

Raymond LIMITED

(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 NOTICE

Dear Member,

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

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with 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 as Ordinary Resolutions by way of Postal Ballot/e-Voting. The Explanatory Statement pursuant to Section 102 of the Act, pertaining to the said Resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration. The Board of Directors has appointed Shri Ashish Bhatt, Practicing Company Secretary, Mumbai as the Scrutinizer to scrutinize the e-voting process and the Postal Ballot process in fair and a 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 attached self-addressed, pre-paid postage envelope (if posted in India) so as to reach the Scrutinizer not later than **5:00 p.m. on December 17, 2014.**

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice.

Upon completion of the e-voting process and the scrutiny of Forms, the Scrutinizer will submit his report to the Chairman/Whole-time Director. The result of the Postal Ballot would be announced by a Director or the Company Secretary of the Company on or before **December 23, 2014 at 5:00 p.m.** at the Corporate Office of the Company. The said result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and displayed along with the Scrutinizer's report on the Company's website viz. www.raymond.in.

Special Business:

Item No. 1: Appointment of Shri Ishwar Das Agarwal as an Independent Director.

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

"RESOLVED 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 Clause 49 of the Listing Agreement as may be in force from time to time, Shri Ishwar Das Agarwal (DIN 00293784), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from January 1, 2015 and that he shall not be liable to retire by rotation."

Item No. 2: Appointment of Shri Nabankur Gupta as an Independent Director.

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

"RESOLVED 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 Clause 49

of the Listing Agreement as may be in force from time to time, Shri Nabankur Gupta (DIN 00020125), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from January 1, 2015 and that he shall not be liable to retire by rotation."

Item No. 3: Appointment of Shri Pradeep Guha as an Independent Director.

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

"RESOLVED 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 Clause 49 of the Listing Agreement as may be in force from time to time, Shri Pradeep Guha (DIN 00180427), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from January 1, 2015 and that he shall not be liable to retire by rotation."

Item No. 4: Appointment of Shri Boman Rustom Irani as an Independent Director.

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

"RESOLVED 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 Clause 49 of the Listing Agreement as may be in force from time to time, Shri Boman Rustom Irani (DIN 00057453), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from January 1, 2015 and that he shall not be liable to retire by rotation."

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

Thomas Fernandes
Director - Secretarial
& Company Secretary

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

Dated: October 29, 2014.

NOTES:

1. The Explanatory Statement for the proposed Ordinary Resolutions pursuant to Section 102 of the Act setting out material facts are appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on November 7, 2014.
3. 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 November 7, 2014.
4. As per Companies (Management and Administration) Rules, 2014, 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 post/courier.

5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.
6. The Postal Ballot Notice is placed in the 'Investor's Relations' section on the Company's website: www.raymond.in and on the CDSL's website www.cdslindia.com.
7. Members have an option to vote either through an 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. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.
8. 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 **November 18, 2014 at 9.30 am (IST)** and ends on **December 17, 2014 at 5.00 pm (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of November 7, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (II) The shareholders should log on to the e-voting website www.evotingindia.com.
- (III) Click on Shareholders.
- (IV) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (V) Next 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 on an earlier voting of any company, then your existing password has to be used.
- (VII) If you are a first time user kindly follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
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- (VIII) After entering these details appropriately, click on "SUBMIT" tab.
- (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 is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (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 for the relevant Company <Raymond Limited> on which you choose to vote.
- (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 entire Resolution details.
- (XIV) After selecting the desired resolution, 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 voting form by clicking on "Click here to print" option on the Voting page.
- (XVII) In case the Demat account holder has forgotten the 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.
- (XVIII) Note for Non - Individual Shareholders and Custodians.
 - Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in a PDF format in the system for the scrutinizer to verify the same.
- (XIX) 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 help section or write an email to helpdesk.evoting@cdslindia.com.

**EXPLANATORY STATEMENT PURSUANT SECTION 102 OF THE
COMPANIES ACT, 2013 ('THE ACT').**

Item No. 1

Shri Ishwar Das Agarwal was a Nominee Director of Unit Trust of India on the Board of the Company from October, 2001 to February, 2006. The Board of Directors at its meeting held on June 23, 2006 appointed Shri Agarwal as Non-Executive Independent Director.

Shri Ishwar Das Agarwal is a Chairman of Remuneration and Nomination Committee and a member of the Audit Committee and Corporate Social Responsibility Committee of the Board of Directors of the Company.

Shri Agarwal aged 73 years has a Master Degree in Commerce, D.S.M. 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 specialized training with Bank of England (U.K.), Midland Bank (U.K.), Bundesbank, (Germany) and Dresdnerbank (Germany). Shri Agarwal is the former Executive Director, 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.

The other Directorships/Committee memberships of Shri Ishwar Das Agarwal are as follows:

Name of the Company	Board Position held	Committee Memberships
Raymond Apparel Ltd.	Director	Audit Committee

Shri Ishwar Das Agarwal holds nil equity shares in the Company.

In terms of Section 149 of the Companies Act, 2013 and amended Clause 49 of the Listing Agreement, Shri Ishwar Das Agarwal is proposed to be appointed as an Independent Director for a term of five consecutive years w.e.f. January 1, 2015.

A notice has been received under Section 160 of the Companies Act, 2013 from a member proposing Shri Ishwar Das Agarwal for the office of Independent Director of the Company.

In the opinion of the Board, Shri Ishwar Das Agarwal fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company. A copy of the draft letter for appointment of Shri Ishwar Das Agarwal as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9.30 am to 5.00 pm) on all working days except Saturdays. The Board considers that his continued association would be of immense benefit to the Company and it is hence desirable to continue to avail services of Shri Ishwar Das Agarwal as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Ishwar Das Agarwal as an Independent Director, for the approval by members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives other than Shri Ishwar Das Agarwal is in any way concerned or interested, financially or otherwise in the said resolution.

Item No. 2

Shri Nabankur Gupta is a Non-Executive Independent Director of the Company since January 15, 2001. Shri Nabankur Gupta is the Chairman of Shareholders'/Investor Grievance Committee and a member of the Audit Committee and Remuneration and Nomination Committee of the Board of Directors of the Company.

Shri Nabankur Gupta aged 66 years, is a graduate from IIT Delhi in Electrical & Electronics Engineering. Shri Gupta possesses a vast, rich and varied experience of over three decades in Project Management, Marketing & Sales, General Management and Business Strategy. Shri Gupta pioneered the concept of sub-branding and subsequently, multi-branding in the area of consumer durables for the first time in India. Shri Gupta was the first Indian to receive recognition by the Advertising Age International, New York, in 1995 with the title of 'Marketing Superstar'. He was an Executive Director with Videocon International Limited. He headed marketing of consumer electronics at Philips prior to his assignment at Videocon. Presently he is the Co-Founder and Chairman of

Blue Ocean Capital & Advisory Services Private Limited and the Founder CEO of Nobby Brand Architects & Strategic Marketing Consultants. He is on several boards as an Independent Director.

The other Directorships/Committee memberships of Shri Nabankur Gupta are as follows:

Name of the Company	Board Position held	Committee Memberships
Cravatex Ltd.	Director	---
Pritish Nandy Communications Ltd.	Director	---
Magma Fincorp Ltd.	Director	---
VIP Industries Ltd.	Director	---
J.K. Helene Curtis Ltd.	Director	---
PNC Wellness Ltd.	Director	---
Videocon D2H Ltd.	Director	---
Quantum Advisors Pvt. Ltd.	Director	---
Blue Ocean Capital and Advisory Services Pvt. Ltd.	Director	---
Gomukhi Indus Capital Advisory Pvt. Ltd.	Director	---

Shri Nabankur Gupta holds nil equity shares in the Company.

In terms of Section 149 of the Companies Act, 2013 and amended Clause 49 of the Listing Agreement, Shri Nabankur Gupta is proposed to be appointed as an Independent Director for a term of five consecutive years w.e.f. January 1, 2015.

A notice has been received under Section 160 of the Companies Act, 2013 from a member proposing Shri Nabankur Gupta for the office of Independent Director of the Company.

In the opinion of the Board, Shri Nabankur Gupta fulfills the conditions as specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company. A copy of the draft letter for the appointment of Shri Nabankur Gupta as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9.30 am to 5.00 pm) on all working days except Saturdays. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Nabankur Gupta as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Nabankur Gupta as an Independent Director, for the approval by members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives other than Shri Nabankur Gupta is in any way concerned or interested, financially or otherwise in the said resolution.

Item No. 3

Shri Pradeep Guha is a Non-Executive Independent Director of the Company since June 15, 2009. Shri Pradeep Guha is a member of the Remuneration and Nomination Committee, Corporate Social Responsibility Committee and the Audit Committee of the Board of Directors of the Company.

Shri Pradeep Guha is 62 years old and his educational qualifications include Bachelor of Arts and A.M.M.P. Shri Guha was the CEO of India's largest satellite broadcasting network, Zee Entertainment Enterprises Limited for over three years. Shri Guha had been associated with the print media for over three decades and was President of The Times of India Group, as well as was on its Board of Directors.

Shri Pradeep Guha is currently Managing Director of 9X Media Pvt. Ltd., a Television broadcasting company (with 5 channels) aimed at youth audiences.

Shri Pradeep Guha is associated with many professional bodies in the field of advertising, marketing and media. Shri Guha is

fascinated by cinema and has a production house of his own by the name of Culture Company (India) Pvt Ltd.

The other Directorships/Committee memberships of Shri Pradeep Guha are as follows:

Name of the Company	Board Position held	Committee Memberships
Puravankara Projects Ltd.	Director	Audit Committee - Member
Whistling Woods International Ltd.	Director	Audit Committee - Member
Culture Company (India) Pvt. Ltd.	Director	-
Culture Brandz Pvt. Ltd.	Director	-
Culture Management Service Pvt. Ltd.	Director	-
Celebutante Talent Management Company Pvt. Ltd.	Director	-
Inx Music Pvt. Ltd.	Director	-
Fountainhead Experience Pvt. Ltd.	Director	-
9x Media Pvt. Ltd.	Managing Director	-
Paul Entertainments Pvt. Ltd.	Director	-
Fountainhead Entertainment Pvt. Ltd.	Director	-
9x Telefilms Pvt. Ltd.	Director	-

Shri Pradeep Guha holds nil equity shares in the Company.

In terms of Section 149 of the Companies Act, 2013 and amended Clause 49 of the Listing Agreement, Shri Pradeep Guha is proposed to be appointed as an Independent Director for a term of five consecutive years w.e.f. January 1, 2015.

A notice has been received under Section 160 of the Companies Act, 2013 from a member proposing Shri Pradeep Guha for the office of Independent Director of the Company.

In the opinion of the Board, Shri Pradeep Guha fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company. A copy of the draft letter for appointment of Shri Pradeep Guha as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9.30 am to 5.00 pm) on all working days except Saturdays. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Pradeep Guha as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Pradeep Guha as an Independent Director, for the approval by members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives other than Shri Pradeep Guha is in any way concerned or interested, financially or otherwise in the said resolution.

Item No. 4

Shri Boman Rustom Irani is a Non-Executive Independent Director of the Company since April 21, 2011. Shri Irani is a member of the Corporate Social Responsibility Committee of the Board of Directors of the Company.

Shri Boman Rustom Irani, is 45 years old and holder of Bachelor Degree in Engineering. Shri Irani has undergone the Owner President Management Program from the Harvard Business School. Shri Irani is a first generation real estate developer and an entrepreneur with over 15 years of experience with profound knowledge about the Realty Industry. Having founded the Rustomjee Group in 1996, Shri Irani has used his strong sense of business acumen and expertise to evolve the Group as one of the foremost and respected premier real estate companies in Mumbai.

Shri Irani is on the Managing Committee of Maharashtra Chamber of Housing Industry (MCHI). He is currently the Vice President with MCHI.

Shri Irani is also the founder and Chief benefactor of the 'Rustom Irani Foundation' which manages and runs Institutes in all spheres of education from pre-school to post-graduation. His vision aligned with his mission to 'Make Education a Priority' has lead the Rustomjee Institutes to achieve an enviable reputation in the field of education.

The other Directorships/Committee memberships of Shri Boman Rustom Irani are as follows:

Name of the Company	Board Position held	Committee Memberships
Keystone Realtors Pvt. Ltd.	Managing Director	-
Kapstone Constructions Pvt. Ltd.	Director	-
Rustomjee Builders Pvt. Ltd.	Director	-
Rustomjee Buildcon Pvt. Ltd.	Director	-
Apex Infra Projects Pvt. Ltd.	Director	-
Attarchand Trading Co. Pvt. Ltd.	Director	-
Rustomjee Knowledge City Pvt. Ltd.	Director	-
Enigma Constructions Pvt. Ltd.	Director	-
Rustomjee Constructions Pvt. Ltd.	Director	-
Zorabian Agro Pvt. Ltd.	Director	-
Zorabian Chicks Pvt. Ltd.	Director	-
Riverstone Educational Academy Pvt. Ltd.	Director	-

Shri Boman Rustom Irani holds nil equity shares in the Company.

In terms of Section 149 of the Companies Act, 2013 and amended Clause 49 of the Listing Agreement, Shri Boman Rustom Irani is proposed to be appointed as an Independent Director for a term of five consecutive years w.e.f. January 1, 2015.

A notice has been received under Section 160 of the Companies Act, 2013 from a member proposing Shri Boman Rustom Irani for the office of Independent Director of the Company.

In the opinion of the Board, Shri Boman Rustom Irani fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company. A copy of the draft letter for appointment of Shri Boman Rustom Irani as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9.30 am to 5.00 pm) on all working days except Saturdays. The Board considers that his continued association would be of immense benefit to the Company and it is hence desirable to continue to avail services of Shri Boman Rustom Irani as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Boman Rustom Irani as an Independent Director, for the approval by members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives other than Shri Boman Rustom Irani is in any way concerned or interested, financially or otherwise in the said resolution.

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

Thomas Fernandes
Director - Secretarial
& Company Secretary

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

Dated: October 29, 2014.