

## NOTICE

### 88<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE** IS HEREBY GIVEN THAT THE **EIGHTY EIGHTH ANNUAL GENERAL MEETING** OF THE MEMBERS OF **RAYMOND LIMITED** WILL BE HELD ON **FRIDAY, JUNE 7, 2013 AT 11.00 A.M.** AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO.156/H. NO.2, VILLAGE ZADGAON, RATNAGIRI - 415 612, MAHARASHTRA TO TRANSACT THE FOLLOWING BUSINESS:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Statement of Accounts together with Directors' Report as also the Auditors' Report thereon for the year ended March 31, 2013.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Shri Nabankur Gupta, who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Shri Shailesh V. Haribhakti, who retires by rotation and is eligible for re-appointment.
5. To pass the following Resolution as an **Ordinary Resolution**:  
"RESOLVED THAT pursuant to the provisions of Section 256 and other applicable provisions, if any, of the Companies Act, 1956, the vacancy caused by the retiring Director, Shri Akshay Chudasama, who has not sought re-appointment, be not filled in at this meeting or at any adjournment thereof."
6. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:  
"RESOLVED THAT pursuant to Section 224A of the Companies Act, 1956, Messrs. Dalal & Shah, Chartered Accountants, (Firm Registration Number 102021W), be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as agreed upon by the Board of Directors and the Auditors, in addition to the reimbursement of service tax and actual out-of-pocket expenses incurred in connection with the audit of Accounts of the Company for the financial year ending March 31, 2014."

By Order of the Board of Directors

#### **Registered Office:**

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

Dated: April 26, 2013

**Thomas Fernandes**  
Director - Secretarial &  
Company Secretary

#### **Notes :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. The Explanatory Statement setting out the material facts concerning Ordinary Business in respect of Item No.5 of the accompanying Notice is annexed.
4. The Register of Members and Share Transfer Books of the Company will remain closed from May 28, 2013 to June 7, 2013 (both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of dividend.
5. The dividend as recommended by the Board, if declared at the meeting, will be paid on or after June 8, 2013 to those members:
  - (a) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/Registrar and Transfer Agent on or before May 27, 2013; and
  - (b) whose names appear as Beneficial Owners in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
6. Members are requested to notify any change in their address/bank mandate to their respective Depository Participants (DPs) in respect of the shares held in demat form and to the Company/Registrar and Share Transfer Agent of the Company at Link Intime India Private Limited, in respect of the shares held in physical form.
7. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividends. Dividend will be credited to the Members' Bank Account through NECS wherever complete core banking details are available with the Company. In cases where the core banking details are not available dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records.

## EXPLANATORY STATEMENT AS REQUIRED BY THE COMPANIES ACT, 1956

### Item No.5

Shri Akshay Chudasama retires by rotation at this Annual General Meeting and is eligible for re-appointment. However, he has informed the Board that he does not seek re-appointment in view of his professional pre-occupation. The Board does not propose to fill the vacancy at this meeting or any adjournment thereof. Hence, as required under Section 256 of the Companies Act, 1956, resolution at item No. 5 is proposed not to fill up the vacancy caused by the retirement of Shri Akshay Chudasama.

Shri Akshay Chudasama is a Director of the Company since April 21, 2011. The Board places on record its deep gratitude and appreciation for the precious time and very valuable guidance provided to the Raymond group by Shri Akshay Chudasama, during his tenure.

By Order of the Board of Directors

**Registered Office:**  
Plot No. 156/H. No. 2,  
Village Zadgaon,  
Ratnagiri - 415 612, Maharashtra  
Dated: April 26, 2013

**Thomas Fernandes**  
Director – Secretarial &  
Company Secretary

### (ANNEXURE TO ITEM NOS. 3 & 4 OF NOTICE DATED APRIL 26, 2013)

### DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

(PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT)

| Name of the Director                                                                                                          | Shri Nabankur Gupta                                                                                                                                                                                                                                                                                                                                                                                                                        | Shri Shailesh V. Haribhakti                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|-------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Date of Birth                                                                                                                 | 15.10.1948                                                                                                                                                                                                                                                                                                                                                                                                                                 | 12.03.1956                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Date of Appointment on the Board                                                                                              | 15.01.2001                                                                                                                                                                                                                                                                                                                                                                                                                                 | 15.06.2009                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Qualifications                                                                                                                | B.Tech (Electrical)<br>AMP in Marketing Management                                                                                                                                                                                                                                                                                                                                                                                         | FCA; FICWA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Directorship held in other Public Companies (Directorships only includes Public Limited Companies other than Raymond Limited) | <ol style="list-style-type: none"> <li>1. Colorplus Fashions Ltd.</li> <li>2. J.K. Investo Trade (India) Ltd.</li> <li>3. J.K. Helene Curtis Ltd.</li> <li>4. Cravatex Ltd.</li> <li>5. Prithvi Nandy Communications Ltd.</li> <li>6. Magma Fincorp Ltd.</li> <li>7. PNC Wellness Ltd.</li> <li>8. VIP Industries Ltd.</li> <li>9. Bharat Business Channel Ltd.</li> </ol>                                                                 | <ol style="list-style-type: none"> <li>1. Future Retail Ltd. [formerly known as Pantaloon Retail (India) Ltd.]</li> <li>2. Hexaware Technologies Ltd.</li> <li>3. ACC Ltd.</li> <li>4. Ambuja Cements Ltd.</li> <li>5. Mahindra Lifespace Developers Ltd.</li> <li>6. Blue Star Ltd.</li> <li>7. J K Paper Ltd.</li> <li>8. L &amp; T Finance Holdings Ltd.</li> <li>9. Torrent Pharmaceuticals Ltd.</li> <li>10. Hercules Hoists Ltd.</li> <li>11. nuFuture Haribhakti Business Services Ltd.</li> <li>12. NSDL e-governance Infrastructure Ltd. [formerly known as National Securities Depositories Ltd.]</li> <li>13. Viom Networks Ltd.</li> </ol> |
| Chairmanships / Memberships of Committee across (Only includes Audit Committee and Shareholders' Grievance Committee)         | <b>Audit Committee:</b><br><b>Chairman -</b><br><ol style="list-style-type: none"> <li>1. J.K. Investo Trade (India) Ltd.</li> </ol> <b>Member -</b><br><ol style="list-style-type: none"> <li>1. Prithvi Nandy Communications Ltd.</li> <li>2. Cravatex Ltd.</li> </ol> <b>Shareholders' / Investors Grievances Committee:</b><br><b>Member -</b><br><ol style="list-style-type: none"> <li>1. J.K. Investo Trade (India) Ltd.</li> </ol> | <b>Audit Committee:</b><br><b>Chairman -</b><br><ol style="list-style-type: none"> <li>1. ACC Ltd.</li> <li>2. Ambuja Cement Ltd.</li> <li>3. L &amp; T Finance Holdings Ltd.</li> <li>4. Torrent Pharmaceuticals Ltd.</li> </ol> <b>Member -</b><br><ol style="list-style-type: none"> <li>1. Future Retail Ltd.</li> <li>2. Blue Star Ltd.</li> <li>3. Mahindra Lifespace Developers Ltd.</li> <li>4. NSDL e-governance Infrastructure Ltd.</li> <li>5. Hexaware Technologies Ltd.</li> </ol>                                                                                                                                                        |
| Shareholding                                                                                                                  | NIL                                                                                                                                                                                                                                                                                                                                                                                                                                        | NIL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Relationship between Directors inter-se                                                                                       | NIL                                                                                                                                                                                                                                                                                                                                                                                                                                        | NIL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |



### ATTENDANCE SLIP

(To be presented at the entrance of the Meeting venue)

88<sup>TH</sup> ANNUAL GENERAL MEETING ON FRIDAY, JUNE 7, 2013 AT 11.00 A.M.  
at Plot No. 156/H.No.2, Village Zadgaon, Ratnagiri – 415 612, Maharashtra

Folio No.: ..... DP ID No.: ..... Client A/c. No.: .....

Name of the Shareholder: .....

Signature of the Shareholder: .....

(only shareholders/proxies are allowed to attend the meeting)



### PROXY FORM

88<sup>TH</sup> ANNUAL GENERAL MEETING ON FRIDAY, JUNE 7, 2013 AT 11.00 A.M.  
at Plot No. 156/H.No.2, Village Zadgaon, Ratnagiri – 415 612, Maharashtra

I/We ..... of .....

being a member(s) of **Raymond Limited** hereby appoint .....

of .....or failing him/her .....

of .....or failing him/her .....

of ..... as my/our proxy to attend and vote for me/us and on my/our behalf at the 88<sup>th</sup> Annual General Meeting of **Raymond Limited** to be held on 7<sup>th</sup> June, 2013 or at any adjournment thereof.

Folio No.: .....

DP ID No.: ..... Client A/c. No. : .....

Affix  
Revenue  
Stamp  
₹ 1/-

Signed this ..... day of ....., 2013

Signature across Revenue Stamp

Note: The proxy, in order to be effective, should be duly stamped, completed, signed and must be deposited at the Registered Office of the Company at Plot No. 156/H.No.2, Village Zadgaon, Ratnagiri – 415 612, Maharashtra, not less than 48 hours before the time of the meeting.

The proxy need not be a member of the Company.

