, as the case may be, and shall unless, it is repugnant to the context, includes a committee of directors constituted or appointed and authorized to take any decision for the implementation of this Scheme;
- 1.5 **“Demerged Company”** means Raymond Limited, a public listed company incorporated under the provisions of the Indian Companies Act, 1913 under the Corporate Identity Number (CIN) L17117MH1925PLC001208 and having its registered office at Plot No. 156/H. No. 2, Village Zadgaon, Ratnagiri - 415612, Maharashtra, India;
- 1.6 **“Deposit Agreement”** shall have the meaning set forth in Clause 24.9 hereof;
- 1.7 **“Depository”** shall mean Citi Bank N.A. being the depository for GDRs of the Demerged Company;
- 1.8 **“Effective Date” or “coming into effect of this Scheme” or “upon the Scheme becoming effective”** means, for the purpose of this Scheme, the date on which the conditions specified in Clause 32 are complied with and the Scheme shall become operative from such date. All references in this Scheme to the date of “coming into effect of this Scheme” or “effectiveness of this Scheme” or “Scheme taking effect” shall mean the Effective Date;
- 1.9 **“Encumbrance”** means any mortgage, pledge, equitable interest, assignment by way of security, conditional sales contract, hypothecation, right of other persons, claim, security interest, encumbrance, title defect, title retention agreement, voting trust, agreement, interest, option, lien, charge, commitment, restriction or limitation of any nature whatsoever, including restriction on use, voting rights, transfer, receipt of income of exercise of any other attribute of ownership, right of set off, any arrangement (for the purpose of, or which has the effect of, granting security), or any other security interest of any kind whatsoever, or any agreement, whether conditional or otherwise to create any of the same and the term “Encumbered” shall be construed accordingly;
- 1.10 **“GDRs”** means global depository receipts issued by the Demerged Company pursuant to the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 (including any modifications, re-enactments or amendments thereof for the time being in force) and other Applicable Laws and where relevant shall include the underlying equity shares related thereto;
- 1.11 **“Governmental Authority”** means any authority, body, department, commission, tribunal, agency or entity exercising executive, legislative, judicial, quasi-judicial regulatory or administrative functions of, or pertaining to the government conferred by Applicable Laws, including but not limited to Maharashtra Industrial Development Corporation and Madhya Pradesh Industrial Development Corporation;
- 1.12 **“Governmental Approval”** means any approval but not limited to permits, authorizations, licenses, consents, registrations, approvals, municipal permissions, industrial licenses, registrations as may be required pursuant to Applicable Laws for conduct of business by any of the companies party to the Scheme or required for effecting this Scheme;
- 1.13 **“INR”** means Indian Rupee, the lawful currency of the Republic of India;
- 1.14 **“Lifestyle Business Undertaking”** means all the business of the Demerged Company in relation to the Lifestyle business on a going concern basis and includes without limitation:



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- (i) All assets and liabilities (excluding assets and liabilities pertaining to Remaining Business of the Demerged Company as defined in Clause 1.21) pertaining to the Lifestyle Business Undertaking including but not limited to the business carried out by Raymond Apparel Limited (excluding investments held by it in ColorPlus Realty Limited and J. K. Investor (Bombay) Limited) and suiting manufacturing plants (including Land and building) located at Jalgaon (situated at No. E-1 and E-11, MIDC Area, Phase II, Ajanta Road, Jalgaon, Maharashtra – 425003), Chhindwara (situated at B1, A.K.V.N., Boregaon Industrial Growth Centre, Kailash Nagar, Tehsil Sauser, Dist. Chhindwara, Madhya Pradesh – 480001); and Vapi (situated at N. H. No.8, Khadki - Udwada, Taluka Pardi, District Valsad, Gujarat – 396185), intellectual property rights such as copyrights, patents, trademarks, trade names and brand “Raymond” used for Lifestyle Business Undertaking and all the allied marks (of any nature whatsoever relating to Lifestyle Business Undertaking including and specifically as listed in **Schedule A** of this Scheme), RAL Intellectual Property Rights other industrial or intellectual property rights of any nature whatsoever relating to Lifestyle Business Undertaking including and specifically as listed in **Schedule B** and shall include all such other applications / registrations that may be made during the period between the date of filing of the Scheme with NCLT upto the Effective Date (“Lifestyle Intellectual Property Rights”), inventories, stock-in-trade or stock-in-transit and merchandising including raw materials, supplies, finished goods, work in progress, wrapping supply and packaging items, all earnest moneys and / or security deposits, cash and bank balances, advances, receivables, investments of all kinds (including shares, scripts, stocks, bonds, debenture stocks, units or pass through certificates including but not limited to the investments in subsidiaries carrying on the Lifestyle business, loans, advances, contingent rights or benefits, book debts, actionable claims, earnest moneys, advances or deposits paid by the Demerged Company, financial assets, together with all present and future liabilities (including contingent liabilities) pertaining or relatable thereto;
- (ii) All computers hardware, equipment, buildings (except for the VIBGYOR building (RAL Building) located at Raymond Limited Premises, Pokhran Road no.1, Jekegram, Thane West - 400606 and other buildings under shared use) and structures, offices, residential and other premises, capital work in progress, sundry debtors, furniture, fixtures, interiors, office equipment, vehicles, appliances, accessories, power lines, depots, deposits, all stocks, stocks of fuel, assets, leases, licenses, hire purchase contracts and assets, lending contracts, rights and benefits under any agreement, benefit of any security arrangements or under any guarantees, reversions, powers, municipal permissions, tenancies or licenses in relation to the office and/or residential properties (including for the employees or other persons), guest houses, godowns, warehouses, licenses, fixed and other assets, intangible assets (including but not limited to software), rights to use and avail of telephones, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interest held in trust, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, title, interests, other benefits (including Tax benefits), Tax holiday benefit if any, incentives, exemptions, credits (including Tax credits), Tax losses, easements, privileges, liberties and advantages of whatsoever nature and wheresoever situate provided by any Governmental Authority, belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by or in connection with or relating to any property and all other interests of whatsoever nature belonging to or in the ownership, power, possession or the control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Demerged Company in connection with the Lifestyle Business Undertaking;



- (iii) Without prejudice to the provisions of Sub-Clause (i) and (ii) above, the Lifestyle Business Undertaking of the Demerged Company shall include all the debts, liabilities, duties and obligations and also including, without limitation, all properties and assets in connection with or pertaining or relatable to the Lifestyle Business Undertaking of the Demerged Company such as goodwill, customer lists, customer connects, licenses, permits, quotas, registrations, agreements, contracts, arrangements, insurance policies, privileges or all other rights including Tax deferrals and Tax credits and other benefits, incentives, if any, and all other rights, title, interests, Governmental Approvals or powers of every kind, nature and description whatsoever in connection with or pertaining or relatable to the Lifestyle Business Undertaking of the Demerged Company and all deposits and / or moneys paid or received by the Demerged Company in connection with or pertaining or relatable to the Lifestyle Business;

For the purpose of this Scheme, it is clarified that liabilities pertaining to the Lifestyle Business Undertaking of the Demerged Company include:

- (a) All debts (secured and unsecured), liabilities including contingent liabilities, duties, which arise out of the activities or operations of the Lifestyle Business Undertaking of the Demerged Company;
- (b) Specific loans and borrowings raised, incurred and / or utilized solely for the activities or operation of the Lifestyle Business Undertaking of the Demerged Company; and
- (c) Liabilities other than those referred to in Sub-Clauses (a) and (b) above and not directly relatable to the Lifestyle Business Undertaking of the Demerged Company, being the amounts of general or multipurpose borrowings of the Demerged Company allocated to the Lifestyle Business Undertaking of the Demerged Company in the same proportion which the value of the assets transferred under this Clause bears to the total value of the assets of the Demerged Company immediately before giving effect to Part C of this Scheme.
- (iv) All employees of the Demerged Company employed in and / or relatable to the Lifestyle Business Undertaking of the Demerged Company as on the Effective Date;
- (v) All deposits and balances with government, semi government, local and other authorities, and bodies, customers and other persons, earnest moneys and / or security deposits paid or received by the Demerged Company directly or indirectly in connection with or relating to the Lifestyle Business Undertaking;
- (vi) All necessary books, records, files, papers including but not limited to product specifications, engineering and process information, records of standard operating procedures, computer programmes along with their licenses, drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information, and other records whether in physical or electronic form in connection with or relating to the Lifestyle Business Undertaking of the Demerged Company.

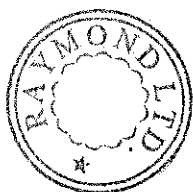
Any question that may arise as to whether a specified asset, liability or employees pertains or does not pertain to the Lifestyle Business Undertaking of the Demerged Company or whether it arises out of the activities or operations of the Lifestyle Business Undertaking of the Demerged Company shall be decided by mutual agreement between the Board of Directors of the Demerged Company and the Resulting Company.

1.15 “National Company Law Tribunal” or “NCLT” or “Tribunal” means the National Company Law Tribunal, Mumbai Bench;

1.16 “Non-Lifestyle Business” means entire business of the Demerged Company excluding the Lifestyle Business as defined in Clause 1.14;



- 1.17 **“Parties”** means collectively, the Transferor Company 1, Transferor Company 2, Transferee Company/ Demerged Company and the Resulting Company and the term **“Party”** shall mean each of them individually;
- 1.18 **“RAL Employees Stock Option Plan”** means the Raymond Apparel Limited Employee Stock Option Plan, 2018 (RAL ESOP2018);
- 1.19 **“ROC” or “Registrar of Companies”** means Registrar of Companies, Mumbai, Maharashtra;
- 1.20 **“Record Date”** in relation to Part C of the Scheme means the date to be fixed by the Board of Directors of the Demerged Company in consultation with the Board of Directors of the Resulting Company or a committee of / person duly authorized by the Board of Directors, for the purpose of issuance and allotment of equity shares of the Resulting Company pursuant to this Scheme in terms of Clause 24 below;
- 1.21 **“Remaining Business of the Demerged Company” or “Remaining Undertaking of the Demerged Company”** means all the undertakings, investments, businesses, activities and operations of the Demerged Company including Thane Land at Pokhran Road no.1, Jekegram, Thane West - 400606 and right, title, interest and ownership in the brand “Raymond” for other than Lifestyle Business Undertaking and all the allied marks, including all registrations and applications pending before the trademark registries in India and worldwide, for all businesses whether or not currently undertaken by the Demerged Company (“Non Lifestyle Intellectual Property Rights”), other than the Lifestyle Business Undertaking (as defined in Clause 1.14 above);
- 1.22 **“Resulting Company”** means Raymond Lifestyle Limited, an unlisted public company incorporated under the provisions of the Companies Act, 2013 under the Corporate Identity Number (U52322MH2019PLC332934) having its registered office at C/o Raymond Limited, Pokhran Road No. 1, Jekegram, Thane West - 400606;
- 1.23 **“Scheme” or “the Scheme” or “this Scheme”** means this Composite Scheme of Arrangement in its present form as submitted to the NCLT or this Scheme with such modification(s), if any made, as per Clause 31 of the Scheme;
- 1.24 **“SEBI”** means the Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992;
- 1.25 **“SEBI Circular”** means the circular no. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 as modified by Circular no. CFD/DIL3/CJR/2017/26 dated 23rd March, 2017 as also modified by Circular no. CFD/DIL3/CIR/2018/2 dated 3rd January, 2018 and as also modified by Circular no. SEBI/HO/CFD/DIL1/CIR/P/2019/192 dated 12th September, 2019 issued by SEBI and all other applicable circulars and regulations issued by SEBI in this respect;
- 1.26 **“Stock Exchanges”** means the BSE Limited (‘BSE’) and National Stock Exchange of India Limited (‘NSE’), where the shares of Demerged Company are listed and Luxembourg Stock Exchange where GDRs of Demerged Company are listed;
- 1.27 **“Taxation or “Tax” or “Taxes”** means all forms of taxes and statutory, governmental, state, provincial, local government or municipal impositions, duties, contributions and levies and whether levied by reference to income, profits, book profits, gains, net wealth, asset values, turnover, added value or otherwise and shall further include payments in respect of or on account of Tax, whether by way of deduction at source, advance tax, minimum alternate tax, goods and service tax or otherwise or attributable directly or primarily to the Demerged



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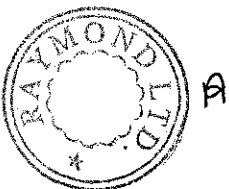
Company, the Resulting Company and the Transferor Company 1 and Transferor Company 2 or any other person and all penalties, charges, costs and interest relating thereto;

- 1.28 **“Tax Laws”** means all Applicable Laws, acts, rules and regulations dealing with Taxes including but not limited to the income-Tax, wealth Tax, sales tax / value added Tax, service Tax, goods and services Tax, excise duty, customs duty or any other levy of similar nature;
- 1.29 **“Transferor Company 1”** means Raymond Apparel Limited, an unlisted public company incorporated under the provisions of the Companies Act, 1956 under the Corporate Identity Number (CIN) U18109MH2006PLC262077 and having its registered office at Jekegram, Pokhran Road No.1, Thane 400606, Maharashtra, India;
- 1.30 **“Transferor Company 2”** means Scissors Engineering Products Limited, an unlisted public limited company incorporated under the provisions of the Companies Act, 1956 under the Corporate Identity Number (CIN) U29130MH2005PLC154732 and having its registered office at New Hind House, Narottam Morarji Marg, Ballard Estate Fort, Mumbai – 400001, India;

All terms and words used in the Scheme but not specifically defined herein shall, unless contrary to the context thereof, have the meaning ascribed to them under the Act.

In the Scheme, unless the context otherwise requires:

- (i) references to a statutory provision include any subordinate legislation made from time to time under that provision;
- (ii) references to the singular include the plural and vice versa and references to any gender includes the other gender;
- (iii) references to a statute or statutory provision include that statute or provision as from time to time modified or re-enacted or consolidated and (so far as liability thereunder may exist or can arise) shall include also any past statutory provision (as from time to time modified or re-enacted or consolidated) which such provision has directly or indirectly replaced, provided that nothing in this Clause shall operate to increase the liability of any Parties beyond that which would have existed had this Clause been omitted;
- (iv) references to a document shall be a reference to that document as modified, amended, novated or replaced from time to time;
- (v) headings are for convenience only and shall be ignored in construing or interpreting any provision of this Scheme;
- (vi) the expression “this Clause” shall, unless followed by reference to a specific provision, be deemed to refer to the whole Clause (and not merely the Sub-Clause, paragraph or other provision) in which the expression occurs;
- (vii) references to Clauses are to Clauses of this Scheme;
- (viii) references to any person shall include that person's successors and permitted assigns or transferees;
- (ix) references to the words “include” or “including” shall be construed without limitation;
- (x) references to the words “hereof”, “herein” and “hereunder” and words of similar import shall



refer to this Scheme as a whole and not to any particular provision of this Scheme; and

- (xi) where a wider construction is possible, the words “other” and “otherwise” shall not be construed ejusdem generic with any foregoing words.
- (xii) the words “directly or indirectly” mean directly or indirectly through one or more intermediary persons or through contractual or other legal arrangements, and “direct or indirect” shall have the correlative meanings.
- (xiii) the Schedules shall constitute an integral part of this Scheme;

2. SHARE CAPITAL

2.1 The authorized, issued, subscribed and paid-up share capital of the Transferor Company 1 as on September 30, 2019 is as under:

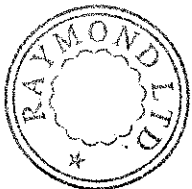
Share Capital	Amount in INR
Authorized Share Capital	
2,35,00,000 Equity Shares of INR 10/- each	23,50,00,000
52,80,000 Preference Share of INR 100/- each	52,80,00,000
Total	76,30,00,000
Issued, Subscribed and Fully Paid-up Share Capital	
24,83,200 Equity Shares of INR 10/- each	2,48,32,000
Total	2,48,32,000

Subsequent to the above date and until the Board approving the scheme, there has been no change in the authorized, issued, subscribed and paid up share capital of the Transferor Company 1.

As on the date of approval of this Scheme by the Board of Directors of the Transferor Company 1, 33,692 options are outstanding against RAL Employees Stock Option Plan as on 30th September, 2019.

2.2 The authorized, issued, subscribed and paid-up share capital of the Transferor Company 2 as on September 30, 2019 is as under:

Share Capital	Amount in INR
Authorized Share Capital	
2,53,52,500 Equity Shares of INR 10/- each	25,35,25,000
5,64,750 Preference Shares of INR 100/- each	5,64,75,000
Total	31,00,00,000
Issued Share Capital	
1,80,83,865 Equity Shares of INR 10/- each	18,08,38,650
1,86,553 9% Non-cumulative Compulsory Convertible Preference Share of INR 100/- each	18,65,5300



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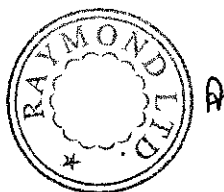
Share Capital	Amount in INR
Total	19,94,93,950
Subscribed and Paid-up Share Capital	
1,80,83,865 Equity Shares of INR 10 each, fully paid up	18,08,38,650
3,500 9% Non-cumulative Compulsory Convertible Preference Share of INR 100/- each	3,50,000
Total	18,11,88,650

Subsequent to the above date and until the date of the Scheme being approved by the Board of the Transferor Company 2, there has been no change in the authorized, issued, subscribed and paid up share capital of the Transferor Company 2.

- 2.3 The authorized, issued, subscribed and paid-up share capital of the Demerged/ the Transferee Company as on November 7, 2019 is as under:

Share Capital	Amount in INR
Authorized Share Capital	
9,00,00,000 Equity Shares of INR 10/- each	90,00,00,000
1,00,00,000 Preference Shares of INR 10/- each	10,00,00,000
Total	1,00,00,00,000
Issued, Subscribed and Paid-up Share Capital	
6,13,80,854 Equity Shares of INR 10 each, fully paid up	61,38,08,540
Total	61,38,08,540

The Board of Directors of Demerged Company have passed a board resolution to issue further equity shares/compulsorily convertible preference shares on preferential basis to J.K. Investo Trade (India) Limited. The extraordinary general meeting of the shareholders of the Demerged Company for approval of the said preferential issue of shares was held on 2nd December, 2019. Post the approval of preferential issue by the shareholders, the proposed authorized share capital and issued, subscribed and paid-up share capital would undergo a change.



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- 2.4 The authorized, issued, subscribed and paid-up share capital of the Resulting Company as on the date of incorporation (14th November, 2019) is as under:

Share Capital	Amount in INR
Authorized Share Capital	
1,00,000 Equity Shares of INR 10/- each	10,00,000
Total	10,00,000
Issued, Subscribed and Paid-up Share Capital	
50,000 Equity Shares of INR 10 each, fully paid up	500,000
Total	500,000

3. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the NCLT, shall although effective on and from the Appointed Date will become operative only from the Effective Date.

PART B

AMALGAMATION OF TRANSFEROR COMPANY 1 AND TRANSFEROR COMPANY 2 WITH TRANSFEREE COMPANY

4. AMALGAMATION OF TRANSFEROR COMPANY 1 AND TRANSFEROR COMPANY 2 WITH TRANSFEREE COMPANY

4.1 Upon the Scheme becoming effective, with effect from the Appointed Date, the entire business and undertaking of the Transferor Company 1 and Transferor Company 2, shall, under the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, and pursuant to the orders of the Tribunal or other appropriate authority, if any, sanctioning the Scheme, without any further act, deed, matter or thing, stand transferred to and vested in and/or deemed to be transferred to and vested in the Transferee Company so as to become the properties and liabilities of the Transferee Company in accordance with the provisions of Section 2(1B) of the Income Tax Act, 1961.

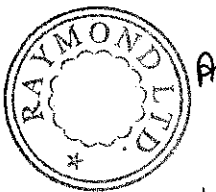
4.2 Upon the Scheme becoming effective, with effect from the Appointed Date, the whole of the undertaking, as a going concern, including its business, all secured and unsecured debts, liabilities, duties and obligations and all the assets, properties, rights, titles and benefits, whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible assets, intangible assets including the factory premises, present or contingent including but without being limited to land and building (whether owned, leased, licensed), all fixed and movable plant and machinery, vehicles, fixed assets, work in progress, current assets, investments, reserves, provisions, funds, licenses, registrations, applications, intellectual property rights such as copyrights, patents, trademarks, trade names and other industrial or intellectual property rights of any nature whatsoever relating to the Transferor Company 1 ("RAL Intellectual Property Rights") including and specifically as listed in **Schedule B herein** and Transferor Company 2 and shall include all such other applications / registrations for any Governmental Approvals that may be made during the period between the date of filing of the Scheme with NCLT upto the Effective Date, leases, licenses, tenancy rights, premises, hire



purchase and lease arrangements, lending arrangements, joint venture agreements, benefits of security arrangements, computers, office equipment, telephones, telexes, facsimile connections, communication facilities, equipment and installations and utilities, electricity, water and other service connections, benefits of agreements, contracts and arrangements, powers, Governmental Approvals, privileges, liberties, advantages, easements and all rights, title, interest, goodwill, benefit and advantage, deposits, reserves, provisions, advances, receivables, deposits, funds, cash, bank balances, accounts and all other rights, benefits of all agreements, subsidies, grants, Tax credits (including but not limited to benefits of Tax relief including under the Income Tax Act, 1961 such as credit for advance Tax, minimum alternate tax, Taxes deducted at source, brought forward accumulated Tax losses, accumulated book losses, unabsorbed depreciation, etc.), benefits under the Applicable Laws in relation to any Tax liability including but not limited to goods and service Tax, the sales Tax, benefits of any unutilised MODVAT/CENVAT/service Tax credits, etc.), software license, domain / website etc. all files, papers, records, engineering records and catalogues, data quotations sales / advertisement materials and details of former customers (price information) / suppliers (credit information) other records whether in physical, electronic form in connection / relating to the Transferor Company 1 and Transferor Company 2 and other claims and powers, of wheresoever nature and wheresoever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Company 1 and Transferor Company 2, whether in India or abroad as on the Appointed Date, shall, under the provisions of Sections 230 to 232 of the Act and all other applicable provisions, if any, of the Act, and without any further act or deed, be transferred to and vested in and / or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become as from the Appointed Date the undertaking of the Transferee Company and to vest in the Transferee Company all the rights, title, interest or obligations of the Transferor Company 1 and Transferor Company 2 therein.

4.3 Upon the Scheme becoming effective, with effect from the Appointed Date, subject to Applicable Law, any Governmental Approvals required to carry on the operations and business of the Transferor Company 1 and Transferor Company 2 shall stand vested in or transferred to the Transferee Company without any further act or deed and shall be appropriately mutated by the statutory authorities concerned in favour of the Transferee Company. The benefit of all Governmental Approvals shall vest in and shall be in full force and effect against or in favour of the Transferee Company and may be enforced as fully and effectually as if instead of the Transferor Company 1 and Transferor Company 2, the Transferee Company had been the party thereto or the beneficiary or obligee thereof pursuant to this Scheme. In so far as the various incentives, subsidies, rehabilitation Schemes, special status and other benefits or privileges enjoyed, granted by any Government Authority pursuant to Applicable Law or by any other person, or availed of by the Transferor Company 1 and Transferor Company 2, as the case may be, the same shall vest with and be available to the Transferee Company on the same terms and conditions. The Transferor Company 1, Transferor Company 2 and the Transferee Company shall make all filings and execute documents as may be required to effect the transfer contemplated by this Clause.

4.4 Upon the Scheme becoming effective, with effect from the Appointed Date, all debts, liabilities (including contingent liabilities), duties and obligations of every kind, nature and description of the Transferor Company 1 and Transferor Company 2, shall be deemed to have been transferred to the Transferee Company and to the extent they are outstanding on the Effective Date shall, without any further act, deed, matter or thing be and stand transferred to the Transferee Company and shall become the liabilities and obligations of the Transferee Company which undertakes to meet, discharge and satisfy the same. The Transferor Company 1 and Transferor Company 2 confirms that it has obtained all necessary consents from the lenders, third parties or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities and obligations have arisen in order to give effect to the provisions of this Clause and this Scheme.



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- 4.5 Loans, advances and other obligations if any, due or which may at any time in future become due between the Transferor Company 1, Transferor Company 2 and the Transferee Company shall stand cancelled and there shall be no liability in that behalf on either party.
- 4.6 The transfer and vesting of the undertakings of the Transferor Company 1 and Transferor Company 2 as aforesaid shall be subject to the existing Encumbrances if any, subsisting over or in respect of the property and assets or any part thereof to the extent such Encumbrances are created to secure the liabilities forming part of the Transferor Company 1 and Transferor Company 2. Provided always that this Scheme shall not operate to enlarge the scope of security for any loan, deposit or facility availed of by the Transferor Company 1, Transferor Company 2 and the Transferee Company shall not be obliged to create or provide any further or additional security therefore after the Effective Date or otherwise. Without prejudice to the provisions of the foregoing clauses and upon the effectiveness of this Scheme, the Transferor Company 1, Transferor Company 2 and the Transferee Company shall execute all such instruments or documents or do all the acts and deeds as may be required, including the filing of necessary particulars and/or modification(s) of charge, with the concerned Registrar of Companies or any other Governmental authority to give formal effect to the above provisions.
- 4.7 The provisions of this Scheme as they relate to the amalgamation of the Transferor Company 1, Transferor Company 2 and the Transferee Company, have been drawn up to comply with the conditions relating to "amalgamation" as defined under Section 2(1B) of the Income tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section of the Income tax Act, 1961, at a later date including resulting from an amendment of Applicable Law or for any other reason whatsoever, the provisions of the said Section of the Income tax Act, 1961, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(1B) of the Income tax Act, 1961. Such modification will, however, not affect the other parts of the Scheme.
- 4.8 Upon the Scheme being sanctioned and taking effect, the Transferee Company shall be entitled to operate all bank accounts related to the Transferor Company 1 and Transferor Company 2 all cheques, drafts, pay orders, direct and indirect Tax balances and/or payment advices of any kind or description issued in favour of the Transferor Company 1 and Transferor Company 2, either before or after the Appointed Date, or in future, may be deposited with the bank of the Transferee Company.

5. CONTRACTS, DEEDS, APPROVALS, EXEMPTIONS, ETC.

- 5.1 Upon the Scheme being effective, with effect from the Appointed Date and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, insurance policies, indemnities, guarantees, arrangements and other instruments, whether pertaining to immovable properties or otherwise of whatsoever nature to which the Transferor Company 1 and Transferor Company 2 are a party or to the benefit of which the Transferor Company 1 and Transferor Company 2 may be eligible, and which are subsisting or have effect immediately before the Appointed Date, shall continue in full force and effect on or against or in favor of, as the case may be, the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company 1 and Transferor Company 2, the Transferee Company had been a party or beneficiary or obligee thereto or there under.
- 5.2 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licenses, certificates, clearances, authorities, power of attorney given by, issued to or executed in favour of the Transferor Company 1 and Transferor Company 2 shall stand transferred to the Transferee Company, as if the same were originally given by, issued to or executed in favour of the Transferee Company and the Transferee Company shall be bound by the terms thereof, the obligations and duties there under, and the rights and benefits under the same shall be available



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to the Transferee Company. The Transferor Company 1 and Transferor Company 2 shall make applications and do all such acts or things which may be necessary to obtain relevant approvals from the concerned Governmental Authorities and any other authorities as may be necessary in this behalf.

5.3 The Transferee Company, at any time after the Scheme becoming effective in accordance with the provisions hereof, if so required under any Applicable Law or otherwise, will execute deeds of confirmation or other writings or arrangements with any party to any contract or arrangement to which the Transferor Company 1 and Transferor Company 2 are a party in order to give formal effect to the above provisions. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Company 1 and Transferor Company 2 to carry out or perform all such formalities or compliances, referred to above, on behalf of the Transferor Company 1 and Transferor Company 2.

6. LEGAL PROCEEDINGS

6.1 All legal proceedings of whatsoever nature by or against the Transferor Company 1 and Transferor Company 2 pending and/ or arising on or after the Appointed Date shall not abate or be discontinued or be in any way prejudicially affected by reason of the Scheme or by anything contained in this Scheme but shall be continued and enforced by or against the Transferee Company in the manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company 1 and Transferor Company 2, if this Scheme had not been made.

6.2 The Transferee Company undertakes to have all legal or other proceedings initiated by or against the Transferor Company 1 and Transferor Company 2 referred to in Clause 6.1 above transferred in its name and to have the same continued, prosecuted and enforced by or against the Transferee Company to the same extent as would or might have been continued and enforced by or against the Transferor Company 1 and Transferor Company 2, to the exclusion of the Transferor Company 1 and Transferor Company 2.

7. EMPLOYEES

7.1 Upon the Scheme being effective, with effect from the Appointed Date, all employees of the Transferor Company 1 and Transferor Company 2 in service on the Effective Date shall be deemed to have become employees of the Transferee Company with effect from the Appointed Date without any break, discontinuance or interruption in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company shall not be less favorable than those applicable to them with reference to the Transferor Company 1 and Transferor Company 2 on the Effective Date. The Transferee Company further agrees that for the purpose of payment of any retirement benefit / compensation payable pursuant to Applicable Laws or otherwise, such immediate uninterrupted past services with the Transferor Company 1 and Transferor Company 2 shall also be taken into account.

7.2 In so far as the existing provident fund, gratuity fund and pension and/ or superannuation fund, trusts, retirement fund or benefits and any other funds or benefits created by the Transferor Company 1 and Transferor Company 2 pursuant to Applicable Laws or otherwise (collectively referred to as the "Funds"), the Funds and such of the investments made by the Funds which pertains/ relates to the employees of the Transferor Company 1 and Transferor Company 2 shall be transferred to the Transferee Company and shall be held for their benefit pursuant to this Scheme in the manner provided hereinafter. The Funds shall, subject to the necessary Governmental Approvals and at the discretion of the Transferee Company, either be continued as separate funds of the Transferee Company for the benefit of the employees of the Transferor Company 1 and Transferor Company 2 or be transferred to and merged with other similar funds, if any, of the Transferee Company. In the event that the Transferee Company does not have its

For **Raymond** LIMITED

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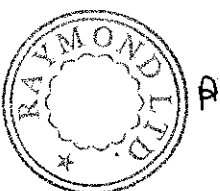


own funds in respect of any of the above, the Transferee Company may, subject to necessary Governmental Approvals, continue to contribute to the relevant Funds of the Transferor Company 1 and Transferor Company 2, until such time that the Transferee Company creates its own fund, at which time the Funds and the investments and contributions pertaining to the employees of the Transferor Company 1 and Transferor Company 2 shall be transferred to the funds created by the Transferee Company. It is clarified that the services of the employees of the Transferor Company 1 and Transferor Company 2 will be treated as having been continuous for the purpose of the said fund or funds.

8. CONDUCT OF BUSINESS UNTIL THE EFFECTIVE DATE

With effect from the Appointed Date to the Effective Date:

- 8.1 The Transferor Company 1 and Transferor Company 2 undertakes to preserve and carry on its business, with reasonable diligence and business prudence and shall not undertake financial commitments or sell, transfer, alienate, charge, mortgage, or encumber or otherwise deal with or dispose of any undertaking or any part thereof save and except in each case:
- (a) if the same is in its ordinary course of business as carried on by it as on the date of filing this Scheme with the Tribunal; or
 - (b) if the same is expressly permitted by this Scheme; or
 - (c) if the prior written consent of the Board of Directors or Committee of Directors of the Transferee Company has been obtained.
- 8.2 The Transferor Company 1 and Transferor Company 2 shall carry on and be deemed to have carried on all business and activities and shall stand possessed of all the assets, rights, title and interest for and on account of, and in trust for the Transferee Company.
- 8.3 All profits and cash accruing to or losses arising or incurred (including the effect of Taxes if any thereon), by the Transferor Company 1 and Transferor Company 2, shall for all purposes, be treated as the profits/ cash, Taxes or losses of the Transferee Company.
- 8.4 All the assets and properties which are acquired by the Transferor Company 1 and Transferor Company 2, on or after the Appointed Date but prior to the Effective Date shall be deemed to be and shall become the assets and properties of the Transferee Company and shall under the provisions of Sections 230 to 232 and all other applicable provisions if any of the Act, without any further act, instrument or deed, be and stand transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company upon the coming into effect of this Scheme pursuant to the provisions of Sections 230 to 232 and any other applicable provisions of the Act.
- 8.5 Where any of the debt, liabilities (including contingent liabilities), duties and obligations of the Transferor Company 1 and Transferor Company 2 as on the Appointed Date, deemed to be transferred to the Transferee Company have been discharged by the Transferor Company 1 and Transferor Company 2, after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company, and all loans raised and used and all liabilities and obligations incurred by the Transferor Company 1 and Transferor Company 2 after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used or incurred for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall also without any further act, deed, matter or thing shall stand transferred to the Transferee Company and shall become the liabilities and obligations of the Transferee Company which undertakes to meet, discharge and satisfy the same.



9. SAVING OF CONCLUDED TRANSACTIONS

- 9.1 The transfer and vesting of the assets, liabilities and obligations pertaining/relating to the Transferor Company 1 and Transferor Company 2 and the continuance of the proceedings by or against the Transferee Company, pursuant to this Scheme shall not affect any transactions or proceedings already completed by the Transferor Company 1 and Transferor Company 2, on and after the Appointed Date to the end and intent that the Transferee Company accepts all acts, deeds and things done and executed by and/ or on behalf of the Transferor Company 1 and Transferor Company 2, as acts, deeds and things done and executed by and on behalf of the Transferee Company.

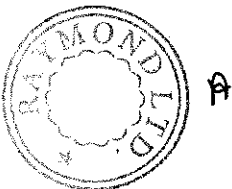
10. TAXES

- 10.1 Upon coming into effect of this Scheme i.e. from the Appointed Date, all Tax payable by the Transferor Company 1 and Transferor Company 2 under the Applicable Laws shall be to the account of the Transferee Company. Similarly all credits to be claimed pursuant to Applicable Laws including but not limited to minimum alternate Tax on income of the Transferor Company 1 and Transferor Company 2, or obligation for tax deduction at source on any payment made by or to be made by the Transferor Company 1 and Transferor Company 2 shall be made or deemed to have been made and duly complied with by the Transferee Company if so made by the Transferor Company 1 and Transferor Company 2. Similarly, all credits for Tax deduction at source on income of the Transferor Company 1 and Transferor Company 2, or obligation for deduction of Tax at source on any payment made by or to be made by the Transferor Company 1 and Transferor Company 2 shall be made or deemed to have been made and duly complied with by the Transferee Company if so made by the Transferor Company 1 and Transferor Company 2. Similarly any advance Tax payment required to be made by the specified due dates in the Tax laws shall also be deemed to have been made by the Transferee Company if so made by the Transferor Company 1 and Transferor Company 2. Any refunds/credit under the Tax laws due to the Transferor Company 1 and Transferor Company 2 consequent to assessments made on the Transferor Company 1 and Transferor Company 2 and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.
- 10.2 Further any Tax holiday/deduction/exemption/carried forward losses enjoyed by the Transferor Company 1 and Transferor Company 2 under the Income Tax Act, 1961 or any other Applicable Laws would be transferred to the Transferee Company.
- 10.3 On or after the Effective Date, the Transferor Company 1, Transferor Company 2 and the Transferee Company are expressly permitted to revise its returns along with prescribed forms, filings and annexures under the Applicable Laws including the Income Tax Act, 1961 (including for the purpose of re-computing Tax on book profits and claiming other Tax benefits), and to claim refunds and/or credits for Taxes paid, and to claim Tax benefits etc. and for matters incidental thereto, if required to give effect to the provisions of the Scheme from the Appointed Date.

11. CONSIDERATION

The entire issued, subscribed and paid up share capital of the Transferor Company 1 and Transferor Company 2 is held by the Transferee Company. Upon the Scheme becoming effective, the entire issued, subscribed and paid up share capital of the Transferor Company 1 and Transferor Company 2 shall stand automatically cancelled and there will not be any issue and allotment of equity shares in the Transferee Company.

12. ACCOUNTING TREATMENT



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Accounting Treatment in the books of the Transferee Company

Notwithstanding anything to the contrary contained herein, upon the Draft Scheme becoming effective, the Transferee Company shall give effect to the accounting treatment in relation to the amalgamation in its books of account in accordance with Ind AS 103 – ‘Business Combinations’ read with Appendix C to Ind AS 103 – ‘Business Combinations’.

- 12.1 The Transferee Company shall, record all the assets, liabilities and reserves of Transferor Company 1 and Transferor Company 2 vested in it pursuant to the Draft Scheme, at their book values and in the same form as appearing in the books of Transferor Company 1 and Transferor Company 2 respectively, as on the Appointed Date, by applying the principles as set out in Appendix C to Ind AS 103 – ‘Business Combinations’ and prescribed under Companies (Indian Accounting Standards) Rules, 2015, as amended.
- 12.2 No adjustments shall be made to reflect fair values, or recognise any new assets or liabilities. The only adjustments made in the Reserves, will be made so as to harmonise the accounting policies.
- 12.3 The balance of the retained earnings appearing in the financial statements of the Transferor Company 1 and Transferor Company 2 shall be aggregated with the corresponding balance appearing in the financial statements of the Transferee Company.
- 12.4 The identity of the reserves shall be preserved and shall appear in the financial statements of the Transferee Company in the same form in which they appeared in the financial statements of the Transferor Company 1 and Transferor Company 2.
- 12.5 Pursuant to the amalgamation of the Transferor Company 1 and Transferor Company 2 with the Transferee Company, inter-company balances between Transferee Company and the Transferor Company 1 and Transferor Company 2, if any, appearing in the books of the Transferee Company shall stand cancelled. Further, the value of investments held by the Transferee Company in the Transferor Company 1 and Transferor Company 2 shall stand cancelled.
- 12.6 The difference, if any, between the value of investments held by the Transferee Company in the Transferor Company 1 and Transferor Company 2 and of the carrying amounts of assets, liabilities and reserves of the Transferor Company 1 and Transferor Company 2 as per clause 12.1 above shall be recorded as capital reserve.

13. COMBINATION OF AUTHORISED SHARE CAPITAL

- 13.1 Upon sanction of this scheme, 52,80,000 Preference Shares of face value Rs. 100 each of the Transferor Company 1 is to be reclassified as 5,28,00,000 equity shares of face value Rs. 10 each of the Transferor Company 1. Accordingly, the authorized share capital of Transferor Company 1 shall stand to Rs. 76,30,00,000 (Rupees Seventy Six Crores Thirty Lakhs Only) divided into 7,63,00,000 (Seven Crores Sixty Three Lakhs) equity shares of Rs. 10 each and Clause V of the Memorandum of Association and Clause 3(a) of Articles of Association shall stand altered.
- 13.2 Upon sanction of this scheme, 5,64,750 Preference Shares of face value Rs. 100 each of the Transferor Company 2 is to be reclassified as 56,47,500 equity shares of face value Rs. 10 each of the Transferor Company 2. Accordingly, the authorized share capital of Transferor Company 2 shall stand to Rs. 31,00,00,000 (Rupees Thirty One Crores Only) divided into 3,10,00,000 (Three Crores Ten Lakhs) equity shares of Rs. 10 each and Clause V of the Memorandum of Association and Articles of Association shall stand altered.
- 13.3 Upon the Scheme becoming effective, the revised authorized share capital of the Transferor Company 1 as per Clause 13.1 and Transferor Company 2 as per Clause 13.2 shall stand



consolidated and vested in and be merged with the authorized share capital of the Transferee Company without any liability for payment of any additional fees (including fees and charges to the relevant Registrar of Companies) or stamp duty pursuant to any Applicable Laws, as such fees and duties in respect of such authorized share capital of the Transferor Company 1 and Transferor Company 2 have already been paid by the Transferor Company 1 and Transferor Company 2, the benefit of which stands vested in the Transferee Company pursuant to the Scheme becoming effective in terms hereof.

13.4 Consequent to the Scheme taking effect, the authorised share capital of the Transferee Company shall be as under:

13.5 Clause V of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to Sections 13, 61 and 232 of the Act as the case may be, and be replaced by the following clause:

“The Authorised Share Capital of the Company is Rs. 207,30,00,000/- (Rupees Two Hundred and Seven Crores and Thiry Lakhs only) divided into 19,73,00,000 Equity Shares of Rs. 10 (Rupees Ten) each and Rs. 10,00,00,000/- (Rupees Ten Crore) divided into 1,00,00,000 Preference Shares of Rs. 10 (Rupees Ten) each, subject to being increased as hereinafter provided and in accordance with the regulations of the Company and the legislative provisions for the time being in force. Subject to the provisions of the Act, the shares in the capital of the Company for the time being whether original or increased or reduced, may be divided into classes with any preferential, deferred, qualified or other rights, privileges, conditions or restrictions attached thereto, whether in regard to dividend, voting, return of capital or otherwise”

Particulars	Amount (in INR)
Authorised Share Capital	
19,73,00,000 Equity Shares of INR 10/- each	197,30,00,000
1,00,00,000 Preference Shares of INR 10/- each	10,00,00,000
Total	207,30,00,000

13.6 This Scheme as proposed, and upon sanction by the NCLT, shall constitute a single window clearance and shall be deemed to be sufficient for the enhancement and increase of the authorized share capital of the Transferee Company and no further resolution subsequent to the sanction of the Scheme shall be required for increasing the authorized share capital (whether under Section 13, Section 14, Section 61, Section 64 and/or any other applicable provisions of the Act), nor shall any additional fees or stamp duty payable in accordance with Applicable Laws, be payable on the Memorandum of Association of the Transferee Company.

14. DISSOLUTION OF THE TRANSFEROR COMPANIES

On the Scheme becoming effective, the Transferor Company 1 and Transferor Company 2 shall stand dissolved without being wound up and without any further act by the relevant parties.

15. VALIDITY OF EXISTING RESOLUTIONS, ETC

Upon the coming into effect of the Scheme, the resolutions of the Transferor Company 1 and Transferor Company 2 as are considered necessary by the Board of Directors of the Transferee



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Company which are validly subsisting be considered as resolutions of the Transferee Company. If any such resolutions have any monetary limits approved under the provisions of the Act or of any other applicable statutory provisions, then the said limits, as are considered necessary by the Board of Directors of the Transferee Company, shall be added to the limits, if any, under the like resolutions passed by the Transferee Company.

PART C

DEMERGER OF LIFESTYLE BUSINESS UNDERTAKING OF THE DEMERGED COMPANY INTO THE RESULTING COMPANY

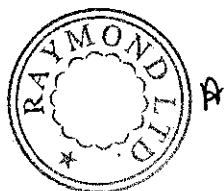
16. TRANSFER AND VESTING OF LIFESTYLE BUSINESS UNDERTAKING OF THE DEMERGED COMPANY INTO THE RESULTING COMPANY

16.1 Upon the Scheme becoming effective, with effect from the Appointed Date, the Lifestyle Business Undertaking of the Demerged Company shall, in accordance with Section 2(19AA) of the Income Tax Act, 1961 and Sections 230 to 232 of the Act and all other Applicable Laws, if any, stand transferred to and vested in or be deemed to be transferred to and vested in the Resulting Company as a going concern in the following manner:

16.1.1 Upon the Scheme becoming effective, with effect from the Appointed Date, the whole of the said assets, as aforesaid, of the Lifestyle Business Undertaking of the Demerged Company (including Lifestyle Intellectual Property Rights as defined hereinabove (and RAL Intellectual Property Rights of the Transferor Company 1 acquired pursuant to merger), of whatsoever nature and where so ever situated and incapable of passing by manual delivery and/or endorsement or otherwise however, shall, under the provisions of Sections 230 to 232 and all other provisions, if any of the Act, without any further act or deed be transferred to and vested in and/or deemed to be transferred to and vested in the Resulting Company so as to vest in the Resulting Company all the rights, title and interest of Lifestyle Business Undertaking of the Demerged Company therein.

16.1.2 Upon the Scheme becoming effective, with effect from the Appointed Date, all the moveable assets including cash in hand, if any, of Lifestyle Business Undertaking of the Demerged Company, capable of passing by manual delivery or by endorsement and delivery shall be so delivered or endorsed as the case may be to the Resulting Company. On such delivery or endorsement and delivery, the same shall become the property of the Resulting Company to the end and intent that the ownership and property therein passes to the Resulting Company on such handing over in pursuance of the provisions of Sections 230 to 232 of the Act.

16.1.3 In respect of the moveable properties of Lifestyle Business Undertaking of the Demerged Company other than specified in Clause 16.1.2 above and any intangible assets including , sundry debtors, loans receivable, advances, if any, recoverable in cash or kind or for value to be received, bank balances and deposits, if any, with the government, semi-government, local and other authorities and bodies, companies, firm, individuals, trusts, etc., the Resulting Company may itself or require the Demerged Company (and the Demerged Company shall upon such requisition from the Resulting Company), at any time after coming into effect of this Scheme in accordance with the provisions hereof, if so required under any Applicable Law or otherwise, give notices in such form as it may deem fit and proper, to each person, debtors or depositors, as the case may be, that pursuant to the NCLT having sanctioned the Scheme, the said debt, loan receivable, advance or deposit be paid or made good or held on account of the Resulting Company as the person entitled thereto to the end



For **Raymond** LIMITED

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and intent that the right of the Demerged Company to recover or realize all such debts (including the debts payable by such persons or depositors to the Demerged Company) stands transferred and assigned to the Resulting Company and that appropriate entries should be passed in their respective books to record the aforesaid change.

- 16.1.4 Without prejudice to the aforesaid, the Lifestyle Business Undertaking, including all immovable property (except for the VIBGYOR building (RAL Building) located at Raymond Limited Premises, Pokhran Road no.1, Jekegram, Thane West – 400606 and other buildings under shared use), whether or not included in the books of the Demerged Company, whether freehold or leasehold (including but not limited to buildings, sites, tenancy rights related thereto, and immovable properties and any other document of title, rights interest and easements in relation thereto of the Lifestyle Business Undertaking shall stand transferred to and be vested in the Resulting Company, without any act or deed to be done or executed by the Demerged Company and/or the Resulting Company.
- 16.1.5 Upon the Scheme becoming effective, with effect from the Appointed Date, all debts, liabilities (including contingent liabilities), duties, obligations of every kind, nature and description including but not limited to all applicable goods and service Tax, excise duty, custom duty, sales Tax, value added Tax, service Tax and other government and semi government liabilities of Lifestyle Business Undertaking of the Demerged Company payable pursuant to Applicable Laws shall also, under the provisions of Sections 230 to 232 of the Act without any further act or deed be transferred or deemed to be transferred to the Resulting Company so as to become as from the Appointed Date the debts, liabilities, duties, obligations of the Resulting Company and it shall not be necessary to obtain consent of any person in order to give effect to the provisions of this Clause. In the event any third party consents are required, the Demerged Company confirms that it shall endeavor to obtain all necessary consents from the lenders, third parties or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities and obligations have arisen in order to give effect to the provisions of this Clause and this Scheme.
- 16.2 The transfer and/or vesting of the properties as aforesaid shall be subject to the charges, hypothecation and mortgages as on the Effective Date, if any, over or in respect of all the said assets or any part thereof of Lifestyle Business Undertaking of the Demerged Company.
- Provided that the Scheme shall not operate to enlarge the security of any loan, deposit or facility created by or available to Lifestyle Business Undertaking of the Demerged Company which shall vest in the Resulting Company by virtue of the Scheme and the Demerged Company shall not be obliged to create any further or additional security pursuant to the Scheme.
- 16.3 Without prejudice to the generality of the forgoing, it is clarified that upon coming into effect of this Scheme, all Governmental Approvals, privileges, easements and advantages, facilities, rights including but not limited to use of the brands related to the business, powers and interest (whether vested or contingent), of every kind and description of whatsoever nature in relation to the Lifestyle Business Undertaking of the Demerged Company, to which the Demerged Company is a party to or to the benefit of which the Demerged Company may be eligible and which are subsisting or having effect immediately before the Appointed Date shall stand transferred to and vested in or shall be deemed to be transferred to and vested in the Resulting Company as if the same were originally given or issued to or executed in favour of the Resulting Company and the rights and benefits under the same shall be available to the Resulting Company. Further, the Demerged Company shall execute such further deeds, documents, etc. as may be required to give effect to this Clause pursuant to Applicable Laws or otherwise.

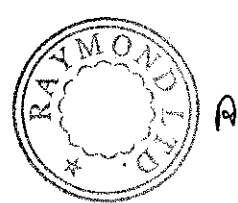


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- 16.4 All cheques and other negotiable instruments, payment order, electronic fund transfers (like NEFT, RTGS, etc.) received or presented for encashment which are in the name of the Demerged Company (in relation to Lifestyle Business Undertaking) after the Effective Date shall be accepted by the bankers of the Resulting Company and credited to the account of the Resulting Company, if presented by the Resulting Company or received through electronic transfers. Similarly, the banker of the Resulting Company shall honour all cheques / electronic fund transfer instructions issued by the Demerged Company (in relation to Lifestyle Business Undertaking) for payment after the Effective Date. If required, the bankers of the Demerged Company and the Resulting Company shall allow maintaining and operating of the bank accounts (including banking transactions carried out electronically) in the name of the Demerged Company by the Resulting Company in relation to the Lifestyle Business Undertaking for such time as may be determined to be necessary by the Resulting Company for presentation and deposition of cheques, pay order and electronic transfers that have been issued/made in the name of the Resulting Company.
- 16.5 This Scheme has been drawn up to comply with the conditions relating to “Demerger” as specified under Section 2(19AA) of the Income tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section at a later date including resulting from an amendment of Applicable Law or for any other reason whatsoever, the provisions of the said Section of the Income tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(19AA) of the Income tax Act, 1961. Such modification will however not affect the other parts of the Scheme.
- 16.6 Upon the Scheme becoming effective, the Demerged Company and the Resulting Company are expressly permitted to revise returns along with prescribed forms, filings and annexures pursuant to the Applicable Laws for payment of Taxes or any claims in relation thereto, and for matters incidental thereto, if required, to give effect to the provisions of the Scheme.
- 16.7 Any liabilities for payment of any Taxes pursuant to Applicable Laws pertaining to Lifestyle Business Undertaking of the Demerged Company to the extent not provided for or covered by Tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred to the Resulting Company.
- 16.8 After the Appointed Date, if any Tax litigation under the Income Tax Act, 1961 are taken against the Demerged Company in relation to Lifestyle Business Undertaking in respect of the matters referred to in the Clause 16.7 above, the Demerged Company shall defend the same in accordance with advise and instructions of the Resulting Company at the cost of the Resulting Company, and the Resulting Company shall reimburse and indemnify the Demerged Company against all liabilities and obligations incurred by the Demerged Company in respect thereof.
- 16.9 Any refund, that can be claimed under the Applicable Laws in relation to income Tax, goods and service Tax, service Tax, excise duty, central sales tax, applicable state value added Tax or other applicable laws/regulations dealing with Taxes/duties/levies due to the Demerged Company in relation to the Lifestyle Business Undertaking consequent to the assessment made on the Demerged Company and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Resulting Company upon this Scheme becoming effective.
- 16.10 Without prejudice to the generality of the above, all benefits, incentives, losses, credits (including, without limitation Taxes payable pursuant to Applicable Laws) to which Lifestyle Business Undertaking of the Demerged Company is entitled to in terms of Applicable Laws, shall be available to and vest in the Resulting Company, upon this Scheme coming into effect.

17. TRANSACTIONS UPTO THE EFFECTIVE DATE



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For **Raymond** LIMITED

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Authorised Signatory

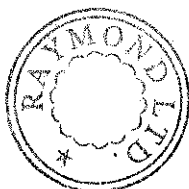
17.1 With effect from the Appointed Date and up to and including the Effective Date:

- (a) the Demerged Company shall carry on, and shall be deemed to have carried on, all the business, activities and operations relating to the Lifestyle Business Undertaking, and shall hold and stand possessed of and shall be deemed to have held and stood possessed of the assets, properties and liabilities of the Lifestyle Business Undertaking, on account of and / or on behalf of and / or for the benefit of and / or in trust for, the Resulting Company.
- (b) the Demerged Company shall not without the prior written consent of the Board of Directors of the Resulting Company or pursuant to any pre-existing obligation, sell, transfer or otherwise alienate, charge, mortgage or encumber or otherwise deal with or dispose of the undertaking relating to the Lifestyle Business Undertaking or any part thereof except in the ordinary course of its business.
- (c) the Demerged Company shall not vary the terms and conditions of service of its permanent employees relating to the Lifestyle Business Undertaking or recruit any new employees except in the ordinary course of its business or as per past prevailing practices.
- (d) the Resulting Company shall be entitled, pending sanction of the Scheme, to apply to the relevant Governmental Authority as necessary under any Applicable Law for such Governmental Approval, which the Resulting Company may require to carry on the business of Lifestyle Business Undertaking. Further, the Demerged Company shall extend all assistance to the Resulting Company, if requested by the Resulting Company, in obtaining the said Governmental Approvals.
- (e) Taxes, if any, paid or payable by the Demerged Company specifically pertaining to the Lifestyle Business Undertaking shall be treated as paid or payable by the Resulting Company and the Resulting Company shall be entitled to claim the credit, refund or adjustment for the same as may be applicable. The Demerged Company shall not claim credit of the same. All the profits or incomes accruing or arising and all expenditure or losses arising or incurred (including all Taxes, if any, paid or accruing in respect of any profits and income) by the Demerged Company in relation to the Lifestyle Business Undertaking shall, for all purposes, be treated and be deemed to be and accrue as the profits or incomes, or as the case may be, expenditure or losses (including Taxes) of, the Resulting Company.

Any of the rights, powers, authorities and privileges attached or related or pertaining to the Lifestyle Business Undertaking and exercised by or available to the Demerged Company, shall be deemed to have been exercised for and on behalf of and as an agent for the Resulting Company. Further, any of the obligations, duties and commitments attached, relating or pertaining to the Lifestyle Business Undertaking that have been undertaken or discharged by the Demerged Company shall be deemed to have been undertaken or discharged for and on behalf of and as an agent for the Resulting Company.

18. DECLARATION OF DIVIDEND, BONUS, ETC.

- 18.1 For the avoidance of doubt it is hereby clarified that nothing in this Scheme shall prevent the Demerged Company from issuing fully paid up bonus equity shares to its shareholders by capitalization of reserves.
- 18.2 Until the coming into effect of this Scheme, the holders of equity shares of the Demerged Company and equity shares of the Resulting Company shall, save as expressly provided otherwise in this Scheme, continue to enjoy their existing respective rights under their respective Articles of Associations.
- 18.3 It is clarified that the aforesaid provisions in respect of declaration of dividends, whether interim or final, or issuance of fully paid bonus equity shares, are enabling provisions only and shall not be deemed to confer any right on any member of the Demerged Company and/or the Resulting Company to demand or claim any dividends / bonus which, subject to the provisions



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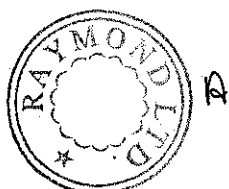
of the Act, shall be entirely at the discretion of the respective Boards of Directors of the Demerged Company and the Resulting Company and subject, wherever necessary, to the approval of the shareholders of the Demerged Company and the Resulting Company, respectively.

19. EMPLOYEES

- 19.1 Upon the Scheme becoming effective, all employees of the Lifestyle Business Undertaking in service on the Effective Date, shall be deemed to have become employees of the Resulting Company with effect from the Appointed Date or their respective joining date, whichever is later, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Resulting Company shall not be less favorable than those applicable to them with reference to the Lifestyle Business Undertaking on the Effective Date. Any question that may arise as to whether any employee belongs to or does not belong to the Lifestyle Business Undertaking shall be decided by Board of Directors of the Demerged Company.
- 19.2 It is expressly provided that, upon the Scheme becoming effective, the provident fund, gratuity fund, superannuation fund or any other special fund or trusts created or existing for the benefit of the employees of the Lifestyle Business Undertaking pursuant to the Applicable Laws or otherwise shall be deemed to have been created by the Resulting Company in place of the Demerged Company for all purposes whatsoever in relation to the administration or operation of such fund or funds or in relation to the obligation to make contributions to the said fund or funds in accordance with the provisions thereof as per the terms provided in the respective trust deeds, if any, to the end and intent that all rights, duties, powers and obligations of the Demerged Company in relation to such fund or funds shall become those of the Resulting Company.
- 19.3 It is clarified that the services of the employees of the Lifestyle Business Undertaking will be treated as having been continuous and not interrupted for the purpose of the said fund or funds. In respect of the stock options outstanding if any, under the RAL ESOP2018 it is hereby clarified that the options which have been granted as of the Effective Date would lapse. The Board of Directors of the Resulting Company/Demerged Company as applicable may, at its sole discretion will put in place suitable stock option scheme on terms and conditions not less favourable to the option holders which will be offered to such option holders whose options under the RAL ESOP2018 have lapsed pursuant to this Clause.
- 19.4 While granting stock options, the Resulting Company/Demerged Company shall take into account the period during which the option holders held RAL ESOP2018 granted by the Transferor Company 1, prior to the issuance of the RAL ESOP2018, by the Resulting Company/Demerged Company for determining minimum vesting period required for stock options granted by the Resulting Company/Demerged Company, subject to Applicable Laws.

20. LEGAL PROCEEDINGS

- 20.1 All legal proceedings of whatsoever nature by or against the Demerged Company pending and/or arising before the Effective Date and relating to the Lifestyle Business Undertaking, shall not abate or be discontinued or be in any way prejudicially affected by reason of the Scheme or by anything contained in this Scheme but shall be continued and enforced by or against the Resulting Company, as the case may be in the same manner and to the same extent as would or might have been continued and enforced by or against the Demerged Company.
- 20.2 After the Appointed Date, if any proceedings are taken against the Demerged Company in respect of the matters referred to in the Clause 20.1 above, the Demerged Company shall



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For **RAYMOND** LIMITED

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defend the same in accordance with advise and instructions of the Resulting Company at the cost of the Resulting Company, and the Resulting Company shall reimburse and indemnify the Demerged Company against all liabilities and obligations incurred by the Demerged Company in respect thereof.

- 20.3 The Resulting Company undertakes to have all legal or other proceedings initiated by or against the Demerged Company referred to in Clause 20.1 above transferred into its name and to have the same continued, prosecuted and enforced by or against the Resulting Company as the case may be, to the exclusion of the Demerged Company and the Demerged Company shall extend all assistance in such transfer into the Resulting Company's name, if required by the Resulting Company.

21. CONTRACTS, DEEDS, ETC.

- 21.1 Notwithstanding anything to the contrary contained in the contract, deed, bond, agreement or any other instrument, but subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements and other instruments, if any, of whatsoever nature and subsisting or having effect on the Effective Date and relating to the Lifestyle Business Undertaking of the Demerged Company to which the Demerged Company is a party or to the benefit of which the Demerged Company may be eligible, shall continue in full force and effect against or in favour of the Resulting Company, and may be enforced effectively by or against the Resulting Company as fully and effectually as if, instead of the Demerged Company, the Resulting Company had been a party thereto from inception.

The Resulting Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any Applicable Law or otherwise, enter into, or issue or execute deeds, writings, confirmations, novations, declarations, or other documents with, or in favour of any party to any contract or arrangement to which the Demerged Company is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions, the Resulting Company shall be deemed to be authorised to execute any such writings on behalf of the Demerged Company and to carry out or perform all such formalities or compliances required for the purposes referred to above on the part of the Demerged Company.

22. TRANSFER OF AUTHORISED SHARE CAPITAL

- 22.1 Upon the Scheme becoming effective, out of the total authorized share capital of Demerged Company as mentioned in Clause 13.5 of Rs. 207,30,00,000/- (Rupees Two Hundred and Seven Crores and Thiry Lakhs only) divided into 19,73,00,000 Equity Shares of Rs. 10 (Rupees Ten) each and Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 Preference Shares of Rs 10 (Rupees Ten) each, Rs. 107,30,00,000/- (Rupees One Hundred and Seven Crores and Thiry Lakhs only) divided into 10,73,00,000 Equity Shares of Rs. 10 (Rupees Ten) each shall stand transferred and vested in and be merged with the authorized share capital of the Resulting Company without any liability for payment of any additional fees (including fees and charges to the relevant Registrar of Companies) or stamp duty pursuant to any Applicable Laws, as such fees and duties in respect of such authorized share capital of the Demerged Company have already been paid by the Demerged Company, the benefit of which stands vested in the Resulting Company pursuant to the Scheme becoming effective in terms hereof.
- 22.2 Upon sanction of this scheme, the authorized share capital of Resulting Company shall stand to Rs. 107,40,00,000/- (Rupees One Hundred and Seven Crores Forty Lakhs Only) divided into 10,74,00,000 Equity Shares of Rs. 10 each and Clause V of the Memorandum of Association and Articles of Association shall stand altered.

"The Authorised Share Capital of the Company is Rs. 107,40,00,000/- (Rupees One Hundred and Seven Crores and Forty Lakhs only) divided into 10,74,00,000 Equity Shares of Rs. 10 each"



(Rupees Ten) each, subject to being increased as hereinafter provided and in accordance with the regulations of the Company and the legislative provisions for the time being in force. Subject to the provisions of the Act, the shares in the capital of the Company for the time being whether original or increased or reduced, may be divided into classes with any preferential, deferred, qualified or other rights, privileges, conditions or restrictions attached thereto, whether in regard to dividend, voting, return of capital or otherwise”

Particulars	Amount (in INR)
Authorised Share Capital	
10,74,00,000 Equity Shares of INR 10/- each	107,40,00,000
Total	107,40,00,000

- 22.3 This Scheme as proposed, and upon sanction by the NCLT, shall constitute a single window clearance and shall be deemed to be sufficient for the enhancement and increase of the authorized share capital of the Resulting Company and no further resolution subsequent to the sanction of the Scheme shall be required for increasing the authorized share capital (whether under Section 13, Section 14, Section 61, Section 64 and/or any other applicable provisions of the Act), nor shall any additional fees or stamp duty payable in accordance with Applicable Laws, be payable on the Memorandum of Association of the Resulting Company.

23. SAVING OF CONCLUDED TRANSACTIONS

The transfer and vesting of the Lifestyle Business Undertaking as above and the continuance of proceedings by or against the Demerged Company in relation to the Lifestyle Business Undertaking shall not affect any transaction or proceedings already concluded till the Effective Date in accordance with this Scheme, to the end and intent that the Resulting Company accepts and adopts all acts, deeds and things done and executed by the Demerged Company in respect thereto as done and executed on behalf of the Resulting Company.

24. CONSIDERATION

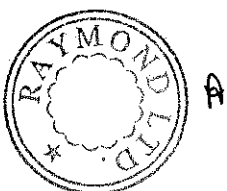
- 24.1 In consideration of and subject to the provisions of this Scheme, the Resulting Company shall, issue and allot without any further application, act, deed, consent, acts, instrument or deed, issue and allot, on a proportionate basis to each shareholder of the Demerged Company or to their respective heirs, executors, administrators or other legal representatives or the successors-in-title, as the case may be, whose names appear in the Register of Members as on the Record Date in the following ratio:

“1 fully paid up equity share of INR 10 (Indian Rupees Ten each of the Resulting Company) for every 1 equity share of INR 10 (Indian Rupees Ten) each held in the Demerged Company.”

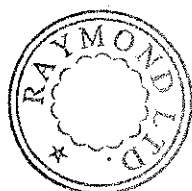
And

“1 fully paid up equity share of INR 10 (Indian Rupees Ten each of the Resulting Company) for every 1 (one) 0.01% Compulsorily Convertible Preference Share (‘CCPS’) of INR 10 (Indian Rupees Ten) each held in the Demerged Company.”

- 24.2 The equity shares of the Resulting Company to be issued and allotted as provided shall be subject to the provisions of the memorandum of association and articles of association of Resulting Company, as the case may be, and shall rank pari passu in all respects with any existing equity shares of Resulting Company, as the case may be, after the Effective Date.



- including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached to the equity shares of Resulting Company.
- 24.3 The issue and allotment of the equity shares of the Resulting Company in terms of this Scheme shall be deemed to have been carried out similar to the procedure laid down under Section 62 of the Act and in compliance with other applicable provisions of the Act.
- 24.4 The equity shares to be issued by the Resulting Company pursuant to Clause 24.1 above, shall be in dematerialized form.
- 24.5 In the event that the Parties restructure their equity share capital by way of share split / consolidation / issue of bonus shares during the pendency of the Scheme, the share exchange ratio, per Clause 24.1 above; shall be adjusted (including stock options) accordingly to take into account the effect of any such corporate actions.
- 24.6 Resulting Company shall apply for listing all of its equity shares on the Stock Exchanges in terms of and in compliance with the SEBI Circular and other relevant provisions under Applicable Laws. The equity shares allotted by the Resulting Company in terms of Clause 24.1 above, pursuant to the Scheme, shall remain frozen in the depository system till listing/trading permission is given by the designated Stock Exchange. Further, there shall be no change in the shareholding pattern of Resulting Company between the Record Date and the listing of its equity shares which may affect the status of approval of the Stock Exchanges.
- 24.7 Resulting Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with Applicable Law for complying with the formalities of the Stock Exchanges.
- 24.8 Upon the coming into effect of this Scheme and the issuance of shares by the Resulting Company pursuant to the provisions of Clause 24.1 above, it may elect to either proceed in accordance with this Clause 24.8 or proceed in accordance with Clause 24.12 below at its sole discretion. If the Resulting Company so elects and subject to applicable Laws, it shall issue an appropriate number of underlying shares, in accordance with consideration as mentioned in Clause 24.1, to the Depository. The Resulting Company may enter into appropriate arrangements for the appointment of a depository (the "Resulting Company Depository") pursuant to a deposit agreement entered into between the Resulting Company and the Resulting Company Depository (the "Resulting Company Deposit Agreement"), for the issuance of GDRs representing such shares (the "Resulting Company GDRs") on pro-rata basis to holders of GDRs of the Demerged Company, in accordance with the deposit agreement entered into between the Demerged Company and the Depository (the "Deposit Agreement").
- 24.9 The Resulting Company, Resulting Company Depository, the Demerged Company and/or the Depository shall enter into such further agreement and take such further actions as may be deemed necessary or appropriate by the Resulting Company and/or the Demerged Company, Resulting Company Depository, and the Depository, including, but not limited to, amending the Deposit Agreement disseminating to existing GDR holders of the Demerged Company certain notices, certifications and information containing details of the Scheme, the issuance of the Resulting Company GDRs and/or certain information relating to the Resulting Company and obtaining from the existing GDR holders of the Demerged Company, and providing to the Resulting Company, certain information relating to the existing GDR holders of the Demerged Company.
- 24.10 The Resulting Company GDRs issued pursuant to Clause 24.8 above shall not be listed unless required by any regulations or Applicable Laws, in which event the same may be listed on the Luxembourg Stock Exchange or such other international stock exchange as may be determined by the Resulting Company and the Resulting Company shall take such additional steps and do



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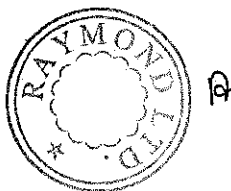
all such acts, deeds and things as may be necessary for purposes of listing the Resulting Company GDRs.

- 24.11 The Resulting Company GDRs and the equity shares underlying the Resulting Company GDRs may not be registered under the Securities Act, 1933 (“**Securities Act**”) and the Resulting Company may elect, in its sole discretion, to rely upon an exemption from the registration requirements of the Securities Act under section 3(a)(10) thereof or any other exemption that the Resulting Company may elect to rely upon. In the event the Resulting Company elects to rely upon an exemption from the registration requirements of the Securities Act under section 3(a)(10) thereof, the sanction of the NCLT to this Scheme will be relied upon for the purpose of qualifying the issuance and distribution of the Resulting Company GDRs and the equity shares of the Resulting Company, including, without limitation, the equity shares underlying the Resulting Company GDRs.
- 24.12 Notwithstanding anything contained herein, if the Resulting Company determines that it is unable to issue the Resulting Company, the GDRs due to Applicable Laws (including the non-receipt of Governmental Approvals required, if any), it may elect, in its sole discretion and subject to receipt of such Governmental Approvals as may be required, to enter into suitable arrangements which may include arrangements with the Depository for providing for issuance of equity shares by the Resulting Company to the Depository, which represent the entitlement of the existing GDR holders of the Demerged Company, and sale of such equity shares by the Depository to make distributions of the net sales proceeds after the deduction of Taxes and expenses incurred) to the existing GDR holders of the Demerged Company, in proportion to their entitlements, in lieu of issuing the Resulting Company GDRs. If the above cannot be effected for any reason, the Resulting Company and the Demerged Company shall ensure that this does not delay implementation of the Scheme, and shall, in consultation with each other, take all such actions as may be necessary to, issue or remit consideration in lieu of or in respect of the entitlement of existing GDR holders of the Demerged Company in a compliant manner, without delay to the effectiveness or implementation of the Scheme. The Resulting Company, the Demerged Company and/or the Depository shall enter into such further agreements and take such further actions as may be necessary or appropriate in this behalf and to enable the actions contemplated herein.

25. ACCOUNTING TREATMENT IN THE BOOKS OF THE DEMERGED COMPANY AND THE RESULTING COMPANY

25.1 Accounting Treatment in the books of the Demerged Company

- (i) Upon the Draft Scheme becoming effective, the book value of assets (ignoring revaluation, if any) and liabilities pertaining to the Lifestyle Business Undertaking as appearing in the books of accounts of the Demerged Company and being transferred to the Resulting Company shall be reduced from the book value of assets and liabilities of the Demerged Company, as appearing immediately before the effective date;
- (ii) By virtue of the reduction in equity share capital of the Resulting Company under Clause 28, the book value of the equity shares in the Resulting Company appearing as investment in the books of the Demerged Company shall stand cancelled.
- (iii) The difference between the value of assets and liabilities of the Lifestyle Business Undertaking as appearing in the books of accounts of the Demerged Company transferred pursuant to sub clause (a) of this clause shall, in case of a debit balance, be adjusted against the reserves and surplus. In case the difference between the value of assets and liabilities of the Lifestyle Business Undertaking as appearing in the books of accounts of the Demerged Company transferred pursuant to sub clause (a) of this clause results in a credit balance, the same shall be recorded in reserves and surplus.



- (iv) Notwithstanding the above, the Board of Directors of the Demerged Company is authorised to account any of the balances in any other manner as may be deemed fit, in accordance with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time, in accordance with the other generally accepted accounting principles in India.

25.2 Accounting Treatment in the books of the Resulting Company

Notwithstanding anything contrary contained in any other clauses of the Scheme, the accounting treatment for the transfer and vesting of the Lifestyle Business Undertaking for purpose of this Scheme, in the books/financial statements of the Resulting Company shall be in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and will be accounted from the date as determined in accordance with the requirements of applicable Ind AS.

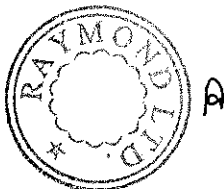
26. VALIDITY OF EXISTING RESOLUTIONS ETC

Upon the coming into effect of the Scheme, the resolutions of the Demerged Company as are considered necessary by the Board of Directors of the Resulting Company which are validly subsisting be considered as resolutions of the Resulting Company. If any such resolutions have any monetary limits approved under the provisions of the Act or any other applicable statutory provisions, then the said limits, as are considered necessary by the Board of Directors of the Resulting Company, shall be added to the limits, if any, under the like resolutions passed by the Resulting Company.

27. REMAINING UNDERTAKING OF THE DEMERGED COMPANY

- 27.1 The Remaining Undertaking of the Demerged Company and all the assets, properties, rights, liabilities and obligations thereto shall continue to belong to and be vested in and be managed by the Demerged Company and the Resulting Company shall have no right, claim or obligation in relation to the Remaining Undertaking of the Demerged Company. From the Appointed Date, the Demerged Company shall carry on the activities and operations of the Remaining Undertaking of the Demerged Company distinctly and as a separate business from the Lifestyle Business Undertaking. It is hereby clarified that the Demerged Company shall continue to have the right, title, interest in and the right to license the Non Lifestyle Intellectual Property Rights for all businesses whether or not currently undertaken by the Demerged Company.
- 27.2 All legal, Taxation and other proceedings whether civil or criminal (including before any statutory or quasi judicial authority or tribunal) by or against the Demerged Company under any statute, whether pending on the Appointed Date or which may be instituted at any time thereafter, and in each case pertaining to the Remaining Undertaking of the Demerged Company shall be continued and enforced by or against the Demerged Company after the Effective Date. The Resulting Company shall in no event be responsible or liable in relation to any such legal or other proceeding against the Demerged Company.
- 27.3 With effect from the date of approval of this Scheme by the Board of Directors of the Demerged Company and the Resulting Company and up to, including and beyond the Effective Date, the Demerged Company:

- (i) shall be deemed to have been carrying on and to be carrying on all the business and activities relating to the Remaining Undertaking of the Demerged Company for and on its own behalf; and



- (ii) all profits accruing to the Demerged Company thereon or losses arising or incurred by it relating to the Remaining Undertaking of the Demerged Company shall for all purposes be treated as the profits or losses, as the case may be, of the Demerged Company.

PART D

CANCELLATION AND REDUCTION OF SHARE CAPITAL OF THE RESULTING COMPANY

28. CANCELLATION AND REDUCTION OF SHARE CAPITAL OF THE RESULTING COMPANY

- 28.1 Upon the Scheme becoming effective and upon the allotment of equity shares by the Resulting Company in accordance with provisions of Clause 24 above, the existing paid up equity share capital of the Resulting Company held by the Demerged Company as on Effective Date shall stand cancelled without any further act or deed immediately and without any consideration and accordingly, the paid up share capital of the Resulting Company shall stand reduced to the extent of face value of such equity shares cancelled.
- 28.2 The amount of paid up equity share capital of the Resulting Company cancelled as per Clause 28.1 above shall be credited to the capital reserve account in the books of the Resulting Company.
- 28.3 The cancellation and reduction in paid up share capital of the Resulting Company shall be effected as an integral part of the Scheme in accordance with the provisions of Sections 230 to 232 of the Act and any other applicable provisions of the Act. The reduction would not involve either a diminution in liability in respect of the unpaid share capital, it being clarified that the procedure under Section 66 of the Act shall not be applicable in view of the Explanation to Section 230(12) of the Act. Notwithstanding the reduction in the equity share capital of the Resulting Company, the Resulting Company shall not be required to add "**And Reduced**" as suffix to its name.

PART E

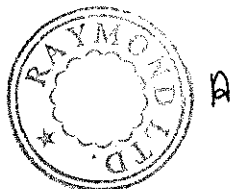
GENERAL TERMS AND CONDITIONS

29. APPROVALS

The Resulting Company and the Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to any Governmental Authority concerned as are necessary under any Applicable Laws for such Governmental Approvals which it may require to own and operate the Lifestyle Business Undertaking and the business of the Transferor Company 1 and Transferor Company 2 respectively, to be transferred under this Scheme.

30. APPLICATION TO NCLT

The Demerged Company, the Resulting Company, Transferor Company 1 and Transferor Company 2 shall as may be required make applications and/or petitions under Sections 230 to 232 and other applicable provisions of the Act to the NCLT or such other appropriate authority for sanction of this Scheme and all matters ancillary or incidental thereto.



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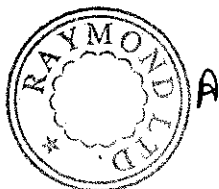
31. MODIFICATION OR AMENDMENTS TO THE SCHEME

- 31.1 On behalf of Demerged Company, the Resulting Company, Transferor Company 1, Transferor Company 2, the Board of Directors of respective companies, may consent jointly but not individually, on behalf of all persons concerned, to any modifications or amendments of the Scheme and without prejudice to the generality of the foregoing, any modification to the Scheme involving withdrawal of any of the parties to the Scheme at any time and for any reason whatsoever, or to any conditions or limitations that the NCLT or any other Governmental Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by all of them (i.e. the Board of Directors of the Demerged Company, the Board of Directors of the Resulting Company and the Board of Directors of the Transferor Company 1 and Transferor Company 2) and solve all difficulties that may arise for carrying out the Scheme and do all acts, deeds and things necessary for putting the Scheme into effect.
- 31.2 For the purpose of giving effect to this Scheme or to any modification thereof the Board of Directors of Demerged Company, the Resulting Company and the Transferor Company 1 and Transferor Company 2 may jointly but not individually, give and are jointly authorised to give such directions including directions for settling any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.

32. CONDITIONALITY OF THE SCHEME

- 32.1 This Scheme is and shall be conditional upon and subject to:
- (i) The requisite Governmental Approvals required in respect of the Scheme being effected;
 - (ii) The Scheme being approved by the requisite majorities in number and value of such classes of persons including the members and / or creditors of the Demerged Company, the Resulting Company, Transferor Company 1 and Transferor Company 2, as may be directed by the Tribunal or any other competent Governmental Authority under the applicable provisions of the Act, as may be applicable.
 - (iii) The Scheme being sanctioned by the Tribunal or any other Governmental Authority under the applicable provisions of the Act, as may be applicable, including Sections 230 to 232 of the Act.
 - (iv) Each part of the Scheme being given effect to as per the chronology in which it has been provided for in the Scheme.
 - (v) Certified or authenticated copy of the order of NCLT sanctioning the Scheme being filed with the Registrar of Companies, Pune in Maharashtra for the Demerged Company and Registrar of Companies, Mumbai in Maharashtra for the Resulting Company, Transferor Company 1 and Transferor Company 2 within 30 days of the receipt of the certified copy of the order in accordance with Section 232(5) of the Act.

33. SEVERABILITY



CERTIFIED TRUE COPY
For **Raymond** LIMITED

Ashish

Authorised Signatory

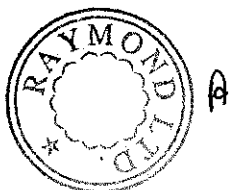
33.1 If any part of this Scheme hereof is invalid, ruled illegal by the NCLT or any other Governmental Authority, or unenforceable under present or future Applicable Laws, then it is the intention of Demerged Company, the Resulting Company Transferor Company 1 and Transferor Company 2 that such part shall be severable from the remainder of the Scheme. Further, if the deletion of such part of this Scheme may cause this Scheme to become materially adverse to the Demerged Company, the Resulting Company, Transferor Company 1 and Transferor Company 2, then in such attempts shall be made to bring about a modification to the Scheme, as will best preserve the interests of the Demerged Company, the Resulting Company, Transferor Company 1 and Transferor Company 2, the benefits and obligations of the Scheme, including but not limited to such part.

34. EFFECT OF NON-RECEIPT OF APPROVALS

34.1 In the event of the Scheme not being sanctioned by the NCLT or any other Governmental Authority and/or the order or orders not being passed by December 31, 2021, or by such later date as may be agreed by the respective Boards of Directors of the Demerged Company, the Resulting Company, Transferor Company 1 and Transferor Company 2, the Scheme shall become fully null and void and in that event no rights and liabilities shall accrue to or be interse by the parties in terms of the Scheme, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise under Applicable Law. In such event, each party shall bear and pay its respective costs, charges and expenses for and/ or in connection with the Scheme.

35. COSTS, CHARGES & EXPENSES

All costs, charges, Taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) arising out of, or incurred in carrying out and implementing this Scheme and matters incidental thereto, shall be borne by Resulting Company.If any costs, charges, Taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) arising out of, or incurred in carrying out and implementing this Scheme and matters incidental thereto are borne by the Demerged Company, the same shall be reimbursed by the Resulting Company.



CERTIFIED TRUE COPY
For **Raymond** LIMITED

Arshid

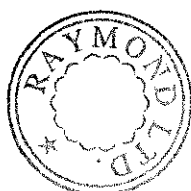
Authorised Signatory

SCHEDULE A

LIFESTYLE INTELLECTUAL PROPERTY RIGHTS

Raymond Limited trademarks in India

Sr.No	Trademark	Application No	Status	Class No
1	Raymond	193273	Registered	24
2	Raymond	193275	Registered	24
3	Raymond	356388	Registered	24
4	Raymond	407165	Registered	24
5	Raymond	407166	Registered	25
6	Raymond	1514019	Registered	35
7	Raymond	1521300	Registered	40
8	Raymond's Cashmere	502153	Registered	24
9	Raymond Colorado	1336171	Pending	24
10	Raymond Explorer	1336173	Pending	24
11	Raymond-Finest Shirting & Trouser Fabric	2611369	Registered	24
12	Raymond-Finest Shirting Fabric	2611373	Registered	24
13	Raymond Linen World	1336172	Pending	24
14	Raymond Made To Measure	1501745	Registered	40
15	Raymond Made To Measure	1514016	Registered	35
16	Raymond Made To Measure	1878643	Registered	35
17	Raymond Made To Measure	1878644	Registered	40
18	Raymond (Signature Tune)	1827751	Registered	35
19	Raymond (Signature Tune)	1827752	Registered	24
20	Raymond Signature Tune	1827753	Registered	25
21	Raymond Tailoring Academy (English)	2210805	Registered	40
22	Raymond Tailoring Academy (Hindi)	2210810	Registered	40
23	Raymond's 402 (King Device) Pure Wool Popular Worsted	241242	Registered	24
24	Raymond's (King Device) 999 Pure Wool Supper Worsted	241243	Registered	24
25	Regganza By Raymond	1233591	Registered	25
26	Regganza By Raymond	1233597	Registered	24
27	Royal Crest By Raymond	1318351	Registered	24
28	Spectra By Raymond	1233596	Registered	24
29	The Complete Man	1015861	Registered	25
30	The Complete Man	1015859	Registered	24
31	The Raymond Shop	1514018	Registered	35
32	The Raymond Shop	1521299	Registered	40
33	The Raymond Shop	933814	Registered	24
34	The Raymond Shop	1513989	Registered	25
35	Raymond	2193309	Registered	40
36	Raymond	2193307	Registered	



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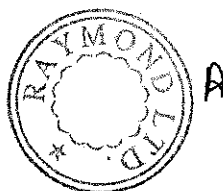
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37	1925 Raymond (Vertical)	2652104	Registered	35
38	1925 Raymond	2652097	Registered	40
39	1925 Raymond	2652096	Registered	35
40	RAYMOND TAILORING CENTRE Alongwith 'Educate Empower Enrich'	2446401	Registered	25
41	1925 Raymond (Horizontal)	2652101	Registered	40
42	Custom Tailoring	2844601	Pending	24
43	Custom Tailoring	2844602	Pending	25
44	Custom Tailoring	2844603	Pending	35
45	Custom Tailoring	2844604	Pending	40
46	Custom Tailoring By Raymond	2844606	Pending	25
47	Custom Tailoring By Raymond	2844607	Pending	35
48	Custom Tailoring By Raymond	2844608	Pending	40
49	Raymond Custom Tailoring	2844609	Pending	24
50	Raymond Custom Tailoring	2844610	Pending	25
51	Raymond Custom Tailoring	2844611	Pending	35
52	Raymond Custom Tailoring	2844612	Pending	40
53	1925 Raymond	2652094	Pending	24
54	1925 Raymond	2652095	Pending	25
55	1925 Raymond (Horizontal)	2652098	Pending	24
56	1925 Raymond (Horizontal)	2652099	Pending	25
57	1925 Raymond (Horizontal)	2652100	Pending	35
58	1925 Raymond (Vertical)	2652102	Pending	24
59	1925 Raymond (Vertical)	2652103	Pending	25
60	1925 Raymond (Vertical)	2652105	Pending	40
61	Custom Fit By Raymond	2824177	Pending	24
62	Custom Fit By Raymond	2824178	Pending	25
63	Custom Fit By Raymond	2824179	Pending	35
64	Custom Fit By Raymond	2824180	Pending	40
65	Ethnix By Raymond	2628259	Pending	24
66	Ethnix By Raymond	2628260	Pending	25
67	Made To Fit By Raymond	2824185	Pending	24
68	Mtm By Raymond	2824169	Pending	24
69	Mtm By Raymond	2824170	Pending	25
70	Mtm By Raymond	2824171	Pending	35
71	Next Look....Raymond	2568171	Pending	24
72	Next Look....Raymond	2568168	Pending	25
73	Next Look....Raymond	2568169	Pending	35
74	Next Look....Raymond	2568170	Pending	40
75	Raymond (Shirting Pack)	2349201	Pending	24
76	Raymond (Shirting Pack)	2349202	Pending	24
77	Raymond (Shirting Pack)	2349203	Pending	24
78	Raymond (Shirting Pack)	2349204	Pending	



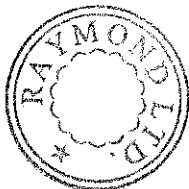
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A. S. Mohan

Sr.No	Trademark	Application No	Status	Class No
79	Raymond (Shirting Pack)	2349205	Pending	25
80	Raymond (Shirting Pack)	2349206	Pending	25
81	Raymond Bonanza	1233599	Pending	24
82	Raymond Custom Fit	2824173	Pending	24
83	Raymond Custom Fit	2824174	Pending	25
84	Raymond Custom Fit	2824175	Pending	35
85	Raymond Custom Fit	2824176	Pending	40
86	Raymond Made To Fit	2824181	Pending	24
87	Raymond MTM	2824165	Pending	24
88	Raymond MTM	2824166	Pending	25
89	Raymond MTM	2824167	Pending	35
90	Raymond MTM	2824168	Pending	40
91	Raymond Tailoring Academy (English Label)	2210802	Pending	24
92	Raymond Tailoring Academy (English Label)	2210803	Pending	25
93	Raymond Tailoring Academy (English Label)	2210804	Pending	35
94	RAYMOND TAILORING CENTRE Alongwith 'Educate Empower Enrich'	2446400	Pending	24
95	Raymond Tailoring Circle	2085544	Pending	24
96	Raymond Tailoring Circle	2085545	Pending	25
97	Raymond Tailoring Circle	2085546	Pending	35
98	Raymond-Fine Cotton Trouser	2611367	Pending	24
99	Raymond-Fine Cotton Trouser	2611368	Pending	25
100	Raymond-Fine Trouser Fabric	2611371	Pending	24
101	Raymond-Finest Shirting & Trouser Fabric	2611370	Pending	25
102	Raymond-Finest Shirting Fabric	2611374	Pending	25
103	Skilled Tailoring Institute By Raymond	2455328	Pending	35
104	Skilled Tailoring Institute By Raymond	2455329	Pending	40
105	The Complete Man Raymond	1015862	Pending	24
106	The Complete Man Raymond	1015860	Pending	25
107	CT In A Circle Logo	3113684	Pending	24
108	CT In A Circle Logo	3113685	Pending	25
109	CT In A Circle Logo	3113686	Pending	40
110	CT In A Circle Logo	3113687	Pending	35
111	Raymond Custom Tailoring	3113688	Pending	24
112	Raymond Custom Tailoring	3113689	Pending	25
113	Raymond Custom Tailoring	3113690	Pending	35
114	Raymond Custom Tailoring	3113691	Pending	40
115	Raymond Essence Technosmart	3184346	Pending	



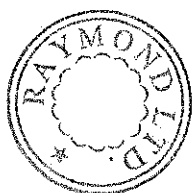
Sr.No	Trademark	Application No	Status	Class No
116	Raymond Essence Technosmart	3184347	Pending	24
117	Raymond Home	3234909	Pending	25
118	Raymond Home	3234911	Pending	24
119	Technosmart	3171375	Pending	24
120	Technosmart	3171376	Pending	25
121	Raymond Technosmart	3218570	Pending	35
122	Technosmart	3218565	Pending	24
123	Technosmart	3218566	Pending	25
124	Raymond Technosmart	3218567	Pending	24
125	Raymond Technosmart	3218568	Pending	25
126	Technosmart	3218569	Pending	35
127	Raymond Home	3234911	Pending	24
128	Raymond Home	3234909	Pending	25
129	Raymond Whites	3387588	Pending	24
130	Raymond Whites	3387589	Pending	25
131	Technostretch	3419592	Pending	24
132	Technostretch	3419593	Pending	25
133	Raywool	3434784	Pending	24
134	Raywool	3434785	Pending	25
135	Technostretch	3419591	Pending	24
136	Technostretch	3419592	Pending	25
137	Cool Plus By Raymond	1318349	Registered	24
138	Ethnix By Raymond	2628259	Registered	24
139	Ethnix By Raymond	2628260	Registered	24
140	Feels Like Heaven	2113359	Registered	40
141	Feels Like Heaven	2113358	Registered	35
142	Feels Like Heaven	2113356	Registered	24
143	Feels Like Heaven	2113357	Registered	25
144	Innova By Raymond	1233595	Registered	24
145	Innova By Raymond	1233589	Registered	25
146	Made To Fit By Raymond	2824186	Registered	25
147	Raymond Made To Fit	2824184	Registered	40
148	Made To Fit By Raymond	2824188	Registered	40
149	Raymond Made To Fit	2824183	Registered	35
150	Made To Fit By Raymond	2824187	Registered	35
151	Raymond Made To Fit	2824182	Registered	25
152	Mtm By Raymond	2824172	Registered	40
153	Raymond Tailoring Circle	2085547	Registered	40
154	Raymond Tailoring Academy (Urdu Label)	2210814	Registered	35
155	Raymond Tailoring Academy (Hindi Label)	2210809	Registered	35



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A. K. Singh

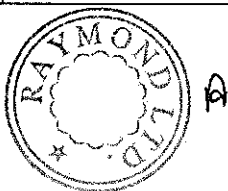
Sr.No	Trademark	Application No	Status	Class No
156	Raymond Tailoring Academy (Hindi Label)	2210808	Registered	25
157	Raymond Tailoring Academy (Hindi Label)	2210807	Registered	24
158	Custom Tailoring By Raymond	28244605	Registered	24
159	Raymond Tailoring Academy (Urdu Label)	2210815	Registered	40
160	Made To Measure	2116416	Registered	35
161	Made To Measure	2116417	Registered	40
162	Made To Measure	2116414	Registered	25
163	Tailors Circle A Raymond Initiative	1706568	Registered	40
164	RFCG RAYMOND FINELY CRAFTED GARMENTS - LOGO RR Logo With Crown	1761075	Registered	24
165	RFCG RAYMOND FINELY CRAFTED GARMENTS - LOGO RR Logo With Crown	1761076	Registered	25
166	Technofresh	3419589	Pending	24
167	Technofresh	3419591	Pending	25
168	Technofresh	3419589	Pending	24
169	Technofresh	3419590	Pending	25
170	Alta Vista By Raymond	1233594	Registered	24
171	Alta Vista By Raymond	1233588	Registered	25
172	RAYMOND'S DOUBLE Barrels	252931	Registered	25
173	999	1147347	Registered	24
174	999	1148010	Registered	25
175	Accolades	1755354	Registered	24
176	Accolades	1755355	Registered	24
177	Achiever	1262335	Registered	24
178	Adonis	449436	Registered	24
179	Advent	1147360	Registered	24
180	Advent	1148031	Registered	25
181	Alair	2068892	Registered	24
182	Alair	2068896	Registered	25
183	Aurelia	1713211	Registered	24
184	Author	2068371	Registered	24
185	Aztec	2068894	Registered	24
186	Bandhan	1713263	Registered	25
187	Black Pearl	1697899	Registered	24
188	Black Pearl	1697896	Registered	25
189	Be :	1028056	Registered	24
190	Be :	1050465	Registered	24
191	Be :	1014880	Registered	24
192	Be :	1014881	Registered	25



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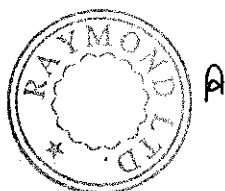
Ashish

Sr.No	Trademark	Application No	Status	Class No
193	Be :	1014886	Registered	25
194	Be :	1014887	Registered	24
195	Be :	1028057	Registered	25
196	Be :	1050466	Registered	25
197	Be: Home	1668205	Registered	35
198	Be: Home	1668203	Registered	35
199	Bhagirath	1151399	Registered	25
200	Bhagirath	1154810	Registered	24
201	Brizio	2118716	Registered	24
202	Brizio	2118724	Registered	25
203	Bussolini Italy	1357117	Registered	24
204	Camelhair	933787	Registered	24
205	Celebrity	933776	Registered	24
206	Ceremonia	1148008	Registered	25
207	Ceremonia	933775	Registered	24
208	Cermonial	1761020	Registered	24
209	Chairman's Collection	1147982	Registered	24
210	Chairman's Collection	933788	Registered	24
211	Checkmate	933774	Registered	24
212	Cheld	1357121	Registered	24
213	Chess King	190236	Registered	24
214	Chess King	190304	Registered	24
215	Comfort Zone	1147995	Registered	25
216	Comfort Zone	926485	Registered	24
217	Comfort Zone	926487	Registered	25
218	Cool Club	1147358	Registered	24
219	Cool Comfort	1148032	Registered	25
220	Cool Edge	1147362	Registered	24
221	Credo	2068895	Registered	24
222	Credo	2068899	Registered	25
223	Coronation	933772	Registered	24
224	Crescenzo	1713213	Registered	24
225	Crux,	2068372	Registered	24
226	Delight	1151391	Registered	24
227	Delight	1161474	Registered	25
228	Diplomat	1151389	Registered	24
229	Diplomat	1161476	Registered	25
230	Dolce'vita	933813	Registered	24
231	Doshala	1151397	Registered	25
232	Doshala	1154812	Registered	24
233	Dress Circle	933812	Registered	24
234	Educate Empower Enrich	2446408	Registered	40
235	Elation	1147346	Registered	24

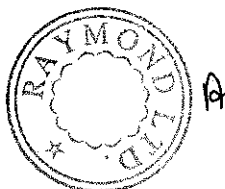


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Sr.No	Trademark	Application No	Status	Class No
236	Elation	1148030	Registered	25
237	Eleganza	933811	Registered	24
238	Eloquence	1147351	Registered	24
239	Emmanuel Italy	1357109	Registered	24
240	Emporio Italy	1357108	Registered	24
241	English Mode	1357125	Registered	24
242	Euphoria	1147352	Registered	24
243	Europa Collection	698953	Registered	24
244	Exceeve England	1357105	Registered	24
245	Endura	1713193	Registered	24
246	Endura	1713230	Registered	25
247	Esperanto	1713212	Registered	24
248	Esperanto	1713249	Registered	25
249	Finale	2068374	Registered	24
250	Gagandoot	1161471	Registered	25
251	Gagandoot	1151393	Registered	24
252	Geetanjali	1151398	Registered	25
253	Giani Verdi Italy	1357107	Registered	24
254	Giltedge	1147990	Registered	25
255	Giltedge	933810	Registered	24
256	Gleneagle	933815	Registered	24
257	Gold Leaf	1127565	Registered	24
258	Gold Leaf	1127563	Registered	24
259	Gold Leaf	1127562	Registered	25
260	Gold Leaf	1127566	Registered	25
261	Goldplus	1147364	Registered	24
262	Grandeur	1148026	Registered	25
263	Grandeur	933782	Registered	24
264	Gulmarg	1151392	Registered	24
265	Hi Fashion	1713244	Registered	25
266	Imperia	1713198	Registered	24
267	Imperia	1713235	Registered	25
268	Impreza	1713204	Registered	24
269	Impreza	1713241	Registered	25
270	Invicta	1713221	Registered	24
271	John Smith England	1357113	Registered	24
272	Julio Scappoli Italy	1357116	Registered	24
273	La Auric	1713240	Registered	25
274	La Auric	1713203	Registered	24
275	La Classique	1713222	Registered	24
276	La Classico Jacketing	1713245	Registered	25
277	La Classico Jacketing	1713208	Registered	24
278	La Espana	1713214	Registered	24

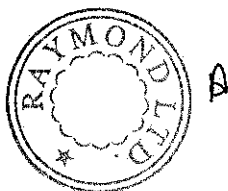


Sr.No	Trademark	Application No	Status	Class No
279	La Espana	1713252	Registered	25
280	La Nouva	1713206	Registered	24
281	La Nouvelle	1262336	Registered	24
282	La Prima	1713202	Registered	24
283	La Prima	1713239	Registered	25
284	La Royale	1713256	Registered	25
285	La Royale	1713218	Registered	24
286	La Sensation	1713237	Registered	25
287	Le Grande	1154814	Registered	24
288	Linerialineria	698951	Registered	24
289	Lintex	449433	Registered	24
290	London Imperial	1357127	Registered	24
291	Lorenzo	1262337	Registered	24
292	Loretto Corallo Italy	1357111	Registered	24
293	Loretto Fellani Italy	1357122	Registered	24
294	Luigi Lasso Italy	1357118	Registered	24
295	Luster	1147365	Registered	24
296	Magnus	1147353	Registered	24
297	Makers	2068373	Registered	24
298	Makers Fashion For Us	2287988	Registered	24
299	Makers Fashion For Us	2287990	Registered	40
300	Makers Finale	2068376	Registered	24
301	Makers Fashion For Us	2287991	Pending	35
302	Mandate	1154817	Registered	24
303	Manzoni	908906	Registered	24
304	Manzoni	908907	Registered	25
305	Mario Scappoli Italy	1357114	Registered	24
306	Meghdoot	1161472	Registered	25
307	Meghdoot	1151394	Registered	24
308	Microlite	698947	Registered	24
309	Millennia	933809	Registered	24
310	Mondain	1147350	Registered	24
311	Montage	1151386	Registered	24
312	Montage	1161479	Registered	25
313	Nova Moda	933807	Registered	24
314	Objet D'art	1148028	Registered	25
315	Optima Italy	1357119	Registered	24
316	Ornate	1148012	Registered	25
317	Ornate	1147349	Registered	24
318	Park Avenue Mnemonic	1814501	Registered	24
319	Park Avenue Mnemonic	1814504	Registered	40
320	Park Avenue Mnemonic	1814502	Registered	25
321	Park Avenue Mnemonic	1814503	Registered	25

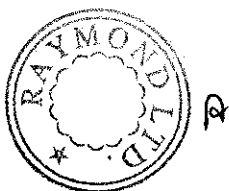


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Sr.No	Trademark	Application No	Status	Class No
322	Pantalon	933805	Registered	24
323	Passion	933780	Registered	24
324	Passion	1148025	Registered	25
325	Palazzo	933806	Registered	24
326	Penta Classic	933804	Registered	24
327	Platino	1713195	Registered	24
328	Platino	1713232	Registered	25
329	Plutus	1713250	Registered	25
330	Plutus	1713265	Registered	24
331	Polar Bear	1151387	Registered	24
332	Polar Bear	1161478	Registered	25
333	Porima Classic Jacketing	1713246	Registered	25
334	Porta Nouva	1713236	Registered	25
335	Porta Nouva	1713199	Registered	24
336	Premium Circle	1384930	Registered	35
337	Prima Frost	1713238	Registered	25
338	Prima & Frost	1713201	Registered	24
339	Prima Classic Jacketing	1713209	Registered	24
340	Prima Nouva	1713197	Registered	24
341	Prince	1151388	Registered	24
342	Prince	1161477	Registered	25
343	Prince Charmer Superfine Vicuna	933802	Registered	24
344	Privilege	698958	Registered	24
345	Rare Distinction	698956	Registered	24
346	Rare Distinction	1148021	Registered	25
347	Rejoice	1147354	Registered	24
348	Royal Classico	1147991	Registered	25
349	Royal Eclat	1713215	Registered	24
350	Royal Elite	1713216	Registered	24
351	Royal Gold	1148018	Registered	25
352	Royal Gold	698955	Registered	24
353	Royal Mist	1713223	Registered	24
354	Royal Mist	1713261	Registered	25
355	Royal Mohair	2118717	Registered	24
356	Royal Mohair	2118725	Registered	25
357	Royal Passion	2118722	Registered	25
358	Royal Pinnacle	698948	Registered	24
359	Royal Safari	933800	Registered	24
360	Royal Sensation	1713247	Registered	25
361	Royal Sensation	1713210	Registered	24
362	Sanman	1713264	Registered	25
363	Sapphire	449435	Registered	24
364	Sapphire	1147356	Registered	24

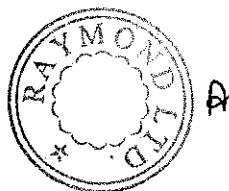


Sr.No	Trademark	Application No	Status	Class No
365	Sapphire	1148006	Registered	25
366	Sapphire Superfine	933799	Registered	24
367	Savoy	933798	Registered	24
368	Scintillate	933797	Registered	24
369	Scott Parker Italy	1357120	Registered	24
370	Senator	1161475	Registered	25
371	Senator	1151390	Registered	24
372	Silkline	1713220	Registered	24
373	Silver Arc	933795	Registered	24
374	Silver Drop	1147357	Registered	24
375	Silver Leaf	1147992	Registered	25
376	Silver Leaf	933794	Registered	24
377	Silver Oak	456570	Registered	24
378	Silver Spark	1167824	Registered	24
379	Silver Spark	1167828	Registered	25
380	Silver Spring	698949	Registered	24
381	Silverene	449438	Registered	24
382	Silverita	1147368	Registered	24
383	Solarium	449434	Registered	24
384	Sofrino	1147363	Registered	24
385	Solarium	1148033	Registered	25
386	Solarium	933793	Registered	24
387	Solitaire	698957	Registered	24
388	Sovereign	933792	Registered	24
389	Sparkalino	1713257	Registered	25
390	Sparkalino	1713219	Registered	24
391	Spectrum	1147370	Registered	24
392	Sphinx	933791	Registered	24
393	Spring Field	449439	Registered	24
394	Spring Field	1169231	Registered	24
395	Sterling	933790	Registered	24
396	Super Trovine	933789	Registered	24
397	Tasmania Collection	1697894	Registered	24
398	Tasmania Collection	1697895	Registered	25
399	Teral	926486	Registered	24
400	Teral	926488	Registered	25
401	Teral	1169232	Registered	25
402	Terool	1148004	Registered	25
403	Terool	175526	Registered	24
404	Terool	218324	Registered	24
405	Terool SUPERFINE	934790	Registered	24
406	Tesoro	1148001	Registered	25
407	Tesoro	933822	Registered	



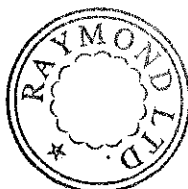
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Sr.No	Trademark	Application No	Status	Class No
408	The Applause Collection	1713227	Registered	25
409	The Applause Collection	1713190	Registered	24
410	The Lineage Line	1148016	Registered	25
411	The Lineage Line	1147983	Registered	24
412	The Lineage Line	698954	Registered	24
413	The Radiant Collection	933779	Registered	24
414	Thiya	1545935	Registered	40
415	Thiya	1545937	Registered	40
416	Trident	698952	Registered	24
417	Triumph	933820	Registered	24
418	Trivetta	1147366	Registered	24
419	Tropical Line	1147369	Registered	24
420	Tropique	1147361	Registered	24
421	Trovine	231002	Registered	24
422	Trovine	1147997	Registered	25
423	Uphar	1154816	Registered	24
424	Uphar	1151395	Registered	25
425	Ventura	1713196	Registered	24
426	Ventura	1713233	Registered	25
427	Viscount	933816	Registered	24
428	Prima White	2118728	Registered	25
429	Sanman	1713226	Registered	24
430	Stir	2455326	Registered	40
431	Stir	2455323	Registered	24
432	White Pearl	1697898	Registered	24
433	White Pearl	1697897	Registered	25
434	Cotton Luster	2118719	Registered	24
435	Author	2068377	Registered	25
436	Crux	2068378	Registered	25
437	Makers	2068379	Registered	25
438	Finale	2068380	Registered	25
439	Angle	2068381	Registered	25
440	Makers Finale	2068382	Registered	25
441	Parx Live Easy (Label)	2198813	Registered	24
442	Parx Live Easy (Label)	2198814	Registered	25
443	Aztec	2068898	Registered	25
444	Walk In With An Idea, Walk Out With A Wardrobe	2113353	Registered	24
445	Walk In With An Idea, Walk Out With A Wardrobe	2113354	Registered	25
446	Walk In With An Idea, Walk Out With A Wardrobe	2113355	Registered	35
447	Royal Passion	2118714	Registered	24



Sr.No	Trademark	Application No	Status	Class No
448	Terino	2118713	Registered	24
449	Silkline	1713220	Registered	24
450	Pure Design	2068893	Registered	24
451	Aurelia	1713248	Pending	25
452	Bandhan	1713225	Pending	24
453	Carolina Blanket	1713224	Pending	24
454	Carolina Blanket	1713262	Pending	25
455	Classic Mohair	1713217	Pending	24
456	Crescenzo	1713251	Pending	25
457	Emblazon	1713205	Pending	24
458	Emblazon	1713242	Pending	25
459	La Classique	1713260	Pending	25
460	La Sensation	1713200	Pending	24
461	Prima Nouva	1713234	Pending	25
462	Royal Elite	1713254	Pending	25
463	Silkline	1713258	Pending	25
464	Avant Garde	933784	Pending	24
465	Be	1514017	Pending	35
466	Cesere Paciotti Italy	1357104	Pending	24
467	Celestial Collection	1713192	Pending	24
468	Celestial Collection	1713229	Pending	25
469	Ceremonia	2642254	Pending	25
470	Ceremonial	2642253	Pending	24
471	Educate Empower Enrich	2446405	Pending	24
472	Educate Empower Enrich	2446406	Pending	25
473	Educate Empower Enrich	2446407	Pending	35
474	Emilio Brutini Italy	1357115	Pending	24
475	Eminence	933783	Pending	24
476	Hi Fashion	1713207	Pending	24
477	I Change My Look To Create My Trend (Tagline)	2611379	Pending	24
478	I Change My Look To Create My Trend (Tagline)	2611380	Pending	25
479	I Change My Look To Create My Trend (Tagline)	2611381	Pending	35
480	I Change My Look To Create My Trend (Tagline)	2611382	Pending	40
481	La Nouva	1713243	Pending	25
482	Laurel	933786	Pending	24
483	Makers Fashion For Us	2287989	Pending	25
484	Moschino Uomo Italy	1357128	Pending	24
485	Moschino Uomo Italy	1357110	Pending	24
486	Object D'art	933781	Pending	24

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Sr.No	Trademark	Application No	Status	Class No
487	Prima White	2118720	Pending	24
488	Pure Design	2068897	Pending	25
489	Royal Classico	933801	Pending	24
490	Royal Comfort	1713228	Pending	25
491	Royal Eclat	1713253	Pending	25
492	Solitaire	1148022	Pending	25
493	Stir	2455324	Pending	25
494	Stir	2455325	Pending	35
495	Terino	2118721	Pending	25
496	The Renaissance Collection	1148017	Pending	25
497	The Renaissance Collection	933785	Pending	24
498	The Renaissance Collection	1147984	Pending	24
499	Top Line	1147359	Pending	24
500	Trident	1147998	Pending	25
501	Tropicana	933819	Pending	24
502	Intimacy	2971219	Pending	24
503	Intimacy	2971220	Pending	25
504	Sharon	2971221	Pending	24
505	Sharon	2971222	Pending	25
506	Primerose	2971223	Pending	24
507	Adelina	3010357	Pending	24
508	Bridgetown	3010358	Pending	24
509	Be :	1028058	Registered	26
510	Be :	1050463	Registered	14
511	Be :	1028054	Registered	14
512	Be :	1014884	Registered	14
513	Be :	1014878	Registered	14
514	Be :	1028055	Registered	18
515	Be :	1050464	Registered	18
516	Be :	1014885	Registered	18
517	Be :	1014879	Registered	18
518	Be :	1050467	Registered	26
519	Be :	1014888	Registered	26
520	Be :	1014882	Registered	26
521	Be: Home	1668204	Registered	27
522	Be: Home	1668206	Registered	27
523	Mayflower	424928B	Registered	23
524	Mayflower	424926	Registered	22
525	Mayflower By Raymond	425384	Registered	23
526	Terool	175527	Registered	23
527	Raymond	306704	Registered	23
528	Raymond	2334318	Registered	22
529	Raymond	2334319	Registered	26

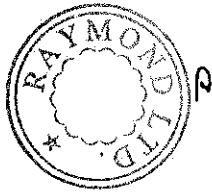
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Sr.No	Trademark	Application No	Status	Class No
530	Raymond	2334316	Registered	18
531	Raymond	2164595	Registered	14
532	Raymond	2164584	Registered	14
533	Makers Fashion For Us	2287986	Pending	14
534	Raymond Home	3234910	Pending	22
535	Raymond Home	3234910	Pending	22
536	Raymond Tailoring Academy (Hindi)	2210811	Registered	41
537	Signature Tune (Sound-Mark)	2293843	Registered	9
538	Stir	2455327	Registered	41
539	RAYMOND TAILORING CENTRE Alongwith 'Educate Empower Enrich'	2446404	Registered	41
540	Raymond Tailoring Academy (Urdu Label)	2210816	Pending	41
541	Skilled Tailoring Institute By Raymond	2455330	Pending	41
542	Raymond REWARDS	3183636	Pending	16



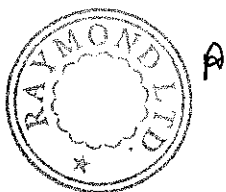
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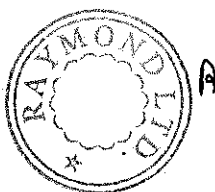
Raymond Limited - Trademarks outside India

Sr No.	Country	Status	TM	Class	Reg. No.
1	Afghanistan	Registered	Raymond	1	10825
2	Afghanistan	Pending	Raymond	25	569
3	Afghanistan	Pending	Raymond Made-to-Measure	25	2782
4	Bahrain	Registered	Raymond	24	20323
5	Bahrain	Registered	Raymond in Arabic	24	53741
6	Bahrain	Registered	Raymond in Arabic	25	53742
7	Bahrain	Registered	Sapphire	24	42144
8	Bahrain	Registered	Sherwani	24	42145
9	Bahrain	Registered	Terool	24	42146
10	Bahrain	Pending	Raymond	25	79336
11	Bahrain	Pending	Raymond Made-to-Measure	24	91180
12	Bahrain	Pending	Raymond Made-to-Measure	25	91181
13	Bahrain	Pending	Raymond Made-to-Measure	35	91182
14	Bahrain	Pending	Raymond Made-to-Measure	40	91179
15	Bangladesh	Registered	Raymond	24	63844
16	Bangladesh	Pending	Raymond	25	63845
17	Bangladesh	Pending	Raymond Made-to-Measure	25	176900
18	Bangladesh	Pending	Raymond Made-to-Measure	35	176901
19	Bangladesh	Pending	Raymond Made-to-Measure	40	176902
20	Bangladesh	Pending	Sapphire	24	83797
21	Bangladesh	Pending	Sherwani	24	83798
22	Bangladesh	Pending	Terool	24	83804
23	Brazil	Registered	Raymond	25	828780625
24	Brazil	Registered	Raymond	24	828780765
25	Canada	Registered	Raymond	25	TMA 636425
26	Canada	Registered	Raymond	24	TMA 636425 Amend (1)
27	Canada	Pending	Raymond Made-to-Measure	Multi class	1690945
28	China	Registered	Raymond	24	1384022
29	China	Registered	Raymond	25	5608635
30	CTM	Registered	Stafford	25	004423851
31	Egypt	Registered	Raymond	24	197723
32	Egypt	Pending	Raymond	25	197724



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Sr No.	Country	Status	TM	Class	Reg. No.
33	European Union-CTM	Registered	Raymond Made-to-Measure	25	012984282
34	European Union-CTM	Registered	Raymond Made-to-Measure	25	012984217
35	France	Registered	Raymond	24	63454666
36	Guatemala	Registered	Raymond	24	199971
37	Hong Kong	Registered	RAYMOND	24	301562689
38	Hong Kong	Registered	Raymond Made-to-Measure	25	303094137
39	Indonesia	Registered	Raymond	25	IDM000163561
40	Indonesia	Registered	Raymond	24	450380
41	Indonesia	Registered	Raymond	24	R0020087002001
42	Iran	Registered	Raymond	24	171873
43	Iran	Registered	Raymond	25	172257
44	Italy	Registered	Raymond	24	000 1236956
45	Japan	Registered	Raymond	24	5163086
46	Japan	Pending	Raymond	25	2007 127757
47	Jordan	Registered	Raymond	24	91084
48	Jordan	Registered	Raymond	25	94536
49	Kenya	Pending	Raymond	23	48479
50	Kenya	Pending	Raymond	24	48480
51	Kenya	Pending	Raymond	25	48481
52	Korea	Registered	Raymond	24	466584
53	Korea	Pending	Raymond	25	40-2007-7634
54	Kuwait	Registered	Raymond in English	40	86952
55	Kuwait	Registered	Raymond in Arabic	24	77800
56	Kuwait	Registered	Raymond	24	85638
57	Kuwait	Pending	Raymond In Arabic	25	83115
58	Kuwait	Pending	Sapphire	24	65731
59	Kuwait	Pending	Sherwani	24	65733
60	Lebanon	Registered	RAYMOND	24	129272
61	Malaysia	Registered	Raymond (label)	25	2010021503
62	Mexico (Marca)	Registered	Raymond	24	1013563
63	Mexico (Marca)	Pending	Raymond	25	841177
64	Nepal	Registered	Raymond Made-to-Measure	35	39467
65	Nepal	Registered	Raymond	24	15560-057
66	New Zealand	Registered	Raymond	24	763092
67	New Zealand	Registered	Raymond	24	993277
68	Nigeria	Pending	Raymond	24	F/TM/O/2014/16970
69	Nigeria	Pending	Raymond	24	F/TM/O/2014/16970
70	Nigeria	Pending	Raymond	18	F/TM/O/2014/16977



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Sr No.	Country	Status	TM	Class	Reg. No.
71	Nigeria	Pending	Raymond	14	F/T/M/O/2014/16971
72	Nigeria	Pending	Raymond	18	F/T/M/O/2014/16972
73	Nigeria	Pending	Raymond	18	F/T/M/O/2014/16974
74	Nigeria	Pending	Raymond	18	F/T/M/O/2014/16975
75	Nigeria	Pending	The Raymond Shop	35	F/TM/O/2014/16976
76	Oman	Registered	Raymond Made-to-Measure	35	73202
77	Oman	Registered	Raymond in Arabic	24	43819
78	Oman	Registered	Raymond Made-to-Measure	24	73200
79	Oman	Registered	Raymond Made-to-Measure	25	73201
80	Oman	Registered	Raymond Made-to-Measure	40	73203
81	Oman	Registered	Raymond in English	25	60390
82	Oman	Registered	Raymond in English	35	60391
83	Oman	Registered	Raymond in English	40	60389
84	Oman	Registered	Raymond in Arabic	25	43820
85	Oman	Registered	Raymond	24	12942
86	Oman	Registered	Sapphire	24	33750
87	Oman	Registered	Sherwani	24	33748
88	Oman	Registered	Terool	24	33751
89	Pakistan	Registered	Raymond	24	96183
90	Pakistan	Pending	Raymond	35	334562
91	Pakistan	Pending	Raymond	40	334563
92	Pakistan	Pending	The Raymond Shop	24	334590
93	Pakistan	Pending	The Raymond Shop	25	334593
94	Pakistan	Pending	The Raymond Shop	35	334596
95	Pakistan	Pending	The Raymond Shop	40	334597
96	Pakistan	Pending	The Raymond Shop (urdu)	35	334598
97	Pakistan	Pending	Raymond Made-to-Measure	24	334581
98	Pakistan	Pending	Raymond Made-to-Measure	25	334584
99	Pakistan	Pending	Raymond Made-to-Measure	35	334585
100	Pakistan	Pending	Raymond Made-to-Measure	40	334587
101	Philippines	Registered	Raymond	24	4-2006-008354
102	Qatar	Registered	Raymond in Arabic	25	43216
103	Qatar	Registered	Raymond	24	32934
104	Qatar	Registered	Raymond in Arabic	24	43215
105	Qatar	Registered	Sapphire	24	32937
106	Qatar	Registered	Sherwani	24	32936

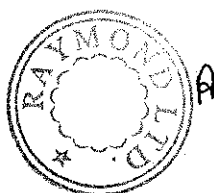
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Sr No.	Country	Status	TM	Class	Reg. No.
107	Qatar	Registered	Terool	24	32932
108	Qatar	Pending	Raymond Made-to-Measure	35	73519
109	Qatar	Pending	Raymond Made-to-Measure	40	73520
110	Qatar	Pending	Raymond Made-to-Measure	25	73518
111	Qatar	Pending	Raymond Made-to-Measure	24	73517
112	Qatar	Pending	Raymond	25	60212
113	Qatar	Pending	Raymond	35	60214
114	Qatar	Pending	Raymond	40	60215
115	Qatar	Pending	The Raymond Shop in Arabic	35	60213
116	Russia	Registered	Raymond	25	339710
117	Russia	Registered	Raymond	24	339989
118	Saudi Arabia	Registered	Raymond	24	448-69
119	Saudi Arabia	Registered	Raymond Made-to-Measure	40	1468-13
120	Saudi Arabia	Registered	Raymond Made-to-Measure	35	1467-89
121	Saudi Arabia	Registered	Raymond Made-to-Measure	25	1468-21
122	Saudi Arabia	Registered	Raymond Made-to-Measure	24	1468-25
123	Saudi Arabia	Registered	Sapphire	24	1-788
124	Saudi Arabia	Registered	Sherwani	24	73-813
125	Saudi Arabia	Registered	Terool	24	2-788
126	Saudi Arabia	Registered	Raymond in Arabic	24	1183-14
127	Saudi Arabia	Registered	Raymond in Arabic	40	1182-83
128	Saudi Arabia	Registered	Raymond in Arabic	35	1183-15
129	Saudi Arabia	Registered	Raymond in English	40	1183-16
130	Saudi Arabia	Registered	Raymond in English	35	1182-83
131	Singapore	Registered	Raymond	25	T0623271D
132	Singapore	Registered	Raymond Made-to-Measure	25	T 1412636 G
133	South Africa	Registered	Raymond	24	2004-10659
134	South Africa	Pending	Raymond	24	2007-05060
135	Sri Lanka	Registered	Raymond	24	103004
136	Sri Lanka	Registered	Sapphire	24	119823
137	Sri Lanka	Registered	Terool	24	119819
138	Sri Lanka	Pending	Raymond Made-to-Measure	25	190011
139	Sri Lanka	Pending	Raymond Made-to-Measure	35	190013
140	Sri Lanka	Pending	Raymond Made-to-Measure	40	190012

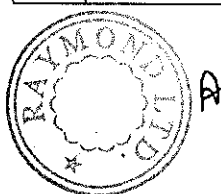


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Sr No.	Country	Status	TM	Class	Reg. No.
141	Syria	Pending	Raymond	25	2052
142	Syria	Pending	Raymond	25	1989
143	Taiwan	Registered	Raymond	24	870205
144	Taiwan	Registered	Raymond	25	1304386
145	Thailand	Registered	Raymond	24	KOR233919
146	Thailand	Registered	Raymond	25	KOR223927
147	Thailand	Pending	Raymond Made-to-Measure	40	957180
148	Thailand	Pending	Raymond Made-to-Measure	35	957179
149	Thailand	Pending	Raymond Made-to-Measure	25	957178
150	Turkey	Registered	Raymond	24	2007-10368
151	Turkey	Registered	Raymond	25	2007-10372
152	UAE	Registered	Raymond in English	40	104111
153	UAE	Registered	Sapphire	24	49947
154	UAE	Registered	Sherwani	24	52551
155	UAE	Registered	Terool	24	49945
156	UAE	Pending	Raymond in Arabic	24	136410
157	UAE	Pending	Raymond in Arabic	25	136411
158	UAE	Pending	Raymond	25	136412
159	UAE	Pending	Raymond	35	136413
160	UAE	Pending	The Raymond Shop	35	199016
161	UAE	Pending	The Raymond Shop in Arabic	35	136417
162	UAE	Pending	Raymond Made-to-Measure	40	169805
163	UAE	Pending	Raymond Made-to-Measure	35	169804
164	UAE	Pending	Raymond Made-to-Measure	25	169803
165	UAE	Pending	Raymond Made-to-Measure	24	169802
166	UK	Registered	Raymond	25	2434379
167	USA	Registered	Raymond	24	3141169
168	Vietnam	Registered	Raymond	24	109096
169	Austria	Registered	Park Avenue	24	AM 1724 -2007
170	Bahrain	Registered	Park Avenue in Arabic	24	53739
171	Bahrain	Registered	Park Avenue in Arabic	25	53740
172	Bahrain	Registered	Park Avenue by Raymond	24	128-2001
173	Bahrain	Registered	Park Avenue by Raymond	25	129-2001
174	Bahrain	Registered	Park Avenue	25	79339
175	Bangladesh	Registered	Park avenue	24	63843
176	Benelux	Registered	Park Avenue	24	1130849

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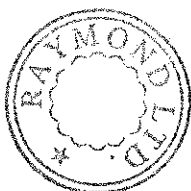
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Sr No.	Country	Status	TM	Class	Reg. No.
177	Bulgaria	Registered	Park Avenue	25	94463
178	China	Registered	Park Avenue	18	9800141375
179	China	Registered	Park Avenue	3	9800141374
180	China	Registered	Park Avenue	24	5608639
181	China	Registered	Park Avenue	25	5608638
182	Cyprus	Registered	Park Avenue	24	73608
183	Cyprus	Registered	Park Avenue	25	73609
184	Czech Republic	Registered	Park Avenue	24	446249
185	Denmark	Registered	Park Avenue	25	VA200701019
186	Estonia	Registered	Park Avenue	24	M200700324
187	Finland	Registered	Park Avenue	25	T200700760
188	France	Registered	Park Avenue	24	63454670
189	Germany	Registered	Park Avenue	25	30715827.6/25
190	Great Britain	Registered	Park Avenue By Raymond	25 Series of 4	2135018
191	Greece	Registered	Park Avenue	24	152316
192	Hungary	Registered	Park Avenue	25	M0700797
193	Indonesia	Registered	Park Avenue	18	D 9821165
194	Indonesia	Registered	Park Avenue	25	D 9821163
195	Iran	Registered	Park Avenue	24	85072007
196	Iran	Registered	Park Avenue	25	85072006
197	Ireland (Irish)	Registered	Park Avenue	25	235993 (2007/00580)
198	Italy	Registered	Park Avenue	25	2661
199	Jordan	Registered	Park Avenue	24	91116
200	Jordan	Registered	Park Avenue	25	91117
201	Kenya	Registered	Park Avenue	25	60787
202	Korea	Registered	Park Avenue	18	1998-0033030
203	Korea	Registered	Park Avenue	25	1998-0033031
204	Korea	Registered	Park Avenue	3	98-33029
205	Korea	Registered	Park Avenue	25	2007-7636
206	Kuwait	Registered	Park Avenue in Arabic	24	83118
207	Kuwait	Registered	Park Avenue in Arabic	25	83119
208	Latvia	Registered	Park Avenue	24	M-07-321
209	Lithuania	Registered	Park Avenue	25	2007 0516
210	Malaysia	Registered	Park Avenue	25	2006-18082
211	Malaysia	Registered	Park Avenue	25	2010021510
212	Malta	Registered	Park Avenue	24	46273
213	Mexico (Marca)	Registered	Park Avenue	25	841181
214	Oman	Registered	Park Avenue in Arabic	24	43823
215	Oman	Registered	Park Avenue in Arabic	25	43824
216	Oman	Registered	Park Avenue by	24	24690

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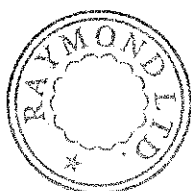
For Raymond LIMITED



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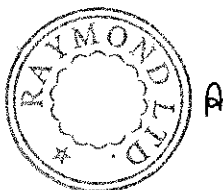
Ashir

Sr No.	Country	Status	TM	Class	Reg. No.
			Raymond		
217	Oman	Registered	Park Avenue by Raymond	25	24691
218	Oman	Registered	Park Avenue in English	25	60386
219	Pakistan	Registered	Park Avenue	24	233562
220	Pakistan	Registered	Park Avenue	25	210199
221	Philippines	Registered	Park Avenue	25	4-2006-008355
222	Portugal	Registered	Park Avenue	24	412733
223	Poland	Registered	Park Avenue	24	Z-322376
224	Qatar	Registered	Park Avenue in Arabic	24	43219
225	Qatar	Registered	Park Avenue in Arabic	25	43220
226	Qatar	Registered	Park Avenue by Raymond	25	26475
227	Qatar	Registered	Park Avenue by Raymond	24	26474
228	Romania	Registered	Park Avenue	24	M 2007002598
229	Russia	Registered	Park Avenue	24	2006719935
230	Russia	Registered	Park Avenue	25	2006719936
231	Saudi Arabia	Registered	Park Avenue in Arabic	3	1367-63
232	Saudi Arabia	Registered	Park Avenue	3	1367-62
233	Singapore	Registered	Park Avenue	24	T06 23275G
234	Singapore	Registered	Park Avenue	25	T06 23276E
235	Slovak Republic	Registered	Park Avenue	25	0479 2007
236	Slovenia	Registered	Park Avenue	25	Z 200770334
237	Spain	Registered	Park Avenue	25	M2759833
238	Sri Lanka	Registered	Park Avenue by Raymond	18	103002
239	Sri Lanka	Registered	Park Avenue by Raymond	3	103003
240	Sri Lanka	Registered	Park Avenue by Raymond	24	103001
241	Sri Lanka	Registered	Park Avenue by Raymond	25	103000
242	Taiwan	Registered	Park Avenue	18	87060685
243	Taiwan	Registered	Park Avenue	3	87060684
244	Taiwan	Registered	Park Avenue	25	96007473
245	Thailand	Registered	Park Avenue by Raymond	25	523245
246	Thailand	Registered	Park Avenue	24	638175
247	Turkey	Registered	Park Avenue	24	2007 10365
248	Turkey	Registered	Park Avenue	25	2007 10370
249	UK	Registered	Park Avenue	25	2434382
250	UAE	Registered	Park Avenue by Raymond	25	8609
251	Vietnam	Registered	Park Avenue	25	4-2006-2091

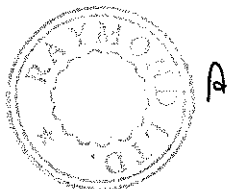


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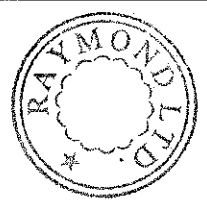
Sr No.	Country	Status	TM	Class	Reg. No.
252	Bahrain	Registered	Parx Comfortwear	25	131-2001
253	Bahrain	Registered	Parx comfortwear	24	130-2001
254	Bahrain	Registered	Parx in Arabic	24	53737
255	Bahrain	Registered	Parx in Arabic	25	53738
256	Bangladesh	Registered	Parx	24	63847
257	Brazil	Registered	Parx	24	828780609
258	Brazil	Registered	Parx	25	828780617
259	China	Registered	Parx	24	5608637
260	China	Registered	Parx	25	5608636
261	Egypt	Registered	Parx	24	197729
262	Egypt	Registered	Parx	25	197730
263	Indonesia	Registered	Parx	24	D00-2006 032475
264	Iran	Registered	Parx	24	85081782
265	Iran	Registered	Parx	25	85100604
266	Italy	Registered	Parx	24	2662
267	Japan	Registered	Parx	25	2007-020731
268	Jordan	Registered	Parx	24	91118
269	Jordan	Registered	Parx	25	91119
270	Kenya	Registered	Parx	24	60788
271	Republic of Korea (South)	Registered	Parx	24	40-2007-0007637
272	Kuwait	Registered	Parx in Arabic	24	83112
273	Kuwait	Registered	Parx in Arabic	25	83113
274	Malaysia	Registered	Parx	24	2006-18079
275	Malaysia	Registered	Parx	25	2006-18078
276	Malaysia	Registered	Parx	14	2010021502
277	Malaysia	Registered	Parx	18	2010021501
278	Malaysia	Registered	Parx	25	2010021500
279	Mexico (Marca)	Registered	Parx	24	841173
280	Oman	Registered	Parx Comfortwear	24	24692
281	Oman	Registered	Parx Comfortwear	25	24693
282	Oman	Registered	Parx in Arabic	24	43825
283	Oman	Registered	Parx in Arabic	25	43826
284	Pakistan	Registered	Parx	24	233561
285	Pakistan	Registered	Parx	25	210200
286	Philippines	Registered	Parx	25	4-2006-008353
287	Qatar	Registered	Parx	24	26476
288	Qatar	Registered	Parx	25	26477
289	Qatar	Registered	Parx in Arabic	24	43221
290	Qatar	Registered	Parx in Arabic	25	43222
291	Russia	Registered	Parx	24	2006719937



Sr No.	Country	Status	TM	Class	Reg. No.
292	Russia	Registered	Parx	25	2006719938
293	Saudi Arabia	Registered	Parx Comfortwear	24	69057
294	Saudi Arabia	Registered	Parx Comfortwear	25	69058
295	Saudi Arabia	Registered	Parx in Arabic	25	149736
296	Saudi Arabia	Registered	Parx in English	25	149698
297	Singapore	Registered	Parx	24	T06 23278A
298	Singapore	Registered	Parx	25	T06 23279Z
299	Sri Lanka	Registered	Parx Comfortwear	24	101922
300	Sri Lanka	Registered	Parx Comfortwear	25	101921
301	Taiwan	Registered	Parx	25	96007471
302	Thailand	Registered	Parx	25	523246
303	Turkey	Registered	PARX	24	2007 10367
304	UAE	Registered	Parx	25	136415
305	UAE	Registered	Parx Comfortwear	25	43932
306	UAE	Registered	Parx Comfortwear	24	43931
307	Vietnam	Registered	Parx	24	4-2006-20920
308	Austria	Registered	BE	24	AM 1725-2007
309	Bahrain	Registered	Be:	24	30355
310	Bahrain	Registered	Be:	25	30356
311	Benelux	Registered	BE	25	1130843
312	Bulgaria	Registered	BE	25	94464
313	China	Registered	Be:	24	5655402
314	China	Registered	Be:	25	5655403
315	Czech Republic	Registered	BE	25	446250
316	Denmark	Registered	BE	25	VA 2007 01020
317	Egypt	Registered	BE	25	197732
318	Estonia	Registered	BE	24	M200700325
319	France	Registered	BE	24	063454667
320	Germany	Registered	BE	25	30715828.4/25
321	Hungary	Registered	BE	25	M0700796
322	Indonesia	Registered	BE	24	D00 2006032472
323	Indonesia	Registered	BE	25	D00 2006032473
324	Iran	Registered	Be:	24	85081783
325	Iran	Registered	Be:	25	85081784
326	Ireland	Registered	BE	24	2007 00581
327	Italy	Registered	BE:	25	TO2006C2663
328	Japan	Registered	BE:	24	2007 024807
329	Jordan	Registered	BE:	24	91082
330	Jordan	Registered	BE:	25	91083
331	Kenya	Registered	BE:	25	60789
332	Korea	Registered	BE:	25	2007-1190



Sr No.	Country	Status	TM	Class	Reg. No.
333	Latvia	Registered	BE:	25	M 07322
334	Lithuania	Registered	BE:	24	20071156
335	Malaysia	Registered	BE	24	06018081
336	Malta	Registered	BE:	25	46276
337	Malta	Registered	BE:	24	46275
338	Mexico (Marca)	Registered	BE:	25	841179
339	Oman	Registered	BE:	24	26469
340	Oman	Registered	BE:	25	26470
341	Pakistan	Registered	BE:	24	233559
342	Pakistan	Registered	BE:	14	210203
343	Pakistan	Registered	BE:	18	210204
344	Pakistan	Registered	BE:	25	210202
345	Pakistan	Registered	BE:	26	210205
346	Philippines	Registered	BE	24	4-2006-008356
347	Philippines	Registered	BE	25	4-2006-008356
348	Portugal	Registered	BE:	24	412735
349	Portugal	Registered	BE:	25	412735
350	Qatar	Registered	BE:	24	26478
351	Qatar	Registered	BE:	25	26479
352	Romania	Registered	BE:	24	M 2007002599
353	Russia	Registered	BE:	24	2006719939
354	Saudi Arabia	Registered	BE:	24	73547
355	Saudi Arabia	Registered	BE:	25	73548
356	Saudi Arabia	Registered	BE:	24	118037
357	Saudi Arabia	Registered	BE:	25	118038
358	Singapore	Registered	BE:	24	T0623280C
359	Singapore	Registered	BE:	25	T0623281A
360	Slovak Republic	Registered	BE:	24	0478 2007
361	Slovenia	Registered	BE:	25	Z 200770333
362	Sri Lanka	Registered	BE:	24	105347
363	Sri Lanka	Registered	BE:	25	105346
364	Taiwan	Registered	BE:	24	096007470
365	Thailand	Registered	BE:	25	523247
366	Thailand	Registered	BE:	24	638177
367	Turkey	Registered	BE:	24	2007 10364
368	Turkey	Registered	BE:	25	2007 10369
369	UAE	Registered	BE:	24	44646
370	UAE	Registered	BE:	25	44647
371	UK	Registered	BE:	24	2434384
372	Vietnam	Registered	BE:	24	4-2006-20918
373	Austria	Registered	Manzoni	25	AM 1726 2007

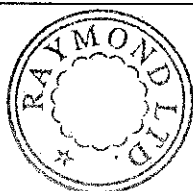


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Sr No.	Country	Status	TM	Class	Reg. No.
374	Bahrain	Registered	Manzoni	25	42147
375	Bahrain	Registered	Manzoni in Arabic	24	53743
376	Bahrain	Registered	Manzoni in Arabic	25	53744
377	Benelux(Belgiem, Luxembourg, Netherland)	Registered	Manzoni	25	1130845
378	Brazil	Registered	Manzoni	24	828780579
379	China	Registered	Manzoni	24	5608641
380	China	Registered	Manzoni	25	5608640
381	Czech Republic	Registered	Manzoni	24	446251
382	Denmark	Registered	Manzoni	25	VR200800147
383	Egypt	Registered	Manzoni	24	197725
384	Estonia	Registered	Manzoni	25	M200700323
385	France	Registered	Manzoni	25	063454669
386	Germany	Registered	Manzoni	25	30715826.8/25
387	Greece	Registered	Manzoni	25	152315
388	Hungary	Registered	Manzoni	24	M0700798
389	Indonesia	Registered	Manzoni	24	D00-2006032478
390	Indonesia	Registered	Manzoni	25	D00-2006032479
391	Iran	Registered	Manzoni	24	85072005
392	Iran	Registered	Manzoni	25	85072004
393	Ireland	Registered	Manzoni	24	2007/00579
394	Italy	Registered	Manzoni	25	002659
395	Japan	Registered	Manzoni	25	2007-020730
396	Jordan	Registered	Manzoni	24	91080
397	Jordan	Registered	Manzoni	25	91081
398	Kenya	Registered	Manzoni	25	60786
399	Kuwait	Registered	Manzoni	25	58819
400	Kuwait	Registered	Manzoni in Arabic	24	83116
401	Kuwait	Registered	Manzoni in Arabic	25	83117
402	Latvia	Registered	Manzoni	24	M 07 320
403	Lithuania	Registered	Manzoni	25	20070515
404	Malaysia	Registered	Manzoni	24	2006-18077
405	Malaysia	Registered	Manzoni	25	2006-18076
406	Oman	Registered	Manzoni	25	33752
407	Oman	Registered	Manzoni in Arabic	24	43821
408	Oman	Registered	Manzoni in Arabic	25	43822
409	Pakistan	Registered	Manzoni	24	233560
410	Pakistan	Registered	Manzoni	25	210201
411	Philippines	Registered	Manzoni	25	4-2006-008352
412	Portugal	Registered	Manzoni	24	412731
413	Qatar	Registered	Manzoni	25	32933



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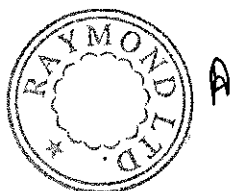
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Sr No.	Country	Status	TM	Class	Reg. No.
414	Qatar	Registered	Manzoni in Arabic	24	43217
415	Qatar	Registered	Manzoni in Arabic	25	43218
416	Russia	Registered	Manzoni	24	2006719933
417	Saudi Arabia	Registered	Manzoni	25	90709
418	Saudi Arabia	Registered	Manzoni in Arabic	25	149701
419	Singapore	Registered	Manzoni	24	T0623272B
420	Singapore	Registered	Manzoni	25	T0623274I
421	Slovenia	Registered	Manzoni	24	Z-200770335
422	Slovak Republic	Registered	Manzoni	25	0480 2007
423	Spain	Registered	Manzoni	25	M2759832
424	Sri Lanka	Registered	Manzoni	25	119820
425	Taiwan	Registered	Manzoni	24	096007472
426	Thailand	Registered	Manzoni	25	528890
427	Thailand	Registered	Manzoni	24	638178
428	Turkey	Registered	Manzoni	24	2007 10366
429	UAE	Registered	Manzoni	25	61811
430	UK	Registered	Manzoni	24	2434380
431	Vietnam	Registered	Manzoni	25	4-2006-20919
432	Bahrain	Registered	Notting Hill	25	79335
433	Kuwait	Registered	Notting Hill	25	108210
434	Oman	Registered	Notting Hill	25	60387
435	Saudi Arabia	Registered	Notting Hill in Arabic	25	149700
436	Saudi Arabia	Registered	Notting Hill in English	25	149699
437	UAE	Registered	Notting Hill	25	136416
438	Bangladesh	Pending	Park Avenue	25	63842
439	Brazil	Pending	Park Avenue	24	828780587
440	Brazil	Pending	Park Avenue	25	828780595
441	Canada	Pending	Park Avenue	25	1318144
442	Egypt	Pending	Park Avenue	24	197727
443	Egypt	Pending	Park Avenue	25	197728
444	Estonia	Pending	Park Avenue	25	M200700324
445	Indonesia	Pending	Park Avenue	24	D00.2006.032477
446	Japan	Pending	Park Avenue	25	2007-036896
447	Kuwait	Pending	Park Avenue in English	25	108211
448	Malaysia	Pending	Park Avenue	14	2010021504
449	Malaysia	Pending	Park Avenue	18	2010021511
450	Malta	Pending	Park Avenue	25	46274
451	Mexico (Marca)	Pending	Park Avenue	24	841176
452	Pakistan	Pending	BIRD	25	334559
453	Poland	Pending	Park Avenue	25	Z-322376
454	Portugal	Pending	Park Avenue	25	412733

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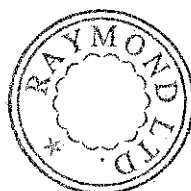
Ashraf

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Sr No.	Country	Status	TM	Class	Reg. No.
455	Saudi Arabia	Pending	Park Avenue Arabic	3	156679
456	Saudi Arabia	Pending	Park Avenue in English	3	156680
457	South Africa	Pending	Park Avenue	24	2007 05063
458	South Africa	Pending	Park Avenue	25	2007 05064
459	Sweden	Pending	Park Avenue	25	2007 02237
460	Bangladesh	Pending	Parx	24	63847
461	Bangladesh	Pending	Parx	25	63846
462	Canada	Pending	Parx	25	1318146
463	Indonesia	Pending	Parx	25	D00- 2005 32476
464	Kuwait	Pending	Parx	25	108212
465	Nepal	Pending	Parx	24	29278
466	Portugal	Pending	Parx	24	2310913
467	South Africa	Pending	Parx	24	2007 05065
468	South Africa	Pending	Parx	25	2007 05066
469	Thailand	Pending	Parx	24	638176
470	Turkey	Pending	PARX	25	2007 10371
471	pakistan	Pending	STAG	24	334566
472	Bangladesh	Pending	BE:	24	72793
473	Brazil	Pending	BE:	24	828780633
474	Cyprus	Pending	BE:	24	73604
475	Egypt	Pending	BE:	24	197731
476	Finland	Pending	BE:	24	T 200700759
477	Mexico (Marca)	Pending	BE:	24	841174
478	South Africa	Pending	BE:	24	2007 05067
479	Spain	Pending	BE:	24	M 2759834
480	USA	Pending	BE:	24	77052240
481	Bangladesh	Pending	BE:	25	72794
482	Cyprus	Pending	BE:	25	73605
483	Nepal	Pending	BE:	25	2007 29277
484	PAKISTAN	Pending	BE:	25	210202
485	Russia	Pending	BE:	25	2006719940
486	Bangladesh	Pending	Manzoni	25	83801
487	Brazil	Pending	Manzoni	25	828780560
488	Cyprus	Pending	Manzoni	24	73606
489	Cyprus	Pending	Manzoni	25	73607
490	Nepal	Pending	Manzoni	24	2007 29282
491	Nepal	Pending	Manzoni	25	2007 29283
492	Kuwait	Pending	Manzoni	25	65735
493	Poland	Pending	Manzoni	25	Z-322377
494	South Africa	Pending	Manzoni	24	2007 05061
495	South Africa	Pending	Manzoni	25	2007 05062

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Sr No.	Country	Status	TM	Class	Reg. No.
496	Turkey	Pending	Manzoni	25	2007 10363
497	Qatar	Pending	Notting Hill	25	60211
498	Kuwait	Pending	Notting Hill	25	108210

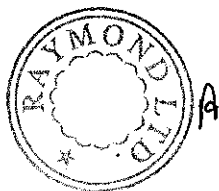
RAYMOND LIMITED DESIGN APPLICATION PENDING AND REGISTERED					
Sr.No	Status	Appl. No.	App. Date	Design	Applicant
1	Registered	140158	21-Aug-72	A Trouser	The Raymond Woollen Mills Ltd
2	Registered	227405	23-Feb-10	BOX (Package)	Raymond Limited
3	Registered	255700	7-Aug-13	Bottle (Lokusdesign)	Raymond Limited
4	Pending	255707	7-Aug-13	Bottle (Lokusdesign)	Raymond Limited
5	Registered	255701	7-Aug-13	Bottle (Lokusdesign)	Raymond Limited
6	Registered	255702	7-Aug-13	Bottle (Lokusdesign)	Raymond Limited
7	Registered	255703	7-Aug-13	Bottle (Lokusdesign)	Raymond Limited
8	Registered	255704	7-Aug-13	Bottle (Lokusdesign)	Raymond Limited

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Adhish
Authorised Signatory

RAYMOND LIMITED - PATENT APPLICATIONS				
Sr. No.	Patent	Application No.	Appl. Date	Publication Date
1	DEFOGILL MACHINE	20162102309	5-Jul-16	21-Oct-16
2	An intimate blend of fabric and preparation method (PVW Fabric)	201821019954	28-May-18	
3	System and Method for Maximizing the Productivity of Recombing Gill Boxes	2277/MUM/2013A	5-Jul-13	12-Jul-13



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Raymond Limited – Copyright – Registered

Sr.No.	CR. Reg. No.	CR. Reg. Date	Title of Work -- Copyright
1	A-52427/93	20-Dec-1993	Raymond
2	A-72957/2005	10-May-2005	Grandeur
3	A-72959/2005	10-May-2005	The Lineage Line
4	A-72961/2005	10-May-2005	Manzoni
5	A-73000/2005	10-May-2005	Trovine
6	A-73002/2005	10-May-2005	Rare Distinction
7	A-72998/2005	10-May-2005	Tesoro
8	A-73047/2005	11-May-2005	Royal Gold
9	A-72991/2005	10-May-2005	The Gold Leaf Collection
10	A-86732/2009	28-Aug-09	Stencil {Made To Measure}
11	A-92757/2012	13-Jul-12	Park Avenue Mnemonic
12	A-90719/2011	7-Apr-11	Top Line
13	A-90723/2011	7-Apr-11	Trident
14	A- 90901/2011	18-Jul-11	Tailor;S Circle
15	A- 100038/2013	2-May-11	Makers Fashion For Us
16	A- 106486/2013	10-Oct-13	Makers (Logo)
17	A-114214/2015	9th Oct 2015	Stencil-For Shirts

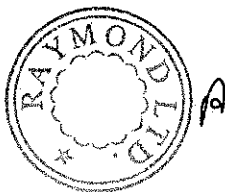
Raymond Limited – Copyright – Pending

Sr.No	Application Date	Title of Work -- Copyright
1	11.02.2016	Techno Smart
2	29-Sep-07	Park Avenue
3	11-Jul-13	Next Look....Raymond
4		Raymond Rewards

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For **Raymond** LIMITED

Ashish

Authorised Signatory

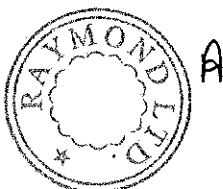


SCHEDULE B

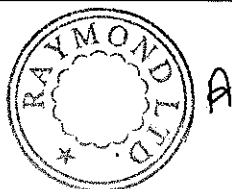
RAL INTELLECTUAL PROPERTY RIGHTS

Raymond Apparel Limited - Trademarks in India

Sr.NO.	TM's	Reg. No.	Status	Class
1	Atman	1337805	Registered	25
2	Avenue	1738819	Registered	24
3	Avenue	1738820	Registered	25
4	Avenue	1738821	Registered	35
5	Avenue	1738822	Registered	40
6	Catch up with life	1684773	Registered	25
7	Catch up with life	1684774	Registered	35
8	Denimlites	810692	Registered	25
9	Denimlites	810693	Registered	25
10	Eagle	2100801	Registered	24
11	Eagle	2100802	Registered	25
12	Eagle	2100803	Registered	35
13	Fine Legwear Park Avenue by Raymond	682005	Registered	25
14	Graphics	1150724	Registered	25
15	Lightening Mnemonic	1684775	Registered	25
16	Lightening Mnemonic	1684776	Registered	35
17	Lo Crush	890077	Registered	24
18	Lo Crush	890078	Registered	25
19	Manzoni	2085392	Registered	3
20	Manzoni	2085393	Registered	6
21	Manzoni	2085394	Registered	8
22	Manzoni	2085395	Registered	9
23	Manzoni	2085396	Registered	14
24	Manzoni	2085397	Registered	16
25	Manzoni	2085398	Registered	18
26	Manzoni	2085399	Registered	21
27	Manzoni	2085402	Registered	30
28	Manzoni	1536647	Registered	35
29	Manzoni	1536648	Registered	40
30	Men in Parx	1151868	Registered	25
31	Neckties and More	1689603	Registered	25
32	Neckties and More	1689604	Registered	35
33	Notting Hill	2085388	Registered	25
34	Notting Hill	1482197	Registered	24
35	Notting Hill	1482198	Registered	25
36	Notting Hill	2085381	Registered	3
37	Notting Hill	2085382	Registered	6
38	Notting Hill	2085383	Registered	8
39	Notting Hill	2085384	Registered	8



40	Notting Hill	2085385	Registered	14
41	Notting Hill	2085386	Registered	16
42	Notting Hill	2085387	Registered	18
43	Notting Hill	2085387	Registered	21
44	Notting Hill	2085389	Registered	24
45	Notting Hill	2085390	Registered	25
46	Notting Hill	2085391	Registered	30
47	Og [LABEL]	1120335	Registered	25
48	Og	1120336	Registered	24
49	Og Zero Gravity Wrinkle Free Chinos	1120337	Registered	25
50	Og Zero Gravity Chinos	1120338	Registered	24
51	PA	459714	Registered	25
52	Park	1738815	Registered	24
53	Park	1738816	Registered	25
54	Park	1738817	Registered	35
55	Park	1738818	Registered	40
56	Park Avenue	459715	Registered	25
57	Park Avenue	2085404	Registered	6
58	Park Avenue	2085406	Registered	9
59	Park Avenue	2085407	Registered	14
60	Park Avenue	2085408	Registered	16
61	Park Avenue	2085409	Registered	18
62	Park Avenue	2085411	Registered	24
63	Park Avenue	2085412	Registered	25
64	Park Avenue	2085413	Registered	30
65	Park Avenue	1151867	Registered	25
66	Park Avenue	1521301	Registered	40
67	Park Avenue	1708671	Registered	24
68	Park Avenue	1514015	Registered	35
69	Park Avenue	2043607	Registered	9
70	Park Avenue Classic Fit (coloured label)	682007	Registered	25
71	Park Avenue Emblem	742326	Registered	25
72	Park Avenue Emblem	742325	Registered	16
73	Park Avenue Fine Crafted Shirts	699284	Registered	25
74	Park Avenue Luxus with an Eagle Device	2362954	Registered	26
75	Park Avenue Relaxed Fit (Label Mark)	682008	Registered	25
76	Park Avenue Superfine Collection	699286	Registered	25
77	Park Avenue Woman	1704387	Registered	24
78	Park Avenue Woman	1704388	Registered	25
79	Park Avenue Woman	1704389	Registered	40
80	Park Avenue Woman	1704390	Registered	35
81	Parx	2085423	Registered	30
82	Parx	2085417	Registered	9
83	Parx	1151869	Registered	25
84	Parx	813548	Registered	25



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85	Parx	818977	Registered	25
86	PARX	1514014	Registered	35
87	PARX	1521302	Registered	40
88	Parx	1577015	Registered	24
89	Parx	1577016	Registered	24
90	Parx	2085415	Registered	6
91	Parx	2085416	Registered	8
92	Parx Live Easy	2240618	Registered	40
93	Parx	2085419	Registered	16
94	Parx	2085420	Registered	18
95	Parx	2085427	Registered	21
96	Parx	2085421	Registered	24
97	Parx	2085422	Registered	25
98	Parx Live Easy	2240617	Registered	16
99	Parx	2085418	Registered	14
100	Play The Lead	2107360	Registered	24
101	Play The Lead	2107361	Registered	25
102	Play The Lead	2107362	Registered	35
103	Play The Lead	2107363	Registered	40
104	Park Avenue by Raymond	647524	Registered	18
105	Park Avenue by Raymond	647525	Registered	24
106	Park Avenue by Raymond	647526	Registered	25
107	Park Avenue by Raymond's	637412	Registered	25
108	Park Avenue by Raymond's	569088	Registered	25
109	Soft Comfort Park Avenue	699283	Registered	25
110	Park Avenue by Raymond	699285	Registered	25
111	Qp Park Avenue Platinum	1151864	Registered	25
112	Racers Rendezvous	2343459	Registered	24
113	Parx Racers Rendezvous	2343461	Registered	25
114	Resort	1150725	Registered	25
115	Stag Device	2240616	Registered	40
116	True Shades	2208061	Registered	9
117	Tropi cool	872972	Registered	25
118	The Tropicool -Trousers Collection.	872973	Registered	25
119	Tricolor logo with an arrow device	2343208	Registered	3
120	Tricolor logo with an arrow device	2343209	Registered	14
121	Tricolor logo with an arrow device	2343210	Registered	18
122	Tricolor logo with an arrow device	2343211	Registered	24
123	Tricolor logo with an arrow device	2343212	Registered	25
124	Tricolor logo with an arrow device	2343213	Registered	35
125	Tricolor logo with an arrow device	2343214	Registered	40
126	Tricolor logo with an arrow device	2343215	Registered	3
127	Tricolor logo with an arrow device	2343216	Registered	14
128	Tricolor logo with an arrow device	2343217	Registered	18
129	Tricolor logo with an arrow device	2343218	Registered	24



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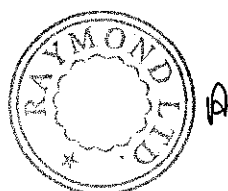
130	Tricolor logo with an arrow device	2343219	Registered	25
131	Tricolor logo with an arrow device	2343220	Registered	35
132	Tricolor logo with an arrow device	2343221	Registered	40
133	Z	1151866	Registered	25
134	Zapp!	1421744	Registered	24
135	Zapp!	1452599	Registered	3
136	Zapp!	1411960	Registered	25
137	Zapp!	1452600	Registered	26
138	Zapp!	1452601	Registered	28
139	ZAPP!	1662921	Registered	35
140	ZAPP!	1521304	Registered	40
141	Zero Gravity	1119786	Registered	25
142	Zero Gravity	1119787	Registered	24
143	Park Avenue	2331907	Registered	37
144	HOT TEES	2322026	Registered	25
145	Racers Rendezvous	2343460	Registered	25
146	Parx Racers Rendezvous	2343462	Registered	25
147	Zero Gravity Logo	2536976	Registered	25
148	Park Avenue	2085405	Registered	8
149	Park Avenue	2085410	Registered	21
150	Parx	2085414	Registered	3
151	Hot Tees	2322025	Registered	24
152	Park Avenue Luxus with an Eagle Device	2362951	Registered	18
153	Park Avenue Luxus with an Eagle Device	2362952	Registered	24
154	Park Avenue Luxus with an Eagle Device	2362953	Registered	25
155	Park Avenue Luxus with an Eagle Device	2362955	Registered	35
156	Park Avenue Woman	2431835	Registered	14
157	Park Avenue Woman	2431836	Registered	18
158	Zero Gravity Logo	2536975	Registered	24
159	Autofit Collar Shirt	2852625	Registered	25
160	Autofit Collar Shirt	2852626	Registered	35
161	Autofit Collar Shirt	2852627	Registered	40
162	PARK AVENUE A Step Ahead	2852628	Registered	24
163	PARK AVENUE A Step Ahead	2852630	Registered	25
164	PARK AVENUE A Step Ahead	2852631	Registered	35
165	PARK AVENUE A Step Ahead	2852632	Registered	40
166	PARK AVENUE logo	2852634	Registered	25
167	PARK AVENUE logo	2852635	Registered	35
168	PARK AVENUE logo	2852636	Registered	40
169	A STEP AHEAD	2852637	Registered	24
170	A STEP AHEAD	2852641	Registered	40
171	'R' Logo ('R' and mirror image)	2944717	Registered	40
172		3832652	Registered	25









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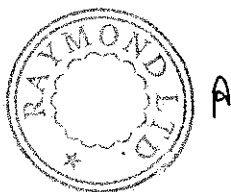
For **Raymond** LIMITED




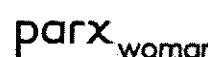
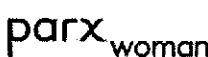


A. Acharya

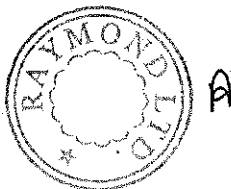
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173		3832653	Registered	35
174		3832654	Registered	41
175		3832655	Registered	25
176		3832656	Registered	35
177		3832657	Registered	41
178	PARX HUNT	3832658	Registered	25
179	PARX HUNT	3832659	Registered	35
180	PARX HUNT	3832660	Registered	41
181	AUTOFIT	2852624	Registered	24
182	PARK AVENUE LOGO	2852633	Registered	24
183	LapelLink	3108989	Registered	14
184	SLIMWOOL	3048602	Registered	25
185	RAYMOND SLIMWOOL	3048603	Registered	25
186		4064409	Registered	24
187		4064411	Registered	35
188		4064412	Registered	40
189	Park Avenue Comfort Fit (coloured label)	682006	Pending	25
190	Qp	1151865	Pending	25
191	BE:	1521303	Pending	40
192	Stag Device	2240612	Pending	16
193	Stag Device	2240613	Pending	24

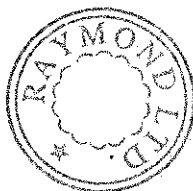


194	Stag Device	2240614	Pending	25
195	Stag Device	2240615	Pending	35
196	Eagle Device	2100804	Pending	40
197	Park Avenue Luxus with an Eagle Device	2362950	Pending	14
198	A STEP AHEAD	2852638	Pending	25
199	A STEP AHEAD	2852639	Pending	35
200	`R' Logo (`R' and mirror image)	2944712	Pending	14
201	`R' Logo (`R' and mirror image)	2944713	Pending	18
202	`R' Logo (`R' and mirror image)	2944714	Pending	24
203	`R' Logo (`R' and mirror image)	2944715	Pending	25
204	`R' Logo (`R' and mirror image)	2944716	Pending	35
205	`R' Logo (`R' and mirror image)	2944718	Pending	14
206	`R' Logo (`R' and mirror image)	2944719	Pending	18
207	`R' Logo (`R' and mirror image)	2944720	Pending	24
208	`R' Logo (`R' and mirror image)	2944721	Pending	25
209	`R' Logo (`R' and mirror image)	2944722	Pending	35
210	`R' Logo (`R' and mirror image)	2944723	Pending	40
211	`R' Logo (`R' and mirror image) along with Raymond	2944724	Pending	25
212	`R' Logo (`R' and mirror image) along with Raymond	2944725	Pending	35
213	`R' Logo (`R' and mirror image) along with Raymond	2944726	Pending	25
214	`R' Logo (`R' and mirror image) along with Raymond	2944727	Pending	35
215		4355747	Pending	14
216		4355748	Pending	18
217		4355749	Pending	24
218		4355750	Pending	25
219		4355751	Pending	35
220		4355752	Pending	14
221		4355753	Pending	18



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222		4355754	Pending	24
223		4355755	Pending	25
224		4355756	Pending	35
225		4064410	Pending	25
226	CZ	832572	Registered	25
227	COLORPLUS	1279149	Registered	18
228	COLORPLUS	1279150	Registered	25
229	COLORPLUS	1279151	Registered	24
230	COLORPLUS PURPLE CLUB	987949	Registered	25
231	COLORPLUS PURPLE CLUB	987950	Registered	18
232	Colorplus (signature)	814578	Registered	25
233	COLOR ZONE	832571	Registered	25
234	Colorzone	1000649	Registered	18
235	Colorzone	1000650	Registered	25
236	COLORZONE	1000651	Registered	24
237	Compact Plus	1178715	Registered	25
238	Compact Plus	1179902	Registered	25
239	CP & ColorPlus (label)	985147	Registered	3
240	CP & ColorPlus	985148	Registered	9
241	CP & ColorPlus	985149	Registered	14
242	CP & ColorPlus	985150	Registered	16
243	CP & ColorPlus	985151	Registered	18
244	CP & ColorPlus	985152	Registered	23
245	CP & ColorPlus	1241390	Registered	35
246	CP & ColorPlus	1241392	Registered	36
247	CP, ColorPlus	1241394	Registered	37
248	CP & ColorPlus	1241396	Registered	38
249	CP & ColorPlus	1241398	Registered	39
250	CP & ColorPlus	1241400	Registered	40
251	CP & ColorPlus	1241402	Registered	41
252	CP & ColorPlus	1241404	Registered	42
253	Cp (spl) + colorplus(signature) Label	610921	Registered	25



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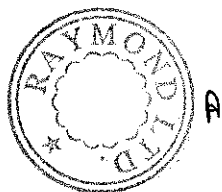
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254	CP Jeans by Colorplus	1157501	Registered	25
255	CP JEANS BY COLORPLUS(DIFFERENT FONT)	1157503	Registered	25
256	COLORPLUS ESSENTIALS	1812518	Registered	18
257	COLORPLUS ESSENTIALS	1812519	Registered	24
258	COLORPLUS ESSENTIALS	1812520	Registered	25
259	COLORPLUS ESSENTIALS	1812521	Registered	35
260	COLORPLUS ESSENTIALS	1812522	Registered	39
261	DIET CHINOS	1042890	Registered	25
262	DIET CHINOS	1042891	Registered	24
263	EFFORTLESS STYLE	1812523	Registered	18
264	EFFORTLESS STYLE	1812524	Registered	24
265	EFFORTLESS STYLE	1812525	Registered	25
266	EFFORTLESS STYLE	1812526	Registered	16
267	EFFORTLESS STYLE	1812527	Registered	35
268	GOLF BALL WASH	1247886	Registered	24
269	GOLF BALL WASH(logo)	1247887	Registered	24
270	PURPLE CLUB	987947	Registered	18
271	RAISE THE BAR	1025904	Registered	18
272	RAISE THE BAR	1025905	Registered	24
273	RAISE THE BAR	1025906	Registered	25
274	Spectrum	1806336	Registered	36
275	Spectrum	1806335	Registered	35
276	THE FURTURE IS HERE	1650234	Registered	25
277	CP JEAN	3948598	Registered	25
278	ColourPlus	985153	Pending	24
279	CP	823545	Pending	25
280	CP (Device)	1157502	Pending	25
281	CP ColorPlus	985154	Pending	25
282	CP JUNIOR	1650233	Pending	25
283	CP GOLF LOGO	2138918	Pending	24
284	CP GOLF LOGO	2138920	Pending	25
285	CP GOLF LOGO	2138922	Pending	35
286	CP GOLF LOGO	2138923	Pending	40
287	CP GOLF LOGO	2138924	Pending	18
288	CP SPORT	2205465	Pending	18
289	CP SPORT	2205466	Pending	25
290	CP SPORT	2205467	Pending	24
291	PURPLE CLUB	987948	Pending	25
292	Survival CP Gear (Label)	823544	Pending	25
293	TRUE MEASURE	1944722	Pending	35



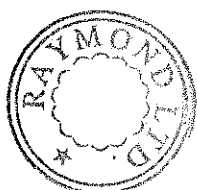
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Raymond Apparel Limited - Trademarks outside India

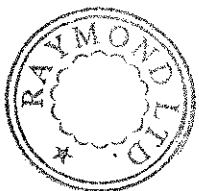
Sr.no.	Country	Status	Application No.	TM	Class
1	Nepal	Registered	2007/029280	Park Avenue	24
2	Nepal	Registered	2007/029281	Park Avenue	25
3	Nepal	Registered	2007/029279	Parx	25
4	New Zealand	Registered	993278	Park Avenue	14
5	New Zealand	Registered	993278	Park Avenue	25
6	Pakistan	Registered	334559	Bird	25
7	UAE	Registered	270709	R-mirror image- Raymond Premium Apparel	25
8	UAE	Registered	2707010	R-mirror image- Raymond Premium Apparel	35
9	Nigeria	Registered	F/TM/O/2014/17555	Parx	25
10	Nigeria	Registered	F/TM/O/2014/17560	Parx	14
11	Nigeria	Registered	F/TM/O/2014/17564	Parx	25
12	Pakistan	Registered	334578	Parx	35
13	Australia	Reg	1154437	CP COLORPLUS	25
14	Bahrain	Reg	41818	ColorPlus	25
15	China	Reg	4244925	ColorPlus	25
16	Malaysia	Reg	95007006	ColorPlus	25
17	Mauritius	Reg	MU/M/05/03934	ColorPlus	25
18	New Zealand	Reg & Renewal Appln. Filed	717585	ColorPlus	25
19	QATAR	Reg	33043	ColorPlus	25
20	Saudi Arabia	Reg	90861	ColorPlus	25
21	Sri Lanka	Reg	96192	CP by ColorPlus	25
22	Sri Lanka	Reg	96191	ColorPlus	25
23	Sri Lanka	Reg	96194	ColorPlus	25
24	Thailand	Reg	560021	ColorPlus	25
25	Canada	Pending	1198925	Park Avenue	25
26	Nigeria	Pending	F/TM/O/2014/17457	Park Avenue	25
27	Nigeria	Pending	F/TM/O/2014/17458	Eagle (Device)	25
28	Nigeria	Pending	F/TM/O/2014/17459	R-mirror image- Raymond Premium Apparel	14
29	Nigeria	Pending	F/TM/O/2014/17460	R-mirror image- Raymond Premium Apparel	18
30	Nigeria	Pending	F/TM/O/2014/17461	R-mirror image- Raymond Premium Apparel	25
31	Nigeria	Pending	F/TM/O/2014/17454	Park Avenue	14
32	Nigeria	Pending	F/TM/O/2014/17455	Park Avenue	18
33	Nigeria	Pending	F/TM/O/2014/17456	Park Avenue	25
34	Nigeria	Pending	F/TM/O/2014/17563	Parx	18
35	Nigeria	Pending	F/TM/O/2014/17565	Stag Device	25



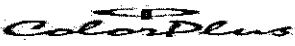



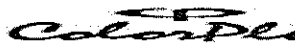
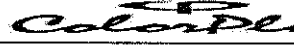
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Sr.no.	Country	Status	Application No.	TM	Class
36	Pakistan	Pending	334566	Stag	24
37	Pakistan	Pending	334567	Stag	25
38	Pakistan	Pending	334568	Stag	35
39	Pakistan	Pending	334569	Stag	40
40	Pakistan	Pending	334558	Eagle (Device)	24
41	Pakistan	Pending	334560	Eagle (Device)	35
42	Pakistan	Pending	334561	Eagle (Device)	40
43	Pakistan	Pending	334576	Parx	24
44	Pakistan	Pending	334577	Parx	25
45	Pakistan	Pending	334579	Parx	40
46	Pakistan	Pending	334574	Parx	35
47	Pakistan	Pending	334575	Parx	40
48	Pakistan	Pending	334570	Park Avenue	24
49	Pakistan	Pending	334571	Park Avenue	25
50	Pakistan	Pending	334572	Park Avenue	35
51	Pakistan	Pending	334573	Park Avenue	40
52	Pakistan	Pending	334564	Park Avenue	35
53	Pakistan	Pending	334565	Park Avenue	40
54	UAE	Pending	295258	Park Avenue	25
55	UAE	Pending	295259	Park Avenue	35
56	UAE	Pending	313646	PA Arabic	23
57	UAE	Pending	313647	PA Arabic	35
58	Indonesia	Pending	Doo 2004 20719	ColorPlus	25
59	Nigeria	Pending	F/TM/O/2014/17883	ColorPlus	14
60	Nigeria	Pending	17920	ColorPlus	18
61	Nigeria	Pending	17921	ColorPlus	25
62	Nigeria	Pending	17922	ColorPlus	25
63	Nigeria	Pending	17845	ColorPlus	25
64	Sri Lanka	Pending	96193	ColorPlus (Black & White Label}	25
65	UAE	Pending	314284	كلربلاس	25
66	UAE	Pending	314302	كلربلاس	35
67	UAE	Pending	314292		25
68	UAE	Pending	314303		35
69	UAE	Pending	314288	كلربلاس	25
70	UAE	Pending	314300	كلربلاس	35



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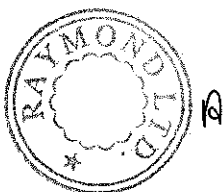
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71	UAE	Pending	314771		25
72	UAE	Pending	314773		35
73	UAE	Pending	314782		25
74	UAE	Pending	314784		35
75	UAE	Pending	314777		25
76	UAE	Pending	314778		35

Raymond Apparel Limited – Copyright – Registered

1	A-60191/2001	7-Nov-2001	Tropi Cool
2	A-57916/2000	3-Nov-2000	Parx
3	A-90724/2011	7-Apr-11	Zapp
4	A-81729/2007	24-Dec-07	Colorplus
5	A-81728/2007	24-Dec-07	CP Jeans By Colorplus
6	A-81726/2007	24-Dec-07	Golf Ball Wash
7	A-81942/2008	28-Jan-08	CP Jeans Co
8	A-81799/2008	7-Jan-08	CP Process 6030
9	A-81776/2007	31-Dec-07	Compact Plus CP Colorplus

Raymond Apparel Limited – Copyright – Pending

Sr.No	Title of Work -- Copyright
1	Autofit
2	Park avenue with Eagle device
3	RR (label)
4	CP Sports logo



CERTIFIED TRUE COPY
For **Raymond** LIMITED

Ashish

Authorised Signatory

SSPA & CO.
Chartered Accountants

1st Floor, "Arjun", Plot No. 6 A,
V. P. Road, Andheri (W),
Mumbai - 400 058. INDIA.
Tel. : 91 (22) 2670 4376
91 (22) 2670 3682
Fax : 91 (22) 2670 3916
Website : www.sspa.in

STRICTLY PRIVATE & CONFIDENTIAL

07 Nov 2019

The Board of Directors
Raymond Limited
New Hind House,
Narottam Morarjee Marg,
Ballard Estate,
Mumbai – 400 001

Dear Sir(s) / Madam(s),

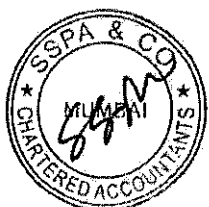
Re: Report on recommendation of fair share entitlement ratio for the proposed demerger of 'Lifestyle Business Undertaking' of Raymond Limited

We refer to our engagement letter dated 02 Nov 2019 whereby SSPA & Co., Chartered Accountants (hereinafter referred to as 'SSPA' or 'Valuer' or 'We'), have been appointed by Raymond Limited (hereinafter referred to as 'Raymond' or the 'Company') to issue a report containing recommendation of fair share entitlement ratio for the proposed demerger of 'Lifestyle Business Undertaking' of Raymond into a newly incorporated wholly owned subsidiary of Raymond ('Proposed Demerger').

1 SCOPE AND PURPOSE OF THIS REPORT

1.1 We have been informed by the management of the Company (hereinafter referred to as the 'Management') that they are considering the following restructuring proposal pursuant to a composite scheme of arrangement under sections 230 to 232 and other applicable provisions of the Companies Act, 2013, including rules and regulations made thereunder (hereinafter referred to as the 'Scheme'):

Step 1 - Amalgamation of 2 (two) wholly owned subsidiaries of Raymond viz. Raymond Apparel Limited ('RAL') and Scissors Engineering Products Limited ('SEPL') into Raymond;
and



Step 2 - Demerger of 'Lifestyle Business Undertaking' of Raymond into a newly incorporated wholly owned subsidiary of Raymond ('Proposed New Co.')

Subject to necessary approvals, RAL and SEPL would be amalgamated into Raymond and Lifestyle Business Undertaking of Raymond would be demerged from Raymond into New Co., with effect from appointed date of 01 Apr 2020 ('Appointed Date').

We are informed that the proposed demerger of Lifestyle Business Undertaking of Raymond into Proposed New Co. will be in accordance with the provisions of section 2(19AA) of the Income Tax Act, 1961.

- 1.2 Pursuant to the Scheme, since RAL and SEPL are wholly owned subsidiaries of Raymond, no shares of Raymond are proposed to be allotted to shareholders of RAL and SEPL on amalgamation of RAL and SEPL into Raymond.
- 1.3 Proposed New Co. is to be incorporated as a wholly owned subsidiary of Raymond. Pursuant to the Scheme, the entire initial paid up share capital of Proposed New Co. is proposed to be cancelled.
- 1.4 Further, the Management is considering a proposal for preferential allotment of shares of Raymond to one of its group companies J. K. Investo Trade (India) Limited ('JKIT') by way of issue of equity shares of INR 10 each fully paid up and Compulsorily Convertible Preference Shares ('CCPS') of INR 10 each fully paid up of Raymond. These CCPS will be compulsorily convertible into equity shares of Raymond at the option of the Company or JKIT, in the ratio of 1:1 i.e. 1 equity share of INR 10 each fully paid up of Raymond for every 1 CCPS.

As a consideration for the Proposed Demerger, equity shareholders and CCPS holders of Raymond are proposed to be allotted equity shares of face value of INR 10 each fully paid up of Proposed New Co.

- 1.5 In this regard, we have been requested to issue a report containing recommendation of fair share entitlement ratio for the Proposed Demerger.

2 BACKGROUND

2.1 Raymond Limited

The Company, incorporated in 1925, has transformed from being an Indian textile player to a large diversified group with interests in 'Lifestyle' and 'Non-Lifestyle' business. The total turnover of the Company (on a standalone basis) for the financial year ('FY') 2018-19



is INR 3,276.39 crores. The Company has a leadership position in textiles and apparel sectors and enjoys a formidable position across non-lifestyle businesses such as FMCG, real estate, auto components, tools and hardware, Engineering, etc. in national and global markets.

The Lifestyle business involves the manufacturing, retail of branded textiles, branded apparels as well as B2C shirting and B2B textile sale, made to measure and textile manufacturing.

The issued and paid up equity share capital of the Company as on 30 Sep 2019 is INR 61.38 crores comprising of 61,380,854 equity shares of INR 10 each fully paid up. The equity shares of the Company are listed on the BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE').

2.2 Raymond Apparel Limited

RAL is an India-based textile and branded apparel company and has in its portfolio some leading menswear brands such as Park Avenue, Parx, etc. RAL is a wholly owned subsidiary of Raymond.

2.3 Scissors Engineering Products Limited

SEPL is an unlisted public company incorporated under Companies Act, 1956, carrying on the business of auto components. SEPL is a wholly owned subsidiary of Raymond.

2.4 Proposed New Co.

Proposed New Co. would be an unlisted public company to be incorporated under Companies Act, 2013 with an objective to engage in manufacturing, retail, trading and marketing of branded apparels including suitings (marketing), B2C, shirtings, retail and made to measure. Proposed New Co. would be incorporated as a wholly owned subsidiary of Raymond.

3 SOURCES OF INFORMATION

For the purpose of this exercise, we have relied upon the following sources of information received from the Management and information available in the public domain:

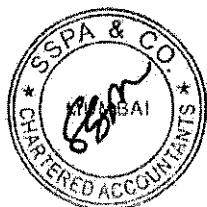
- (a) Draft Scheme of Arrangement.



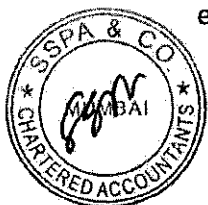
(b) Such other information and explanations as we required and which have been provided by the Management, including Management Representation.

4 SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

- 4.1 Our report is subject to the scope limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.
- 4.2 This report has been prepared for the Board of Directors of the Company solely for the purpose of recommending fair share entitlement ratio for the Proposed Demerger.
- 4.3 We have been represented by the Management that the Company / Lifestyle Business Undertaking have clear and valid title of assets. No investigation on the Company / Lifestyle Business Undertaking claim to title of assets has been made for the purpose of this report and their claim to such rights has been assumed to be valid.
- 4.4 The Management has been provided with the opportunity to review the draft report (excluding the share entitlement ratio) as part of our standard practice to make sure that factual inaccuracies / omissions are avoided in our final report.
- 4.5 For the purpose of this exercise, we were provided with both written and verbal information including information detailed hereinabove in para 'Sources of Information'. Further, the responsibility for the accuracy and completeness of the information provided to us by the Company / its auditors / its consultants is that of the Company. Also, with respect to explanations and information sought from the Company, we have been given to understand by the Management that they have not omitted any relevant and material facts about the Company / Lifestyle Business Undertaking / Proposed New Co. The Management have indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our conclusions. Our work does not constitute an audit, due diligence or certification of these information referred to in this report including information sourced from public domain. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any information referred to in this report and consequential impact on the present exercise. However, nothing has come to our attention to indicate that the information provided / obtained was materially misstated / incorrect or would not afford reasonable grounds upon which to base the report.



- 4.6 This report is issued on the understanding that the Management has drawn our attention to all the matters, which they are aware of concerning the financial position of the Company / Lifestyle Business Undertaking / Proposed New Co. and any other matter, which may have an impact on the report including any significant changes that have taken place or are likely to take place in the financial position of the Company / Lifestyle Business Undertaking / Proposed New Co. Events and transactions occurring after the date of this report may affect the report and assumptions used in preparing it and we do not assume any obligation to update, revise or reaffirm this report.
- 4.7 The fee for the engagement and this report is not contingent upon the results reported.
- 4.8 This report is prepared only in connection with the Proposed Demerger exclusively for the use of the Company and for submission to any regulatory / statutory authority as may be required under any law.
- 4.9 Our report is not, nor should it be construed as our opining or certifying the compliance of the Proposed Demerger with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising in India or abroad from such Proposed Demerger.
- 4.10 Any person/party intending to provide finance / divest / invest in the shares / convertible instruments/business of the Company / Lifestyle Business Undertaking / Proposed New Co. shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.
- 4.11 The decision to carry out the transaction (including consideration thereof) lies entirely with the Management/the Board of Directors of Raymond and our work and our finding shall not constitute a recommendation as to whether or not the Management / the Board of Directors should carry out the Proposed Demerger.
- 4.12 Our Report is meant for the purpose mentioned in Para 1 only and should not be used for any purpose other than the purpose mentioned therein. The Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared. In no event, regardless of whether consent has been provided, shall SSPA assume any responsibility to any third party to whom the report is disclosed or otherwise made available.
- 4.13 SSPA nor its partners, managers, employees make any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the



information, based on which this report is being issued. All such parties expressly disclaim any and all liability for or based on or relating to any such information contained in this report.

5 BASIS FOR DETERMINATION OF SHARE ENTITLEMENT RATIO

- 5.1 As mentioned in Para 1.4 above, in consideration for the Proposed Demerger, Proposed New Co. would issue equity shares to the equity shareholders and CCPS holders of Raymond.
- 5.2 Accordingly, the Management has recommended the following share entitlement ratio in consideration for the Proposed Demerger i.e. demerger of Lifestyle Business Undertaking of Raymond into Proposed New Co.:
- 1 (One) equity share of INR 10 each fully paid up of Proposed New Co. for every 1 (One) equity share of INR 10 each fully paid up held in Raymond**
- 1 (One) equity share of INR 10 each fully paid up of Proposed New Co. for every 1 (One) CCPS of INR 10 each fully paid up held in Raymond**
- 5.3 We understand from the Management that for the Proposed Demerger, the share entitlement ratio is decided based on the Management's desired capital structure of Proposed New Co.

6 CONCLUSION

- 6.1 Based on our review, information made available to us and discussions with the Management, in our opinion, the aforementioned share entitlement ratio in consideration for the Proposed Demerger of Lifestyle Business Undertaking of Raymond into Proposed New Co. is reasonable.
- 6.2 We believe that the aforementioned share entitlement ratio is fair considering that all the shareholders of Raymond are and will, upon Proposed Demerger, be the ultimate beneficial owners of Proposed New Co. in the same ratio (inter se) as they hold shares in Raymond.
- 6.3 As mentioned above, post the Proposed Demerger all the shareholders of Raymond are and will be the ultimate beneficial owners of Proposed New Co. in the same ratio (inter se) as they hold shares in Raymond. Therefore, no relative valuation of Lifestyle Business Undertaking and of Proposed New Co. is required to be undertaken for the Proposed Demerger. Accordingly, valuation approaches as indicated in the format (as shown below)

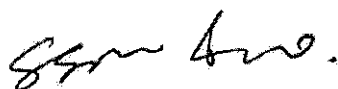


as prescribed by circular number NSE/CML/2017/12 of NSE and LIST/COMP/02/2017-18 of BSE have not been undertaken as they are not relevant in the instant case.

Valuation Approach	Lifestyle Business Undertaking of Raymond Limited		Proposed New Co.	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Asset Approach	NA	NA	NA	NA
Income Approach	NA	NA	NA	NA
Market Approach	NA	NA	NA	NA
Relative value per share	NA		NA	

NA = Not Adopted / Not Applicable

Thank you,
Yours faithfully,




SSPA & Co.
Chartered Accountants
Firm Registration Number: 128851W

Signed by **Sujal Shah, Partner**
Membership No. 045816
UDIN: 19045816AAAAAO5289
Place: Mumbai

SSPA & CO.
Chartered Accountants
1st Floor, " Arjun", Plot No. 6 A,
V. P. Road, Andheri (W),
Mumbai - 400 058. INDIA.
Tel. : 91 (22) 2670 4376
91 (22) 2670 3682
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Website : www.ssipa.in

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02 Dec 2019

The Board of Directors
Raymond Limited
New Hind House,
Narottam Morarjee Marg,
Ballard Estate,
Mumbai – 400 001

The Board of Directors
Raymond Lifestyle Limited
C/O Raymond Limited,
Jekegram,
Pokhran Road No. 1,
Thane – 400 606

Dear Sir(s) / Madam(s),

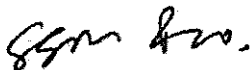
Re: Addendum to report on recommendation of fair share entitlement ratio for the proposed demerger of 'Lifestyle Business Undertaking' of Raymond Limited

We refer to our report dated 07 Nov 2019 ('the Report'), on recommendation of fair share entitlement ratio for the proposed demerger of 'Lifestyle Business Undertaking' of Raymond Limited ('Raymond') into a newly incorporated wholly owned subsidiary of Raymond ('Proposed New Co.')

In this regard, we have been informed by the management of Raymond that the Proposed New Co. referred in the Report has been incorporated on 14 Nov 2019 with the name of Raymond Lifestyle Limited. Further, the Management of Raymond Lifestyle Limited has approved the draft composite scheme of arrangement approved by the Board of Directors of Raymond on 07 Nov 2019. Accordingly, we confirm that the Report can be used by Raymond Lifestyle Limited for the purpose as mentioned in the Report.

Please note that all the limitations, assumptions, qualifications and disclaimers mentioned in the Engagement Letter and in the Report would be applicable to Raymond Lifestyle Limited.

Thank you,
Yours faithfully,



SSPA & Co.
Chartered Accountants
Firm Registration Number: 128851W



Signed by **Sujal Shah, Partner**
Membership No. 045816
Place: Mumbai

Rashmi Shah FCA
Registered Valuer with IBBI Registration No.: IBBI/RV/06/2018/10240
R V Shah & Associates
Chartered Accountants
B-202, Hetal Arch, Off. S V Road, Malad W, Mumbai - 400 064
M: +91 98202 99754 | L: +91 22 2886 2594 | E: rashmi@rus-ca.com

07 November 2019

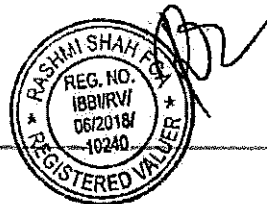
To,
The Board of Directors
Raymond Limited
Plot No. 156/H No. 2,
Village Zadgaon, Ratnagiri - 415612,
India

Sub: Recommendation of fair Share Entitlement Ratio of equity shares for the proposed Demerger of the Lifestyle Business Undertaking of Raymond Limited into Newco

Dear Sirs / Madams,

Raymond Limited (hereinafter referred to as 'Raymond' or 'the Client' or 'the Company') has appointed Rashmi Shah FCA (Registered Valuer under the category Securities and Financial Assets with IBBI Registration No.: IBBI/RV/06/2018/10240) (hereinafter referred to as 'RVS', 'we', 'our', 'us' or 'Valuer') to recommend fair share entitlement ratio of equity shares for the proposed demerger of the Lifestyle Business Undertaking of Raymond Limited into Newco.

Raymond and Newco are hereinafter referred to jointly as ('the Companies').



SCOPE AND PURPOSE OF THIS REPORT

Raymond is a public limited company and its equity shares are traded on National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE'). The Company, incorporated in 1925, has interests in 'Lifestyle' and 'Non-Lifestyle' Businesses. The Lifestyle Business involves the manufacturing, retail of branded textiles, branded apparels, garmenting as well as B2C shirting and B2B textile sale and made to measure (MTM) and textile manufacturing. The Non-Lifestyle Business comprises of real estate, aviation, Fast Moving Consumer Goods, auto components tools and hardware and denim manufacturing, high value cotton shirtings, etc.

Newco is proposed to be incorporated as a 100% subsidiary of Raymond as of the date of this Report.

The Management of Raymond ('Management') is also contemplating the merger of Raymond Apparel Limited and Scissors Engineering Products Limited with Raymond Limited.

Post the merger, the Management is proposing to demerge the Lifestyle Business Undertaking (i.e. the undertaking carrying on Lifestyle Business) of Raymond Limited into Newco ('the Transaction') through a scheme of arrangement pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('Scheme'). As a consideration for demerger of the Lifestyle Business Undertaking of Raymond Limited into Newco, the equity shareholders of Raymond will be issued equity shares of Newco.

In this connection, Raymond has appointed Rashmi Shah FCA (Registered Valuer with IBBI Registration No.: IBBI/RV/06/2018/10240) to submit a report recommending the fair Share Entitlement Ratio of equity shares for the proposed demerger of Lifestyle Business Undertaking of Raymond into Newco.

This report is our deliverable for the above engagement. The scope of our work is to undertake relative valuation so as to recommend the Share Entitlement Ratio for the proposed demerger.

This report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.



SOURCES OF INFORMATION

In connection with this exercise, we have used the following information received from the Management and as available in the public domain:

- Shareholding details of Raymond, Raymond Apparel Limited, Scissors Engineering Products Limited as at 30 September 2019 and of the proposed Newco
- The draft Scheme of Arrangement.

During the discussions with the Management, we have also obtained explanations and information considered reasonably necessary for our exercise. The Management has been provided with the opportunity to review the draft report (excluding the recommended share entitlement ratio) as part of our standard practice to make sure that factual inaccuracies/ omissions are avoided in our final report.

VALUATION STANDARDS FOLLOWED AND PROCEDURES ADOPTED FOR THE PURPOSE OF THE VALUATION

We have performed the valuation analysis, to the extent possible, in accordance with the Valuation Standards, 2018 issued by the Institute of Chartered Accountants of India ('IVS').

In connection with this exercise, we have adopted the following procedures to carry out the valuation analysis:

- Requested and received all necessary information from the Management
- Discussions with the Management on understanding of the businesses of the Lifestyle Business Undertaking
- Obtained and analysed data available in public domain, as considered relevant by us
- Selection of valuation approach and valuation methodology/ (ies), in accordance with IVS, as considered appropriate and relevant by us
- Determination of Share Entitlement Ratio for the proposed demerger.



SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, financial / tax due diligence, consulting or tax related services that may otherwise be provided by us or our affiliates.

This Report, its contents and the results herein are specific to:

- (i) the purpose of valuation agreed as per the terms of our engagement;
- (ii) the date of this Report; and
- (iii) are based on the financial and other information provided by the Management or as available in public domain

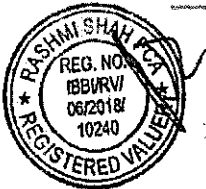
The Management has represented that the business activities of the Company and its business undertaking has been carried out in the normal and ordinary course till the Report Date and no material adverse change has occurred in their respective operations and financial position between 30th September 2019 and the Report Date.

An analysis of this nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on, and the information made available to us as of the date hereof. Events and transactions occurring after the date hereof may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.

In the ultimate analysis, valuation will have to capture the exercise of judicious discretion by the Valuer and judgment taking into accounts all the relevant factors. There will always be several factors, e.g. quality and integrity of the management, capital adequacy, asset quality, earnings, liquidity, size, present and prospective competition, yield on comparable securities and market sentiment, etc. which are not evident from the face of the financial statements, but which will strongly influence the worth of a share. This concept is also recognized in judicial decisions.

This recommendation rendered in this Report represent our recommendation based on information furnished by the Management and other sources and the said recommendation/ shall be considered to be in the nature of non-binding advice, (our recommendation will however not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors).

The determination of Share Entitlement Ratio is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. There is, therefore, no indisputable single share entitlement ratio. While we have provided our recommendation based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion. The final responsibility for the determination of the share entitlement ratio at which the proposed Transaction shall take place will be with the Board of Directors who should take into account other factors such as their own assessment of the proposed Transaction and input of other advisors.



In the course of the valuation, we were provided with both written and verbal information, including financial and operating data.

In accordance with the terms of our respective engagements, we have assumed and relied upon, without independent verification:

- (i) the accuracy of the information that was publicly available and formed a substantial basis for this Report; and
- (ii) the accuracy of the information made available to us by the Management.

In accordance with our Engagement Letter and in accordance with the customary approach adopted in valuation exercises, we have not audited, reviewed or otherwise investigated the financial and other information of the Company, provided to us. Also, with respect to explanations and information sought from the Management, we have been given to understand by them that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Our conclusions are based on the assumptions and information given by the Management and reliance on publicly available information. The Management has indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our valuation analysis/ results. Accordingly, we assume no responsibility for any errors in the information furnished by the Management and their impact on the Report. Nothing has come to our attention to indicate that the information provided was materially misstated/ incorrect or would not afford reasonable grounds upon which to base the Report.

The Report assumes that the Companies comply fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that the Companies will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in the audited/unaudited financial statement of the Companies.

We are not advisors with respect to legal, tax and regulatory matters for the Transaction.

This Report does not look into the business / commercial reasons behind the Transaction. Similarly, it does not address the relative merits of the Transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.

No investigation of the Companies' claim to title of assets has been made for the purpose of this Report and the Companies' claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.

The fee for the engagement is not contingent upon the results reported.



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We owe responsibility to only the Boards of Directors of Raymond that have appointed us under the terms of our Engagement Letter and nobody else. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other advisor to the Companies. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the Companies, their directors, employees or agents. In no circumstances shall the liability of the Valuer, its employees, relating to the services provided in connection with the engagement set out in this Report shall exceed the amount paid to such Valuer in respect of the fees charged by it for these services.

We do not accept any liability to any third party in relation to the issue of this Report. This Report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for his purpose.

Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the Proposed Transaction, without our prior written consent except for the disclosures to be made to relevant regulatory authorities including stock exchanges, SEBI, NCLT and other relevant regulatory authorities. In addition, this Report does not in any manner address the prices at which equity shares of Raymond or proposed Newco will trade following announcement of the Transaction and we express no opinion or recommendation as to how the shareholders of either company should vote at any shareholders' meeting(s) to be held in connection with the Transaction.

This Report is subject to the laws of India.



Private & Confidential

Shareholding of Raymond and Newco

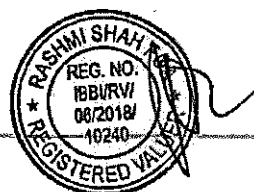
Raymond Limited

The issued and subscribed equity share capital of Raymond as at 30 September 2019 consists of 61,380,854 equity shares of face value of INR 10/- each fully paid up.

The promoter and promoter group holds ~43.83% of the paid-up equity shares and balance is held by public shareholders.

The Board of Directors of Raymond have passed a board resolution to issue further equity shares/CCPS on preferential basis to its promoter company. The extraordinary general meeting of the shareholders of Raymond for approval of the said preferential issue of shares is on 2nd December, 2019. Post the approval of preferential issue by the shareholders the proposed issued, subscribed and paid-up share capital of Raymond would undergo a change.

We are informed that Raymond Apparel Limited and Scissors Engineering Products Limited are 100% owned by Raymond Limited as of the date of this Report. Further, upon the merger of Raymond Apparel Limited and Scissors Engineering Products Limited into Raymond Limited becoming effective, the entire issued, subscribed and paid up share capital of the Raymond Apparel Limited and Scissors Engineering Products Limited shall stand automatically cancelled and there will not be any issue and allotment of equity shares of Raymond pursuant to the merger.



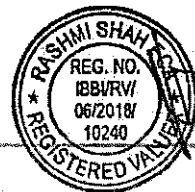
Private & Confidential

Newco

Newco is proposed to be incorporated as a 100% subsidiary of Raymond Limited.

We have been informed that the existing equity shares of proposed Newco will be cancelled pursuant to the Scheme.

Management has informed us that there would not be any capital variation in the Companies till the Transaction becomes effective.



Approach & Methodology – Demerger Valuation

We understand that, as part of the Scheme, post-merger of Raymond Apparel Limited and Scissors Engineering Products Limited into Raymond, the Lifestyle Business Undertaking of Raymond is proposed to be demerged into Newco. Raymond has identified all the assets and liabilities of the Lifestyle Business Undertaking, which are to be taken over by and transferred to Newco. Once the Scheme is implemented, all the shareholders of Raymond would also become the shareholders of Newco, and their shareholding in Newco would mirror their shareholding in Raymond.

The effect of the demerger is that each shareholder of Raymond becomes the owner of shares in two companies instead of one. No shareholder is, under the Scheme, required to dispose off any part of his shareholding either to any of the other shareholders or in the market or otherwise. The Scheme does not envisage the dilution of the holding of any one or more shareholders as a result of the operation of the Scheme. Post demerger, the percentage holding of a shareholder in Raymond and Newco would remain unchanged from the proportion of capital held by such shareholder in Raymond.

Considering the above, any entitlement ratio can be considered for the above demergers as the proportionate shareholding of any shareholder would not vary. The Management has proposed a share entitlement ratio of 1 equity share of proposed Newco of INR 10/- each fully paid up for, not in exchange of, every 1 equity share of Raymond of INR 10/- each fully paid up and 1 equity share of proposed Newco of INR 10 /- each fully paid up for, not in exchange of, every 1 compulsorily convertible preference share (CCPS) of Raymond of NR 10 each fully paid up for the demerger of Lifestyle Business Undertaking into Newco.



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Conclusion for Demerger

In the light of the above and on a consideration of all the relevant factors and circumstances, we recommend a Share Entitlement Ratio of:

1 (one) equity share of Newco of INR 10/- each fully paid up for, not in exchange of, every 1 (one) equity share of Raymond of INR 10/- each fully paid up for the demerger of Lifestyle Business Undertaking into Newco

1 (one) equity share of Newco of INR 10/- each fully paid up for, not in exchange of, every 1 (one) Compulsorily Convertible Preference Shares of Raymond of INR 10/- each fully paid up for the demerger of Lifestyle Business Undertaking into Newco

It should be noted that we have examined the fair and equitable share entitlement ratio for the proposed demerger and not examined any other matter including economic rationale for the proposed demerger per se or accounting, legal or tax matters involved in the proposed Transaction.

Respectfully submitted,



Rashmi Shah FCA
Registered Valuer with IBBI Registration No.:
IBBI/RV/06/2018/10240
R V Shah & Associates
Chartered Accountants
ICAI Membership No.: 123478
FRN: 133958W
Place: Mumbai
UDIN: 19123478AAAABU3341

Rashmi Shah FCA
Registered Valuer with IBBI Registration No.: IBBI/RV/06/2018/10240
R V Shah & Associates
Chartered Accountants
B-202, Hetal Arch, Off. S V Road, Malad W, Mumbai - 400 064
M: +91 98202 99754 | L: +91 22 2886 2594 | E: rashmi@rvs-ca.com

27 November 2019

To,
The Board of Directors
Raymond Limited
Plot No. 156/H No. 2,
Village Zadgaon, Ratnagiri - 415612,
India

Sub: Recommendation of fair Share Entitlement Ratio of equity shares for the proposed Demerger of the Lifestyle Business Undertaking of Raymond Limited into Newco

Dear Sirs / Madams,

This refers to the valuation report dated 07th November 2019 for the proposed demerger of the Lifestyle Business Undertaking of Raymond Limited into Newco (the Report) issued by Shah FCA (Registered Valuer under the category Securities and Financial Assets with IBBI Registration No.: IBBI/RV/06/2018/10240) (hereinafter referred to as 'RVS', 'we', 'our', 'us' or 'Valuer').

We are informed that the Newco referred to in the report has been incorporated on 14th November 2019 as Raymond Lifestyle Limited. In this context, we hereby confirm that the Report can be used for the proposed scheme of Arrangement.

Please note that all terms & conditions as mentioned in the engagement letter are applicable with reference to Raymond Lifestyle Limited.

Respectfully submitted,



Rashmi Shah FCA
Registered Valuer with IBBI Registration No.:
IBBI/RV/06/2018/10240
R V Shah & Associates
Chartered Accountants
ICAI Membership No.: 123478
FRN: 133958W
Place: Mumbai

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

REPORT OF THE AUDIT COMMITTEE OF RAYMOND LIMITED RECOMMENDING THE DRAFT
COMPOSITE SCHEME OF ARRANGEMENT BETWEEN RAYMOND LIMITED AND PROPOSED
NEW CO AND RAYMOND APPAREL LIMITED AND SCISSORS ENGINEERING PRODUCTS
LIMITED AND THEIR RESPECTIVE SHAREHOLDERS

Present - Members:

1. Shri Ishwar Das Agarwal, Independent Director - Chairperson
2. Shri Dinesh Lal, Independent Director - Member
3. Shri Surya Kant Gupta, Non-Executive Director - Member

In Attendance

Shri Thomas Fernandes - Company Secretary

1. Background

- 1.1 A draft Composite Scheme of Arrangement under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, as may be applicable, between Raymond Limited ('the Demerged Company' or 'the Transferee Company' or 'RL' or 'the Company'), Proposed New Co ('the Resulting Company' or 'NC'), Raymond Apparel Limited ('the Transferor Company 1' or 'RAL') and Scissors Engineering Products Limited ('the Transferor Company 2' or 'SEPL') and their respective Shareholders ("Scheme") has been placed before the Audit Committee by the management for it to consider recommending the said draft Scheme to the Board of Directors.
- 1.2 The Scheme inter-alia provides for :
 - The amalgamation of the Transferor Company 1 and the Transferor Company 2 with the Company;
 - Demerger of the Lifestyle Business Undertaking of the Company into the Proposed Resulting Company on a going concern basis; and
 - Cancellation and reduction of existing share capital of Proposed Resulting Company;The Equity shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). The Company will be filing the Scheme along with necessary information / documents with both the mentioned exchanges.
- 1.3 The report of Audit Committee is made in order to comply with the requirements of the SEBI circular No CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 after considering the following:
 - a) Draft Scheme, duly initialed by Company Secretary of the Company for the purpose of identification;
 - b) Valuation report dated November 07, 2019 issued by M/s SSPA & Co., Chartered Accountants;



REGISTERED OFFICE

Plot No. 156/H No. 2, Village Zadgaon,
Ratnagiri - 415 612, Maharashtra
Tel: (02352) 232514
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- c) Valuation Report dated November 07, 2019 of R V Shah & Associates, Chartered Accountants (Registered Valuers).
- d) Fairness Opinion Report dated November 07, 2019 issued by M/s. Pantomath Capital Advisors Private Limited, Category I Merchant Banker providing the fairness opinion on the share entitlement recommended in the valuation report prepared by M/s SSPA & Co., Chartered Accountants;
- e) A certificate, in draft, dated November 07, 2019 obtained from the Statutory Auditors of the Company i.e. M/s. Walker Chandiok & Co. LLP, Chartered Accountants to the effect that the Scheme is in compliance with applicable Accounting Standards specified by the Central Government in Section 133 of the Companies Act, 2013; and
- f) a draft undertaking dated November 07, 2019 issued by the Statutory Auditors of the Company i.e., M/s Walker Chandiok & Co. LLP, Chartered Accountants, clearly stating the reasons for non-applicability of Sub Para 9(a) of Annexure I of the SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.

2. Rationale for the Scheme

- 2.1 The Demerged Company, through itself and its subsidiaries is primarily engaged in the business of branded textiles, branded apparels, garmenting as well as B2C shirting and B2B textile sale, MTM and textile manufacturing ('the Lifestyle business'). Along with its textile segment, the Demerged Company through itself, its subsidiaries and associates / joint ventures is also engaged in a diversified profile including businesses such as real estate, aviation, FMCG, auto components tools and hardware and denim manufacturing etc. ('the Non-Lifestyle business').
- 2.2 The Lifestyle business and Non-Lifestyle business have different market segments, industry specific risks, business cycles and individually, have a significant potential for growth, profitability and the ability to attract different types of investors. Owing to the diversified business involvement, it has become imperative for the Demerged Company to reorganize itself so as to enable greater management focus on Lifestyle business as well as Non-Lifestyle business.
- 2.3 In order to simplify the overall group structure and create efficiencies, the Scheme proposes amalgamation of Transferor Company 1 and Transferor Company 2 with the Transferee Company.
- 2.4 Post the merger, in order to create flexibility and investor focus it is proposed by the management of the Demerged Company to segregate the Lifestyle business from the Non-Lifestyle business. Hence, the Scheme proposes a demerger of the Lifestyle business carried out by the Demerged Company and its subsidiaries into Resulting Company.
- 2.5 The proposed restructuring would have the following benefits:
 - Segregation of the Lifestyle business from the Non-Lifestyle business to position the Lifestyle business likened to peers;
 - Independent existence of self-sustaining pure play businesses;
 - Create enhanced value for the shareholders of the Demerged Company;
 - Enable the Demerged Company and the Resulting Company to each have focused strategy and specialization for sustained growth and profitability as well as the ability to attract investors and have better access to capital;



- Clear strategic roadmap towards improved performance outlook and increased investor confidence;
- Enable specialization and operational efficiencies for the individual businesses for their sustained growth; and
- Simplification of overall group structure and creating efficiencies through amalgamation.

3. Proposed Draft Scheme

3.1 The Audit Committee noted that since the Transferor Company 1 and the Transferor Company 2 are wholly owned subsidiaries of the Company, no shares shall be issued by the Company to the shareholders of Transferor Company 1 and the Transferor Company 2 pursuant to the Amalgamation of Transferor Company 1 and the Transferor Company 2 with the Company as part of the Scheme becoming effective.

3.2 The Audit Committee reviewed the valuation report and noted the report and recommended the following:

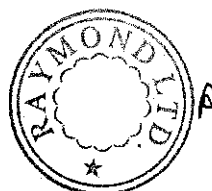
In consideration for the demerger of Lifestyle Business Undertaking of the Company into the Proposed Resulting Company in terms of the Scheme and based on valuation report issued by M/s SSPA & Co., Chartered Accountants and fairness opinion provided by M/s Pantomath Capital Advisors Private Limited, Category I Merchant Banker, the Proposed Resulting Company will issue and allot an aggregate of:

"[1] fully paid up equity share of INR 10 (Indian Rupees Ten) each of the Proposed Resulting Company for every [1] equity share of INR 10 (Indian Rupees Ten) each held in the Company as on the Record Date, as defined in the Draft Scheme, in the proportion of their holding in the Company.

and

[1] fully paid up equity share of INR 10 (Indian Rupees Ten) each of the Proposed Resulting Company for every [1] 0.01% Compulsorily Convertible Preference Share ('CCPS') of INR 10 (Indian Rupees Ten) each held in the Company as on the Record Date, as defined in the Draft Scheme, in the proportion of their holding in the Company."

- 3.3 Further, the Fairness Opinion confirmed that the share entitlement in the valuation report is fair to the Company and their respective shareholders.
- 3.4 Further, M/s. Walker Chandio & Co. LLP, Chartered Accountants, Statutory Auditors of the Company have confirmed that the accounting treatment as specified in the Scheme are in accordance with applicable Accounting Standards specified by the Central Government in Section 133 of the Companies Act, 2013.
- 3.5 Further, M/s. Walker Chandio & Co. LLP, Chartered Accountants, Statutory Auditors of the Company have given a draft undertaking clearly stating the reasons for non-applicability of Para 9(a) of Annexure I of the SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.
- 3.6 The proposed Appointed Date of the Scheme will be April 01, 2020.
- 3.7 The equity shares of Proposed Resulting Company to be issued and allotted to the equity shareholders of the Demerged Company pursuant to the Scheme shall be listed on BSE Limited and National Stock Exchange of India Limited (subject to trading permission being granted by the stock exchanges).

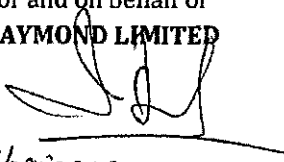


4. Recommendations of the Audit Committee

4.1 The Audit Committee after due deliberations and due consideration of all the terms of the draft Scheme, Valuation report, Fairness Opinion Report, Certificate and confirmation and undertaking from Statutory Auditors and the specific points mentioned above, recommends the draft Scheme for favorable consideration by the Board of Directors of the Company, the BSE, the NSE and Securities Exchange Board of India.

By Order of the Audit Committee

For and on behalf of
RAYMOND LIMITED

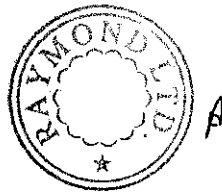


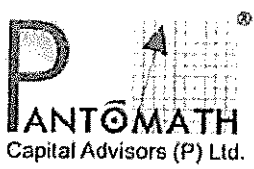
Chairman
Chairperson of the Audit Committee

Date: November 07, 2019

Place: Mumbai

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STRICTLY PRIVATE & CONFIDENTIAL

November 07, 2019

The Board of Directors
Raymond Limited
Plot No 156/H No. 2,
Village Zadgaon,
Ratnagiri 415612

Dear Sir(s) / Madam(s),

Re: Fairness Opinion on the Share Entitlement Ratio Report issued by SSPA & Co., Chartered Accountants, in connection with the Composite Scheme of Arrangement (the 'Scheme') for proposed demerger of Lifestyle Business Undertaking (as defined in the Scheme) of Raymond Limited ('RL' or 'the Demerged Company') into its to be incorporated wholly-owned subsidiary, New Co ('NC' or 'the Resulting Company').

1. BACKGROUND

1.1. Pantomath Capital Advisors Private Limited ("Pantomath" or "we" or "us") is a Category I Merchant Banker registered with the Securities Exchange Board of India ("SEBI"). Pursuant to Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (earlier SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015) we have been requested to issue a fairness opinion on Share Entitlement Ratio Report issued by SSPA & Co., Chartered Accountants, for the recommendation of Share Entitlement Ratio for the proposed demerger of Lifestyle Undertaking of RL into NC.

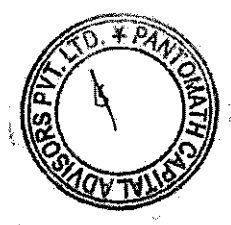
1.2. The management of Raymond Limited ('the Management') is considering the following restructuring proposal pursuant to a composite scheme of arrangement under sections 230 to 232 and other applicable provisions of the Companies Act, 2013, including rules and regulations made thereunder (hereinafter referred to as the 'Scheme'):

Step 1 - Amalgamation of 2 (two) wholly owned subsidiaries of Raymond Limited viz. Raymond Apparel Limited ('RAL') and Scissors Engineering Products Limited ('SEPL') into RL;

Step 2 - Demerger of Lifestyle Business Undertaking of RL into NC.

1.3. Subject to necessary approvals, RAL and SEPL would be amalgamated into Raymond and Lifestyle Business Undertaking of Raymond would be demerged from RL into New Co, with effect from appointed date of 01 Apr 2020 ('Appointed Date').

Progress with Values
Pantomath Capital Advisors Private Limited (SEBI Registered Category-I Merchant Bankers)
Regd. Office: 406-408, Keshava Premises, Behind Family Court, Bandra Kurla Complex, Bandra (East), Mumbai - 400051
Email: info@pantomathgroup.com
Website: www.pantomathgroup.com | CIN: U74120MH2013PTC248061 | Tel:022-6194 6700/724 | Fax:022-26598690



- 1.4. Pursuant to the Scheme, since RAL and SEPL are wholly owned subsidiaries of RL, no shares of RL are proposed to be allotted to shareholders of RAL and SEPL on amalgamation of RAL and SEPL into RL.
- 1.5. As a consideration for the Proposed Demerger, equity shareholders and CCPS holders of RL are proposed to be allotted equity shares of face value of INR 10 each fully paid up of New Co.
- 1.6. In this regard, we have been requested to issue a Fairness Opinion on Share Entitlement Ratio for the proposed demerger of Lifestyle business from RL in to NC as determined by SSPA & Co., Chartered Accountants in their Share Entitlement Ratio report.

2. BACKGROUND OF THE COMAPNIES

2.1. Raymond Limited

RL, incorporated in 1925, has transformed from being an Indian textile player to a large diversified group with interests in 'Lifestyle' and 'Non-Lifestyle' business. RL has a leadership position in textiles and apparel sectors and enjoys a formidable position across non-lifestyle businesses such as FMCG, Engineering etc. in national and global markets. The equity shares of the Company are listed on the BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE').

The Lifestyle business involves the manufacturing, retail of branded textiles, branded apparels as well as B2C shirting and B2B textile sale, made to measure and textile manufacturing.

2.2. Raymond Apparel Limited

RAL is an unlisted public company incorporated under Companies Act, 1956 and has its registered office at Jekegram, Pokhran Road No.1, Thane 400606, Maharashtra and is carrying on the business of branded apparel business. RAL is a wholly owned subsidiary of Raymond.

2.3. Scissors Engineering Products Limited

SEPL is an unlisted public company incorporated under Companies Act, 1956 and has its registered office at New Hind House, Narottam Morarji Marg, Ballard Estate Fort, Mumbai - 400001, Maharashtra and is carrying on the business of auto components. SEPL is a wholly owned subsidiary of Raymond.

2.4. New Co

NC is to be incorporated as an unlisted public company under Companies Act, 2013 with the proposed objective to engage, Inter alia in manufacturing, retail, trading and marketing of branded apparels including suitings, B2C, shirtings, retail and Made to Measure. NC is proposed to be incorporated as a wholly-owned subsidiary of RL.

- 2.5. In order to simplify the group structure, create flexibility and operational efficiencies, it is proposed by the management of the Demerged Company to amalgamate RAL and SEPL with RL and demerge the Lifestyle business from the Non-Lifestyle business.



3. SOURCE OF INFORMATION

For arriving at the fairness opinion set forth below, we have relied upon the following sources of information:

- 3.1. Share Entitlement Ratio Report issued by SSPA & Co., Chartered Accountants, dated November 07, 2019;
- 3.2. Draft Composite Scheme of Arrangement under section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013;
- 3.3. Audited financial statements of RL for the year ended March 31, 2019 and March 31, 2018;
- 3.4. Latest shareholding patterns of RL;
- 3.5. Other relevant information and documents for the purpose of this engagement including the management representations.

4. VALUER'S RECOMMENDATION

- 4.1. The share entitlement ratio is decided based on the Management's desired capital structure of New Co. Post the proposed Demerger all the shareholders of RL are and will be the ultimate beneficial owners of New Co in the same ratio (inter se) as they hold shares in RL. Therefore, no relative valuation of Lifestyle Business Undertaking and New Co is required to be undertaken for the proposed Demerger.
- 4.2. The Management has recommended the following share entitlement ratio in consideration for the proposed Demerger i.e. demerger of Lifestyle Business Undertaking of RL into New Co:

"1 (one) fully paid up equity share of INR 10 (Indian Rupees Ten each of the New Co) for every 1 (one) equity share of INR 10 (Indian Rupees Ten) each held in the Demerged Company."

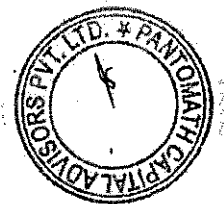
and

"1 (one) fully paid up equity share of INR 10 (Indian Rupees Ten each of the New Co) for every 1 (one) Compulsorily Convertible Preference Share ('CCPS') of INR 10 (Indian Rupees Ten) each held in the Demerged Company."

5. RATIONALE AND CONCLUSION

In the circumstances, having regard to the relevant factors and on the basis of information and explanations given to us, in our view, the proposed Share Entitlement Ratio as recommended by SSPA & Co., Chartered Accountants, which forms the basis for the proposed Demerger, appears to be fair and reasonable from a financial point of view.

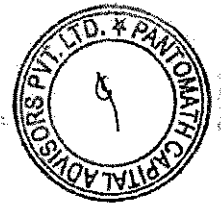
Further, we are not required to comment on the fairness of preferential allotment of shares of RL to one of its group companies J. K. Investo Trade (India) Limited ('JKIT') as mentioned in the report of SSPA & Co., Chartered Accountants.



Pantomath has issued the Fairness Opinion with the understanding that Draft Scheme shall not be materially altered and the parties hereto agree that the Fairness Opinion would not stand good in case the final Scheme alters the transaction.

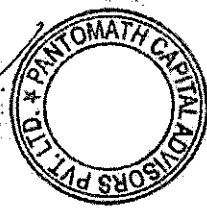
6. EXCLUSIONS AND LIMITATIONS

- 6.1. We have assumed and relied upon, without independent verification, the accuracy and completeness of all information that was publicly available or provided or otherwise made available to us by the management of RL for the purpose of this opinion without carrying out any audit or certification or due diligence of the working results, financial statements, financial estimates or estimates of value to be realized for the assets of RL and NC.
- 6.2. We have solely relied upon the information provided to us by the management of RL and NC. We have not reviewed any books or records of RL and NC.
- 6.3. We have not assumed any obligation to conduct, nor have we conducted any physical inspection or title verification of the properties or facilities of RL and NC and neither express any opinion with respect thereto nor accept any responsibility therefor.
- 6.4. We have not made any independent valuation or appraisal of the assets or liabilities of RL and NC. In particular we do not express any opinion as to the value of assets of RL and NC, whether at current market prices or in future.
- 6.5. We have not reviewed any internal management information statements or any non-public reports, and, instead, with your consent we have relied upon information which was publicly available or provided or otherwise made available to us by the management of RL for the purpose of this opinion.
- 6.6. We are not experts in the evaluation of litigation or other actual or threatened claims and hence have not commented on the effect of such litigation or claims on the valuation. We are not legal, tax, regulatory or actuarial advisors. We are financial advisors only and have relied upon, without independent verification, the assessment of RL and NC with respect to these matters. In addition, we have assumed that the Draft Composite Scheme of Arrangement will be approved by the regulatory authorities and that the proposed transaction will be consummated substantially in accordance with the terms set forth in the Draft Composite Scheme of Arrangement.
- 6.7. We understand that the managements of RL during our discussion with them would have drawn our attention to all such information and matters which may have an impact on our analysis and opinion.
- 6.8. Our opinion is necessarily based on financial, economic, market and other conditions as they currently exist and on the information made available to us as of the date hereof. It should be understood that although subsequent developments may affect this opinion, we do not have any obligation to update, revise or reaffirm this opinion. In arriving at our opinion, we are not authorized to solicit, and did not solicit, interests for any party with respect to the acquisition, business combination or other extra-ordinary transaction involving RL and NC or any of its assets, nor did we negotiate with any other party in this regard.



- 6.9. It is understood that this opinion is solely for the benefit of confidential use by the Board of Directors of RL for the purpose of facilitating companies to comply with Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (earlier Circular CIR/CID/CMD/16/2015 dated November 30, 2015) issued by SEBI; disclosures to be made to relevant regulatory authorities including stock exchanges, SEBI, National Company Law Tribunal or as required under applicable law and it shall not be valid for any other purpose. This opinion is only intended for the aforementioned specific purpose and if it is used for any other purpose; we will not be liable for any consequences thereof.
- 6.10. The fee for our service is not contingent upon the results of the proposed arrangement. This opinion is subject to the laws of India.
- 6.11. We express no opinion whatever and make no recommendation at all as to RL's and NC's underlying decision to effect to the proposed Demerger or as to how the holders of equity shares or secured or unsecured creditors of RL and NC should vote at their respective meetings held in connection with the proposed Composite Scheme of Arrangement. We do not express and should not be deemed to have expressed any views on any other terms of the proposed Composite Scheme of Arrangement. We also express no opinion and accordingly accept no responsibility for or as to the prices at which the equity shares of RL will trade following the announcement of the proposed Composite Scheme of Arrangement or as to the financial performance of RL and NC following the completion of the proposed Composite Scheme of Arrangement.
- 6.12. In no circumstances however, will Pantomath or its associates, directors or employees accept any responsibility or liability to any third party.

Truly Yours,



Saloni Surana
Manager

Pantomath Capital Advisors Private Limited
SEBI Registered Category – I Merchant Bankers
Registration No. MB/INM000012110



STRICTLY PRIVATE & CONFIDENTIAL

November 26, 2019

**The Board of Directors
Raymond Limited
Plot No 156/H No. 2,
Village Zadgaon,
Ratnagiri 415612**

**The Board of Directors
Raymond Lifestyle Limited
C/o Raymond Limited, Jekegram,
Pokhran Road No. 1,
Thane West 400606**

Re: Fairness Opinion on the Share Entitlement Ratio Report issued by SSPA & Co., Chartered Accountants, in connection with the Composite Scheme of Arrangement (the 'Scheme') for proposed demerger of Lifestyle Business Undertaking (as defined in the Scheme) of Raymond Limited ('RL' or 'the Demerged Company') into its to be incorporated wholly-owned subsidiary, New Co ('NC' or 'the Resulting Company').

Dear Sir(s) / Madam(s),

This refers to the Fairness Opinion dated November 07, 2019 for the proposed demerger of Lifestyle Business Undertaking (as defined in the Scheme) of Raymond Limited into its to be incorporated wholly-owned subsidiary, New Co ("Fairness Opinion"), issued by Pantomath Capital Advisors Private Limited ("Pantomath" or "we" or "us").

We are informed based on your email dated November 26, 2019, that the proposed to be incorporated wholly-owned subsidiary, New Co, of RL, referred to in the Fairness Opinion has been incorporated on November 14, 2019 as Raymond Lifestyle Limited.

Accordingly, we confirm that the Fairness Opinion can be used for the Composite Scheme of Arrangement by Raymond Lifestyle Limited.

Please note that all the terms of the Engagement Letter dated November 01, 2019 and the clauses mentioned in the Fairness Opinion remain same and are applicable to Raymond Lifestyle Limited.

Truly Yours,

Saloni

Saloni Surana
Manager

**Pantomath Capital Advisors Private Limited
SEBI Registered Category – I Merchant Bankers
Registration No. MB/INM000012110**

Progress with Values

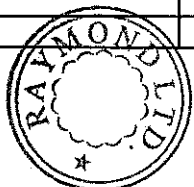
**Pantomath Capital Advisors Private Limited (SEBI Registered Category-I Merchant Bankers)
Regd. Office: 406-408, Keshava Premises, Behind Family Court, Bandra Kurla Complex, Bandra (East), Mumbai – 400051
Email: info@pantomathgroup.com
Website: www.pantomathgroup.com | CIN: U74120MH2013PTC248061 | Tel:022-6194 6700/724 | Fax:022-26598690**

SECRETARIAL DEPARTMENT

Jekegram, Pokhran Road No. 1, Thane (W) - 400 606
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Raymond Limited (Demerged Company)

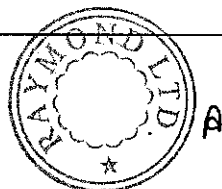
Particulars			Raymond Limited (Demerged Company)			
			Pre		Post	
Sr. No.	Description	Name of Shareholder	No. of shares	%	No. of shares	%
(A)	Shareholding of Promoter and Promoter Group					
1	Indian					
(a)	Individuals/ Hindu Undivided Family	Shephali Ruia (AAAPR5863L)	152259	0.25	152259	0.25
		Vijaypat Singhania (AADPS7083G)	53000	0.09	53000	0.09
		Niharika Gautam Singhania (ECJPS8926N)	5000	0.01	5000	0.01
		Nawaz Singhania (AFGPM2417N)	2500	0.00	2500	0.00
		Advait Krishna Ruia (BFRPR0151N)	2825	0.00	2825	0.00
		Nisa Gautam Singhania (EAFPS6626P)	500	0.00	500	0.00
		Gautam Hari Singhania (AAFPS1651J)	29	0.00	29	0.00
		Ashadevi Singhania (AAQPS0997N)	0	0.00	0	0.00
		Ritwik A Ruia (AJDPR1408D)	0	0.00	0	0.00
(b)	Central Government/ State Government(s)	-	0	0.00	0	0.00
(c)	Bodies Corporate	J K Investors (Bombay) Limited (AAACJ2089D)	18710514	30.48	18710514	30.48
		J K Helene Curtis Limited (AAACJ2511L)	3592050	5.85	3592050	5.85
		J K Investo Trade (India) Limited (AAACJ6284E)	2802826	4.57	2802826	4.57
		J K Sports Foundation (AAATJ0031G)	792395	1.29	792395	1.29
		Smt. Sunitidevi Singhania Hospital Trust (AAATS2147N)	691496	1.13	691496	1.13
		Polar Investments Limited (AAACP6450E)	99200	0.16	99200	0.16
(d)	Financial Institutions/ Banks	-	0	0.00	0	0.00
(e)	Any Others	-	0	0.00	0	0.00
	Sub Total(A)(1)	-	26904594	43.83	26904594	43.83
2	Foreign					
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	0	0.00	0	0.00
(b)	Bodies Corporate	-	0	0.00	0	0.00
(c)	Institutions	-	0	0.00	0	0.00
(d)	Any Others	-	0	0.00	0	0.00
	Sub Total(A)(2)	-	0	0.00	0	0.00



REGISTERED OFFICE

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Ratnagiri - 415 612, Maharashtra
Tel: (02352) 232514
Fax: (02352) 232513

Particulars			Raymond Limited (Demerged Company)			
			Pre		Post	
Sr. No.	Description	Name of Shareholder	No. of shares	%	No. of shares	%
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	-	26904594	43.83	26904594	43.83
(B)	Public shareholding					
1	Institutions					
(a)	Mutual Funds	-	5463130	8.90	5463130	8.90
(b)	Financial Institutions / Banks	-	74779	0.12	74779	0.12
(c)	Central Government/ State Government(s)	-	0	0.00	0	0.00
(d)	Venture Capital Funds	-	0	0.00	0	0.00
(e)	Insurance Companies	-	1004166	1.64	1004166	1.64
(f)	Foreign Institutional Investors	-	0	0.00	0	0.00
(g)	Foreign Venture Capital Investors	-	0	0.00	0	0.00
	Any Other					
	Foreign Portfolio Investors		8325599	13.56	8325599	13.56
	Alternate Investment Funds	-	4069	0.01	4069	0.01
(h)	Foreign Financial Institution	-	700	0.00	700	0.00
	Foreign Bank	-	139	0.00	139	0.00
	UTI	-	1161	0.00	1161	0.00
	Sub-Total (B)(1)	-	14873743	24.23	14873743	24.23
2	Non-institutions					
(a)	Bodies Corporate	-	1936237	3.15	1936237	3.15
(b)	Individuals	-				
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh	-	10957543	17.85	10957543	17.85
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	-	4271015	6.96	4271015	6.96
	Any Other	-				
	NBFCs registered with RBI	-	85523	0.14	85523	0.14
	Employee Trusts	-	0	0.00	0	0.00
	IEPF	-	401559	0.65	401559	0.65
	Trusts	-	4562	0.01	4562	0.01
(c)	HUF	-	391915	0.64	391915	0.64
	Others	-	1900	0.00	1900	0.00
	Non-Resident Indian (NRI)	-	942580	1.54	942580	1.54
	Overseas Corporate Bodies	-	50	0.00	50	0.00
	Clearing Members	-	389795	0.64	389795	0.64
	Sub-Total (B)(2)	-	19382679	31.58	19382679	31.58
(B)	Total Public Shareholding (B) = (B)(1)+(B)(2)	-	34256422	55.81	34256422	55.81
	TOTAL (A)+(B)	-	61161016	99.64	61161016	99.64
(C)	Shares held by Custodians and against which DRs have been issued	-	219838	0.36	219838	0.36
	GRAND TOTAL (A)+(B)+(C)	-	61380854	100.00	61380854	100.00



For **Raymond** LIMITED

Ashish

Authorised Signatory

RAYMOND LIFESTYLE LIMITED

Raymond Lifestyle Limited (Resulting Company)

Particulars			Raymond Lifestyle Limited (Resulting Company)			
			Pre		Post	
Sr. No.	Description	Name of Shareholder	No. of shares	%	No. of shares	%
(A)	Shareholding of Promoter and Promoter Group					
1	Indian					
(a)	Individuals/ Hindu Undivided Family	Shephali Ruia (AAAPR5863L)	0	0.00	152259	0.25
		Vijaypat Singhania (AADPS7083G)	0	0.00	53000	0.09
		Niharika Gautam Singhania (ECJPS8926N)	0	0.00	5000	0.01
		Nawaz Singhania (AFGPM2417N)	0	0.00	2500	0.00
		Advait Krishna Ruia (BFRPR0151N)	0	0.00	2825	0.00
		Nisa Gautam Singhania (EAFPS6626P)	0	0.00	500	0.00
		Gautam Hari Singhania (AAFPS1651J)	0	0.00	29	0.00
		Ashadevi Singhania (AAQPS0997N)	0	0.00	0	0.00
		Ritwik A Ruia (AJDPR1408D)	0	0.00	0	0.00
(b)	Central Government/ State Government(s)	-	0	0.00	0	0.00
(c)	Bodies Corporate	J K Investors (Bombay) Limited (AAACJ2089D)	0	0.00	18710514	30.59
		J K Helene Curtis Limited (AAACJ2511L)	0	0.00	3592050	5.87
		J K Investo Trade (India) Limited (AAACJ6284E)	0	0.00	2802826	4.58
		J K Sports Foundation (AAATJ0031G)	0	0.00	792395	1.3
		Smt. Sunitidevi Singhania Hospital Trust (AAATS2147N)	0	0.00	691496	1.13
		Polar Investments Limited (AAACP6450E)	0	0.00	99200	0.16
		Raymond Limited (AAACR4896A)	50000	100.00	0	0.00
(d)	Financial Institutions/ Banks	-	0	0.00	0	0.00
(e)	Any Others	-	0	0.00	0	0.00
	Sub Total(A)(1)	-	0	0.00	26904594	43.63
2	Foreign		0	0.00		
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	0	0.00	0	0.00



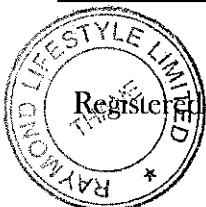
CIN: U52322MH2019PLC332934

Registered Office: c/o Raymond Limited, Jekegram, Pokhran Road No. 1, Thane West - 400 606,
Maharashtra

Tel.: +91 22 6152 7000 | Fax: +91 22 6152 8111

RAYMOND LIFESTYLE LIMITED

Particulars			Raymond Lifestyle Limited (Resulting Company)			
			Pre		Post	
Sr. No.	Description	Name of Shareholder	No. of shares	%	No. of shares	%
(b)	Bodies Corporate	-	0	0.00	0	0.00
(c)	Institutions	-	0	0.00	0	0.00
(d)	Any Others	-	0	0.00	0	0.00
	Sub Total(A)(2)	-	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	-	0	0.00	26904594	43.63
(B)	Public shareholding		0	0.00		
1	Institutions		0	0.00		
(a)	Mutual Funds/ UTI	-	0	0.00	5463130	8.93
(b)	Financial Institutions / Banks	-	0	0.00	74779	0.12
(c)	Central Government/ State Government(s)	-	0	0.00	0	0.00
(d)	Venture Capital Funds	-	0	0.00	0	0.00
(e)	Insurance Companies	-	0	0.00	1004166	1.64
(f)	Foreign Institutional Investors	-	0	0.00	0	0.00
(g)	Foreign Venture Capital Investors	-	0	0.00	0	0.00
	Any Other		0	0.00		
	Foreign Portfolio Investors		0	0.00	8325599	13.61
	Alternate Investment Funds	-	0	0.00	4069	0.01
(h)	Foreign Financial Institution	-	0	0.00	700	0.00
	Foreign Bank	-	0	0.00	139	0.00
	UTI	-	0	0.00	1161	0.00
	Sub-Total (B)(1)	-	0	0.00	14873743	24.32
2	Non-institutions		0	0.00		
(a)	Bodies Corporate	-	0	0.00	1936237	3.15
(b)	Individuals	-	0	0.00		
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh	-	0	0.00	10957543	17.92
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	-	0	0.00	4271015	6.98
	Any Other	-	0	0.00		
	NBFCs registered with RBI	-	0	0.00	85523	0.14
	Employee Trusts	-	0	0.00	0	0.00
	IEPF	-	0	0.00	401559	0.65
	Trusts	-	0	0.00	4562	0.01
	HUF	-	0	0.00	391915	0.64
	Others	-	0	0.00	1900	0.00
	Non-Resident Indian (NRI)	-	0	0.00	942580	1.54
	Overseas Corporate Bodies	-	0	0.00	50	0.00
	Clearing Members	-	0	0.00	389795	0.64
	Sub-Total (B)(2)	-	0	0.00	19382679	31.58
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	-	0	0.00	34256422	55.81
	TOTAL (A)+(B)	-	0	0.00	61161016	99.64
(C)	Shares held by Custodians and against which DRs have been issued	-	0	0.00	219838	0.36
	GRAND TOTAL (A)+(B)+(C)	-	50000	100.00	61380854	100.00



CIN: U52322MH2019PLC332934

Registered Office: c/o Raymond Limited, Jekegram, Pokhran Road No. 1, Thane West - 400 606, Maharashtra For RAYMOND LIFESTYLE LIMITED

Tel.: +91 22 6152 7000 | Fax: +91 22 6152 8111

Arvind

Director / Authorised Signatory



For RAYMOND APPAREL LTD.

Ashish

Director / Authorised Signatory

Raymond Apparel Limited (Transferor Company 1)

Particulars			Raymond Apparel Limited (Transferor Company 1)			
Sr. No.	Description	Name of Shareholder	Pre		Post	
			No. of shares	%	No. of shares	%
(A)	Shareholding of Promoter and Promoter Group					
1	Indian					
(a)	Individuals/ Hindu Undivided Family	-	0	0.00	0	0.00
(b)	Central Government/ State Government(s)	-	0	0.00	0	0.00
(c)	Bodies Corporate	Raymond Limited (AAACR4896A)	2483200	100.00	0	0.00
(d)	Financial Institutions/ Banks	-	0	0.00	0	0.00
(e)	Any Others	-	0	0.00	0	0.00
	Sub Total(A)(1)	-	0	0.00	0	0.00
2	Foreign		0	0.00	0	0.00
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	0	0.00	0	0.00
(b)	Bodies Corporate	-	0	0.00	0	0.00
(c)	Institutions	-	0	0.00	0	0.00
(d)	Any Others	-	0	0.00	0	0.00
	Sub Total(A)(2)	-	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	-	0	0.00	0	0.00
(B)	Public shareholding		0	0.00	0	0.00
1	Institutions		0	0.00	0	0.00
(a)	Mutual Funds/ UTI	-	0	0.00	0	0.00
(b)	Financial Institutions / Banks	-	0	0.00	0	0.00
(c)	Central Government/ State Government(s)	-	0	0.00	0	0.00
(d)	Venture Capital Funds	-	0	0.00	0	0.00
(e)	Insurance Companies	-	0	0.00	0	0.00
(f)	Foreign Institutional Investors	-	0	0.00	0	0.00
(g)	Foreign Venture Capital Investors	-	0	0.00	0	0.00
(h)	Any Other	-	0	0.00	0	0.00
	Sub-Total (B)(1)	-	0	0.00	0	0.00
2	Non-institutions		0	0.00	0	0.00
(a)	Bodies Corporate	-	0	0.00	0	0.00
(b)	Individuals	-	0	0.00	0	0.00
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh	-	0	0.00	0	0.00
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	-	0	0.00	0	0.00
(c)	Any Other	-	0	0.00	0	0.00
	Sub-Total (B)(2)	-	0	0.00	0	0.00
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	-	0	0.00	0	0.00
	TOTAL (A)+(B)	-	0	0.00	0	0.00
(C)	Shares held by Custodians and against which DRs have been issued	-	0	0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	-	2483200	100.00	0	0.00



SCISSORS ENGINEERING PRODUCTS LIMITED

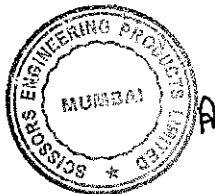
Regd. Office: New Hind House, N.M. Marg, Ballard Estate, Mumbai-400001

Tel: 2268 6000

CIN: U29130MH2005PLC154732

Scissors Engineering Products Limited (Equity) (Transferor Company 2)

Particulars			Scissors Engineering Products Limited (Equity) (Transferor Company 2)			
			Pre		Post	
Sr. No.	Description	Name of Shareholder	No. of shares	%	No. of shares	%
(A)	Shareholding of Promoter and Promoter Group					
1	Indian					
(a)	Individuals/ Hindu Undivided Family	-	0	0.00	0	0.00
(b)	Central Government/ State Government(s)	-	0	0.00	0	0.00
(c)	Bodies Corporate	Raymond Limited (AAACR4896A)	18083865	100.00	0	0.00
(d)	Financial Institutions/ Banks	-	0	0.00	0	0.00
(e)	Any Others	-	0	0.00	0	0
	Sub Total(A)(1)	-	0	0.00	0	0.00
2	Foreign		0	0.00	0	0.00
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	0	0.00	0	0.00
(b)	Bodies Corporate	-	0	0.00	0	0.00
(c)	Institutions	-	0	0.00	0	0.00
(d)	Any Others	-	0	0.00	0	0.00
	Sub Total(A)(2)	-	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	-	0	0.00	0	0.00
(B)	Public shareholding		0	0.00	0	0.00
1	Institutions		0	0.00	0	0.00
(a)	Mutual Funds/ UTI	-	0	0.00	0	0.00
(b)	Financial Institutions / Banks	-	0	0.00	0	0.00
(c)	Central Government/ State Government(s)	-	0	0.00	0	0.00
(d)	Venture Capital Funds	-	0	0.00	0	0.00
(e)	Insurance Companies	-	0	0.00	0	0.00
(f)	Foreign Institutional Investors	-	0	0.00	0	0.00
(g)	Foreign Venture Capital Investors	-	0	0.00	0	0.00
(h)	Any Other	-	0	0.00	0	0.00
	Sub-Total (B)(1)	-	0	0.00	0	0.00
2	Non-institutions		0	0.00	0	0.00
(a)	Bodies Corporate	-	0	0.00	0	0.00
(b)	Individuals	-	0	0.00	0	0.00
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh	-	0	0.00	0	0.00
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	-	0	0.00	0	0.00
(c)	Any Other	-	0	0.00	0	0.00
	Sub-Total (B)(2)	-	0	0.00	0	0.00
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	-	0	0.00	0	0.00
	TOTAL (A)+(B)	-	0	0.00	0	0.00



For Scissors Engineering Products Ltd.

Ashish

Director / Authorised Signatory

SCISSORS ENGINEERING PRODUCTS LIMITED

Regd. Office: New Hind House, N.M. Marg, Ballard Estate, Mumbai-400001

Tel: 2268 6000

CIN: U29130MH2005PLC154732

Particulars			Scissors Engineering Products Limited (Equity) (Transferor Company 2)			
			Pre		Post	
Sr. No.	Description	Name of Shareholder	No. of shares	%	No. of shares	%
(C)	Shares held by Custodians and against which DRs have been issued	-	0	0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	-	18083865	100.00	0	0.00

Scissors Engineering Products Limited (Preference) (Transferor Company 2)

Particulars			Scissors Engineering Products Limited (Preference) (Transferor Company 2)			
			Pre		Post	
Sr. No.	Description	Name of Shareholder	No. of shares	%	No. of shares	%
(A)	Shareholding of Promoter and Promoter Group					
1	Indian					
(a)	Individuals/ Hindu Undivided Family	-	0	0.00	0	0.00
(b)	Central Government/ State Government(s)	-	0	0.00	0	0.00
(c)	Bodies Corporate	Raymond Limited (AAACR4896A)	3500	100.00	0	0.00
(d)	Financial Institutions/ Banks	-	0	0.00	0	0.00
(e)	Any Others	-	0	0.00	0	0
	Sub Total(A)(1)	-	0	0.00	0	0.00
2	Foreign		0	0.00	0	0.00
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	0	0.00	0	0.00
(b)	Bodies Corporate	-	0	0.00	0	0.00
(c)	Institutions	-	0	0.00	0	0.00
(d)	Any Others	-	0	0.00	0	0.00
	Sub Total(A)(2)	-	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	-	0	0.00	0	0.00
(B)	Public shareholding		0	0.00	0	0.00
1	Institutions		0	0.00	0	0.00
(a)	Mutual Funds/ UTI	-	0	0.00	0	0.00
(b)	Financial Institutions / Banks	-	0	0.00	0	0.00
(c)	Central Government/ State Government(s)	-	0	0.00	0	0.00
(d)	Venture Capital Funds	-	0	0.00	0	0.00
(e)	Insurance Companies	-	0	0.00	0	0.00
(f)	Foreign Institutional Investors	-	0	0.00	0	0.00
(g)	Foreign Venture Capital Investors	-	0	0.00	0	0.00
(h)	Any Other	-	0	0.00	0	0.00
	Sub-Total (B)(1)	-	0	0.00	0	0.00
2	Non-institutions		0	0.00	0	0.00
(a)	Bodies Corporate	-	0	0.00	0	0.00
(b)	Individuals	-	0	0.00	0	0.00



For Scissors Engineering Products Ltd.

Ashish
Director / Authorised Signatory

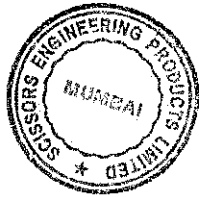
SCISSORS ENGINEERING PRODUCTS LIMITED

Regd. Office: New Hind House, N.M. Marg, Ballard Estate, Mumbai-400001

Tel: 2268 6000

CIN: U29130MH2005PLC154732

Particulars			Scissors Engineering Products Limited (Preference) (Transferor Company 2)			
			Pre		Post	
Sr. No.	Description	Name of Shareholder	No. of shares	%	No. of shares	%
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh	-	0	0.00	0	0.00
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	-	0	0.00	0	0.00
(c)	Any Other	-	0	0.00	0	0.00
	Sub-Total (B) (2)	-	0	0.00	0	0.00
	(B) Total Public Shareholding (B)= (B)(1)+(B)(2)	-	0	0.00	0	0.00
	TOTAL (A)+(B)	-	0	0.00	0	0.00
(C)	Shares held by Custodians and against which DRs have been issued	-	0	0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	-	3500	100.00	0	0.00



For Scissors Engineering Products Ltd.

Ashish

Director / Authorized Signatory

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

Annexure - 6A

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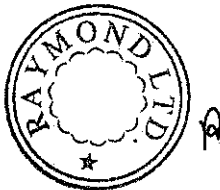
The financial details and capital evolution of the transferee/resulting and transferor/demerged companies for the previous 3 years as per the audited statement of Accounts:

Name of the Company: Raymond Limited (Demerged/Transferee Company)

(Rs. In Crore)

Particulars	For the period ended and as at September 30, 2019 (Audited)	For the year ended and as at March 31, 2019	For the year ended and as at March 31, 2018	For the year ended and as at March 31, 2017
Equity Paid up Capital	61.38	61.38	61.38	61.38
Reserves and surplus	1312.83	1307.43	1255.68	1162.66
Carry forward losses	0.00	0.00	0.00	0.00
Net Worth	1374.21	1368.81	1317.06	1224.04
Miscellaneous Expenditure	0.00	0.00	0.00	0.00
Secured Loans	1084.54	357.68	248.10	551.62
Unsecured Loans	838.93	1377.43	1389.01	1053.52
Total Fixed Assets	1254.49	1117.80	1122.19	859.48
Income from Operations	1606.93	3276.39	3011.56	2822.18
Total Income	1688.37	3440.52	3136.79	2950.95
Total Expenditure	1690.29	3321.91	3045.33	2897.92
Profit before Tax	-3.53	94.24	141.47	47.09
Profit after Tax	40.63	73.82	98.07	33.83
Cash profit	73.23	202.37	156.70	128.00
EPS (Reported) (in Rs.)	6.62	12.03	15.98	5.51
Book value (in Rs.)	223.88	223.00	214.57	199.42

1. Cash profit has been arrived profit net of current tax with a adjustment of depreciation and amortization, non-cash exceptional items.
2. Book value has been arrived at by dividing the Net Worth by total no of shares outstanding.
3. Profit After Tax does not include other comprehensive income.
4. Net worth comprises of Equity paid up capital and Reserves and surplus.



For **Raymond** LIMITED

Ashish

Authorised Signatory

REGISTERED OFFICE

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



RAYMOND LIFESTYLE LIMITED

The financial details and capital evolution of the transferee/resulting and transferor/demerged companies for the previous 3 years as per the audited statement of Accounts:

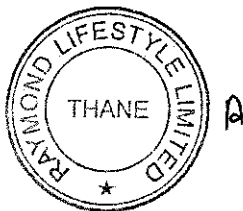
Name of the Company: **Raymond Lifestyle Limited (Resulting Company)**

(Rs. In Crore)

	For the period ended and as at November 30, 2019 (Refer Note 1) (Audited)	For the year ended and as at March 31, 2019	For the year ended and as at March 31, 2018	For the year ended and as at March 31, 2017
Equity Paid up Capital	0.05			
Reserves and surplus	0			
Carry forward losses	-			
Net Worth	0.05			
Miscellaneous Expenditure	-			
Secured Loans	-			
Unsecured Loans	-			
Total Fixed Assets	-			
Income from Operations	-			
Total Income	-			
Total Expenditure	-			
Profit before Tax	-			
Profit after Tax	-			
Cash profit	-			
EPS (Reported) (in Rs.)	-			
Book value (in Rs.)	10.00			

Not Applicable

Note: The Company has incorporated on November 14, 2019 and its first financial year will end on March 31, 2020. Hence, the above mentioned details are as at November 30, 2019 and no other financials have been provided as they are not applicable / available.



For RAYMOND LIFESTYLE LIMITED

Ashish
Director / Authorised Signatory

CIN: U52322MH2019PLC332934

Registered Office: c/o Raymond Limited, Jekegram, Pokhran Road No. 1, Thane West - 400 606, Maharashtra

Tel.: +91 22 6152 7000 | Fax: +91 22 6152 8111



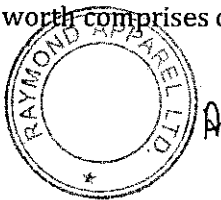
The financial details and capital evolution of the transferee/resulting and transferor/demerged companies for the previous 3 years as per the audited statement of Accounts:

Name of the Company: **Raymond Apparel Limited (Transferor Company 1)**

(Rs. in Crore)

Particulars	As at 30.09.2019 (Audited)	As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
	30-09-19	2018-19	2017-18	2016-17
Equity Paid up Capital	2.48	36.52	36.52	36.52
Reserves and surplus	166.51	264.27	248.11	217.61
Carry forward losses	-	-	-	-
Net Worth	168.99	300.79	284.63	254.13
Miscellaneous Expenditure	-	-	-	-
Secured Loans	275.31	144.79	146.37	213.73
Unsecured Loans	181.00	126.00	91.13	13.95
Fixed Assets	408.15	62.34	42.25	41.91
Income from Operations	833.78	1,622.16	1,399.52	1,249.73
Total Income	838.61	1,625.56	1,408.51	1,255.68
Total Expenditure	825.87	1,591.36	1,390.35	1,323.85
Profit before Tax	12.74	34.20	18.16	(68.17)
Profit after Tax	0.47	22.00	13.74	(67.52)
Cash profit	(1.14)	2.60	2.71	(1.28)
EPS (In INR)	1.88	99.13	61.93	(329.98)
Book value (In INR)	975.54	1,355.40	1,282.56	1,145.14

1. Cash profit has been arrived profit net of current tax with a adjustment of depreciation and amortization, non-cash exceptional items.
2. Book value has been arrived at by dividing the Net Worth by total no of shares outstanding.
3. Profit After Tax does not include other comprehensive income.
4. Net worth comprises of Equity paid up capital and Reserves and surplus.



For **RAYMOND APPAREL LTD.**

Ashish

Director / Authorised Signatory


Raymond


PARK AVENUE


parx


ColorPlus



SCISSORS ENGINEERING PRODUCTS LIMITED

Regd. Office: New Hind House, N.M. Marg, Ballard Estate, Mumbai-400001

Tel: 2268 6000

CIN: U29130MH2005PLC154732

The financial details and capital evolution of the transferee/resulting and transferor/demerged companies for the previous 3 years as per the audited statement of Accounts:

Name of the Company: **Scissors Engineering Products Limited (Transferor Company 2)**

	(Rs. in Crore)			
	As per Audited/ Reviewed 30 th Sept'2019	As per last Audited Financial Year 2018-2019	1 year prior to the last Audited Financial Year 2017-2018	2 years prior to the last Audited Financial Year 2016-17
Equity Shares of Rs.10 each	18.08	18.08	18.03	7.74
9% Non-cumulative Compulsory Convertible Preference Share of Rs. 100 each	0.04	0.04	0.14	20.52
Reserves and surplus	10.31	10.31	10.27	0.12
Carry forward losses	-	-	-	-
Net Worth	28.42	28.43	28.45	28.38
Miscellaneous Expenditure	-	-	-	-
Secured Loans	-	-	-	-
Unsecured Loans	-	-	-	-
Fixed Assets	-	-	-	-
Income from Operations	-	-	-	-
Total Income	-	-	-	-
Total Expenditure	0.00	0.02	0.03	0.01
Profit before Tax	-0.00	-0.02	-0.03	-0.01
Profit after Tax	-0.00	-0.02	-0.03	-0.01
Cash profit	-0.00	-0.02	-0.03	-0.01
EPS (in Rs.)	-0.00	-0.01	-0.03	-0.02
Book value (Rs.)	15.70	15.70	15.70	10.15

1. Cash profit has been arrived profit net of current tax with a adjustment of depreciation and amortization, non-cash exceptional items.
2. Book value has been arrived at by dividing the Net Worth by total no of shares outstanding.
3. Profit After Tax does not include other comprehensive income.
4. Net worth comprises of Equity paid up capital and Reserves and surplus.



For Scissors Engineering Products Ltd.

Ashish
Director / Authorised Signatory

Walker Chandlok & Co LLP

Walker Chandlok & Co LLP
16th Floor, Tower II,
Indiabulls Finance Centre,
SB Marg, Elphinstone (W)
Mumbai - 400 013
India

T: +91 22 6626 2600
F: +91 22 6626 2601

To
The Board of Directors
Raymond Limited
Pokhran Road No. 1, Jajkagram
Thane - 400 606
Maharashtra

Independent auditor's certificate on the proposed accounting treatment included in the composite scheme of arrangement pursuant to SEBI circular no. CFD/DIL3/CIR/2017/21 dated 10 March 2017 read with SEBI Circular No. CFD/DIL3/CIR/2018/2 dated 3 January 2018, Sections 230 to 232 of the Companies Act, 2013 ('the Act') and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

1. This certificate is issued in accordance with the terms of our engagement letter dated 22 July 2019 with Raymond Limited ('the Demerged Company' or 'the Transferee Company' or 'the Company').
2. We, the statutory auditors of the Company, have examined the proposed accounting treatment specified in Clause 12 and Clause 25.1 of the composite scheme of arrangement between the Demerged Company, Raymond Lifestyle Limited Incorporated as an unlisted public company under Companies Act, 2013 (the 'Resulting Company', i.e. Proposed New Company), Raymond Apparel Limited ('the Transferor Company 1' or 'RAL') and Scissors Engineering Products Limited ('the Transferor Company 2' or 'SEPL') and their respective shareholders (hereinafter referred to as the 'Scheme') as approved by the Board of Directors ('the Board') in their meeting held on 7 November 2019 and suitably amended till date as authorised by the Board, in terms of the provisions of SEBI circular no. CFD/DIL3/CIR/2017/21 dated 10 March 2017 read with SEBI Circular No. CFD/DIL3/CIR/2018/2 dated 3 January 2018, Sections 230 to 232 of the Act and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('the rules') with reference to its compliance with the accounting standards prescribed under Section 133 of the Act, read with relevant rules issued thereunder (the 'applicable accounting standards') and other generally accepted accounting principles in India. The Scheme, as attached herewith in Appendix I, has been initialed and stamped by us for identification purpose only.

Management's Responsibility

3. The responsibility for the preparation of the Scheme, and its compliance with the relevant laws and regulations, including the applicable accounting standards and other generally accepted accounting principles in India, is that of the management/ Board of directors of the companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of the Scheme, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management is also responsible for ensuring that the Company complies with the requirements of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and circulars issued thereunder, and the applicable accounting standards, in relation to the Scheme and for providing all relevant information to the BSE Limited ('the BSE') and the National Stock Exchange of India Limited ('the NSE') and the National Company Law Tribunal.

Auditor's Responsibility

5. Pursuant to the requirements of the relevant laws and regulations, it is our responsibility to provide a reasonable assurance as to whether the proposed accounting treatment specified in Clause 12 and Clause 25.1 of the Scheme complies with the applicable accounting standards and other generally accepted accounting principles in India.



Raymond Limited
Independent auditor's certificate on the proposed accounting treatment

6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('the ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.

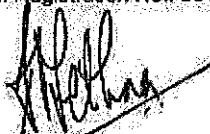
Opinion

8. Based on our examination as above and according to the information and explanations given to us, along with the representations provided by the Management, in our opinion, the proposed accounting treatment specified in Clause 12 and 25.1 of the Scheme, attached herewith and stamped by us for identification only, are in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) including circulars issued thereunder and the applicable accounting standards and other generally accepted accounting principles in India.

Restriction on distribution or use

9. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the requirements of the provisions of SEBI circular no. CFD/DIL3/CIR/2017/21 dated 10 March 2017 read with SEBI Circular No. CFD/DIL3/CIR/2018/2 dated 3 January 2018, Sections 230 to 232 of the Act and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 for onward submission to the BSE, the NSE and the National Company Law Tribunal along with the Scheme. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have as auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.
10. This certificate is issued at the request of the Company's management for onward submission to the BSE, the NSE and the National Company Law Tribunal along with the Scheme. Accordingly, this certificate may not be suitable for any other purpose, and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

For Walker Chandniok & Co LLP
Chartered Accountants
Firm Registration No.: 001078N/N500013



Adi P. Sarma
Partner
Membership No. 108840

UDIN No: 19108840AAAAGA3271

Place: Mumbai
Date: 06 December 2019



V. B. DALAL & CO.

Chartered Accountants

Office # 235, 2nd Floor, "C" Wing, Rahul Mittal Industrial Estate,
Andheri Kurla Road, Andheri (East), Mumbai - 400 059

Phone : 49720579 / 49784572

Website : www.vbdalal.com E-mail : vbdalal@vbdalal.com

Independent Auditor's certificate on the proposed accounting treatment included in the draft composite scheme of arrangement pursuant to SEBI circular no. CFD/DIL3/CIR/2017/21 dated 10 March 2017 read with SEBI Circular No. CFD/DIL3/CIR/2018/2 dated 3 January 2018, Sections 230 to 232 of the Companies Act, 2013 ('the Act') and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

To
The Board of Directors,
Raymond Lifestyle Limited
Pokhran Road No. 1, Jekegram,
Thane 400 606, Maharashtra

1. This certificate is issued in accordance with the terms of our engagement with Raymond Lifestyle Limited ("the Resulting Company" or "RLL").
2. We, the statutory auditors of the Company, have examined the proposed accounting treatment specified in Clause 25.2 of the Draft composite scheme of arrangement between the Raymond Limited and Raymond Lifestyle Limited under Companies Act, 2013, Raymond Apparel Limited ('the Transferor Company 1' or 'RAL') and Scissors Engineering Products Limited ('the Transferor Company 2' or 'SEPL') and their respective shareholders ('the Draft Scheme') (hereinafter referred to as the 'Draft Scheme') as approved by the Board of Directors in their meeting held on 7 November 2019, in terms of the provisions of SEBI circular no. CFD/DIL3/CIR/2017/21 dated 10 March 2017 read with SEBI Circular No. CFD/DIL3/CIR/2018/2 dated 3 January 2018, Sections 230 to 232 of the Act and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('the rules') with reference to its compliance with the accounting standards prescribed under Section 133 of the Act, read with relevant rules issued thereunder (the 'applicable accounting standards') and other generally accepted accounting principles in India. The Draft Scheme, as attached herewith in Appendix I, has been initialed and stamped by us for identification purpose only.

Management's Responsibility

3. The responsibility for the preparation of the Draft Scheme, and its compliance with the relevant laws and regulations, including the applicable accounting standards and other generally accepted accounting principles in India, is that of the management/ Board of directors of the companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of the Draft Scheme, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management is also responsible for ensuring the Company complies with the requirements of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and circulars issued thereunder, and the applicable accounting standards, in relation to the Draft Scheme and for providing all relevant information to the National Company Law Tribunal, the BSE Limited and the National Stock Exchange of India Limited

Auditor's Responsibility

5. Pursuant to the requirements of the relevant laws and regulations, it is our responsibility to provide a reasonable assurance as to whether the proposed accounting treatment specified in Clause 25.2 of the Draft Scheme complies with the applicable accounting standards and other generally accepted accounting principles in India.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('the ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.



Opinion

8. Based on our examination as above and according to the information and explanations given to us, along with the representations provided by the Management, in our opinion, the proposed accounting treatment specified in Clause 25.2 of the Draft Scheme, attached herewith and stamped by us for identification only, are in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) including circulars issued thereunder and the applicable accounting standards and other generally accepted accounting principles in India.

Restriction on distribution or use

9. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the requirements of the provisions of SEBI circular no. CFD/DIL3/C1R/2017/21 dated 10 March 2017 read with SEBI Circular No. CFD/DIL3/CIR/2018/2 dated 3 January 2018, Sections 230 to 232 of the Act and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 for onward submission to BSE Limited ('the BSE'), the National Stock Exchange of India Limited ('the NSE') and National Company Law Tribunal along with the Draft Scheme. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have as auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.
10. This certificate is issued at the request of the Company's management for onward submission to BSE Limited ('the BSE'), the National Stock Exchange of India Limited ('the NSE') and National Company Law Tribunal along with the Draft Scheme. Accordingly, this certificate may not be suitable for any other purpose, and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

Place: Mumbai
 Date: 26th November 2019
 UDIN: 19010373AAAASB2630



For V. B. Dalal & Co.
 Chartered Accountants

V. B. Dalal
 V. B. Dalal
 Proprietor
 Firm Registration no.: 102055W
 Membership No.10373

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

December 06, 2019

To

Listing Department

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex,

Bandra (East),

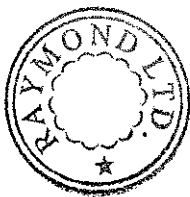
Mumbai - 400051.

NSE Symbol: RAYMOND

Dear Sir/Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Composite Scheme of Arrangement between Raymond Limited ('the Demerged Company' or 'the Transferee Company' or 'RL'), Raymond Lifestyle Limited ('the Resulting Company' or 'RLL'), Raymond Apparel Limited ('the Transferor Company 1' or 'RAL') and Scissors Engineering Products Limited ('the Transferor Company 2' or 'SEPL') and their respective Shareholders ("the Scheme")

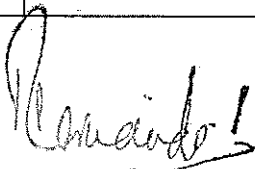
It is hereby certified that the draft scheme of arrangement involving Raymond Limited ('the Demerged Company' or 'the Transferee Company' or 'RL'), Raymond Lifestyle Limited ('the Resulting Company' or 'RLL'), Raymond Apparel Limited ('the Transferor Company 1' or 'RAL') and Scissors Engineering Products Limited ('the Transferor Company 2' or 'SEPL') and their respective Shareholders ("the Scheme") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:



REGISTERED OFFICE

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

SN	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied since the scheme does not violate, override or limit the provisions of securities law or requirements of the Stock Exchanges.
Requirements of this circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied. The documents have been submitted vide our application dated December 06, 2019 with BSE and NSE.
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Will be complied
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied. The share entitlement report is attached as Annexure 2
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied. The Auditors Certificate is attached as Annexure 7A & 7B
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	The requirement relating to provisions of approval of public shareholders through e-voting is not required, undertaking from the Auditor clearly stating the reasons for non - applicability of Para (I)(A)(9) is attached as Annexure 9.



Thomas Fernandes
Company Secretary



Digitally signed by GAUTAM HARI SINGHANIA
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serialNumber=7d5349e9592bb8c819a29d91b5d8a12b95c96
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ff096d505baa3198685ea, st=Maharashtra
Date: 2019.12.07 00:04:55 +05'30'

Gautam Hari Singhania
Managing Director

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Raymond Limited ('the Demerged Company' or 'the Transferee Company' or 'RL'), Raymond Lifestyle Limited ('the Resulting Company' or 'RLL'), Raymond Apparel Limited ('the Transferor Company 1' or 'RAL') and Scissors Engineering Products Limited ('the Transferor Company 2' or 'SEPL') and their respective Shareholders ("the Scheme") are in compliance with all the Accounting Standards applicable to a listed entity.



Sanjay Bahl
Chief Financial Officer
↓



Digitally signed by GAUTAM HARI SINGHANIA
DN: c=IN, o=Personal, cn=GAUTAM HARI SINGHANIA,
serialNumber=7d5349e9592bb8c819a29d91b5d8a12b
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Date: 2019.12.07 00:05:46 +05'30'

Gautam Hari Singhania
Managing Director

Walker Chandiook & Co LLP

To
The Board of Directors
Raymond Limited
Pokhran Road No. 1, Jekegram
Thane - 400 606
Maharashtra

Walker Chandiook & Co LLP
16th Floor, Tower II,
Indiabulls Finance Centre,
SB Marg, Elphinstone (W)
Mumbai - 400 013
India

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F +91 22 6626 2601

Independent auditor's certificate on non-applicability of paragraph I(A)(9)(a) and I(A)(9)(b) of Annexure I of Circular No. CFD/DIL3/CIR/2017/21 dated 10 March 2017 issued by the Securities and Exchange Board of India ('SEBI')

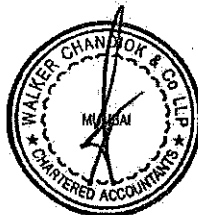
1. This certificate is issued in accordance with the terms of our engagement letter dated 22 July 2019 with Raymond Limited ('the Company').
2. The Management of the Company has prepared the accompanying undertaking approved by the Board of Directors ('the Board') of the Company at its meeting held on 7 November 2019 and suitably amended till date as authorised by the Board ('the Undertaking') pursuant to paragraph I(A)(9)(c) of Annexure I of Circular No. CFD/DIL3/CIR/2017/21 dated 10 March 2017 issued by the SEBI (the 'SEBI Circular') stating the reasons for non-applicability of requirements prescribed under paragraph I(A)(9)(a) and I(A)(9)(b) of Annexure I of the SEBI Circular in connection with the composite scheme of arrangement between the Company and Raymond Lifestyle Limited ('the Resulting Company', i.e. the Proposed New Company) incorporated as an unlisted public company under the Companies Act, 2013 (the 'Act'), Raymond Apparel Limited ('the Transferor Company 1' or 'RAL') and Scissors Engineering Products Limited ('the Transferor Company 2' or 'SEPL') and their respective shareholders ('the Scheme') in terms of the provisions of Sections 230 to 232 of the Act and other relevant provisions and rules made thereunder. We have initialled the Undertaking for identification purposes only.

Management's Responsibility for the Undertaking

3. The preparation of the Undertaking is the responsibility of the management of the Company including preparation and maintenance of all accounting and other relevant supporting records and documents in relation to the Scheme. This responsibility includes design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Undertaking and applying appropriate basis of preparation, and making estimates that are reasonable in the circumstances.
4. The management is also responsible for ensuring that the Company complies with all the requirements of SEBI Circular and the Act in relation to the Scheme and for providing all relevant information to the SEBI, the BSE Limited ('the BSE') and the National Stock Exchange of India Limited ('the NSE').

Auditor's Responsibility

5. Pursuant to the requirements of the SEBI Circular, it is our responsibility to express a reasonable assurance, in the form of an opinion, based on our examination of the Scheme as to whether the requirements of paragraph I(A)(9)(a) and I(A)(9)(b) of Annexure I of the SEBI Circular are applicable to the Scheme.



Raymond Limited

Independent auditor's certificate on non-applicability of paragraph I(A)(9)(a) and I(A)(9)(b) of Annexure I of Circular No. CFD/DIL3/CIR/2017/21 dated 10 March 2017 issued by the Securities and Exchange Board of India ('SEBI')

6. We conducted our examination of the Undertaking in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) ('the Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by ICAI.

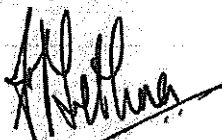
Opinion

8. Based on our examination of the Scheme and according to the information and explanations provided to us, along with the representations provided to us by the management, in our opinion, the requirements of paragraph I(A)(9)(a) and I(A)(9)(b) of Annexure I of the SEBI Circular are not applicable to the Scheme for the reasons stated in the Undertaking.

Restriction on Distribution or Use

9. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the requirements of the provisions of the SEBI Circular. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have as statutory auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.
10. The certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling them to comply with the requirements of the SEBI Circular which require them to submit the certificate by the statutory auditors along with the accompanying Undertaking, duly approved by the Board of Directors of the Company, for onward submission to the SEBI, the BSE and the NSE and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

For Walker Chandniok & Co LLP
Chartered Accountants
Firm Registration No.: 001076N/N500013



Adi P. Sethna
Partner
Membership No. 108840

UDIN No:19108840AAAAGB6226

Place: Mumbai
Date: 06 December 2019



CORPORATE OFFICE
New Hind House, 4th Floor,
Narottam Morarjee Marg,
Ballard Estate, Mumbai - 400 001.
Tel: (91-22) 40349999
Fax: (91-22) 24939036 / 24925084
www.raymond.in

Undertaking in relation to non-applicability of paragraph I(A)(9)(a) and I(A)(9)(b) of Annexure I of Circular No. CFD/DIL3/CIR/2017/21 dated 10 March 2017 issued by the Securities and Exchange Board of India ('SEBI Circular') to the Composite Scheme of Arrangement between Raymond Limited, Raymond Lifestyle Limited, Raymond Apparel Limited and Scissors Engineering Products Limited and their respective shareholders ('the Scheme')

This is in connection with the Composite Scheme of Arrangement between Raymond Limited, a public listed company incorporated under Companies Act, 1913 ('the Demerged Company' or 'the Transferee Company' or 'RL'), Raymond Lifestyle Limited, an unlisted public company incorporated under Companies Act, 2013 ('the Act') as a wholly-owned subsidiary of the Demerged Company ('the Resulting Company', i.e. the Proposed New Company), Raymond Apparel Limited, an unlisted public company incorporated under the Companies Act, 1956 and a wholly owned subsidiary of the Transferee Company ('the Transferor Company 1' or 'RAL') and Scissors Engineering Products Limited, an unlisted public company incorporated under Companies Act, 1956 and a wholly owned subsidiary of the Transferee Company ('the Transferor Company 2' or 'SEPL') and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Act and pursuant to paragraph I(A)(9)(a) of the SEBI Circular and subsequent modifications thereof, wherein it is mandated for listed companies to ensure that the scheme submitted with the Hon'ble National Company Law Tribunal ('Tribunal'), for sanction, provides for voting by public shareholders through e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution.

The Demerged Company hereby undertakes that the requirements stated at paragraph I(A)(9)(a) and I(A)(9)(b) of the SEBI Circular is not applicable to the Scheme for the following reasons:

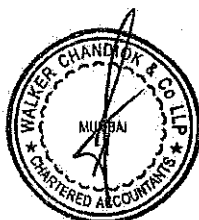
- 1) Para I(A)(9)(b)(i)
Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary(s) of Promoter / Promoter Group of the listed entity

The Scheme does not envisage any allotment of additional shares to promoter/promoter group, related parties of promoter/promoter group, associates of promoter/promoter group, subsidiary(s) of promoter/promoter group of the Demerged Company.

Fact pattern upon the Scheme coming into effect:

- I. Issue of shares by the Resulting Company to the existing members of the Demerged Company.

Resulting Company shall issue and allot equity shares on a proportionate basis to each member of the Demerged Company or to their respective heirs, executors, administrators or other legal representatives or the successors-in-title, as the case may be, whose names appear in the Register of Members as on the Record Date as per the share entitlement ratio enshrined in Clause 24 of the Scheme i.e. 1 fully paid up equity share of Rs. 10 each of the Resulting Company for every 1 fully paid up equity share of Rs. 10 each of the Demerged Company and 1 fully paid up equity share of Rs. 10 each of the Resulting Company for every 1 fully paid up 0.01% compulsorily convertible preference share of Rs. 10 each of the Demerged Company. Such shares of the Demerged Company would also include the equity shares of Rs. 10 each and 0.01% compulsorily convertible preference shares of Rs. 10 each, proposed to be issued on a preferential basis, as approved by the board of directors of the Demerged Company at their meeting held on 7 November 2019, and by the members of the Demerged Company at their meeting held on 2 December 2019 ('the proposed preferential issue').



↓ B

REGISTERED OFFICE
Plot No. 156/H No. 2, Village Zadgaon,
Ratnagiri - 415 612, Maharashtra
Tel: (02352) 232514
Fax: (02352) 232513
CIN No.: L17117MH1925PLC001208

ii. Cancellation of the equity shares held by the Demerged Company in the Resulting Company

Upon the Scheme becoming effective and upon the allotment of equity shares by the Resulting Company in accordance with provisions of Clause 24 of the Scheme, the existing paid up equity share capital of the Resulting Company held by the Demerged Company as on Effective Date shall stand cancelled without any further act or deed immediately and without any consideration and accordingly, the paid up share capital of the Resulting Company shall stand reduced to the extent of face value of such equity shares cancelled.

This will ensure that the shareholding pattern of the Resulting Company is identical and a mirror image of the shareholding of the Demerged Company as at the Record Date mentioned in (i) above.

Accordingly, it is evident from the above that all Members of the Demerged Company would get equity shares in the Resulting Company in proportion to their entitlement as per the share entitlement ratio enshrined in the Scheme and there would not be any allotment of additional shares as per this scheme to promoter/promoter group, related parties of promoter/promoter group, associates of promoter/promoter group, subsidiary(s) of promoter/promoter group of the Demerged Company.

iii. Amalgamation of Transferor Company 1 and Transferor Company 2 with Transferee Company

Upon the Scheme becoming effective, with effect from the Appointed Date, the entire business and undertaking of the Transferor Company 1 and Transferor Company 2, shall, under the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, and pursuant to the orders of the Tribunal or other appropriate authority, if any, sanctioning the Scheme, without any further act, deed, matter or thing, stand transferred to and vested in and/or deemed to be transferred to and vested in the Transferee Company so as to become the properties and liabilities of the Transferee Company in accordance with the provisions of Section 2(1B) of the Income Tax Act, 1961. No shares would be issued by the Transferee Company upon amalgamation of Transferor Company 1 and Transferor Company 2 into itself, on account of the Transferor Company 1 and Transferor Company 2 being wholly owned subsidiaries of the Transferee Company.

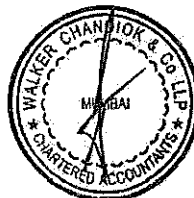
2) Para (I)(A)(9)(b)(ii)

Where the Scheme of Arrangement involves the listed entity and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.

The Scheme envisages amalgamation of the Transferor Company 1 and Transferor Company 2 into the Transferee Company, demerger of the Lifestyle Business Undertaking (as defined in the Scheme) of the Demerged Company into Resulting Company and cancellation of the equity shares held by the Demerged Company in Resulting Company (as mentioned above). Thus, the Scheme does not involve any other entity involving promoter/promoter group, related parties of promoter/promoter group, associates of promoter/promoter group, subsidiary(s) of promoter/promoter group of the Demerged Company.

Fact pattern upon the Scheme coming into effect:

- i. Resulting Company is incorporated as a wholly owned subsidiary of Demerged Company and therefore, Resulting Company is not part of the promoter/promoter group, related parties of promoter/promoter group, associates of promoter/promoter group, subsidiary(s) of promoter/promoter group of the Demerged Company as the relationship is only through the Demerged Company, by virtue of it being a wholly owned subsidiary.
- ii. As mentioned in paragraph 1 above, upon the Scheme becoming effective, with effect from the Appointed Date, the entire business and undertaking of Transferor Company 1 and Transferor Company 2, shall, under the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, and pursuant to the orders of the Tribunal or other



appropriate authority, if any, sanctioning the Scheme, without any further act, deed, matter or thing, stand transferred to and vested in and/or deemed to be transferred to and vested in the Transferee Company so as to become the properties and liabilities of the Transferee Company in accordance with the provisions of Section 2(1B) of the Income Tax Act, 1961 and since Transferor Company 1 and Transferor Company 2 are wholly owned subsidiaries of the Transferee Company, the Scheme does not involve any other entity involving promoter/promoter group, related parties of promoter/promoter group, associates of promoter/promoter group, subsidiary(s) of promoter/promoter group of the Demerged Company as the relationship is only through the Demerged Company, by virtue of these being wholly-owned subsidiaries.

3) Para (I)(A)(9)(b)(iii)

Where the parent listed entity has acquired, either directly or indirectly, the equity shares of the subsidiary from any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed entity, and if that subsidiary is being merged with the parent listed entity under the Scheme.

- i. Demerged Company has not acquired, either directly or indirectly, the equity shares of Resulting Company from any shareholders of Resulting Company, who may be promoter / promoter group, related parties of promoter / promoter group, associates of promoter / promoter group, subsidiary(s) of promoter / promoter group of the Demerged Company as Resulting Company is incorporated as a wholly owned subsidiary of the Demerged Company.
- ii. Transferee Company has not acquired, either directly or indirectly, any equity shares of Transferor Company 1 from any shareholders of Transferor Company 1, who may be promoter/promoter group, related parties of promoter/promoter group, associates of promoter/promoter group, subsidiary(s) of promoter/promoter group of Transferee Company, as the Transferor Company 1 is a wholly owned subsidiary of the Transferee Company.
- iii. Transferee Company has not acquired, either directly or indirectly, any equity shares of Transferor Company 2 from any shareholders of Transferor Company 2, who may be promoter/promoter group, related parties of promoter/promoter group, associates of promoter/promoter group, subsidiary(s) of promoter/promoter group of Transferee Company, as the Transferor Company 2 is a wholly owned subsidiary of the Transferee Company.

4) Para (I)(A)(9)(b)(iv)

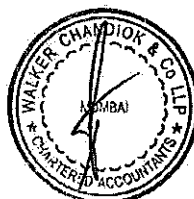
Where the scheme involving merger of an unlisted entity results in reduction in the voting share of pre-scheme public shareholders of listed entity in the transferee / resulting company by more than 5% of the total capital of the merged entity

- i. As mentioned in paragraph 1(iii) above, upon the Scheme becoming effective, with effect from the Appointed Date, the entire business and undertaking of the Transferor Company 1 and Transferor Company 2, shall, under the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, and pursuant to the orders of the Tribunal or other appropriate authority, if any, sanctioning the Scheme, without any further act, deed, matter or thing, stand transferred to and vested in and/or deemed to be transferred to and vested in the Transferee Company so as to become the properties and liabilities of the Transferee Company in accordance with the provisions of Section 2(1B) of the Income Tax Act, 1961. Since the Transferor Company 1 and Transferor Company 2 are wholly owned subsidiaries of the Transferee Company, the amalgamation will not result in reduction in the voting share of pre-scheme public shareholders of Transferee Company in the Transferee Company by more than 5% of the total capital of the merged entity.

5) Para (I)(A)(9)(b)(v)

Where the scheme involves transfer of whole or substantially the whole of the undertaking of the listed entity and the consideration for such transfer is not in the form of listed equity shares

↓ A



The Scheme envisages demerger of the Lifestyle Business Undertaking (as defined in the Scheme) of the Demerged Company into Resulting Company which constitutes substantially the whole of the undertaking of the Demerged Company as per SEBI Circular.

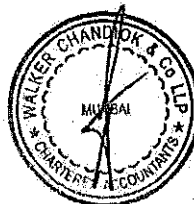
- i. Resulting Company shall issue and allot equity shares on a proportionate basis to each member of the Demerged Company or to their respective heirs, executors, administrators or other legal representatives or the successors-in-title, as the case may be, whose names appear in the Register of Members as on the Record Date as per the share entitlement ratio enshrined in Clause 24 of the Scheme i.e. 1 fully paid up equity share of Rs. 10 each of the Resulting Company for every 1 fully paid up equity share of Rs.10 each of the Demerged Company held by its member and 1 fully paid up equity share of Rs.10 each of Resulting Company for every 1 fully paid up 0.01% compulsorily convertible preference share of Rs. 10 each of Demerged Company [including the proposed preferential issue referred to in paragraph 1(i)]. Resulting Company shall apply for listing of all its equity shares on BSE Limited and National Stock Exchange of India Limited ('stock exchanges') in terms of and in compliance of SEBI Circular and other relevant provisions under applicable laws. The equity shares allotted by Resulting Company in terms of Clause 24 of the Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the stock exchanges. Further, there shall be no change in the shareholding pattern of Resulting Company between the Record Date and the listing of its equity shares which may affect the status of approval of the stock exchanges. Accordingly, the Scheme involves transfer of substantially the whole of the undertaking of the Demerged Company and the consideration for such transfer is not considered to be in the form of unlisted equity shares.

For and on behalf of the Board of Directors


Alpesh Dalal
Authorised Signatory

Place: Mumbai
Date: December 06, 2019

L A





V. B. DALAL & CO.

Chartered Accountants

Office # 235, 2nd Floor, "C" Wing, Rahul Mittal Industrial Estate,
Andheri Kurla Road, Andheri (East), Mumbai - 400 059
Phone : 49720579 / 49784572

Website : www.vbdalal.com E-mail : vbdalal@vbdalal.com

To
The Board of Directors
Raymond Limited
Jekegram, Pokhran Road No. 1
Thane West - 400606
Maharashtra.

Independent Chartered Accountant's certificate in respect of Pre-scheme net worth of Raymond Limited ('the Company')

1. This certificate is issued in accordance with the terms of our engagement with the Company having its registered office at Plot No. 156/H, No. 2 Village Zadgaon, Ratnagiri - 415 612, Maharashtra, India and for the purpose of the Draft Composite Scheme of Arrangement between Raymond Limited ("the Demerged Company" or "the Transferee Company" or "RL") and Raymond Lifestyle Limited ("the Resulting Company" or "RLL") and Raymond Apparel Limited ("the Transferor Company 1" or "RAL") and Scissors Engineering Products Limited ("the Transferor Company 2" or "SEPL") and their respective shareholders (hereinafter referred to as 'the Scheme').
2. A Statement containing details of pre-scheme net worth at 30th September 2019, duly signed by the authorized signatory of the Company ("the Statement") is annexed, which we have initiated for identification purposes only.

Management's Responsibility

3. The preparation of the Statement is responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and making estimates that are reasonable in the circumstances.
4. The Management is also responsible for ensuring adherence that the details in the Statement are correct.
5. The pre-scheme net worth of the Company has been traced from and calculated based on the Limited Review Financial Statements of the Company as on 30th September 2019 by the Management.

Independent Chartered Accountant's Responsibility

6. It is our responsibility to provide reasonable assurance that the amounts in the Statement in respect of pre-scheme net worth of the Company have been correctly extracted from the Limited Review Financial Statements as on 30th September 2019 prepared in accordance with Indian Accounting



Standards notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Ind AS).

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Companies Act 2013. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

9. Based on our examination, as above, we are of the opinion that the amounts in the Statement in respect of pre-scheme net worth of the Company has been correctly extracted from the Limited Review Financial Statements as on 30th September 2019 prepared in accordance with Ind AS.

Restriction on Use

10. The Certificate is provided at the specific request of the Company in connection with the above Draft Scheme and for the purpose of onward submission to the Stock Exchanges and other regulatory authorities including Securities and Exchange Board of India and should not be used by any other person/ authority or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without our prior consent in writing.

Place: Mumbai
Date: 02/12/2019
UDIN: 19010373AAAASN7253

For V. B. Dalal & Co.
Chartered Accountants



V. B. Dalal
Proprietor
Membership No.: 10373
Firm Registration No.: 102055W

Raymond LIMITED

Statement showing pre-scheme Net Worth of Raymond Limited ("the Company")

Net Worth: The computation of pre-scheme net-worth of the Company as on September 30, 2019 has been reproduced below:

	Particulars	(Rs. In lakhs)
1	Equity share capital	6,138.08
2	General Reserve	100,112.36
3	Retained earnings	11,247.38
4	Total of 1, 2 and 3 (4)	117,497.82
5	Securities premium reserve SPA (5)	13,319.96
6	Networth (4 + 5)	130,817.68

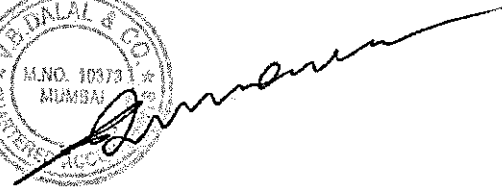
Notes:

1. The Net Worth of Raymond Limited ("the Company") has been computed by as per Companies Act, 2013. The Company doesn't have any carry forward losses/accumulated losses and there are no deferred expenditures or miscellaneous expenditures as on September 30, 2019. Therefore, while computing the Net Worth of the Company, we have complied with Section 2(57) of the Companies Act, 2013.
2. The figures stated above has been arrived based on the figures extracted by the management from the Limited Review financial statements and underlying books of accounts as at 30 September 2019.
3. No adjustments for any event after 30 September 2019 that may have any effect on the net worth as on 30 September 2019 has been considered above as the aforesaid computation is solely for the limited purpose of onward submission to National Company Law Tribunal, Securities and Exchange Board of India and Stock Exchange(s).

For Raymond Limited

Alpesh Dalal
Authorised Person
Place: Mumbai
Date: 02/12/2019





REGISTERED OFFICE
PLOT NO. 156/H NO.2,
VILLAGE ZADGAON, RATNAGIRI,
MAHARASHTRA 415 612
PHONE: (02352) 223514,
FAX (02352) 222985





V. B. DALAL & CO.

Chartered Accountants

Office # 235, 2nd Floor, "C" Wing, Rahul Mittal Industrial Estate,
Andheri Kurla Road, Andheri (East), Mumbai - 400 059

Phone : 49720579 / 49784572

Website : www.vbdalal.com E-mail : vbdalal@vbdalal.com

To
The Board of Directors
Raymond Limited
Jekegram, Pokhran Road No. 1
Thane West - 400606
Maharashtra

Independent Chartered Accountant's certificate in respect of Post Scheme net worth of Raymond Limited ('the Company')

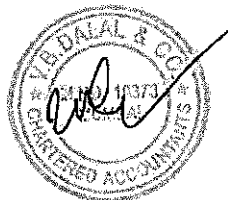
1. This certificate is issued in accordance with the terms of our engagement with the Company having its registered office at Plot No. 156/H, No. 2 Village Zadgaon, Ratnagiri - 415 612, Maharashtra, India and for the purpose of Scheme of Arrangement between Raymond Limited ("the Demerged Company" or "the Transferee Company" or "RL") and Raymond Lifestyle Limited ("the Resulting Company" or "RLL") and Raymond Apparel Limited ("the Transferor Company 1" or "RAL") and Scissors Engineering Products Limited ("the Transferor Company 2" or "SEPL") and their respective shareholders (hereinafter referred to as 'the Scheme').
2. A Statement containing details of post-scheme net worth as at 30th September 2019, duly signed by the authorized signatory of the Company ("the Statement") is annexed, which we have initiated for identification purposes only.

Management's Responsibility

3. The preparation of the Statement is responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and making estimates that are reasonable in the circumstances.
4. The Management is also responsible for ensuring adherence that the details in the Statement are correct.
5. The post-scheme net worth of the Company has been traced from and calculated based on the Limited Review Financial Statements of the Company as on 30th September 2019 by the Management.

Independent Chartered Accountant's Responsibility

6. It is our responsibility to provide reasonable assurance that the amounts in the Statement in respect of post-scheme net worth of the Company have been correctly extracted from the Limited Review



Financial Statements as on 30th September 2019 prepared in accordance with Indian Accounting Standards notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Ind AS).

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Companies Act 2013. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

9. Based on our examination, as above, we are of the opinion that the amounts in the Statement in respect of post-scheme net worth of the Company has been correctly extracted from the Limited Review Financial Statements as on 30th September 2019 prepared in accordance with Ind AS and after giving effect to the proposals in the Scheme. The present post-scheme net worth of the Company is computed on the basis of the Limited Review Financial Statements of the Company as on 30th September 2019 and the actual post-scheme net worth of the Company will be determined on the appointed date which is 1st April 2020 as per the proposed Scheme.

Restriction on Use

10. The Certificate is provided at the specific request of the Company in connection with the above Scheme and for the purpose of onward submission to the Bombay Stock Exchange and other regulatory authorities including Securities and Exchange Board of India and should not be used by any other person/ authority or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without our prior consent in writing.

For V. B. Dalal & Co.
Chartered Accountants

Place: Mumbai
Date: 02/12/2019
UDIN: 19010373AAAASQ2050



V. B. Dalal
Proprietor
Membership No.: 10373
Firm Registration No.: 102055W



Statement showing Post Scheme Net Worth of Raymond Limited ("the Company")

Net Worth: The computation of Post Scheme net-worth of the Company as on September 30, 2019 has been reproduced below:

Particulars	(Rs. In lakhs)
1 Equity share capital	6,138.08
2 General Reserve	100,112.36
3 Retained earnings	(4313.44)
4 Total of 1, 2 and 3 (4)	101,937.00
5 Securities premium reserve SPA (5)	13,319.86
6 Networth (4 + 5)	115,256.86

Notes:

1. The Net Worth of Raymond Limited ("the Company") has been computed by as per Companies Act, 2013. The Company doesn't have any carry forward losses/accumulated losses and there are no deferred expenditures or miscellaneous expenditures as on September 30, 2019. Therefore, while computing the Net Worth of the Company, we have complied with Section 2(57) of the Companies Act, 2013.
2. The figures stated above has been arrived based on the figures extracted by the management from the Limited Review financial statements and underlying books of accounts as at 30 September 2019.
3. No adjustments for any event after 30 September 2019 that may have any effect on the net worth as on 30 September 2019 has been considered above as the aforesaid computation is solely for the limited purpose of onward submission to National Company Law Tribunal, Securities and Exchange Board of India and Stock Exchange(s).

For Raymond Limited

Alpesh Dalal
 Authorised Person
 Place: Mumbai
 Date: 02/12/2019



REGISTERED OFFICE
 PLOT NO. 156/H NO.2,
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 MAHARASHTRA 415 612
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V. B. DALAL & CO.

Chartered Accountants

Office # 235, 2nd Floor, "C" Wing, Rahul Mittal Industrial Estate,
Andheri Kurla Road, Andheri (East), Mumbai - 400 059
Phone : 49720579 / 49784572

Website : www.vbdalal.com E-mail : vbdalal@vbdalal.com

To
The Board of Directors
Raymond Lifestyle Limited
C/o Raymond Limited,
Jekegram, Pokhran Road No. 1,
Thane West - 400 606
Maharashtra.

Independent auditor's certificate in respect of Pre-scheme net worth of Raymond Lifestyle Limited ('the Company')

1. This certificate is issued in accordance with the terms of our engagement with Company having its registered office c/o Raymond Limited, Jekegram, Pokhran Road No. 1, Thane West – 400 606, Maharashtra, India and for the purpose of the Draft Composite Scheme of Arrangement between Raymond Limited ("the Demerged Company" or "the Transferee Company" or "RL") and Raymond Lifestyle Limited ("the Resulting Company" or "RLL") and Raymond Apparel Limited ("the Transferor Company 1" or "RAL") and Scissors Engineering Products Limited ("the Transferor Company 2" or "SEPL") and their respective shareholders (hereinafter referred to as 'the Scheme').
2. A Statement containing details of pre-scheme net worth at 30th November, duly signed by the authorized signatory of the Company ("the Statement") is annexed, which we have initiated for identification purposes only.

Management's Responsibility

3. The preparation of the Statement is responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and making estimates that are reasonable in the circumstances.
4. The Management is also responsible for ensuring adherence that the details in the Statement are correct.
5. The pre-scheme net worth of the Company has been traced from and calculated based on the Financial Statements of the Company as on 30th November 2019 by the Management.

Independent Auditor's Responsibility

6. It is our responsibility to provide reasonable assurance that the amounts in the Statement in respect of pre-scheme net worth of the Company have been correctly extracted from the Financial Statements as on 30th November prepared in accordance with Indian Accounting Standards notified



under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Ind AS).

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Companies Act 2013. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

9. Based on our examination, as above, we are of the opinion that the amounts in the Statement in respect of pre-scheme net worth of the Company has been correctly extracted from the Financial Statements as on 30th November, 2019 prepared in accordance with Ind AS.

Restriction on Use

10. The Certificate is provided at the specific request of the Company in connection with the above Draft Scheme and for the purpose of onward submission to the Stock Exchanges and other regulatory authorities including Securities and Exchange Board of India and should not be used by any other person/ authority or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without our prior consent in writing.

Place: Mumbai
Date: 02/12/2019
UDIN: 19010373AAAASM2734

For V. B. Dalal & Co.
Chartered Accountants



V. B. Dalal
Proprietor
Firm Registration No.: 102055W
Membership No.: 10373

RAYMOND LIFESTYLE LIMITED

Statement showing pre-scheme Net Worth of Raymond Lifestyle Limited ("the Company")

Net Worth: The computation of pre-scheme net-worth of the Company as on 30th November, 2019 has been reproduced below:


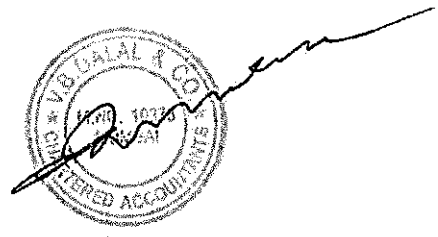
	Particulars	(Rs. In lakhs)
1	Equity share capital	5.00
2	General Reserve	-
3	Retained earnings	-
4	Total of 1, 2 and 3 (4)	5.00
5	Securities premium reserve SPA (5)	-
6	Networth (4 + 5)	5.00

Notes:

1. The Net Worth of Raymond Lifestyle Limited ("the Company") has been computed by as per Companies Act, 2013. The Company doesn't have any carry forward losses/accumulated losses and there are no deferred expenditures or miscellaneous expenditures as on 30th November, 2019. Therefore, while computing the Net Worth of the Company, we have complied with Section 2(57) of the Companies Act, 2013.
2. The figures stated above has been arrived based on the figures extracted by the management from the Financial statements and underlying books of accounts as at 30th November 2019.
3. No adjustments for any event after 30 November 2019 that may have any effect on the net worth as on 30th November 2019 has been considered above as the aforesaid computation is solely for the limited purpose of onward submission to National Company Law Tribunal, Securities and Exchange Board of India and Stock Exchange(s).

For Raymond Lifestyle Limited

Alpesh Dalal
 Authorised Person
 Place: Mumbai
 Date: 02/12/2019

CIN: U52322MH2019PLC332934

Registered Office: c/o Raymond Limited, Jekegram, Pokhran Road No. 1, Thane West - 400 606, Maharashtra

Tel.: +91 22 6152 7000 | Fax: +91 22 6152 8111



V. B. DALAL & CO.

Chartered Accountants

Office # 235, 2nd Floor, "C" Wing, Rahul Mittal Industrial Estate,
Andheri Kurla Road, Andheri (East), Mumbai - 400 059

Phone : 49720579 / 49784572

Website : www.vbdalal.com E-mail : vbdalal@vbdalal.com

To
The Board of Directors
Raymond Lifestyle Limited
C/o Raymond Limited,
Jekegram, Pokhran Road No. 1,
Thane West - 400 606
Maharashtra.

Independent auditor's certificate in respect of Post-scheme net worth of Raymond Lifestyle Limited

1. This certificate is issued in accordance with the terms of our engagement with Company having its registered office c/o Raymond Limited, Jekegram, Pokhran Road No. 1, Thane West – 400 606, Maharashtra, India and for the purpose of the Draft Composite Scheme of Arrangement between Raymond Limited ("the Demerged Company" or "the Transferee Company" or "RL") and Raymond Lifestyle Limited ("the Resulting Company" or "RLL") and Raymond Apparel Limited ("the Transferor Company 1" or "RAL") and Scissors Engineering Products Limited ("the Transferor Company 2" or "SEPL") and their respective shareholders (hereinafter referred to as 'the Scheme').
2. A Statement containing details of post-scheme net worth as at 30th November, duly signed by the authorized signatory of the Company ("the Statement") is annexed, which we have initiated for identification purposes only.

Management's Responsibility

3. The preparation of the Statement is responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and making estimates that are reasonable in the circumstances.
4. The Management is also responsible for ensuring adherence that the details in the Statement are correct.
5. The post-scheme net worth of the Company has been traced from and calculated based on the Financial Statements of the Company as on 30th November 2019 by the Management.

Independent Auditor's Responsibility

6. It is our responsibility to provide reasonable assurance that the amounts in the Statement in respect of post-scheme net worth of the Company have been correctly extracted from the Financial Statements as on 30th November 2019 prepared in accordance with Indian Accounting Standards notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Ind AS).



7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Companies Act 2013. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

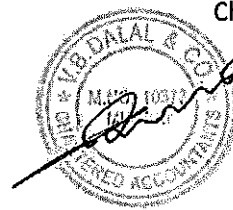
Opinion

9. Based on our examination, as above, we are of the opinion that the amounts in the Statement in respect of post-scheme net worth of the Company has been correctly extracted from the Financial Statements as on 30th November 2019 prepared in accordance with Ind AS. The present post-scheme net worth of the Company is computed on the basis of the Limited Review Financial Statements of Raymond Limited as on 30th September 2019 and the actual post-scheme net worth of the Company will be determined on the appointed date which is 1st April 2020 as per the proposed Scheme.

Restriction on Use

10. The Certificate is provided at the specific request of the Company in connection with the above Draft Scheme and for the purpose of onward submission to the Stock Exchanges and other regulatory authorities including Securities and Exchange Board of India and should not be used by any other person/ authority or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without our prior consent in writing.

Place: Mumbai
Date: 02/12/2019
UDIN: 19010373AAAASK7733



For V. B. Dalal & Co.
Chartered Accountants

V. B. Dalal
Proprietor
Membership No.: 10373
Firm Registration No.: 102055W

RAYMOND LIFESTYLE LIMITED

Statement showing post-scheme Net Worth of Raymond Lifestyle Limited

Net Worth: The computation of post-scheme net-worth of the Company as on 30th November, 2019 has been reproduced below:

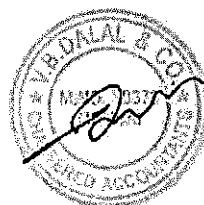
	Particulars	(Rs. In lakhs)
1	Equity share capital	6,138.08
2	General Reserve as at 30 th September 2019 as per limited review financial statement of Raymond Limited	2,630.77
3	Retained earnings as at 30 th September 2019 as per limited review financial statement of Raymond Limited	14,471.92
4	Total of 1, 2 and 3 (4)	23,240.77
5	Securities premium reserve as at 30 th September 2019 as per limited review financial statement of Raymond Limited	-
6	Networth (4 + 5)	23,240.77

Notes:

- The figures stated above has been arrived based on the figures extracted by the management from the Limited Review Financial statements and underlying books of accounts of Raymond Limited as at 30th September 2019 and Financial statements and underlying books of accounts of Raymond Lifestyle Limited for the period 14th to 30 the November 2019.
- Net Worth of the Company has been computed by as per Companies Act, 2013. The Company doesn't have any carry forward losses/accumulated losses and there are no deferred expenditures or miscellaneous expenditures as on September 30, 2019. Therefore, while computing the Net Worth of the Company, we have complied with Section 2(57) of the Companies Act, 2013.
- No adjustments for any event after 30 September 2019 that may have any effect on the net worth as on 30th November 2019 has been considered above as the aforesaid computation is solely for the limited purpose of onward submission to National Company Law Tribunal, Securities and Exchange Board of India and Stock Exchange(s).

For Raymond Lifestyle Limited

Alpesh Dalal
 Authorised Person
 Place: Mumbai
 Date: 02/12/2019

CIN: U52322MH2019PLC332934

Registered Office: c/o Raymond Limited, Jekgram, Pokhran Road No. 1, Thane West - 400 606, Maharashtra

Tel.: +91 22 6152 7000 | Fax: +91 22 6152 8111

Auditor's Certificate

To,
The Board of Directors,
Raymond Apparel Limited
Jekegram, Pokhran Road No.1,
Thane, Maharashtra – 400606

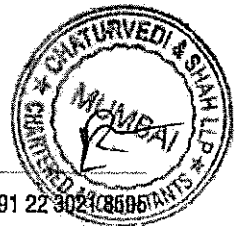
1. We, Chaturvedi & Shah LLP, Chartered Accountants are the statutory auditors of Raymond Apparel Ltd. (the "Company") having its Registered Office at Jekegram, Pokhran Road No.1, Thane, Maharashtra - 400606. This certificate is issued in accordance with the engagement agreement dated November 27th, 2019 with Raymond Apparel Ltd.
2. The accompanying Statement of Net Worth as at September 30, 2019 of the Company, which we have initialed for identification purposes only, is prepared by the management for submission to BSE Limited (BSE), National Stock Exchange of India Limited (NSE), Securities Exchange Board of India (SEBI) and National Company Law Tribunal (NCLT), for proposed amalgamation of the Company with Raymond Limited.

Management's Responsibility for the Statement

3. The preparation of the Net worth Statement is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant Supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The management is also responsible for ensuring that the Company complies with the requirements of SEBI, Stock Exchanges, NCLT and Companies Act 2013, in relation to the Proposed Scheme/amalgamation and for providing all the information to the Securities Exchange Board of India (SEBI), Stock Exchanges and National Company Law Tribunal (NCLT).

Auditor's Responsibility

5. It is our responsibility to provide reasonable assurance that the amounts in the Statement in respect of pre-scheme net worth of the Company have been correctly extracted from the Audited Financial



Statements as on 30th September 2019 prepared in accordance with Indian Accounting Standards notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Ind AS).

6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the institute of Chartered Accountants of India.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements

Conclusion

10. Based on our examination, as above, and the information, explanations and representation given to us by the Management of the Company we certify that the Net worth of the Company as on September 30th, 2019 as mentioned in the statement is as per audited books of account of the Company.

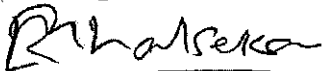
Restriction on Use

12. The certificate is addressed to and provided to the Board of Directors of the Company solely to submission to BSE Limited (BSE), National Stock Exchange of India Limited (NSE), Securities Exchange Board of India (SEBI) and National Company Law Tribunal (NCLT), for proposed amalgamation of the Company with Raymond Limited and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Chaturvedi & Shah LLP

Chartered Accountants

Firm Registration No. : 101720W/W100355



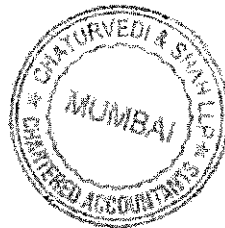
Lalit R. Mhalsekar

Partner

Membership No. 124262

Date: November 28, 2019

Place: Mumbai



UDIN: 19103418AAAAAIL9857

RAYMOND APPAREL LIMITED

Registered Office : Jekegram, Pokhran Road No.1, Thane - 400606 (Maharashtra)

Tel: +91 22 4036 7000

CIN: U18109MH2006PLC262077

Statement showing pre-scheme Net Worth of Raymond Apparel Limited ("the Company")

Net Worth: The computation of pre-scheme net-worth of the Company as on September 30, 2019 has been reproduced below:

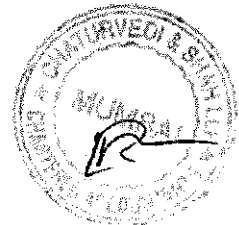
	Particulars	(Rs. In lakhs)
1	Equity share capital	248.32
2	Retained earnings	7,788.11
3	General Reserves	2,630.77
4	Total of 1, 2 and 3 (4)	10,667.20
5	Securities premium reserve (5)	6,231.68
6	Networth (4 + 5)	16,898.88

Notes:

1. The Net Worth of Raymond Apparel Limited ("the Company") has been computed by as per Companies Act, 2013. The Company doesn't have any carry forward losses/accumulated losses and there are no deferred expenditures or miscellaneous expenditures as on September 30, 2019. Therefore, while computing the Net Worth of the Company, we have complied with Section 2(57) of the Companies Act, 2013.
2. The figures stated above has been arrived based on the figures extracted by the management from the audited financial statements and underlying books of accounts as at 30th September 2019.
3. No adjustments for any event after 30th September 2019 that may have any effect on the net worth as on 30 September 2019 has been considered above as the aforesaid computation is solely for the limited purpose of onward submission to National Company Law Tribunal, Securities and Exchange Board of India and Stock Exchange(s).

Atkhan

[Signature]





V. B. DALAL & CO.

Chartered Accountants

Office # 235, 2nd Floor, "C" Wing, Rahul Mittal Industrial Estate,
Andheri Kurla Road, Andheri (East), Mumbai - 400 059

Phone : 49720579 / 49784572

Website : www.vbdalal.com E-mail : vbdalal@vbdalal.com

Annexure - 10F
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To
The Board of Directors
Scissors Engineering Products Limited
New Hind House, Mumbai - 400 001.

Independent Chartered Accountant's certificate in respect of Pre-scheme net worth of Scissors Engineering Products Limited ('the Company')

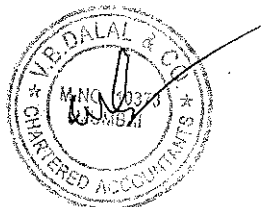
1. This certificate is issued in accordance with the terms of our engagement with Raymond Limited having its registered office at Plot No. 156/H, No. 2 Village Zadgaon, Ratnagiri - 415 612, Maharashtra, India and for the purpose of the Draft Composite Scheme of Arrangement between Raymond Limited ("the Demerged Company" or "the Transferee Company" or "RL") and Raymond Lifestyle Limited ("the Resulting Company" or "RLL") and Raymond Apparel Limited ("the Transferor Company 1" or "RAL") and Scissors Engineering Products Limited ("the Transferor Company 2" or "SEPL") and their respective shareholders (**hereinafter referred to as 'the Scheme'**).
2. A Statement containing details of pre-scheme net worth at 30th September 2019, duly signed by the authorized signatory of the Company ("the Statement") is annexed, which we have initiated for identification purposes only.

Management's Responsibility

3. The preparation of the Statement is responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and making estimates that are reasonable in the circumstances.
4. The Management is also responsible for ensuring adherence that the details in the Statement are correct.
5. The pre-scheme net worth of the Company has been traced from and calculated based on the Audited Financial Statements of the Company as on 30th September 2019 by the Management.

Independent Chartered Accountant's Responsibility

6. It is our responsibility to provide reasonable assurance that the amounts in the Statement in respect of pre-scheme net worth of the Company have been correctly extracted from the Audited Financial Statements as on 30th September 2019 prepared in accordance with Indian Accounting Standards



notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Ind AS).

- 7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Companies Act 2013. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- 8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

- 9. Based on our examination, as above, we are of the opinion that the amounts in the Statement in respect of pre-scheme net worth of the Company has been correctly extracted from the Audited Financial Statements as on 30th September 2019 prepared in accordance with Ind AS.

Restriction on Use

- 10. The Certificate is provided at the specific request of the Company in connection with the above Draft Scheme and for the purpose of onward submission to the Stock Exchanges and other regulatory authorities including Securities and Exchange Board of India and should not be used by any other person/ authority or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without our prior consent in writing.

For V. B. Dalal & Co.
Chartered Accountants

Place: Mumbai
Date: 04/12/2019
UDIN: 19010373AAAASS5560



(Handwritten signature)

V. B. Dalal
Proprietor
Membership No.: 10373
Firm Registration No.: 102055W

SCISSORS ENGINEERING PRODUCTS LIMITED

Regd. Office: New Hind House, N.M. Marg, Ballard Estate, Mumbai-400001

Tel: 2268 6000

CIN: U29130MH2005PLC154732

Statement showing pre-scheme Net Worth of Scissors Engineering Products Limited ("the Company")

Net Worth: The computation of pre-scheme net-worth of the Company as on September 30, 2019 has been reproduced below:

	Particulars	(Rs. In lakhs)
1	Equity share capital	1,811.89
2	Retained earnings	(38.71)
3	Total of 1 and 2 (3)	1,773.18
4	Securities premium reserve SPA (4)	1,069.23
5	Networth (3 + 4)	2,842.41

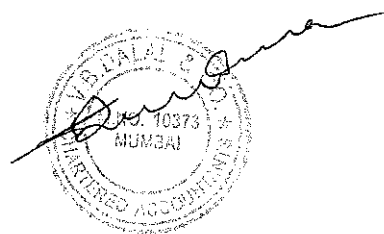
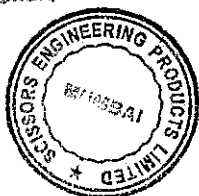
Notes:

1. The Net Worth of Scissors Engineering Products Limited ("the Company") has been computed by as per Companies Act, 2013. While computing net worth of the Company, we have complied with Section 2(57) of the Companies Act, 2013.
2. The figures stated above has been arrived based on the figures extracted by the management from the audited financial statements and underlying books of accounts as at 30 September 2019.
3. No adjustments for any event after 30 September 2019 that may have any effect on the net worth as on 30 September 2019 has been considered above as the aforesaid computation is solely for the limited purpose of onward submission to National Company Law Tribunal, Securities and Exchange Board of India and Stock Exchange(s).

For Scissors Engineering Products Limited
For Scissors Engineering Products Ltd

[Signature]
Director / Authorised Signatory

Authorised Person
Place: Mumbai
Date: 04/12/2019



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

Approved. HA
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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF RAYMOND LIMITED AT THEIR MEETING HELD ON NOVEMBER 07, 2019 AT J.K. HOUSE, 59 A, BHULABHAI DESAI ROAD, MUMBAI - 400026.

APPROVAL FOR THE PROPOSED COMPOSITE SCHEME OF ARRANGEMENT

“RESOLVED THAT based on the report submitted by the Audit Committee recommending the draft Scheme and pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof) and enabling clauses of the Memorandum of Association of the Company and subject to the requisite approvals and sanction of the National Company Law Tribunal, Mumbai Bench (‘NCLT’) or such other competent authority as may be applicable and subject to the approval of shareholders and / or creditors of the Company, Central Government, or such other competent authority as may be directed by the NCLT, the approval of the Board of Directors of the Company (‘Board’) be and is hereby accorded to the Composite Scheme of Arrangement between Raymond Limited (‘the Demerged Company’ or ‘the Transferee Company’ or ‘RL’ or ‘the Company’), Proposed New Company (‘the Resulting Company’ or ‘New Co.’), Raymond Apparel Limited (‘the Transferor Company 1’ or ‘RAL’) and Scissors Engineering Products Limited (‘the Transferor Company 2’ or ‘SEPL’) and their respective Shareholders (‘the Scheme’) as per the draft Scheme of Arrangement circulated herewith, subject to modifications, if any, as may be imposed by any regulatory authority or the shareholders of the Company or the NCLT.

RESOLVED FURTHER THAT

- (a) Since the Transferor Company 1 and the Transferor Company 2 are wholly owned subsidiaries of the Company, no shares shall be issued by the Company to the shareholders of Transferor Company 1 and Transferor Company 2 pursuant to the Amalgamation of the Transferor Company 1 and Transferor Company 2 with the Transferee Company respectively as part of the Scheme becoming effective;
- (b) For the demerger of Lifestyle Retail Business Undertaking of the Company into the Resulting Company, based on the valuation report of M/s SSPA & Co., Chartered Accountants dated November 07, 2019, being valuer appointed for the purpose of the scheme, the following share entitlement ratio is approved as under:

[1] fully paid up equity share of INR 10 (Indian Rupees Ten each of the Resulting Company) for every [1] equity share of INR 10 (Indian Rupees Ten) each held in the Company

and

[1] fully paid up equity share of INR 10 (Indian Rupees Ten each of the Resulting Company) for every [1] 0.01% Compulsorily Convertible Preference Share (‘CCPS’) of INR 10 (Indian Rupees Ten) each held in the Company.

- (c) Valuation Report dated November 07, 2019 of R V Shah & Associates, Chartered Accountants, Registered Valuers, as placed before the Board be and is hereby accepted and taken on record;
- (d) the Fairness Opinion Report on the share entitlement ratio dated November 07, 2019 of M/s. Pantomath Capital Advisors Private Limited, Category-I, Merchant Banker, as placed before the Board be and is hereby accepted and taken on record;



REGISTERED OFFICE

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

- (e) a certificate, in draft, dated November 07, 2019 issued by the Statutory Auditors of the Company i.e., M/s. Walker Chandiook & Co. LLP, Chartered Accountants, to the effect that the Scheme is in compliance with applicable Accounting Standards specified by the Central Government in Section 133 of the Companies Act, 2013, as placed before the Board be and is hereby accepted and taken on record;
- (f) an undertaking, in draft, dated November 07, 2019 to be certified by the Statutory Auditors of the Company i.e., M/s. Walker Chandiook & Co. LLP, Chartered Accountants, clearly stating the reasons for non-applicability of Sub Para 9(a) of Annexure I of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as placed before the Board be and is hereby accepted and taken on record;
- (g) the report of the Audit Committee dated November 07, 2019 recommending the draft Scheme, taking into consideration, inter alia, the valuation report, fairness opinion and the aforesaid certificate and undertaking from Statutory Auditor, as placed before the Board be and is hereby accepted and taken on record;
- (h) the report explaining effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the share exchange ratio under the provisions of Section 232(2)(c) of Act be and is hereby adopted and taken on record;
- (i) the Board has decided that BSE Limited ('BSE') be chosen as the Designated Stock Exchange for the purpose of coordinating with Securities and Exchange Board of India ('SEBI') for obtaining approval of SEBI in accordance with Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

RESOLVED FURTHER THAT Shri Boman Irani, Independent Director, Shri Pradeep Guha, Independent Director, Shri Dinesh Lal, Independent Director and Shri Surya Kant Gupta, Non-Executive Director, for the purpose of giving effect to this resolution, be and are hereby severally authorized to make such alterations and/or changes in the Scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by NCLT, shareholders or any regulatory authority provided prior approval of Board of Directors shall be obtained for making any material changes in the said Scheme as approved in the Board Meeting;

RESOLVED FURTHER THAT Shri Surya Kant Gupta, Non-Executive Director or Shri Sanjay Bahl, Group Chief Financial Officer or Shri Vipin Agarwal President – Corporate or Shri Sanjay Behl, CEO – Lifestyle Business or Shri Alpesh Dalal, Director – Finance or Shri Subhash Thakkar, Director – Taxation, Shri Thomas Fernandes, Director – Secretarial & Company Secretary or Shri Gautam Rohidekar, Director – Legal or Shri Bibek Agarwala, CFO - Lifestyle Business or Shri Vijay Patil, General Manager – Corporate Accounts or Shri Ashish Aggarwal, General Manager – Mergers & Acquisitions be and are hereby severally authorized to take all necessary steps.

- (a) to file Scheme and/or any other information/details with the Central/State Government(s), SEBI, Stock Exchanges or anybody, authority or agency and to obtain sanction or approval to any provisions of the Scheme or for giving effect thereto;
- (b) to file applications / affidavits with the NCLT or such other competent authority seeking directions to hold or dispense with or to exempt the holding of meetings of the shareholders and /or creditors and/or such other classes as may be concerned with the said Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the NCLT to give effect to the Scheme;
- (c) to sign and file petitions for confirmation of the Scheme with the NCLT or such other competent authority;



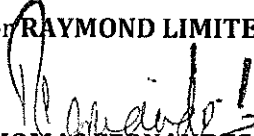
- (d) to approve / take on record the final certificates / undertakings given by the statutory auditors / valuers / merchant bankers/ registered valuers etc;
- (e) to file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute Vakalatnama wherever necessary or incidental to the said proceedings for obtaining confirmation by the NCLT to the said Scheme and for giving effect to the Scheme;
- (f) to apply for and obtain requisite approvals of the Central/State Government(s) and their agencies, Securities and Exchange Board of India, Stock Exchanges and any other authority or agency, whose consent is required including the shareholders, term loan lenders, financial institution, as may be considered necessary, to the said Scheme;
- (g) to settle any question or difficulty that may arise and give any directions necessary with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- (h) to make any alterations/changes to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme, particularly for satisfying the requirements or conditions imposed by the Central/State Government or the NCLT or shareholders or by the Stock Exchanges where the shares of the Company are listed or any other authority;
- (i) to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;
- (j) to take all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;
- (k) to sign all applications, petitions, documents, or to issue public advertisement and notices relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;
- (l) to do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;
- (m) take all such actions and steps in the above matter, as may be required from time to time to give effect to the above resolutions including resolving the difficulties, if any, as and when arises;

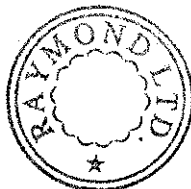
RESOLVED FURTHER THAT this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board of Directors;

RESOLVED FURTHER THAT any one of the Director of the Company or Shri Sanjay Bahl, Group Chief Financial Officer or Shri Thomas Fernandes, Director - Secretarial & Company Secretary be and is hereby authorized to furnish copy of the Resolution duly certified to the concerned authorities and to file the requisite Forms, if required, with the Ministry of Corporate Affairs."

// CERTIFIED TRUE COPY //

For RAYMOND LIMITED


THOMAS FERNANDES
DIRECTOR - SECRETARIAL &
COMPANY SECRETARY
F3558



RAYMOND LIFESTYLE LIMITED

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF RAYMOND LIFESTYLE LIMITED AT ITS MEETING HELD ON NOVEMBER 26, 2019 AT THE REGISTERED OFFICE OF THE COMPANY AT C/O RAYMOND LIMITED, JEKEGRAM, POKHARAN ROAD NO. 1, THANE WEST - 400606

APPROVAL FOR THE PROPOSED COMPOSITE SCHEME OF ARRANGEMENT

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof) and enabling clauses of the Memorandum of Association of the Company and subject to the requisite approvals and sanction of the National Company Law Tribunal, Mumbai Bench ('NCLT') or such other competent authority as may be applicable and subject to the approval of shareholders and / or creditors of the Company, Central Government, or such other competent authority as may be directed by the NCLT, the approval of the Board of Directors of the Company ('Board') be and is hereby accorded to the Composite Scheme of Arrangement between Raymond Limited ('the Demerged Company' or 'the Transferee Company' or 'RL'), Raymond Lifestyle Limited ('the Resulting Company' or 'RLL' or 'the Company'), Raymond Apparel Limited ('the Transferor Company 1' or 'RAL') and Scissors Engineering Products Limited ('the Transferor Company 2' or 'SEPL') and their respective Shareholders ('the Scheme') as per the draft Scheme of Arrangement circulated herewith, subject to modifications, if any, as may be imposed by any regulatory authority or the shareholders of the Company or the NCLT;

RESOLVED FURTHER THAT

- a) Since the Transferor Company 1 and the Transferor Company 2 are wholly owned subsidiaries of the Transferee Company, no shares shall be issued by the Transferee Company to the shareholders of Transferor Company 1 and Transferor Company 2 pursuant to the Amalgamation of the Transferor Company 1 and Transferor Company 2 with the Transferee Company respectively as part of the Scheme becoming effective;
- b) For the demerger of Lifestyle Retail Business Undertaking of the Demerged Company into the Company, based on the valuation report of M/s SSPA & Co., Chartered Accountants dated November 07, 2019, being valuer appointed for the purpose of the scheme, the following share entitlement ratio is approved as under:

"[1] fully paid up equity share of INR 10 (Indian Rupees Ten) each of the Company for every [1] equity share of INR 10 (Indian Rupees Ten) each held in the Demerged Company."

And

"[1] fully paid up equity share of INR 10 (Indian Rupees Ten) each of the Company for every [1] 0.01% Compulsorily Convertible Preference Share ('CCPS') of INR 10 (Indian Rupees Ten) each held in the Demerged Company."

- c) Valuation Report dated November 07, 2019 of R V Shah & Associates, Chartered Accountants Registered Valuers, as placed before the Board be and is hereby accepted and taken on record;



CIN: U52322MH2019PLC332934

Registered Office: c/o Raymond Limited, Jekgram, Pokhran Road No. 1, Thane West - 400 606, Maharashtra

Tel.: +91 22 6152 7000 | Fax: +91 22 6152 8111

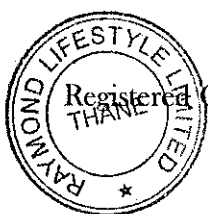
RAYMOND LIFESTYLE LIMITED

- d) the Fairness Opinion Report on the share entitlement ratio dated November 07, 2019 of M/s. Pantomath Capital Advisors Private Limited, Category-I, Merchant Banker, as placed before the Board be and is hereby accepted and taken on record;
- e) The cancellation of shares held by the Demerged Company in the Company would not entail any issue of consideration, and hence no Valuation Report was taken;
- f) The certificate dated November 26, 2019 issued by the Statutory Auditors of the Company i.e., M/s. V. B. Dalal & Co., Chartered Accountants, to the effect that the Scheme is in compliance with applicable Accounting Standards specified by the Central Government in Section 133 of the Companies Act, 2013, as placed before the Board be and is hereby accepted and taken on record;
- g) the report explaining effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the share exchange ratio under the provisions of Section 232(2)(c) of Act be and is hereby adopted and taken on record;

RESOLVED FURTHER THAT any one of Shri Sanjay Bahl, Shri Sanjay Behl, Shri Vipin Agarwal, Directors of the Company or any one of Shri Alpesh Dalal, Shri Subhash Thakkar, Shri Thomas Fernandes, Shri Gautam Rohidekar, Shri Bibek Agarwala, Shri Vijay Patil, Shri Ashish Aggarwal, Authorised Signatories of the Company, for the purpose of giving effect to this resolution, be and are hereby severally authorized to make such alterations and/or changes in the Scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by NCLT, shareholders or any regulatory authority provided prior approval of Board of Directors shall be obtained for making any material changes in the said Scheme as approved in the Board Meeting;

RESOLVED FURTHER THAT any one of Shri Sanjay Bahl, Shri Sanjay Behl, Shri Vipin Agarwal, Directors of the Company or any one of Shri Alpesh Dalal, Shri Subhash Thakkar, Shri Thomas Fernandes, Shri Gautam Rohidekar, Shri Bibek Agarwala, Shri Vijay Patil, Shri Ashish Aggarwal, Authorised Signatories of the Company, be and are hereby severally authorised to take all necessary steps as mentioned below:

- (a) to file Scheme and/or any other information/details with the Central/State Government(s), SEBI, Stock Exchanges or any body, authority or agency and to obtain sanction or approval to any provisions of the Scheme or for giving effect thereto;
- (b) to file applications and affidavits with the NCLT or such other competent authority seeking directions to hold or dispense with or to exempt the holding of meetings of the shareholders and /or
- (c) creditors and/or such other classes as may be concerned with the said Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the NCLT to give effect to the Scheme;
- (d) to sign and file petitions for confirmation of the Scheme with the NCLT or such other competent authorities;
- (e) to file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute Vakalatnama wherever necessary or incidental to the said proceedings for obtaining confirmation by the NCLT to the said Scheme and for giving effect to the Scheme;



CIN: U52322MH2019PLC332934

Registered Office: c/o Raymond Limited, Jekegram, Pokhran Road No. 1, Thane West - 400 606, Maharashtra

Tel.: +91 22 6152 7000 | Fax: +91 22 6152 8111

RAYMOND LIFESTYLE LIMITED

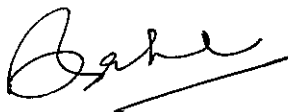
- (f) to apply for and obtain requisite approvals of the Central/State Government(s) and their agencies, Securities and Exchange Board of India, Stock Exchanges and any other authority or agency, whose consent is required including the shareholders, term loan lenders, financial institution, as may be considered necessary, to the said Scheme;
- (g) to settle any question or difficulty that may arise and give any directions necessary with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- (h) to make any alterations/changes to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme, particularly for satisfying the requirements or conditions imposed by the Central/State Government or the NCLT or shareholders or by the Stock Exchanges where the shares of the Company are listed or any other authority;
- (i) to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;
- (j) to take all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;
- (k) to sign all applications, petitions, documents, or to issue public advertisement and notices relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;
- (l) to do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;
- (m) take all such actions and steps in the above matter, as may be required from time to time to give effect to the above resolutions including resolving the difficulties, if any, as and when arises;

RESOLVED FURTHER THAT pursuant to the provisions of Section 179 of the Companies Act, 2013 and Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company do file a copy of the Resolution with the Registrar of Companies;

RESOLVED FURTHER THAT this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board of Directors;

RESOLVED FURTHER THAT any Director of the Company or any Authorised Signatories as mentioned above be and is hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

//CERTIFIED TO BE TRUE//
FOR RAYMOND LIFESTYLE LIMITED



Sanjay Bahl
Director
DIN: 00332153



CIN: U52322MH2019PLC332934

Registered Office: c/o Raymond Limited, Jekegram, Pokhrai Road No. 1, Thane West - 400 606,
Maharashtra

Tel.: +91 22 6152 7000 | Fax: +91 22 6152 8111



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF RAYMOND APPAREL LIMITED AT ITS MEETING HELD ON NOVEMBER 6, 2019 AT J.K. HOUSE, 59A, BHULABHAI DESAI ROAD, MUMBAI – 400 026.

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof) and enabling clauses of the Memorandum of Association of the Company and subject to the requisite approvals and sanction of the National Company Law Tribunal, Mumbai Bench (‘NCLT’) or such other competent authority as may be applicable and subject to the approval of shareholders and / or creditors of the Company, Central Government, or such other competent authority as may be directed by the NCLT, the approval of the Board of Directors of the Company (‘Board’) be and is hereby accorded to the Composite Scheme of Arrangement between Raymond Limited (‘the Demerged Company’ or ‘the Transferee Company’ or ‘RL’), Proposed New Co (‘the Resulting Company’ or ‘NC’), Raymond Apparel Limited (‘the Transferor Company 1’ or ‘RAL’ or ‘the Company’) and Scissors Engineering Products Limited (‘the Transferor Company 2’ or ‘SEPL’) and their respective Shareholders (‘the Scheme’) as per the draft Scheme of Arrangement circulated herewith, subject to modifications, if any, as may be imposed by any regulatory authority or the shareholders of the Company or the NCLT;

RESOLVED FURTHER THAT

- (a) Since the Company is a wholly owned subsidiary of the Transferee Company, no shares shall be issued by the Transferee Company to the shareholders of the Company pursuant to the Amalgamation of the Company with the Transferee Company as part of the Scheme becoming effective;
- (b) the report explaining effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the share exchange ratio under the provisions of Section 232(2)(c) of Act be and is hereby adopted and taken on record;

RESOLVED FURTHER THAT any one Director or Shri Bibek Agarwal, CFO or Smt. Priti Alkari, Company Secretary or Shri Ankit Agarwal or Shri Ashok Verma, Authorised Signatories of the Company, for the purpose of giving effect to this resolution, be and are hereby severally authorized to make such alterations and/or changes in the Scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by NCLT, shareholders or any regulatory authority provided prior approval of Board of Directors shall be obtained for making any material changes in the said Scheme as approved in the Board Meeting;

RESOLVED FURTHER THAT any one Director or Shri Bibek Agarwal, CFO or Smt. Priti Alkari, Company Secretary or Shri Ankit Agarwal or Shri Ashok Verma, Authorised Signatories of the Company, be and are hereby severally authorised to take all necessary steps as mentioned below:

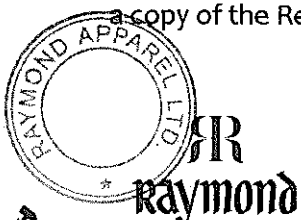


PARK AVENUE



- (a) to file Scheme and/or any other information/details with the Central/State Government(s), SEBI, Stock Exchanges or any body, authority or agency and to obtain sanction or approval to any provisions of the Scheme or for giving effect thereto;
- (b) to file applications, affidavits with the NCLT or such other competent authority seeking directions to hold or dispense with or to exempt the holding of meetings of the shareholders and /or
- (c) creditors and/or such other classes as may be concerned with the said Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the NCLT to give effect to the Scheme;
- (d) to sign and file petitions for confirmation of the Scheme with the NCLT or such other competent authorities;
- (e) to file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute Vakalatnama wherever necessary or incidental to the said proceedings for obtaining confirmation by the NCLT to the said Scheme and for giving effect to the Scheme;
- (f) to apply for and obtain requisite approvals of the Central/State Government(s) and their agencies, Securities and Exchange Board of India, Stock Exchanges and any other authority or agency, whose consent is required including the shareholders, term loan lenders, financial institution, as may be considered necessary, to the said Scheme;
- (g) to settle any question or difficulty that may arise and give any directions necessary with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- (h) to make any alterations/changes to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme, particularly for satisfying the requirements or conditions imposed by the Central/State Government or the NCLT or shareholders or by the Stock Exchanges where the shares of the Company are listed or any other authority;
- (i) to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;
- (j) to take all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;
- (k) to sign all applications, petitions, documents, or to issue public advertisement and notices relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;
- (l) to do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;
- (m) take all such actions and steps in the above matter, as may be required from time to time to give effect to the above resolutions including resolving the difficulties, if any, as and when arises;

RESOLVED FURTHER THAT pursuant to the provisions of Section 179 of the Companies Act, 2013 and Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company do file a copy of the Resolution with the Registrar of Companies;



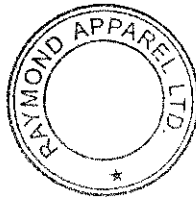


RESOLVED FURTHER THAT this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board of Directors;

RESOLVED FURTHER THAT any Director of the Company or any Authorised Person as mentioned above be and is hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned.”

//CERTIFIED TO BE TRUE//
FOR RAYMOND APPAREL LIMITED

PRITI ALKARI
COMPANY SECRETARY
F6389



Dated: November 29, 2019



SCISSORS ENGINEERING PRODUCTS LIMITED

154

Regd. Office : New Hind House, N.M. Marg, Ballard Estate, Mumbai-400001

Tel: 2268 6000

CIN: U29130MH2005PLC154732

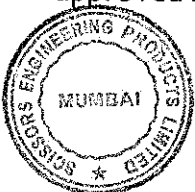
CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SCISSORS ENGINEERING PRODUCTS LIMITED AT ITS MEETING HELD ON WEDNESDAY, 6TH NOVEMBER, 2019 AT THE OFFICE OF RAYMOND LIMITED AT BOARD ROOM, SOLITAIRE BUILDING, JEKEGRAM, POKHRAN ROAD NO.1, THANE - 400 606 .

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof) and enabling clauses of the Memorandum of Association of the Company and subject to the requisite approvals and sanction of the National Company Law Tribunal, Mumbai Bench (‘NCLT’) or such other competent authority as may be applicable and subject to the approval of shareholders and / or creditors of the Company, Central Government, or such other competent authority as may be directed by the NCLT, the approval of the Board of Directors of the Company (‘Board’) be and is hereby accorded to the Composite Scheme of Arrangement between Raymond Limited (‘the Demerged Company’ or ‘the Transferee Company’ or ‘RL’), Proposed New Co (‘the Resulting Company’ or ‘NC’), Raymond Apparel Limited (‘the Transferor Company 1’ or ‘RAL’) and Scissors Engineering Products Limited (‘the Transferor Company 2’ or ‘SEPL’ or ‘the Company’) and their respective Shareholders (‘the Scheme’) as per the draft Scheme of Arrangement circulated herewith, subject to modifications, if any, as may be imposed by any regulatory authority or the shareholders of the Company or the NCLT;

RESOLVED FURTHER THAT

- (a) Since the Company is a wholly owned subsidiary of the Transferee Company, no shares shall be issued by the Transferee Company to the shareholders of the Company pursuant to the Amalgamation of the Company with the Transferee Company as part of the Scheme becoming effective; and
- (b) the report explaining effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the share exchange ratio under the provisions of Section 232(2)(c) of Act be and is hereby adopted and taken on record;

RESOLVED FURTHER THAT Shri Thomas Fernandes or Shri Srinivasan Ganapathy, Directors of the Company or Company Secretary or Chief Financial Officer of the Company or Smt. Priti Alkari or Shri Akshat Chechani or Shri Tabish Siddiqui , Authorized Signatories of the Company, for the purpose of giving effect to this resolution, be and are hereby severally authorized to make such alterations and/or changes in the Scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by NCLT, shareholders or any regulatory authority provided prior approval of Board of Directors shall be obtained for making any material changes in the said Scheme as approved in the Board Meeting;



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SCISSORS ENGINEERING PRODUCTS LIMITED

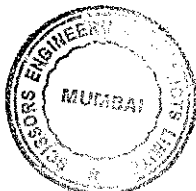
Regd. Office : New Hind House, N.M. Marg, Ballard Estate, Mumbai-400001

Tel: 2268 6000

CIN: U29130MH2005PLC154732

RESOLVED FURTHER THAT Shri Thomas Fernandes or Shri Srinivasan Ganapathy, Directors of the Company or Company Secretary or Chief Financial Officer of the Company or Smt. Priti Alkari or Shri Akshat Chechani or Shri Tabish Siddiqui , Authorized Signatories of the Company, be and are hereby severally authorized to take all necessary steps.

- (a) to file Scheme and/or any other information/details with the Central/State Government(s), SEBI, Stock Exchanges or any body, authority or agency and to obtain sanction or approval to any provisions of the Scheme or for giving effect thereto;
- (b) to file applications and affidavits with the NCLT or such other competent authority seeking directions to hold or dispense with or to exempt the holding of meetings of the shareholders and /or creditors and/or such other classes as may be concerned with the said Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the NCLT to give effect to the Scheme;
- (c) to sign and file petitions for confirmation of the Scheme with the NCLT or such other competent authority;
- (d) to file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary or incidental to the said proceedings for obtaining confirmation by the NCLT to the said Scheme and for giving effect to the Scheme;
- (e) to apply for and obtain requisite approvals of the Central/State Government(s) and their agencies and any other authority or agency, whose consent is required including the shareholders, term loan lenders, financial institution, as may be considered necessary, to the said Scheme;
- (f) to settle any question or difficulty that may arise and give any directions necessary with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- (g) to make any alterations/changes to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme, particularly for satisfying the requirements or conditions imposed by the Central/State Government or the NCLT or shareholders or any other authority;



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SCISSORS ENGINEERING PRODUCTS LIMITED

Regd. Office : New Hind House, N.M. Marg, Ballard Estate, Mumbai-400001

Tel: 2268 6000

CIN: U29130MH2005PLC154732

- (h) to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;
- (i) to take all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;
- (j) to sign all applications, petitions, documents, or to issue public advertisement and notices relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;
- (k) to do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;
- (l) take all such actions and steps in the above matter, as may be required from time to time to give effect to the above resolutions including resolving the difficulties, if any, as and when arises.

RESOLVED FURTHER THAT pursuant to the provisions of Section 179 of the Companies Act, 2013 and Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company do file a copy of the Resolution with the Registrar of Companies;

RESOLVED FURTHER THAT this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board of Directors; and

RESOLVED FURTHER THAT any Director of the Company or any Authorized Person as mentioned above be and is hereby authorized to sign any copy of this resolution as a certified true copy there of and furnish the same to whomsoever concerned

//CERTIFIED TRUE COPY//

For SCISSORS ENGINEERING PRODUCTS LIMITED



BHARGAV VYAS
COMPANY SECRETARY
ACS - 46392



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

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai - 400051.
NSE Symbol: RAYMOND

Dear Sir/Madam

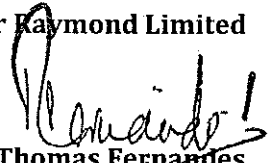
Ref: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Composite Scheme of Arrangement between Raymond Limited ('the Demerged Company' or 'the Transferee Company' or 'RL'), Raymond Lifestyle Limited ('the Resulting Company' or 'RLL'), Raymond Apparel Limited ('the Transferor Company 1' or 'RAL') and Scissors Engineering Products Limited ('the Transferor Company 2' or 'SEPL') and their respective Shareholders ('the Scheme')

In connection with the above application, we hereby confirm that:

1. The Demerged Company, its promoters or Directors have never been declared as wilful defaulter as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1, 2015 by the Banks.
2. The Demerged Company, its promoters or Directors have not been directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
3. The Demerged Company, its promoters or Directors do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognized stock exchange.

Date: December 06, 2019

For Raymond Limited


Thomas Fernandes
Company Secretary



REGISTERED OFFICE

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

RAYMOND LIFESTYLE LIMITED

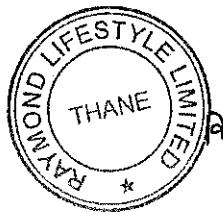
To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai - 400051.

Dear Sir/Madam

Ref: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Composite Scheme of Arrangement between Raymond Limited ('the Demerged Company' or 'the Transferee Company' or 'RL'), Raymond Lifestyle Limited ('the Resulting Company' or 'RLL'), Raymond Apparel Limited ('the Transferor Company 1' or 'RAL') and Scissors Engineering Products Limited ('the Transferor Company 2' or 'SEPL') and their respective Shareholders ("the Scheme")

In connection with the above application, we hereby confirm that:

1. The Resulting Company, its promoters or Directors have never been declared as wilful defaulter as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1, 2015 by the Banks.
2. The Resulting Company, its promoters or Directors have not been directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
3. The Resulting Company, its promoters or Directors do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognized stock exchange.



For Raymond Lifestyle Limited

Arshish

Authorized Signatory

Date: December 06, 2019

CIN: U52322MH2019PLC332934

Registered Office: c/o Raymond Limited, Jckegram, Pokhran Road No. 1, Thane West - 400 606, Maharashtra
Tel.: +91 22 6152 7000 | Fax: +91 22 6152 8111



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

Dear Sir/Madam

Ref: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Composite Scheme of Arrangement between Raymond Limited ('the Demerged Company' or 'the Transferee Company' or 'RL'), Raymond Lifestyle Limited ('the Resulting Company' or 'RLL'), Raymond Apparel Limited ('the Transferor Company 1' or 'RAL') and Scissors Engineering Products Limited ('the Transferor Company 2' or 'SEPL') and their respective Shareholders ('the Scheme')

In connection with the above application, we hereby confirm that:

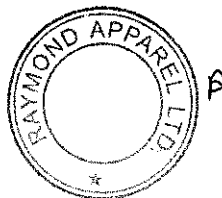
1. The Transferor Company 1, its promoters or Directors have never been declared as wilful defaulter as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1, 2015 by the Banks.
2. The Transferor Company 1, its promoters or Directors have not been directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
3. The Transferor Company 1, its promoters or Directors do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognized stock exchange.

For Raymond Apparel Limited

Ashish

Authorized Signatory

Date: December 06, 2019




Raymond


PARK AVENUE


parx


ColorPlus



SCISSORS ENGINEERING PRODUCTS LIMITED

Regd. Office: New Hind House, N.M. Marg, Ballard Estate, Mumbai-400001

Tel: 2268 6000

CIN: U29130MH2005PLC154732

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai - 400051.
NSE Symbol: RAYMOND

Dear Sir/Madam

Ref: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Composite Scheme of Arrangement between Raymond Limited ('the Demerged Company' or 'the Transferee Company' or 'RL'), Raymond Lifestyle Limited ('the Resulting Company' or 'RLL'), Raymond Apparel Limited ('the Transferor Company 1' or 'RAL') and Scissors Engineering Products Limited ('the Transferor Company 2' or 'SEPL') and their respective Shareholders ("the Scheme")

In connection with the above application, we hereby confirm that:

1. The Transferor Company 2, its promoters or Directors have never been declared as wilful defaulter as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1, 2015 by the Banks.
2. The Transferor Company 2, its promoters or Directors have not been directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
3. The Transferor Company 2, its promoters or Directors do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognized stock exchange.

**For Scissors Engineering Products Limited**

Ao B. V. 2
Bhargav Vyas
Company Secretary

Date: December 06, 2019

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

Brief particulars of the transferee/resulting and transferor/demerged companies:

SN	Particulars	Remarks
1	Name of the Company	Raymond Limited
2.	Exchange(s) Listed on	Equity Shares: BSE Ltd and National Stock Exchange of India Limited and GDRs: Luxembourg Stock Exchange
3.	Designated Stock Exchange	BSE Ltd
4.	Scheme provides for	This Composite Scheme of Arrangement (' Scheme ') is presented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 for achieving the following objectives: (i) The amalgamation of Transferor Company 1 and Transferor Company 2 with the Transferee Company; (ii) Demerger of the Lifestyle Business Undertaking (<i>as defined hereinafter</i>) of the Demerged Company into the Resulting Company on a going concern basis; and (iii) Cancellation and reduction of existing share capital of Resulting Company; This Scheme also provides for various other matters consequential or otherwise integrally connected in relation to the aforementioned.
5.	Consideration	No issue of shares on amalgamation of Transferor Company 1 and Transferor Company 2 with the Transferee Company since they are wholly-owned subsidiaries of Transferee Company. On Demerger of the Lifestyle Business Undertaking of the Demerged Company into the Resulting Company on a going concern basis 1 (One) equity share of INR 10 each fully paid up of Resulting Company for every 1 (One) equity share of INR 10 each fully paid up held in Demerged Company 1 (One) equity share of INR 10 each fully paid up of Resulting Company for every 1 (One) CCPS of INR 10 each fully paid up held in Demerged Company
6.	Will any of the unlisted companies seek listing pursuant to Rule 19(2)(b) of SEBI (SCRR), 1957	Raymond Lifestyle Limited (Resulting Company) will get listed post the Scheme becoming effective.
7.	Report of Audit Committee	Audit Committee report dated November 07, 2019 has recommended the draft scheme for favorable consideration.

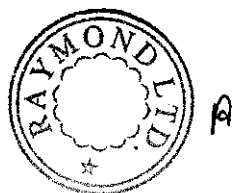


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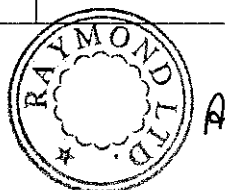
REGISTERED OFFICE

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

SN	Particulars	Remarks																								
8.	Valuation Report from Independent Chartered Accountant	The share entitlement ratio has been derived based on Valuation Report dtd. November 07, 2019 issued by M/s SSPA & Co., Chartered Accountants & Valuation Report issued by the Registered Valuer RV Shah & Associates, Chartered Accountants dtd. November 07, 2019 read with Addendum to Valuation Report dtd. Nov 27, 2019.																								
9.	Fairness opinion by Merchant Banker	M/s. Pantomath Capital Advisors Private Limited, Category - I Merchant Banker, in its fairness opinion dated November 07, 2019 has opined that the share entitlement ratio as recommended by the valuer is fair.																								
10.	Pre and post scheme Shareholding Pattern of the listed Company (Raymond Ltd)	<p>Pre Scheme Shareholding Pattern (as on September 30, 2019):</p> <table border="1"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>26904594</td> <td>43.83</td> </tr> <tr> <td>Public</td> <td>34476260</td> <td>56.17</td> </tr> <tr> <td>Total</td> <td>61380854</td> <td>100</td> </tr> </tbody> </table> <p>Post-scheme shareholding pattern (as on September 30, 2019):</p> <table border="1"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>26904594</td> <td>43.83</td> </tr> <tr> <td>Public</td> <td>34476260</td> <td>56.17</td> </tr> <tr> <td>Total</td> <td>61380854</td> <td>100</td> </tr> </tbody> </table>	Category	No. of shares	%	Promoter	26904594	43.83	Public	34476260	56.17	Total	61380854	100	Category	No. of shares	%	Promoter	26904594	43.83	Public	34476260	56.17	Total	61380854	100
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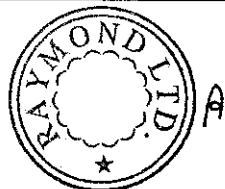
SN	Particulars	Remarks																																																
12.	Pre and post scheme Shareholding pattern of Unlisted Company 2 (SEPL)	<p>Pre-amalgamation shareholding pattern (as on September 30, 2019):</p> <p>Equity Shares:</p> <table border="1" data-bbox="671 499 1075 645"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>1,80,83,865</td> <td>100</td> </tr> <tr> <td>Public</td> <td>Nil</td> <td>-</td> </tr> <tr> <td>Total</td> <td>1,80,83,865</td> <td>100</td> </tr> </tbody> </table> <p>Preference Shares:</p> <table border="1" data-bbox="679 723 1086 869"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>3,500</td> <td>100</td> </tr> <tr> <td>Public</td> <td>Nil</td> <td>-</td> </tr> <tr> <td>Total</td> <td>3,500</td> <td>100</td> </tr> </tbody> </table> <p>Post-amalgamation shareholding pattern (as on September 30, 2019):</p> <p>Equity Shares:</p> <table border="1" data-bbox="676 1025 1222 1171"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>Nil</td> <td>-</td> </tr> <tr> <td>Public</td> <td>Nil</td> <td>-</td> </tr> <tr> <td>Total</td> <td>Nil</td> <td>-</td> </tr> </tbody> </table> <p>Preference Shares:</p> <table border="1" data-bbox="676 1249 1222 1395"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>Nil</td> <td>-</td> </tr> <tr> <td>Public</td> <td>Nil</td> <td>-</td> </tr> <tr> <td>Total</td> <td>Nil</td> <td>-</td> </tr> </tbody> </table>	Category	No. of shares	%	Promoter	1,80,83,865	100	Public	Nil	-	Total	1,80,83,865	100	Category	No. of shares	%	Promoter	3,500	100	Public	Nil	-	Total	3,500	100	Category	No. of shares	%	Promoter	Nil	-	Public	Nil	-	Total	Nil	-	Category	No. of shares	%	Promoter	Nil	-	Public	Nil	-	Total	Nil	-
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13.	Pre and post scheme Shareholding Pattern of the listed Company (Raymond Lifestyle Limited)	<p>Pre Scheme Shareholding Pattern (as on November 30, 2019):</p> <table border="1" data-bbox="676 1514 1131 1659"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>500000</td> <td>100</td> </tr> <tr> <td>Public</td> <td>NIL</td> <td>NIL</td> </tr> <tr> <td>Total</td> <td>500000</td> <td>100</td> </tr> </tbody> </table> <p>Post-scheme shareholding pattern (as on November 30, 2019):</p> <table border="1" data-bbox="671 1776 1131 1921"> <thead> <tr> <th>Category</th> <th>No. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>26904594</td> <td>43.83</td> </tr> <tr> <td>Public</td> <td>34476260</td> <td>56.17</td> </tr> <tr> <td>Total</td> <td>61380854</td> <td>100</td> </tr> </tbody> </table>	Category	No. of shares	%	Promoter	500000	100	Public	NIL	NIL	Total	500000	100	Category	No. of shares	%	Promoter	26904594	43.83	Public	34476260	56.17	Total	61380854	100																								
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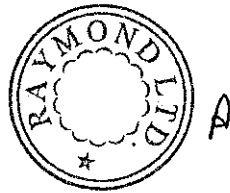
SN	Particulars	Remarks			
14.	Minimum public shareholding in all the companies pre and post amalgamation is in compliance with Regulation 38 of SEBI (LODR) Regulations,	Yes			
15.	Approval of shareholders through postal ballot and e-voting	Not Applicable – As per Statutory Auditor’s Certificate given under Annexure 9			
16.	Compliance with Regulation 11 of the Listing Regulations	The Company has vide letter December 06, 2019 confirmed that the proposed scheme of amalgamation to be presented to any court or Tribunal does not in any way violate or override or circumscribe the provisions of SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956/2013, the rules, Regulations and guidelines under the Acts, the provisions as explained in Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the requirements of SEBI Circulars and stock exchanges.			
17.	Statutory Auditor’s certificate confirming the compliance of the accounting treatment as specified in Para (I)(A)(5) of the SEBI Circular	M/s Walker Chandiook & Co. LLP, Chartered Accountants, Statutory Auditors of the Demerged Company and M/s V.B. Dalal & Co., Chartered Accountants, Statutory Auditors of the Resulting Company have provided their certificates dated December 06, 2019 and November 26, 2019 respectively, confirming the accounting treatment as per SEBI circular.			
18.	Compliance Report as per SEBI circular	Compliance Report as the SEBI Circular has been submitted along with the application filed on December 06, 2019			
19.	Net Worth (Rs. In crores)*	Raymond Limited (Demerged Company)	Raymond Lifestyle Limited (Resulting Company)	Raymond Apparel Limited (Transferor Company 1)	Scissors Engineering Products Limited (Transferor Company 2)
	Pre	1308.18	0.05	168.99	28.42
	Post	1152.56	232.40	NIL	NIL
	*Net Worth includes Securities Premium				



SN	Particulars	Remarks			
20.	Capital before the scheme (No. of equity shares as well as capital in rupees)	Authorized Capital: Rs. 100,00,00,000 divided in 9,00,00,000 equity shares of Rs. 10 each and 1,00,00,000 preference shares of Rs. 10 each Issued, subscribed and paid-up: Rs. 61,38,08,540 divided into 6,13,80,854 equity shares of Rs. 10 each.	Authorized Capital: Rs. 10,00,000 divided in 1,00,000 equity shares of Rs. 10 each Issued, subscribed and paid-up: Rs. 5,00,000 divided into 50,000 equity shares of Rs. 10 each.	Authorized Capital: Rs. 76,30,00,000 divided in 2,35,00,000 equity shares of Rs. 10 each and 52,80,000 preference shares of Rs. 100 each. Issued, subscribed and paid-up: Rs. 2,48,32,000 divided into 24,83,200 equity shares of Rs. 10 each.	Authorized Capital: Rs. 31,00,00,000 divided in 2,53,52,500 equity shares of Rs. 10 each and 5,64,750 preference shares of Rs. 100 each Issued Rs. 19,94,93,950 divided into 1,80,83,865 equity shares of Rs. 10 each and 1,86,553 9% Non-cumulative compulsorily convertible preference shares of Rs. 100 each. Subscribed and paid-up: Rs. 18,11,88,650 divided into 1,80,83,865 equity shares of Rs. 10 each and 3500 9% Non-cumulative compulsorily convertible preference shares of Rs. 100 each
	No. of shares to be issued	NIL	6,13,80,854 equity shares of Rs. 10 each to be issued to the shareholders of the Demerged Company.	NIL	NIL



SN	Particulars	Remarks			
	Cancellation of shares on account of cross holding, if any	NIL	NIL	NIL	NIL
	Capital after the scheme (No. of equity shares as well as capital in rupees)	<p>Authorized Capital: Rs. 100,00,00,000 divided in 9,00,00,000 equity shares of Rs. 10 each and 1,00,00,000 preference shares of Rs. 10 each</p> <p>Issued, subscribed and paid-up: Rs. 61,38,08,540 divided into 6,13,80,854 equity shares of Rs. 10 each.</p>	<p>Authorized Capital: Rs. 107,40,00,000 divided in 10,74,00,000 equity shares of Rs. 10 each</p> <p>Issued, subscribed and paid-up: Rs. 61,38,08,540 divided into 6,13,80,854 equity shares of Rs. 10 each.</p>	NIL	NIL
21.	Remarks, if any				



For **Raymond** LIMITED

Arshad

Authorised Signatory

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

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai - 400051.
NSE Symbol: RAYMOND

Dear Sir/Madam

Ref: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Composite Scheme of Arrangement between Raymond Limited ('the Demerged Company' or 'the Transferee Company' or 'RL'), Raymond Lifestyle Limited ('the Resulting Company' or 'RLL'), Raymond Apparel Limited ('the Transferor Company 1' or 'RAL') and Scissors Engineering Products Limited ('the Transferor Company 2' or 'SEPL') and their respective Shareholders ('the Scheme')

In connection with the above application, we hereby confirm that:

1. The proposed scheme of amalgamation/arrangement/~~merger/reduction of capital etc.~~ to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956/the Companies Act, 2013, the rules, Regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the requirements of SEBI circulars and Stock Exchanges.
2. The draft scheme of amalgamation/ arrangement together with all documents mentioned in the SEBI circular has been disseminated on company's website as per the link given hereunder: <https://www.raymond.in>
3. The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
4. The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting as mentioned in clause 32.1 (ii), page no. 30 of the draft scheme.

**REGISTERED OFFICE**

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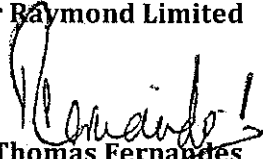
Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it. – **Not Applicable**

5. In case of Unlisted company/ies being involved in the Scheme of Arrangement:
- a. The Company shall include the applicable information pertaining to the unlisted entity/ies involved in the scheme in the format specified for abridged prospectus, certified by a SEBI Registered Merchant Banker, as provided in Part E of Schedule VI of SEBI (ICDR) Regulations, 2018 in the explanatory statement or notice or proposal accompanying resolution to be passed sent to the shareholders while seeking approval of the scheme and the same shall be submitted to Stock Exchanges.
 - b. The percentage of shareholding of pre-scheme public shareholders of the listed entity and the Qualified Institutional Buyers (QIBs) of the unlisted entity, in the post scheme shareholding pattern of the “merged” company on a fully diluted basis shall not be less than 25%.
6. The documents filed by the Company with the Exchange are same/similar/identical in all respect, which have been filed by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
7. There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/ arrangement. – **Not Applicable**
8. The draft scheme is in compliance with all applicable SEBI circulars as amended from time to time and SEBI (LODR) Regulations, 2015.

Date: December 6, 2019



For Raymond Limited


Thomas Fernandes
Company Secretary

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

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai - 400051.
NSE Symbol: RAYMOND

Dear Sir/Madam

Ref: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Composite Scheme of Arrangement between Raymond Limited ('the Demerged Company' or 'the Transferee Company' or 'RL'), Raymond Lifestyle Limited ('the Resulting Company' or 'RLL'), Raymond Apparel Limited ('the Transferor Company 1' or 'RAL') and Scissors Engineering Products Limited ('the Transferor Company 2' or 'SEPL') and their respective Shareholders ("the Scheme")

In connection with the above application, the rationale of the Scheme is provided as under:

The Demerged Company, through itself and its subsidiaries is primarily engaged in the business of branded textiles, branded apparels, garmenting as well as B2C shirting and B2B textiles tailoring and MTM and textile manufacturing ('the Lifestyle business'). Along with its textile segment, the Demerged Company through itself, its subsidiaries and associates / joint ventures is also engaged in a diversified profile of businesses such as real estate, aviation, FMCG, auto components, tools and hardware, B2B shirting and denim manufacturing etc. ('the Non-Lifestyle business').

The Lifestyle business and Non-Lifestyle business have different market segments, industry specific risks, business cycles and individually, have a significant potential for growth, profitability and the ability to attract different types of investors. Owing to the diversified nature of business involved, it has become imperative for the Demerged Company to reorganize itself so as to enable greater management focus on Lifestyle business as well as Non-Lifestyle business.

In order to simplify the overall group structure and create efficiencies, the Scheme proposes amalgamation of Transferor Company 1 and Transferor Company 2 with the Transferee Company. Post the merger, in order to create flexibility and investor focus it is proposed by the management of the Demerged Company to segregate the Lifestyle business from the Non-Lifestyle business. Hence, the Scheme proposes a demerger of the Lifestyle business carried out by the Demerged Company and its subsidiaries into the Resulting Company.



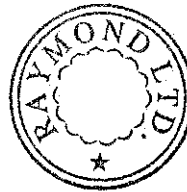
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The proposed restructuring would have the following benefits:

- (a) Segregation of the Lifestyle business from the Non-Lifestyle business to position the Lifestyle business likened to peers;
- (b) Independent existence of self-sustaining pure play businesses;
- (c) Create enhanced value for the shareholders of the Demerged Company;
- (d) Enable the Demerged Company and the Resulting Company to each have focused strategy and specialization for sustained growth and profitability as well as the ability to attract investors and have better access to capital;
- (e) Clear strategic roadmap towards improved performance outlook and increased investor confidence;
- (f) Enable specialization and operational efficiencies for the individual businesses for their sustained growth; and
- (g) Simplification of overall group structure and creating efficiencies through amalgamation.

December 6, 2019



For Raymond Limited


Thomas Fernandes
Company Secretary



V. B. DALAL & CO.

Chartered Accountants

Office # 235, 2nd Floor, "C" Wing, Rahul Mittal Industrial Estate,
Andheri Kurla Road, Andheri (East), Mumbai - 400 059
Phone : 49720579 / 49784572

Website : www.vbdalal.com E-mail : vbdalal@vbdalal.com

To
The Board of Directors
Raymond Lifestyle Limited
C/o Raymond Limited,
Jekegram, Pokhran Road No. 1,
Thane West - 400 606
Maharashtra.

Independent auditor's certificate in respect of Pre-scheme net worth of Raymond Lifestyle Limited ('the Company')

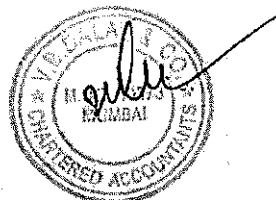
1. This certificate is issued in accordance with the terms of our engagement with Company having its registered office c/o Raymond Limited, Jekegram, Pokhran Road No. 1, Thane West – 400 606, Maharashtra, India and for the purpose of the Draft Composite Scheme of Arrangement between Raymond Limited ("the Demerged Company" or "the Transferee Company" or "RL") and Raymond Lifestyle Limited ("the Resulting Company" or "RLL") and Raymond Apparel Limited ("the Transferor Company 1" or "RAL") and Scissors Engineering Products Limited ("the Transferor Company 2" or "SEPL") and their respective shareholders (**hereinafter referred to as 'the Scheme'**).
2. A Statement containing details of pre-scheme net worth at 30th November, duly signed by the authorized signatory of the Company ("the Statement") is annexed, which we have initiated for identification purposes only.

Management's Responsibility

3. The preparation of the Statement is responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and making estimates that are reasonable in the circumstances.
4. The Management is also responsible for ensuring adherence that the details in the Statement are correct.
5. The pre-scheme net worth of the Company has been traced from and calculated based on the Financial Statements of the Company as on 30th November 2019 by the Management.

Independent Auditor's Responsibility

6. It is our responsibility to provide reasonable assurance that the amounts in the Statement in respect of pre-scheme net worth of the Company have been correctly extracted from the Financial Statements as on 30th November prepared in accordance with Indian Accounting Standards notified



under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Ind AS).

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Companies Act 2013. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

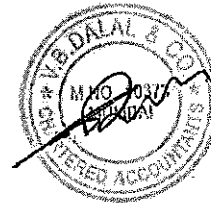
9. Based on our examination, as above, we are of the opinion that the amounts in the Statement in respect of pre-scheme net worth of the Company has been correctly extracted from the Financial Statements as on 30th November, 2019 prepared in accordance with Ind AS.

Restriction on Use

10. The Certificate is provided at the specific request of the Company in connection with the above Draft Scheme and for the purpose of onward submission to the Stock Exchanges and other regulatory authorities including Securities and Exchange Board of India and should not be used by any other person/ authority or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without our prior consent in writing.

Place: Mumbai
Date: 02/12/2019
UDIN: 19010373AAAASM2734

For V. B. Dalal & Co.
Chartered Accountants



V. B. Dalal
Proprietor
Firm Registration No.: 102055W
Membership No.: 10373

RAYMOND LIFESTYLE LIMITED

Statement showing pre-scheme Net Worth of Raymond Lifestyle Limited ("the Company")

Net Worth: The computation of pre-scheme net-worth of the Company as on 30th November, 2019 has been reproduced below:

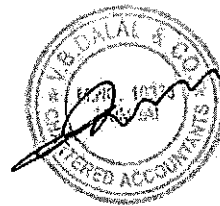
	Particulars	(Rs. In lakhs)
1	Equity share capital	5.00
2	General Reserve	-
3	Retained earnings	-
4	Total of 1, 2 and 3 (4)	5.00
5	Securities premium reserve SPA (5)	-
6	Networth (4 + 5)	5.00

Notes:

1. The Net Worth of Raymond Lifestyle Limited ("the Company") has been computed by as per Companies Act, 2013. The Company doesn't have any carry forward losses/accumulated losses and there are no deferred expenditures or miscellaneous expenditures as on 30th November, 2019. Therefore, while computing the Net Worth of the Company, we have complied with Section 2(57) of the Companies Act, 2013.
2. The figures stated above has been arrived based on the figures extracted by the management from the Financial statements and underlying books of accounts as at 30th November 2019.
3. No adjustments for any event after 30 November 2019 that may have any effect on the net worth as on 30th November 2019 has been considered above as the aforesaid computation is solely for the limited purpose of onward submission to National Company Law Tribunal, Securities and Exchange Board of India and Stock Exchange(s).

For Raymond Lifestyle Limited

Alpesh Dalal
 Authorised Person
 Place: Mumbai
 Date: 02/12/2019

CIN: U52322MH2019PLC332934

Registered Office: c/o Raymond Limited, Jekegram, Pokhran Road No. 1, Thane West - 400 606, Maharashtra

Tel.: +91 22 6152 7000 | Fax: +91 22 6152 8111



V. B. DALAL & CO.

Chartered Accountants

Office # 235, 2nd Floor, "C" Wing, Rahul Mittal Industrial Estate,
Andheri Kurla Road, Andheri (East), Mumbai - 400 059

Phone : 49720579 / 49784572

Website : www.vbdalal.com E-mail : vbdalal@vbdalal.com

To
The Board of Directors
Raymond Lifestyle Limited
C/o Raymond Limited,
Jekegram, Pokhran Road No. 1,
Thane West - 400 606
Maharashtra.

Independent auditor's certificate in respect of Post-scheme net worth of Raymond Lifestyle Limited

1. This certificate is issued in accordance with the terms of our engagement with Company having its registered office c/o Raymond Limited, Jekegram, Pokhran Road No. 1, Thane West – 400 606, Maharashtra, India and for the purpose of the Draft Composite Scheme of Arrangement between Raymond Limited ("the Demerged Company" or "the Transferee Company" or "RL") and Raymond Lifestyle Limited ("the Resulting Company" or "RLL") and Raymond Apparel Limited ("the Transferor Company 1" or "RAL") and Scissors Engineering Products Limited ("the Transferor Company 2" or "SEPL") and their respective shareholders (hereinafter referred to as 'the Scheme').
2. A Statement containing details of post-scheme net worth as at 30th November, duly signed by the authorized signatory of the Company ("the Statement") is annexed, which we have initiated for identification purposes only.

Management's Responsibility

3. The preparation of the Statement is responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and making estimates that are reasonable in the circumstances.
4. The Management is also responsible for ensuring adherence that the details in the Statement are correct.
5. The post-scheme net worth of the Company has been traced from and calculated based on the Financial Statements of the Company as on 30th November 2019 by the Management.

Independent Auditor's Responsibility

6. It is our responsibility to provide reasonable assurance that the amounts in the Statement in respect of post-scheme net worth of the Company have been correctly extracted from the Financial Statements as on 30th November 2019 prepared in accordance with Indian Accounting Standards notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Ind AS).



- 7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Companies Act 2013. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- 8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

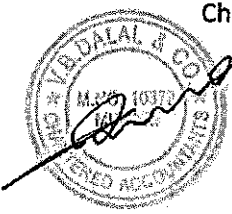
- 9. Based on our examination, as above, we are of the opinion that the amounts in the Statement in respect of post-scheme net worth of the Company has been correctly extracted from the Financial Statements as on 30th November 2019 prepared in accordance with Ind AS. The present post-scheme net worth of the Company is computed on the basis of the Limited Review Financial Statements of Raymond Limited as on 30th September 2019 and the actual post-scheme net worth of the Company will be determined on the appointed date which is 1st April 2020 as per the proposed Scheme.

Restriction on Use

- 10. The Certificate is provided at the specific request of the Company in connection with the above Draft Scheme and for the purpose of onward submission to the Stock Exchanges and other regulatory authorities including Securities and Exchange Board of India and should not be used by any other person/ authority or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without our prior consent in writing.

Place: Mumbai
 Date: 02/12/2019
 UDIN: 19010373AAAASK7733

For V. B. Dalal & Co.
 Chartered Accountants



V. B. Dalal
 Proprietor
 Membership No.: 10373
 Firm Registration No.: 102055W

RAYMOND LIFESTYLE LIMITED

Statement showing post-scheme Net Worth of Raymond Lifestyle Limited

Net Worth: The computation of post-scheme net-worth of the Company as on 30th November, 2019 has been reproduced below:

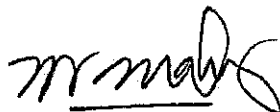
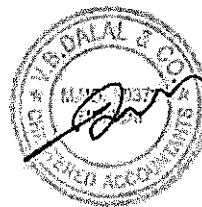
	Particulars	(Rs. In lakhs)
1	Equity share capital	6,138.08
2	General Reserve as at 30 th September 2019 as per limited review financial statement of Raymond Limited	2,630.77
3	Retained earnings as at 30 th September 2019 as per limited review financial statement of Raymond Limited	14,471.92
4	Total of 1, 2 and 3 (4)	23,240.77
5	Securities premium reserve as at 30 th September 2019 as per limited review financial statement of Raymond Limited	-
6	Networth (4 + 5)	23,240.77

Notes:

- The figures stated above has been arrived based on the figures extracted by the management from the Limited Review Financial statements and underlying books of accounts of Raymond Limited as at 30th September 2019 and Financial statements and underlying books of accounts of Raymond Lifestyle Limited for the period 14th to 30 the November 2019.
- Net Worth of the Company has been computed by as per Companies Act, 2013. The Company doesn't have any carry forward losses/accumulated losses and there are no deferred expenditures or miscellaneous expenditures as on September 30, 2019. Therefore, while computing the Net Worth of the Company, we have complied with Section 2(57) of the Companies Act, 2013.
- No adjustments for any event after 30 September 2019 that may have any effect on the net worth as on 30th November 2019 has been considered above as the aforesaid computation is solely for the limited purpose of onward submission to National Company Law Tribunal, Securities and Exchange Board of India and Stock Exchange(s).

For Raymond Lifestyle Limited

Alpesh Dalal
 Authorised Person
 Place: Mumbai
 Date: 02/12/2019

CIN: U52322MH2019PLC332934

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RAYMOND LIFESTYLE LIMITED

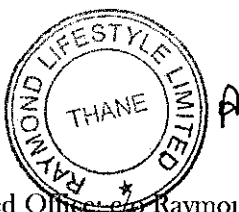
To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai - 400051.
NSE Symbol: RAYMOND

Dear Sir/Madam

Ref: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Composite Scheme of Arrangement between Raymond Limited ('the Demerged Company' or 'the Transferee Company' or 'RL'), Raymond Lifestyle Limited ('the Resulting Company' or 'RLL'), Raymond Apparel Limited ('the Transferor Company 1' or 'RAL') and Scissors Engineering Products Limited ('the Transferor Company 2' or 'SEPL') and their respective Shareholders ('the Scheme')

In connection with the above application, I, Sanjay Bahl, Director of the Resulting Company hereby confirm that:

1. There shall be no change in the shareholding pattern or control in the Resulting Company between the record date and the listing which may affect the status of this approval.
2. The equity shares sought to be listed are proposed to be allotted by the Resulting Company to the holders of securities of the Demerged Company pursuant to the Scheme.
3. At least 25% of the post scheme paid up share capital of the Resulting Company shall comprise of shares allotted to the public holders in the Demerged Company.
4. The Company will not issue/reissue any shares, not covered under the Scheme.
5. As on date of this confirmation there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the Resulting Company at any future date.
6. The Scheme together with all documents mentioned in SEBI circular has been disseminated on company's website as per the link given hereunder: www.raymond.in
7. The shares of the Resulting Company issued in lieu of the locked-in shares of the Demerged Company are subjected to the lock-in for the remaining period.



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RAYMOND LIFESTYLE LIMITED

8. Names and PAN of the following:

SN	Particulars	Name	PAN
a)	Company	Raymond Lifestyle Limited	AAJCR9076K
b)	Companies under same management	Raymond Limited and its Subsidiaries	AAACR4896A
c)	Promoters and promoting companies	Raymond Limited	AAACR4896A
d)	Directors of the Company	1) Sanjay Kumar Behl 2) Sanjay Bahl 3) Vipin Agarwal	1) AADPB1738M 2) AAGPB0253L 3) AAAPA0757A
e)	Companies promoted by the promoters of the company	1) Raymond Apparel Limited 2) Pashmina Holdings Limited 3) Everblue Apparel Limited 4) JK Files (India) Limited 5) Silver Spark Apparel Limited 6) Celebrations Apparel Limited 7) Scissors Engineering Products Limited 8) Raymond Woollen Outerwear Limited 9) Raymond Luxury Cottons Limited 10) Jaykayorg AG 11) Raymond (Europe) Limited 12) Raymond Lifestyle International DMCC	1) AAKCS3399H 2) AAACP4177E 3) AABCR4194C 4) AAACH9523J 5) AACCR1288G 6) AACCC5194Q 7) AAJCS1127J 8) AADCR0368L 9) AACCR9962M 10) N.A. 11) N.A. 12) N.A.
f)	Subsidiaries and Associate companies	None	NA

December 06, 2019

For Raymond Lifestyle Limited



Sanjay Bahl

Sanjay Bahl
Director

DIN: 00332153



CIN: U52322MH2019PLC332934

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