

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/24-25/229

March 27, 2025

The Department of Corporate Services
BSE Limited
Ground floor, P. J. Towers
Dalal Street, Fort
Mumbai – 400 001, India
Scrip Code: 500330

National Stock Exchange of India Ltd.
Listing Department, Exchange Plaza, Plot No.
C-1, Block G, Bandra Kurla Complex, Bandra
(E)
Mumbai – 400 051,
Symbol: RAYMOND

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Update on the Scheme of Arrangement of Raymond Limited (the “Demerged Company” or “RL”) and Raymond Realty Limited (“RRL” or the “Resulting Company”) and their respective shareholders (“Scheme”)

Dear Sirs,

In continuation of disclosure made on February 19, 2025 and in accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Hon'ble National Company Law Tribunal, Mumbai (“NCLT”) has vide an order dated March 27, 2025 (“Order”) approved the Scheme.

The copy of the Order, as available on the website of the NCLT, is enclosed herewith for your information and records. The certified copy of the Order shall be obtained in due course.

The Scheme will come into effect from the date of filing of the certified copy of Order with the Registrar of Companies (i.e. the ‘Effective Date’ as per the Scheme).

Thanking you.

Yours faithfully,
For Raymond Limited



Rakesh Darji
Company Secretary

Encl.: As stated above

**REGISTERED OFFICE**

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



**THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT – I**

C.P.(CAA)/41/MB/2025

C/w

C.A.(CAA)/239/MB/2024

In the matter of

The Companies Act, 2013 (18 of 2013)

and

Section 232 r/w Section 230 of

*The Companies Act, 2013 and other
applicable provisions of the Companies
Act, 2013*

*read with the Companies (Compromises,
Arrangements and Amalgamations) Rules,
2016;*

In the matter of

Scheme of Arrangement

Raymond Limited

CIN: LI7117MH1925PLC001208

...Petitioner Company 1/

Demerged Company

Raymond Realty Limited,

CIN: U41000MH2019PLC332934

... Petitioner Company 2/

Resulting Company

[Collectively referred to as ‘Petitioner Companies’]



Order delivered on 27.03.2025

Coram:

Shri Prabhat Kumar

Hon'ble Member (Technical)

Justice V.G. Bisht (Retd.)

Hon'ble Member (Judicial)

Appearances:

For the Petitioner Companies:

Mr. Hemant Sethi a/w Ms. Tanaya
Sethi, Advocate

For the Regional Director:

Mr. Bhagwati Prasad, Assistant
Director from the Office of the
Regional Director Western
Region, Ministry of Corporate
Affairs.

For the Income Tax Department

Mr. Mahesh Rajpoot, Authorized
Representative

ORDER

1. Heard Learned Counsel for the Petitioner Companies as well as the Representative of the Regional Director, Western Region, the Ministry of Corporate Affairs ("**Regional Director**") and Authorized Representative of the Income Tax Department. No objection has been received by the National Company Law Tribunal, Mumbai Bench ("**Tribunal**") opposing the Company Scheme Petition and nor has any party controverted any averments made in the Company Scheme Petition.



2. The present scheme is a Scheme of Arrangement sought u/s 232 r/w Section 230 of the Companies Act, 2013 and read with Section 66 and other applicable sections and provisions of the Companies Act, 2013 ('Scheme') between **Raymond Limited** ("Demerged Company") and **Raymond Realty Limited** ("the Resulting Company") and their respective shareholders.
3. The Board of Directors of the Petitioner Companies in their respective board meetings held on 04th July 2024 has passed a resolution for approving the Scheme. The Appointed Date for the Scheme of Arrangement is 01 April 2025.
4. The First Petitioner Company is engaged in the business of development of residential and commercial projects and is also a conglomerate with business interests through its group companies and affiliates in textiles, readymade garments, branded apparel, engineering tools, auto components etc. with a wide network of operations in local as well foreign markets. The equity shares of the First Petitioner Company are listed on the BSE Limited and National Stock Exchange of India Limited. The Second Petitioner Company is engaged in in the business of real estate development. The Second Petitioner Company is a wholly owned subsidiary of the First Petitioner Company.
5. The Rationale for the Scheme that:

Raymond Limited seeks to reorganize the real estate business carried on by itself and through its subsidiaries. To exploit the growth potential of the real estate business and attract fresh set of investors / strategic partners to



participate in the real estate business, it is proposed to consolidate the entire real estate business of the Group under one single entity. Therefore, it is proposed to demerge the Real Estate Business Undertaking of Raymond Limited into Raymond Realty Limited thereby unlocking value of the real estate business of Raymond Limited as a whole.

The proposed restructuring results in the following benefits:

- a. The Real Estate Business Undertaking and the Remaining Undertaking have their own set of strengths and dynamics in the form of nature of risks, competition, challenges, opportunities and business methods, leading to different growth potentials. Hence, segregation of the two undertakings would enable a focused management to explore the potential business opportunities effectively and efficiently.
- b. The segregation of the business verticals shall enable them to move forward independently, with specialization building on their respective capabilities. It will also help to channelize resources required for all the businesses to focus on the growing businesses and attracting right talent and providing enhanced growth opportunities to existing talent in line with a sharper strategic focus on each business segment under separate entities.
- c. The Scheme will also enable the Demerged Company and the Resulting Company to focus and enhance their respective



management structure ensuring better and more efficient management control.

- d. Bifurcation of these businesses will enable unlocking value of each vertical thereby paving way for focused growth with a view to create significant stakeholder value, will attract distinct investor base and at the same time allow investors to allocate their portfolio into separate entities, focused on the distinct businesses. Further, it will enable independent and distinct capital allocation approach and balance sheet management based on the distinct needs of each business.
- e. Pursuant to the Scheme, the equity shares issued by the Resulting Company would be listed on BSE Limited & National Stock Exchange of India Limited. Therefore, the existing shareholders of the Demerged Company would hold the shares of two listed entities after the Scheme becoming effective, giving them flexibility in managing their investment in the two entities having differential dynamic.
6. The Petitioner Companies submits that the Company Petition has been filed in consonance with the order passed in Company Scheme Application C.A. (CAA) 239/MB/2024 on 19th December 2024 and the Petitioner Companies have complied with all the requirements as per the directions of this Tribunal.
7. The Petitioner Companies further submits that they have complied the order 04.02.2025 intimating the date of hearing and service of Petition upon the Sectoral/Regulatory authorities and also made paper publication in two leading newspapers one



in Indian Express and another one in vernacular language i.e. Loksatta on 04.02.2025 and filed necessary affidavit of Compliance with this Tribunal on 27.02.2025 and the Petitioner Companies have complied with all the requirements as per the directions of this Tribunal. Moreover, the Petitioner Companies undertake to comply with all statutory requirements, if any, as required under the Companies Act, 2013 and the rules & regulations made thereunder. The said undertaking is accepted.

8. The consideration of the Scheme, as determined by the Valuation report dated 04 July 2024 issued by KPMG Valuation Services LLP, Registered Valuers is attached to the Company Scheme Petition.

The Share Entitlement ratio is as follows:

“One (1 only) equity share of Raymond Realty Limited of INR 10/- each fully paid up for every One (1 only) equity share of Raymond Limited of INR 10/- each fully paid up”

9. The Regional Director has filed his Report dated 10.01.2025 making certain observations and the Petitioner Companies have undertaken/made following submission that:
 - a. The Petitioner Companies shall pass such accounting entries as may be necessary in connection with the Scheme to comply with other applicable accounting standards such as IND-AS 8, as applicable.
 - b. The Petitioner Companies shall comply with the requirements as to Appointed Date and Effective Date,



as clarified vide circular no. F. No.7/12/2019/CL-1 dated 21.08.2019 issued by the Ministry of Corporate Affairs.

- c. Interest of the creditors shall be protected.
 - d. The Scheme enclosed to the Company Scheme Application and Company Scheme Petition are one and same and there is no discrepancy, and no change is made.
 - e. The Petitioner Companies shall comply with observations letters issued by BSE and NSE and rules made under SEBI (LODR), 2015 for the purpose of the present Scheme of Arrangement.
 - f. The Petitioner Companies shall comply with the rules and regulations made under RERA Act and directions, if any, given by concerned sectoral regulators under RERA Act and MAHARERA authorities.
 - g. Petitioner Companies submits that the Scheme is a Scheme of demerger and not an amalgamation, hence provisions of Section 2(19AA) of the Income-tax Act, 1961 shall be applicable instead of Section 2(1B) of the Income-tax Act, 1961. Further, the Petitioner Companies submits that the Scheme shall be in compliance with the provisions of Section 2(19AA) of the Income-tax Act, 1961 and all other provisions of Income-tax Act, 1961 and Rules thereunder.
10. Mr. Bhagwati Prasad, Assistant Director from the Office of Regional Director (WR), Mumbai appears on the date of hearing and submits that above explanations and clarifications



given by the Petitioner Companies in rejoinder are satisfactory and they have no further objection to the Scheme.

11. During the course of hearing, the First Petitioner Company received a copy of letter dated 15th January 2025 of Income-tax Department, filed for furnishing of various details/information in relation to scheme. The First Petitioner Company have filed responses vide letter dated 07 February 2025. The First Petitioner Company have filed the copy of said letter and response thereof with this Tribunal by way of an Additional Affidavit on 04 March 2025. Reply has been filed by the Income Tax department stating that the sanctioning of scheme should not adversely impact the rights of the Income Tax department for any present or future proceedings and that the department shall be at liberty to take appropriate action as per law in case of an event of any tax avoidance or violation of Income Tax law or any other similar issue. The Petitioner Companies have clarified that any income tax related issue arising out of this scheme will be met and answered in accordance with law and that the rights of the Income-tax Department should remain intact to take out appropriate proceedings regarding raising of any tax demand against the Petitioner Companies at any future date and these rights should not be adversely affected in view of the sanctioning of scheme.
12. From the material on record, the Scheme appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to public policy. Since all the requisite statutory compliances have been fulfilled, C.P.(CAA)/41/MB/2025 connected with C.A.(CAA)/239/MB/2024 is made absolute in



terms of the prayer clauses of the said Company Scheme Petition.

13. The Income Tax Department will be at liberty to examine the aspect of any tax payable as a result of this Scheme and it shall be open to the Income Tax Authorities to take necessary action to deal with, in relation to tax or any other kind of obligations of Demerged Company against the Resulting Company, as permissible under the Income Tax Laws.
14. The creditors of undertaking, being demerged, shall be entitled to make claim against the resulting company as well as demerged company in relation to their debt up to the date of demerger. In case the resulting Company is made to pay the debt of such undertaking, it shall be entitled to seek reimbursement of the amount so paid from the Demerged Company.
15. The Scheme is hereby sanctioned, with the Appointed Date as 01 April 2025.
16. The Registrar of this Tribunal shall issue the certified copy of this order along with the Scheme forthwith. The Petitioner Companies are directed to lodge a certified copy of this order along with a copy of the Scheme with the concerned Registrar of Companies, electronically along with e-Form INC-28, within 30 days from the date of receipt of the order duly certified by the Designated Registrar of this Tribunal.
17. The Petitioner Companies are directed to lodge a certified copy of this order and the Scheme duly certified by the Designated



Registrar of this Tribunal, with the concerned Superintendent of Stamps for the purpose of adjudication of stamp duty payable, if any, on the same within 60 days from the date of receipt of certified copy of the order from the Registry of this Tribunal.

18. All concerned regulatory authorities to act on a certified copy of this Order along with Scheme duly certified by the Designated Registry of this Tribunal.

Sd

Prabhat Kumar
Member (Technical)

Sd

Justice V. G. Bisht
Member (Judicial)