

SECRETARIAL DEPARTMENT

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

RL/ SE/23-24/260

27 February 2024

To

The Department of Corporate Services - CRD
BSE Limited
P.J. Towers, Dalal Street
Mumbai - 400 001
Scrip Code: 500330

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Bandra Kurla Complex
Bandra (East), Mumbai - 400 051,
Symbol: RAYMOND

Dear Sir/Madam,

Sub.: E-Voting Results and Scrutinizer's Report - Equity Shareholders and Unsecured Creditors Meeting

Re: Composite Scheme of Arrangement

We refer to our earlier letter dated 26 February 2024, wherein the Company had submitted the summary of proceedings of the meeting of the Equity Shareholders and Unsecured Creditors of the Company convened pursuant to the directions of the NCLT held on 26 February 2024 through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

This is to inform you that the resolutions mentioned in the Notice of Equity Shareholders and Unsecured Creditors dated 25 January, 2024, have been passed by the shareholders/ Unsecured creditors with requisite majority at their respective meetings held on 26 February, 2024.

In this regard, please find enclosed the following:

1. Voting results of the e-voting (remote e-voting and voting during the meeting) as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the prescribed format – Refer **Annexure A**.
2. The Scrutinizer's Report dated 27 February 2024 for the meeting of the Equity Shareholders, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 – Refer **Annexure B**.
3. The Scrutinizer's Report dated 27 February 2024 for the meeting of the Unsecured Creditors, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 – Refer **Annexure C**.

**REGISTERED OFFICE**

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



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The voting results along with the Scrutinizer's Report for the meetings of the Equity Shareholders and Unsecured Creditors are available on the Company's website at www.raymond.in and is also being made available on the website of the National Securities Depository Limited at www.evoting.nsdl.com.

Please take the above disclosure on record.

Thanking you.

Yours faithfully,
For Raymond Limited

Rakesh Darji
Company Secretary

Encl.: As above



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Annexure A

VOTING RESULTS OF THE MEETING OF THE EQUITY SHAREHOLDERS	
Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	
Particulars	Details
Date of the NCLT Convened Meeting	26 February 2024
Total No. of shareholders as on the record date (As of the cut-off date i.e., 19 February 2024)	1,84,241
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter group	Not applicable, as the meeting was held through VC/ OAVM
Public	
No. of Shareholders attended the meeting through VC/ OAVM	
Promoter and Promoter group	5
Public	59
No. of resolutions passed in the meeting	1 (one)

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Resolution Number 1								
Resolution required: (Ordinary / Special) as per Companies Act, 2013			Special Resolution: Approval of the Composite Scheme of Arrangement between Raymond Limited and Raymond Consumer Care Limited and Ray Global Consumer Trading Limited and their respective shareholders under Sections 230-232 read with Section 66 of the Companies Act, 2013					
Whether promoters / promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on o/s shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]= $\frac{[2]}{[1]} \times 100$	[4]	[5]	[6]= $\frac{[4]}{[2]} \times 100$	[7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	3,26,92,184	3,25,19,655	99.47	3,25,19,655	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		3,26,92,184	3,25,19,655	99.47	3,25,19,655	-	100.00
Public Institutions	E-Voting	1,50,71,048	91,73,938	60.87	91,73,938	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,50,71,048	91,73,938	60.87	91,73,938	-	100.00
Public Non-Institutions	E-Voting	1,88,10,499	14,85,092	7.90	14,83,897	1,195	99.92	0.08
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,88,10,499	14,85,092	7.90	14,83,897	1,195	99.92
Total		6,65,73,731	4,31,78,685	64.86	4,31,77,490	1,195	99.99	0.01


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Resolution Number 1								
Resolution required: Requisite Majority which means Majority of the votes cast by public shareholders (excluding promoter & promoter group, subsidiaries and associates of the Applicant Company) as per Securities and Exchange Board of India Circular SEBI/HO/CFD/ POD-2/P/CIR/2023/93 dated 22 June 2023					Requisite Majority: Approval of the Composite Scheme of Arrangement between Raymond Limited and Raymond Consumer Care Limited and Ray Global Consumer Trading Limited and their respective shareholders under Sections 230-232 read with Section 66 of the Companies Act, 2013			
Whether promoters / promoter group are interested in the agenda / resolution?					Yes			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on o/s shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Institutions	E-Voting	1,50,71,048	91,73,938	60.87	91,73,938	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,50,71,048	91,73,938	60.87	91,73,938	-	100.00
Public Non-Institutions	E-Voting	1,88,10,499	14,85,092	7.90	14,83,897	1,195	99.92	0.08
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,88,10,499	14,85,092	7.90	14,83,897	1,195	99.92
Total	☐	3,38,81,547	1,06,59,030	31.46	1,06,57,835	1,195	99.99	0.01

Note: The voting rights for the following category of shares are frozen until the rightful owner claims the shares

- Investor Education & Protection Fund
- Unclaimed Suspense Account


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Annexure B

A R C H AND ASSOCIATES

Chartered Accountants

Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the Hon’ble National Company Law Tribunal (“Hon’ble NCLT”) convened Meeting of Equity Shareholders

To

Mr. Shantilal Pokharna

Chairperson appointed by the Hon’ble NCLT, Mumbai Bench

for the Hon’ble NCLT Convened meeting of equity shareholders (**hereinafter the “Meeting”**) of Raymond Limited (**hereinafter the “Company”**), held on Monday, February 26, 2024 at 11:00 AM, pursuant to the Order dated January 17, 2024 through video conferencing (“VC”) /other audio-visual means (OVAM).

A. I, Rahul Atal, Partner of M/s. A R C H AND ASSOCIATES, Practicing Chartered Accountants have been appointed by the Hon’ble NCLT, Mumbai Bench, by its Order dated January 17, 2024, as “the Scrutinizer” to conduct the following:

- (i) **Remote e-voting** process done by the shareholders of the Company
- (ii) **Electronic Voting Process** at the Meeting held on Monday, February 26, 2024 at 11:00 AM.

in terms of provisions of the Companies Act, 2013 (herein after the “Act”) read with the Rules issued there under, the Hon’ble NCLT Order dated January 17, 2024 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

B. Pursuant to the Order of the Hon’ble NCLT, Mumbai Bench and applicable provisions of the Companies Act, 2013, and in compliance with MCA General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022 and General Circular

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Chartered Accountants

No. 11/2022 dated December 28, 2022, the Company has confirmed that the Electronic copy of the Notice for NCLT convened meeting of Equity Shareholders of the Company along with the process of electronic voting at the meeting and the remote e-voting were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes and courier to those Equity Shareholders whose e-mail ids are not registered with the Company.

- C. The Company had appointed National Securities Depository Limited (NSDL) for conducting the electronic voting by the shareholders of the Company at the Meeting. After the time fixed for closing of electronic voting at Meeting by the Chairman, voting was closed and votes cast were unblocked.
- D. The Company had availed the remote e-voting facility provided by NSDL for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on 9:00 AM on Thursday, February 22, 2024 and concluded at 5:00 PM on Sunday, February 25, 2024 and the NSDL remote e-voting portal was blocked for voting thereafter.
- E. The notice along with all the annexures are being sent to all the equity shareholders whose names appear in the register of members/list of beneficial owners on Monday, February 19, 2024.
- F. The cut-off date was Monday, February 19, 2024 for the purpose of deciding the Equity Shareholders entitled to vote through e-voting and remote e-voting by the equity shareholders on the resolution seeking their approval.
- G. On the basis of the votes exercised by the shareholders of the Company by way of electronic voting at the Meeting of the Company held on Monday, February 26, 2024, I have issued Scrutinizer's Report dated Tuesday, February 27, 2024.

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H. Votes cast by public shareholders (excluding promoter & promoter group, subsidiaries and associates of the Company) as required under Part I(A)(IO)(b) of the Securities and Exchange Board of India Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 22nd June 2023 (“SEBI Scheme Circular”).

(i) Voted **in favour** of the Resolution

Mode of voting	No. of public shareholders	No. of votes cast by public shareholders	% of total no. of valid votes cast
Remote E-voting	498	1,06,57,480	99.9855
E-voting at the meeting	9	355	0.0033
Total	507	1,06,59,030	99.9888

(ii) Voted **against** of the Resolution

Mode of voting	No. of public shareholders	No. of votes cast by public shareholders	% of total no. of valid votes cast
Remote E-voting	21	1,195	0.0112
E-voting at the meeting	-	-	-
Total	21	1,195	0.0112

(iii) Invalid votes

Mode of voting	No. of public shareholders	No. of votes cast by public shareholders	% of total no. of valid votes cast
Remote E-voting	-	-	-
E-voting at the meeting	-	-	-
Total	-	-	-

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I. Votes cast by equity shareholders of the Company.

(i) Voted **in favour** of the Resolution

Mode of voting	No. of equity shareholders	No. of votes cast by equity shareholders	% of total no. of valid votes cast
Remote E-voting	504	4,31,77,135	99.9964
E-voting at the meeting	9	355	0.0008
Total	513	4,31,77,490	99.9972

(ii) Voted **against** of the Resolution

Mode of voting	No. of equity shareholders	No. of votes cast by equity shareholders	% of total no. of valid votes cast
Remote E-voting	21	1,195	0.0028
E-voting at the meeting	-	-	-
Total	21	1,195	0.0028

(iii) Invalid votes

Mode of voting	No. of equity shareholders	No. of votes cast by equity shareholders	% of total no. of valid votes cast
Remote E-voting	-	-	-
E-voting at the meeting	-	-	-
Total	-	-	-

Pursuant to the SEBI Scheme Circular, the votes cast by the public equity shareholders in favour of the proposed resolution are more than the number of votes cast by the public equity shareholders against it, the Composite Scheme of Arrangement between Raymond Limited (“Demerged Company”) and Raymond Consumer Care Limited (“Resulting Company”) or the

A R C H AND ASSOCIATES

Chartered Accountants

“Transferee Company”) and Ray Global Consumer Trading Limited (“Transferor Company”) and their respective shareholders is approved.

- (iv) Pursuant to Hon’ble NCLT Order dated January 17, 2024, we are submitting herewith a consolidated report on the results of remote e-voting together with the results of the electronic voting facilitated at the meeting.

It is to be noted that:

1. The votes cast does not include abstained votes.
2. Based on the foregoing, the Resolution as proposed in the Notice dated January 25, 2024 of the NCLT convened Meeting shall be deemed to have been approved on the date of the NCLT convened meeting of Equity Shareholders of the Company, i.e., February 26, 2024 with requisite majority. Further, the Company has received the consent majority of public shareholder as per the SEBI Scheme Circular.

For A R C H AND ASSOCIATES

Chartered Accountants

Firm Registration No. 152180W

RAHUL
ATAL

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by RAHUL ATAL
Date: 2024.02.27
14:50:54 +05'30'

Mr. Rahul Atal

(Partner)

Membership No: 134488

UDIN: 24134488BKBBGRI9893

Place: Mumbai

Date: 27th February 2024

For Raymond Limited

RAKESH
MULJIBH
AI DARJI

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by RAKESH
MULJIBHAI DARJI
Date: 2024.02.27
15:18:29 +05'30'

Mr. Rakesh Darji

(Company Secretary)

Place: Mumbai

Date: 27th February 2024

Annexure C

A R C H AND ASSOCIATES

Chartered Accountants

Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the Hon’ble National Company Law Tribunal (“Hon’ble NCLT”) convened Meeting of Unsecured Creditors

To

Mr. Shantilal Pokharna

Chairperson appointed by the Hon’ble NCLT, Mumbai Bench

for the Hon’ble NCLT Convened meeting of unsecured creditors (**hereinafter the “Meeting”**) of Raymond Limited (**hereinafter the “Company”**), held on Monday, February 26, 2024 at 3:00 PM, pursuant to the Order dated January 17, 2024 through video conferencing (“VC”) /other audio-visual means (OVAM).

A. I, Rahul Atal, Partner of M/s. A R C H AND ASSOCIATES, Practicing Chartered Accountants have been appointed by the Hon’ble NCLT, Mumbai Bench, by its Order dated January 17, 2024, as “the Scrutinizer” to conduct the following:

- (i) **Remote e-voting** process done by the Unsecured Creditors of the Company
- (ii) **Electronic Voting Process** at the Meeting held on Monday, February 26, 2024 at 3:00 PM.

in terms of provisions of the Companies Act, 2013 (herein after the “Act”) read with the Rules issued there under and the Hon’ble NCLT Order dated January 17, 2024.

B. Pursuant to the Order of the Hon’ble NCLT, Mumbai Bench and applicable provisions of the Companies Act, 2013, and in compliance with MCA General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 11/2022 dated December 28, 2022, the Company has confirmed that the Electronic copy of the Notice for NCLT convened meeting of Unsecured Creditors of the Company along with the

A R C H AND ASSOCIATES

Chartered Accountants

process of electronic voting at the meeting and the remote e-voting were sent to the Unsecured Creditors whose e-mail addresses are registered with the Company for communication purposes and courier to those Unsecured Creditors whose e-mail ids are not registered with the Company.

- C. The Company had appointed National Securities Depository Limited (NSDL) for conducting the electronic voting by the Unsecured Creditors of the Company at the Meeting. After the time fixed for closing of electronic voting at Meeting by the Chairman, voting was closed and votes cast were unblocked.
- D. The Company had availed the remote e-voting facility provided by NSDL for conducting the remote e-voting by the Unsecured Creditors of the Company. The remote e-voting commenced on 9:00 AM on Thursday, February 22, 2024 and concluded at 5:00 PM on Sunday, February 25, 2024 and the NSDL remote e-voting portal was blocked for voting thereafter.
- E. The notice along with all the annexures are being sent to all the Unsecured Creditors whose names appear in the books of accounts on Saturday, September 30, 2023.
- F. The cut-off date was Saturday, September 30, 2023 for the purpose of deciding the Unsecured Creditors entitled to vote through e-voting and remote e-voting by the Unsecured Creditors on the resolution seeking their approval.
- G. On the basis of the votes exercised by the Unsecured Creditors of the Company by way of electronic voting at the meeting of the Company held on Monday, February 26, 2024, I have issued Scrutinizer's Report dated Tuesday, February 27, 2024.

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H. Votes cast by Unsecured Creditors of the Company.

(i) Voted **in favour** of the Resolution

Mode of voting	No. of unsecured creditors	No. of votes cast by unsecured creditors	% of total no. of valid votes cast
Remote E-voting	In number : 80 In Value : INR 1959,73,58,395	In number : 80 In Value : INR 1959,73,58,395	99.8513
E-voting at the meeting	In number : 3 In Value : INR 2,36,50,822	In number : 3 In Value : INR 2,36,50,822	0.1205
Total	In number : 83 In Value : INR 1962,10,09,217	In number : 83 In Value : INR 1962,10,09,217	99.9718

(ii) Voted **against** of the Resolution

Mode of voting	No. of unsecured creditors	No. of votes cast by unsecured creditors	% of total no. of valid votes cast
Remote E-voting	In number : 1 In Value : INR 55,32,599	In number : 1 In Value : INR 55,32,599	0.0282
E-voting at the meeting	-	-	-
Total	In number : 1 In Value : INR 55,32,599	In number : 1 In Value : INR 55,32,599	0.0282

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(iii) Invalid votes

Mode of voting	No. of unsecured creditors	No. of votes cast by unsecured creditors	% of total no. of valid votes cast
Remote E-voting	-	-	-
E-voting at the meeting	-	-	-
Total	-	-	-

- I. Pursuant to Hon'ble NCLT Order dated January 17, 2024, we are submitting herewith a consolidated report on the results of remote e-voting together with the results of the electronic voting facilitated at the meeting.

It is to be noted that:

1. The votes cast does not include abstained votes.
2. Based on the foregoing, the Resolution as proposed in the Notice dated January 25, 2024 of the NCLT convened meeting shall be deemed to have been approved on the date of the NCLT convened meeting of Unsecured Creditors of the Company, i.e., February 26, 2024.

For A R C H AND ASSOCIATES

Chartered Accountants

Firm Registration No. 152180W

RAHUL ATAL Digitally signed
by RAHUL ATAL
Date: 2024.02.27
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Mr. Rahul Atal

(Partner)

Membership No: 134488

UDIN: 24134488BKBGRJ1559

Place: Mumbai

Date: 27th February 2024

For Raymond Limited

RAKESH MULJIBHAI DARJI Digitally signed
by RAKESH
MULJIBHAI
DARJI
Date: 2024.02.27
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Mr. Rakesh Darji

(Company Secretary)

Place: Mumbai

Date: 27th February 2024