

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

February 22, 2019

To

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

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

Luxembourg Stock Exchange
SOCIETE DE LA BOURSE DE LUXEMBOURG,
35A, Boulevard Joseph II,
L-1840 Luxembourg
Trading Code : USY721231212

Dear Sir/Madam,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Pursuant to Regulation 30 of Listing Regulations, please find enclosed Postal Ballot Notice dated February 12, 2019 along with Explanatory Statement and Postal Ballot Form which is being sent to the Members of Raymond Limited whose names appears in the Register of Members/Register of Beneficial Owners as on even date, being the cut-off date, seeking their approval for business as set out in the Postal Ballot Notice.

The special business proposed to be transacted through Postal Ballot are as under:

1. Appointment of Shri Shiv Surinder Kumar (DIN: 08144909) as an Independent Director on the Board of Directors of the Company to hold office for a term of 5 (Five) consecutive years from February 15, 2019 to February 14, 2024 – Ordinary Resolution.
2. Continuation of Directorship by Shri Ishwar Das Agarwal (DIN: 00293784) as an Independent Director of the Company, not liable to retire by rotation – Special Resolution.

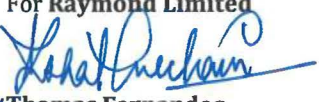
The voting through Postal Ballot and e-voting shall commence from **Tuesday, February 26, 2019** at 9.00 a.m. (IST) and continue till **Wednesday, March 27, 2019** at 5.00 p.m. (IST). The results of the Postal Ballot (including e-voting) along with the Scrutinizer's report shall be announced on or before **Friday, March 29, 2019**.

Please take the above information on record.

Thanking you,

Yours faithfully,

For Raymond Limited


Thomas Fernandes
Director - Secretarial &
Company Secretary

Encl.: a/a



REGISTERED OFFICE

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



(CIN : L17117MH1925PLC001208)

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

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

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

POSTAL BALLOT NOTICE

Dear Member(s),

Notice pursuant to Section 110 of the Companies Act, 2013 and applicable Rules made thereunder.

Notice is hereby given to the Members of Raymond Limited (“the Company”) pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (“the Act”) if any, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the Resolutions appended below are proposed to be passed by way of Postal Ballot/Electronic Voting (“e-voting”).

The Explanatory Statement pursuant to Section 102 of the Act, Regulations 17 (1A) and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), pertaining to the said Resolutions setting out the material facts concerning the said items and the reasons thereof are annexed hereto along with a Postal Ballot Form (“the Form”) for your consideration.

The Board of Directors has appointed Shri Ashish C. Bhatt (FCS: 4650), Practicing Company Secretary, Thane as the Scrutinizer to scrutinize the e-voting and the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the accompanying Postal Ballot Form, record your assent (For) or dissent (Against) therein and return the same in original duly completed in the enclosed self-addressed, pre-paid postage envelope (if posted in India) so as to reach the Scrutinizer not later than 5:00 p.m. (IST) on **Wednesday, March 27, 2019**.

In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is providing e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with Central Depository Services (India) Limited (“CDSL”), an agency authorised by the Ministry of Corporate Affairs to provide e-voting facilities to enable the Members cast their votes electronically. Members desiring to opt for e-voting are requested to read the Notes to this Postal Ballot Notice.

Upon completion of the e-voting process and scrutiny of the Forms, the Scrutinizer shall submit his report to the Chairman of the Company. The result of the Postal Ballot (including e-voting) would be announced by a Director or the Company Secretary of the Company on or before 5.00 p.m. (IST) on **Friday, March 29, 2019**. The said result along with the Scrutinizer’s report would be displayed at the Registered Office and Corporate Office of the Company, intimated to the Stock Exchanges where the Company’s shares are listed and displayed on the website of CDSL viz. www.evotingindia.com and the Company’s website viz. www.raymond.in.

Special Business:

Item No. 1: Appointment of Shri Shiv Surinder Kumar (DIN: 08144909) as an Independent Director on the Board of Directors of the Company to hold office for a term of 5 (Five) consecutive years from February 15, 2019 to February 14, 2024.

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the basis of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Shri Shiv Surinder Kumar (DIN: 08144909), who was appointed as an Additional Director designated as an Independent Director of the Company and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof for the time being in force), Shri Shiv Surinder Kumar (DIN: 08144909), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years with effect from February 15, 2019 to February 14, 2024 and that he shall not be liable to retire by rotation; and

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

Item No. 2: Continuation of Directorship by Shri Ishwar Das Agarwal (DIN: 00293784) as an Independent Director of the Company, not liable to retire by rotation.

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

“**RESOLVED THAT** pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or amendment(s) thereof for the time being in force) and other applicable laws, if any, approval of the Members of the Company be and is hereby accorded for continuation of Directorship by Shri Ishwar Das Agarwal (DIN: 00293784) as an Independent Director of the Company, who has attained the age of 75 (Seventy Five) years, with effect from April 01, 2019 till the completion of his present term, not liable to retire by rotation; and

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

By Order of the Board of Directors

Registered Office:

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

Dated: February 12, 2019

For **Raymond Limited**

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

NOTES:

1. The Explanatory Statement for the proposed Resolutions pursuant to Section 102 read with Section 110 of the Act, Regulations 17(1A) and 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out material facts are appended to this Notice.
2. Relevant documents referred to in the accompanying Postal Ballot Notice and in the Explanatory Statement are available for inspection by the Members at the Company’s Registered Office and at Company’s corporate office at Secretarial Dept., Sapphire Building, Pokhran Road No. 1, Jekegram, Thane – 400 606, Maharashtra on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. (IST) up to **Wednesday, March 27, 2019**.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/Register of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL)/Registrar and Share Transfer Agent as on **Tuesday, February 12, 2019** (“Cut-off Date”).
4. Only a Member who is entitled to vote shall exercise his/her/its vote through Postal Ballot or e-voting and any recipient of this Notice who has no voting rights as on the Cut-off Date should treat the same as intimation only.
5. The voting shall be reckoned in proportion to a Member’s share of voting rights on the paid-up Equity Share capital of the Company as on the Cut-off Date.
6. Pursuant to Section 108 of the Act and the Companies (Management and Administration) Rules, 2014, a Notice of Postal Ballot may be served on the Members through electronic transmission. Members who have registered their e-mail IDs with Depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Postal Ballot Form through modes permissible by law.
7. The Postal Ballot Notice along with Postal Ballot Form is placed in the ‘Investor’s Relations’ section on the Company’s website: www.raymond.in and on the CDSL’s website www.evotingindia.com. The Postal Ballot Form for casting vote physically can also be obtained from the Registrar and Share Transfer Agent of the Company viz., Link Intime India Private Limited (UNIT: RAYMOND LIMITED), C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083.

8. Members who do not have access to e-voting facility may send duly completed Postal Ballot Form in the attached self-addressed business reply envelope so as to reach the Scrutinizer by 5:00 p.m. (IST) on **Wednesday, March 27, 2019** at the following address:
- Shri Ashish C. Bhatt (FCS: 4650), Scrutinizer**
Link Intime India Private Limited (UNIT: RAYMOND LIMITED),
C-101, 247 Park,
L.B.S. Marg, Vikhroli (West),
Mumbai – 400083.
9. A shareholder may request for a duplicate Postal Ballot Form, if so, required. However, the duly filled in duplicate form should reach the Scrutinizer not later than the date as specified at serial no. 8 above.
10. Members have an option to vote either through e-voting or through the Postal Ballot Form. If a Member has opted for e-voting, then he/she should not vote through Postal Ballot and vice-a-versa.
11. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

The instructions to Members for voting electronically are as under:-

- (i) The voting period begins on **Tuesday, February 26, 2019** at 9.00 a.m. (IST) and ends on **Wednesday, March 27, 2019** at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders/Members
- (iv) Enter your User ID
- For CDSL: 16 digits Beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Enter the Image Verification as displayed and Click on Login.
- (vi) In case you are holding shares in demat form and have logged on to www.evotingindia.com and voted in the past your existing password has to be entered. In case the Demat account holder has forgotten the changed login password, then kindly enter the User ID and the image verification code and click on ‘Forgot Password’ link & enter the details as prompted by the system.
- (vii) In case you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot Form indicated in the PAN field.
Dividend Bank Details or Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records. If both the details are not recorded with the depository or the Company, please enter the Member ID /Folio Number in the Dividend Bank details field.

- (viii) After entering these details click on “SUBMIT”.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will be able to view the ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the ‘New Password’ field. Kindly note that this password can also be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of **Raymond Limited**.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you Assent to the Resolution and option NO implies that you Dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" in case you wish to view the Resolution details.
- (xiv) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also choose to print the Postal Ballot Form by clicking on "Click here to print" option on the Voting page.
- (xvii) Non – Individual Shareholders and Custodians :
 - a Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - b A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - d The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in a PDF format in the e-voting portal for the Scrutinizer to verify the same.
- (xviii) A Member can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and the Postal Ballot Form shall be treated as invalid.
- (xix) If any Postal Ballot Form is received after 5:00 p.m. (IST) on **Wednesday, March 27, 2019**, it will be considered that no reply from the Member has been received.
- (xx) Resolution passed by the Members by means of Postal Ballot including e-voting is deemed to have been passed at a General Meeting of the Members.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer to Frequently Asked Questions ("FAQs") and the e-voting manual available on www.evotingindia.com, under the Help Section or write an email to helpdesk.evoting@cdslindia.com.

Alternatively you may contact the Company at corp.secretarial@raymond.in, Tel. No. : 022-61527000 or the Registrar and Transfer Agent, Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in, Tel. No. : 022-49186270, Fax No. : 022-49186060 or at the following address: Link Intime India Private Limited (UNIT: RAYMOND LIMITED), C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, REGULATIONS 17 (1A) AND 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Item No. 1

The Board of Directors of the Company based on the recommendations of the Nomination and Remuneration Committee, had approved the appointment of Shri Shiv Surinder Kumar as an Additional Director designated as Independent Director w.e.f February 15, 2019 in terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), to hold office for a term of 5 (five) consecutive years from February 15, 2019 to February 14, 2024, not liable to retire by rotation, subject to the approval of the shareholders.

Shri Shiv Surinder Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to act as Director of the Company. The Company has also received a declaration from Shri Shiv Surinder Kumar that he meets the criteria of independence as prescribed under Section 149 read with Schedule IV to the Act and the Listing Regulations.

The Company has received a notice in writing from a Member pursuant to Section 160 of the Act, proposing the candidature of Shri Shiv Surinder Kumar for the office of Independent Director of the Company, to be appointed as such pursuant to the provisions of Section 149 of the Act and the Listing Regulations.

In the opinion of the Board, Shri Shiv Surinder Kumar fulfills the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the Management of the Company.

A copy of draft letter of appointment of Shri Shiv Surinder Kumar setting out the terms and conditions of his appointment is available for inspection by the Members.

The Board of Directors propose the appointment of Shri Shiv Surinder Kumar as a Non-Executive/Independent Director of the Company and recommend the Ordinary Resolution as set out in Item No. 1 of this Notice for the approval of the Members.

Other than Shri Shiv Surinder Kumar, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the proposed Item No. 1 of this Notice.

Relevant details relating to appointment of Shri Shiv Surinder Kumar as required by the Act, Listing Regulations and Secretarial Standards (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") are provided as an "**Annexure**" to this Notice.

A brief profile of Shri Shiv Surinder Kumar is given below:

Shri Shiv Surinder Kumar founded Bridge Capital in 2006. Shri Kumar has over 30 years of experience in the areas of asset management, merchant banking, capital markets and wealth management across Asia, Europe and the Middle-East and has significant experience in securities trading, private placement, debt restructuring and disinvestments.

From 1997 to 2000, he served as a Financial Consultant at Merrill Lynch International, where he managed private banking with a focus on structured products related to wealth management of high net worth individuals and family offices. From 1992 to 1997, he served as a Vice President of Hinduja Finance Ltd., India, where he arranged investment banking transactions and invested on a proprietary basis in venture capital transactions.

From 1988 to 1993, he served as Vice President and Assistant Vice President roles at Prime Securities Limited, India and Bank of America NT&SA. He has been a Member of International Advisory Board at Westminster Group Plc since September 10, 2016. He served as an Independent Director of Amira Nature Foods Ltd. since June 5, 2013 until November 9, 2017.

From 2000 to 2006, Shri Kumar served as the Director of Genesis International, Dubai, UAE, where he served on a number of strategic investment projects and private placements in mid-cap Indian companies.

He has a Bachelors of Commerce degree from HR College of Commerce (Mumbai University, India) and an MBA from International Management Institute, New Delhi (Affiliated to IMI, Geneva and McGill College, Canada).

Item No. 2

Pursuant to Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 01, 2019, consent of the Shareholders by way of Special Resolution shall be required for continuation of directorship of the Non-Executive Directors of the Company who have attained the age of 75 (Seventy Five) years.

Shri Ishwar Das Agarwal (DIN: 00293784), Independent Director of the Company, has attained the age of 75 (Seventy Five) years and therefore a Special Resolution is proposed for approval by the Shareholders of the Company for continuation of his Directorship as Independent Director of the Company w.e.f. April 01, 2019 till the completion of his present term. (i.e. upto December 31, 2019) as set out in Item No. 2 of this Notice.

Shri Ishwar Das Agarwal is not disqualified from continuing as a Director in terms of Section 164 of the Act and has consented to continue as an Independent Director of the Company. He possesses relevant experience and has significantly contributed to the growth of the Company through his able guidance. The Board of Directors propose the continuation of Directorship of Shri Ishwar Das Agarwal and recommend the Special Resolution as set out at Item No.2 of this Notice for the approval of the Members.

Other than Shri Ishwar Das Agarwal, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed Item No. 2 of this Notice.

Relevant details relating to continuation of Directorship of Shri Ishwar Das Agarwal as required by the Act, Listing Regulations and Secretarial Standards (SS-2) issued by ICSI are provided as an **"Annexure"** to this Notice.

A brief profile of Shri Ishwar Das Agarwal is given below:

Shri Ishwar Das Agarwal has been an Independent Director of Company since June 23, 2006. Shri Agarwal holds a Master Degree in Commerce, Post Graduate Diploma in Systems Management (D.S.M.) from Jamnalal Bajaj Institute of Management Studies and is a Certified Associate of the Indian Institute of Bankers. Shri Agarwal has over 40 years of rich experience in the Banking, Finance and Foreign Exchange markets. Shri Agarwal has undergone professional and specialised training with Bank of England (U.K.), Midland Bank (U.K.), Bundesbank, (Germany) and Dresdnerbank (Germany). Shri Agarwal is the former Executive Director of Reserve Bank of India and was an Advisor to the United Nations. He also served earlier as a Director of Union Bank of India, Unit Trust of India, Small Industries Development Bank of India (SIDBI) and a few other reputed Financial Institutions and Corporates.

By Order of the Board of Directors

For **Raymond Limited**

Registered Office:

Plot No. 156/H. No.2

Village Zadgaon,

Ratnagiri 415 612, Maharashtra

Dated: February 12, 2019

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

ANNEXURE

[As required under applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings issued by the ICSI]

Name of the Director	Shri Shiv Surinder Kumar	Shri Ishwar Das Agarwal
DIN	08144909	00293784
Age (Years)	55	78
Qualifications	<ul style="list-style-type: none"> • Bachelor of Commerce from HR College of Commerce (Mumbai University); and • MBA from the International Management Institute, New Delhi 	<ul style="list-style-type: none"> • Master's degree in Commerce, • Post Graduate Diploma in Systems Management from Jamnalal Institute of Management Studies; and • Certified Associate of Indian Institute of Bankers.
Experience and expertise in specific functional area	Over 30 years of experience in asset management, merchant banking, capital markets and wealth management	Over 40 years of experience in banking, finance and currency administration
Date of first appointment on the Board	February 15, 2019	June 23, 2006
Shareholding in the Company as on date of Notice	Nil	
Terms and conditions of appointment/ continuation of Directorship	Independent Director, not liable to retire by rotation	On the same terms and condition as set out at the time of his appointment on January 01, 2015
Details of remuneration last drawn (Financial Year 2017-18)	N.A.	₹ 25 Lakh (comprising of Sitting Fees and Profit - based Commission)
Details of proposed remuneration	Sitting Fees and Profit - based Commission as may be approved by the Company in accordance with the applicable provisions of law	
Inter-se relationships between <ul style="list-style-type: none"> • Directors; • Manager; • Key Managerial Personnel 	None	
Number of Meetings of the Board attended during the Financial Year 2018 – 19 as on date of Notice	N.A.	4 out of 4
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the Company	Nomination and Remuneration Committee - Member	<ul style="list-style-type: none"> • Audit Committee - Chairman • Nomination and Remuneration Committee - Chairman • Corporate Social Responsibility Committee - Chairman
Other Companies in which he is a Director	Nil	Raymond Apparel Limited
Chairperson/ Membership of the Committee(s) of Board of Directors of other companies in which he is a Director	Nil	Raymond Apparel Limited <ul style="list-style-type: none"> • Audit Committee - Member • Nomination and Remuneration Committee - Chairman • Corporate Social Responsibility Committee - Member • Committee of Directors - Member
Justification for appointment / continuation of Director	Please refer Explanatory Statement to this Notice	





(CIN: L17117MH1925PLC001208)

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

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

Tel: 02352-232514; Fax: 02352-232513

POSTAL BALLOT FORM

Sr.No.:

1.	Name and Registered Address of the Sole/ First named Shareholder/Member	
2.	Name(s) of the Joint Shareholder(s)/ Member(s), if any	
3.	Registered Folio Number/ DP ID / Client ID Number* (*Applicable to members holding shares in dematerialized form)	
4.	Number of share(s) held	

I/We hereby cast my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the Special Business stated in the Notice dated **February 12, 2019** of the Company by conveying my/our assent/dissent to the said Resolutions by placing the tick (v) mark in the appropriate box below:

Item No.	Description	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Ordinary Resolution: Appointment of Shri Shiv Surinder Kumar (DIN: 08144909) as an Independent Director of the Company.			
2.	Special Resolution: Continuation of Directorship by Shri Ishwar Das Agarwal (DIN: 00293784) as an Independent Director of the Company.			

Place:

Date:

(Signature of the Shareholder/Member/Authorised Signatory)

ELECTRONIC VOTING PARTICULARS

EVS (ELECTRONIC VOTING SEQUENCE NUMBER)	USER ID	Default PAN / Sequence No.
190215017		

Notes: (i) If the voting rights are exercised electronically, there is no need to use this form.
(ii) Please read carefully the instructions printed overleaf before exercising your vote.

P.T.O.

INSTRUCTIONS

1. A Shareholder/Member of Raymond Limited ("the Company") desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed pre-paid postage envelope. However, envelopes containing Postal Ballot Forms if deposited in person or sent by courier at the expense of the shareholder will also be accepted.
2. Please convey your assent/dissent in this Postal Ballot Form. The assent/dissent received in any other form will not be considered as valid.
3. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Postal Ballot Form should be completed and signed by the Shareholder/Member. In case of joint-holding, this Form should be completed and signed as per the specimen signature registered with the Company/Registrar and Share Transfer Agent / Depository Participants by the first named Shareholder and in his/her absence, by the next named Shareholder/Member.
5. Unsigned Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Power of Attorney (POA) together with attested specimen signature(s) of the authorized signatory (ies).
7. A Shareholder/Member need not use all his/her votes nor he/she needs to cast all his/her votes in the same way.
8. Duly completed Postal Ballot Form should be received by the Scrutinizer not later than **5.00 p.m. (IST) on Wednesday, March 27, 2019**. Postal Ballot Forms received after this date will be treated as if no reply from the Shareholder/Member has been received.
9. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Shareholders/Members as on **February 12, 2019**.
10. Members have an option to vote either through Postal Ballot Form or through e-voting. If a Member has opted for e-voting, then he/she should not vote through Postal Ballot and vice-a-versa. However, in case Members cast their vote both via Postal Ballot and e-voting, then voting done through e-voting shall prevail and voting done through Postal Ballot shall be treated as invalid.
11. Shareholders/Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage pre-paid envelope addressed to the Scrutinizer and any extraneous paper /contents found in such envelope would be destroyed by the Scrutinizer.
12. The Scrutinizer will submit his final report as soon as possible after the last date of receipt for Postal Ballot Forms and Results will be announced on or before **5.00 p.m (IST) on Friday, March 29, 2019** The said result along with the Scrutinizer's report would be displayed at the Registered Office and Corporate Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and displayed on the website of CDSL viz. www.evotingindia.com and the Company's website viz. www.raymond.in.

* * * * *