

RRL/SE/25-26/30  
November 12, 2025

To,  
The Department of Corporate Services – CRD,  
BSE Limited,  
P.J. Towers, Dalal Street,  
Mumbai - 400 001.  
**Scrip Code: 544420**

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

Dear Sir/Madam,

**Sub: Raymond Realty Limited: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of Postal Ballot.**

**Ref: Raymond Realty Limited (ISIN: INE1SY401010).**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), please find enclosed herewith a copy of the Postal Ballot Notice dated October 28, 2025 together with the Explanatory Statement thereto, seeking consent of the Shareholders of Raymond Realty Limited ("the Company"), on the following item of Special Business:

Sr. No.	Particulars	Type of Resolution
1.	Appointment of Shri Virendrasingh Bisht (Din: 11350463) as an Independent Director of the Company.	Special Resolution
2.	To Ratify Remuneration payable to Cost Auditors for the Financial Year 2025-26.	Ordinary Resolution

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Shareholders whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Company/Depositories as on the cut-off date i.e. Friday, November 07, 2025.

The Company has engaged the services of National Securities Depository Limited ('NSDL'), for facilitating remote e-voting to enable the Shareholders to cast their votes electronically. The detailed procedure for remote e-voting is given in the Notice of Postal Ballot. The remote e-voting period commences from **Thursday, November 13, 2025, at 9:00 A.M. (IST) and concludes on Friday, December 12, 2025, at 5:00 P.M. (IST).**

The Postal Ballot Notice is also being uploaded on the Company's website i.e. [www.raymondrealty.in](http://www.raymondrealty.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The results of the Postal Ballot will be declared within two (2) working days of the conclusion of the Postal Ballot and will be uploaded on the website of the Company i.e. [www.raymondrealty.in](http://www.raymondrealty.in) and also on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) after intimation to the Stock Exchanges.

Kindly take the same on record and acknowledge.

Thanking You,

Yours faithfully,  
**For Raymond Realty Limited**  
(formerly known as Raymond Lifestyle Limited)

**Hiren Sonawala**  
**Company Secretary**

Encl: a/a

## RAYMOND REALTY LIMITED

**CIN:** L41000MH2019PLC332934

**Registered Office:** Jekegram, Pokhran Road No. 1, Thane (West),

Pin Code – 400606, Maharashtra, India.

**Tel.:** +91 22 6837 3700

**Email:** [raymondrealty.corporate@raymond.in](mailto:raymondrealty.corporate@raymond.in), **Website:** [www.raymondrealty.in](http://www.raymondrealty.in)

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
Thursday, November 13, 2025, at 9:00 A.M. (IST)	Friday, December 12, 2025, at 5:00 P.M. (IST)

Dear Shareholder(s),

**NOTICE** is hereby given that pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), Secretarial Standard on General Meetings ( 'SS-2'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 09/2024 dated September 19, 2024 and subsequent circulars issued from time to time, the latest one being 03/2025 dated September 22, 2025 ('MCA Circulars') issued by the Ministry of Corporate Affairs, and any other applicable laws and regulations, the Resolutions appended below is proposed for approval of the shareholders of Raymond Realty Limited ('the Company'), through postal ballot by way of voting through electronic means ('remote e-voting') only.

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution proposed in this Notice and additional information as required under the SEBI Listing Regulations and circulars issued thereunder, is also attached.

In compliance with the MCA Circulars, this Postal Ballot Notice ('Notice') is being sent only in electronic form to those shareholders whose e-mail addresses are registered with the Company/Depositories/Registrar & Transfer Agents to enable them to cast their votes electronically. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the shareholders. For the purpose of remote e-voting, the Company has engaged the services of National Securities Depository Limited ('NSDL') and shareholders are requested to follow the procedure as stated in the Notes appended to this Notice for casting of votes by remote e-voting.

The Notice will also be placed on the website of the Company at [www.raymondrealty.in](http://www.raymondrealty.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

The remote e-voting period commences from Thursday, November 13, 2025, at 9:00 A.M. (IST) and concludes on Friday, December 12, 2025, at 5:00 P.M. (IST). The remote e-voting will be disabled by NSDL thereafter.

The Board of Directors of the Company has appointed Smt. Uma Lodha (Membership No. F5363, COP No.:2593), Company Secretaries in Practice and Proprietor at Uma Lodha & Co. Company Secretaries (FRN: S1997MH019700), as the Scrutinizer for scrutinizing the Postal Ballot voting process through remote e-voting in a fair and transparent manner.

The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by the Chairman of the Company upon completion of the scrutiny of the votes cast through e-voting. The results of the Postal Ballot will be declared within two (2) working days of the conclusion of the Postal Ballot. The said results along with the Scrutinizer's Report would be intimated to BSE and NSE, where the securities of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.raymondrealty.in](http://www.raymondrealty.in) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The last date of e-voting, i.e. Friday, December 12, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

**SPECIAL BUSINESS:**

**1. APPOINTMENT OF SHRI VIRENDRASINGH BISHT (DIN: 11350463) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and all other applicable provisions of the Companies Act, 2013 ('the Act') read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16, Regulation 17 and all the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Shri Virendrasingh Bisht (Din: 11350463), who was appointed by the Board of Directors as an Additional Director designated as Non-Executive Independent Director with effect from October 28, 2025 and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Shareholder proposing his candidature for the office of the Director, be and is hereby appointed as Independent Director of the Company, to hold office for a period of 5 years effective from October 28, 2025 to October 27, 2030, both days inclusive and he shall not be liable to retire by rotation; and

**RESOLVED FURTHER THAT** any one of the Directors or Chief Financial Officer or Company Secretary or Shri Rakesh Darji, Authorised Representative of the Company, be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

**2. TO RATIFY REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEAR 2025-26.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as approved by the

Board of Directors of the Company, remuneration up to ₹1,32,000/- (Rupees One Lakh and Thirty Two Thousand Only) (plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit) to be paid to M/s R. Nanabhoy & Co., Cost Accountants, (Firm Registration Number: 7464) to conduct the audit of the cost records under the Companies (Cost Records and Audit) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] for the Financial Year 2025-26, be and is hereby ratified and confirmed; and

**RESOLVED FURTHER THAT** any one of the Directors or Chief Financial Officer or Company Secretary or Shri Rakesh Darji, Authorised Representative of the Company, be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

**Registered Office:**  
**Jekegram, Pokhran Road No. 1,**  
**Thane (West), Pin Code – 400606, Maharashtra.**

**By order of the Board of Directors**  
**For Raymond Realty Limited**

**Date: October 28, 2025**  
**Place: Mumbai**

**Sd/-**  
**Hiren Sonawala**  
**Company Secretary**  
**Membership No. A41261**

**NOTES:**

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') and other applicable provisions, as amended from time to time setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those shareholders whose names appear in the Register of Shareholders/List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Depositories as on the cut-off date i.e., Friday, November 07, 2025. The shareholders who have not registered their e-mail IDs are requested to follow the instructions given under Note No. 7.
3. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rules, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Company is offering facility of remote e-voting to all the shareholders to enable them to cast their votes electronically only. For the purpose of remote e-voting, the Company has engaged the services of National Securities Depository Limited ('NSDL').
4. The remote e-voting period commences on Thursday, November 13, 2025, at 9:00 A.M. (IST) and concludes on Friday, December 12, 2025, at 5:00 P.M. (IST). The remote e-voting module shall thereafter be disabled by NSDL. Once the vote on resolutions is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Resolutions passed by the shareholders through this Postal Ballot (through remote e-voting) shall be deemed to have been passed as if it has been passed at a General Meeting of the shareholders. The resolutions, if approved by the requisite majority of shareholders by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e. Friday, December 12, 2025.
5. The shareholders whose names appear in the Register of Shareholders / List of Beneficial Owners as on Friday, November 07, 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice through remote e-voting only. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date. Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent only through the remote e-voting system.
6. This Notice is also available on the Company's website i.e. [www.raymondrealty.in](http://www.raymondrealty.in) and also on the website of stock exchanges i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). A person who is not a shareholder as on the cut-off date should treat this Notice of Postal Ballot for information purposes only.
7. The shareholders holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending the duly filled in Form ISR-1 available on the Company's website and on the website of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Registrar & Transfer Agent (RTA) along with relevant enclosures to the Company's RTA, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Unit: Raymond Realty Limited, C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West Mumbai-400083 or the scanned copies of the documents may alternatively be mailed to the Company on the email id [raymondrealty.corporate@raymond.in](mailto:raymondrealty.corporate@raymond.in) with all the forms and proofs duly signed. Shareholders holding shares in demat form who have not updated their email addresses with the depository/depository participant are requested to approach the concerned depository participant to update their email addresses.
8. The Board of Directors of the Company has appointed Smt. Uma Lodha (Membership No. F5363, COP No.:2593), Company Secretaries in Practice and Proprietor at Uma Lodha & Co. Company Secretaries (FRN: S1997MH019700), as the Scrutinizer for scrutinizing the Postal Ballot voting process through remote e-voting in a fair and transparent manner.

9. The Scrutinizer will submit the report to the Chairman of the Company or any person authorized by the Chairman upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be declared within two (2) working days of the conclusion of the Postal Ballot and will be displayed along with the Scrutinizer's Report at the Registered Office of the Company after communication to the Stock Exchanges viz. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)), where equity shares of the Company are listed, in accordance with the SEBI Listing Regulations and additionally be uploaded on the Company's website [www.raymondrealty.in](http://www.raymondrealty.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date of remote e-voting. Alternately, shareholders may also send their requests to [raymondrealty.corporate@raymond.in](mailto:raymondrealty.corporate@raymond.in) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

#### 11. Process to cast votes through remote e-voting:

The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:

##### Step 1: Access to NSDL e-voting system





##### A. Login method for e-voting for Individual Shareholders holding securities in demat mode

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on 'e-voting facility provided by Listed Companies', Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during</li> </ol>



	<p>the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the</li> </ol>

	Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID



	For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c. For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 137597 then user ID is 137597001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. EVEN of the Company is 137597.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [uma@umalodha.com](mailto:uma@umalodha.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the [“Forgot User Details/Password?”](#) or [“Physical User Reset Password?”](#) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Sanjeev Yadav, Assistant Manager–NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or contact at NSDL, 3<sup>rd</sup> Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra – 400051.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [raymondrealty.corporate@raymond.in](mailto:raymondrealty.corporate@raymond.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-

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attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [raymondrealty.corporate@raymond.in](mailto:raymondrealty.corporate@raymond.in).

3. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
4. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act')**

Pursuant to Section 102 of the Act, the following Explanatory Statement sets out all material facts relating to the special business mentioned under Item No. 1 and Item No. 2 of the accompanying Notice dated October 28, 2025.

### **ITEM NO. 1**

#### **APPOINTMENT OF SHRI VIRENDRASINGH BISHT (DIN: 11350463) AS INDEPENDENT DIRECTOR OF THE COMPANY.**

Pursuant to Section 161 of the Companies Act, 2013 ('the Act') and basis the recommendation of Nomination and Remuneration Committee, the Board of Directors ("the Board") at their Meeting held on October 28, 2025, appointed Shri Virendrasingh Bisht (Din: 11350463) as an Additional Director designated as Non-Executive Independent Director, not liable to retire by rotation, for a period of 5 years effective from October 28, 2025 to October 27, 2030, both days inclusive, subject to the approval of the Shareholders of the Company.

In terms of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") approval of Shareholders for appointment of person on the Board should be taken at the next General Meeting or within a period of 3 months from the date of appointment, whichever is earlier.

Shri Virendrasingh Bisht is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("the Act") and has given his consent to act as a Director. The Company has also received a declaration from him that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from shareholder proposing the candidature of Shri Virendrasingh Bisht for the office of Independent Director of the Company.

In the opinion of the Board, Shri Virendrasingh Bisht fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

Nomination and Remuneration Committee and Board of Directors have reviewed the capabilities of Shri Virendrasingh Bisht vis a vis the role and capabilities required by the Board, based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Shri Virendrasingh Bisht as Independent Director, for a period of 5 years effective from October 28, 2025 to October 27, 2030, both days inclusive.

In the opinion of Nomination and Remuneration Committee and the Board, Shri Virendrasingh Bisht possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company. He has also confirmed that he is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, the Company will benefit from his valuable experience, knowledge and counsel. In line with the Company's Nomination and Remuneration Policy, Shri Virendrasingh Bisht will be entitled to receive remuneration by way of sitting fees as approved by the Board, reimbursement of expenses for participation in the Board meetings and commission on a yearly basis of such sum as may be approved by the Board on the recommendation of the Nomination and Remuneration Committee within the overall limits under the Act i.e. up to 1% of the net profits of the Company during any financial year, in aggregate payable

to all Non-Executive Directors put together. Details of remuneration paid to independent directors shall be disclosed as part of the Annual Report.

A copy of the draft letter for appointment of Shri Virendrasingh Bisht as Independent Director setting out the terms and conditions is available for inspection without any fee by the shareholders up to the last date of remote e-voting. Shareholders seeking to inspect such documents can send an e-mail to [raymondrealty.corporate@raymond.in](mailto:raymondrealty.corporate@raymond.in). During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 149(13) of the Act.

Additional information in respect of Shri Virendrasingh Bisht, pursuant to SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided as Annexure A to this Notice. A brief profile of Shri Virendrasingh Bisht is also provided in Annexure A to this Notice.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Shri Virendrasingh Bisht, are concerned or interested, financially or otherwise, except to the extent of their Shareholding, if any, in the Company, in the resolution set out at Item No. 1 of the Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for approval by the Shareholders of the Company.

## **ITEM NO. 2**

### **TO RATIFY REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEAR 2025-26.**

The Board of Directors at its Meeting held on August 05, 2025, upon the recommendation of the Audit Committee, approved the appointment of M/s. R. Nanabhoy & Co., Cost Accountants (Firm Registration Number: 7464), to conduct the audit of the cost records of the Company at a remuneration of ₹1,32,000/- (Rupees One Lakh and Thirty Two Thousand Only) (plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit) for the Financial Year ending March 31, 2026.

In terms of the provisions of Section 148 of the Companies Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (as amended from time to time), the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the Shareholders of the Company. Accordingly, the Shareholders are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026 as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, are concerned or interested, financially or otherwise, except to the extent of their Shareholding, if any, in the Company, in the resolution set out at Item No. 2 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.2 of the accompanying Notice for approval by the Shareholders of the Company.

**Registered Office:**  
**Jekegram, Pokhran Road No. 1,**  
**Thane (West), Pin Code – 400606, Maharashtra.**

**By order of the Board of Directors**  
**For Raymond Realty Limited**

**Date: October 28, 2025**  
**Place: Mumbai**

**Sd/-**  
**Hiren Sonawala**  
**Company Secretary**  
**Membership No. A41261**

### ANNEXURE A

**Additional Information of Director being appointed as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India**

Particulars	Item No. 1
<b>Name of the Director</b>	<b>Shri Virendrasingh Bisht</b>
<b>DIN</b>	11350463
<b>Category &amp; Designation</b>	Independent Director
<b>Date of Birth (Age)</b>	July 19, 1960 (65 Years)
<b>Date of appointment on the Board</b>	October 28, 2025
<b>Educational Qualification</b>	Bsc, LL.B., Master of Industrial Relation
<b>Brief Profile</b>	<p>Shri Virendrasingh Bisht aged 65 years is a Graduate in Science from Nagpur University and has obtained LLB Degree with distinction and enrolled as advocate in 1985. He has also obtained Masters' Degree in Master of Industrial Relation and Personal Management with distinction. Mr. Bisht has practiced mainly on Civil and Criminal side in the District and Sessions Court, Nagpur before joining Maharashtra Judicial Service as Civil Judge, Junior Division and Judicial Magistrate, First Class. He has also worked as Registrar (Judicial) Nagpur Bench and Registrar (F&amp;B) and judicial at Principal seat at Bombay High Court. He then worked as joint Secretary, Law and Judiciary Department, Government of Maharashtra and presided as Principal District and Sessions Judge at Buldhana, Sangli, Thane and City Civil and Sessions Court, Mumbai.</p> <p>He was further elevated as a Judge, Bombay High Court on December 05, 2019 and demitted the office of High Court in the year 2022. He was then appointed as a Judicial Member and HOD of National Company Law Tribunal ('NCLT') Mumbai in the year 2023 and demitted the said office of NCLT in July 2025.</p>
<b>Nature of expertise in specific functional areas</b>	More than Forty years of experience in the field of Legal, Regulatory Compliance, and Corporate Advisory.
<b>Relationships between directors and Key Managerial Personnel inter-se</b>	Not related to any Director or Key Managerial Personnel of the Company.
<b>Chairmanship/Membership of the Committee(s) of Board of Directors of the Company as on the date of Postal Ballot notice</b>	NIL
<b>Names of listed entities (other than Raymond Realty Limited) in which he holds the directorship and the Membership of Committees of the board along with listed entities from which he has resigned in the past three years;</b>	NIL



Particulars	Item No. 1
Other companies in which he is a Director	Ten X Realty Limited
Chairperson/Membership of the Committee(s) of Board of Directors of other companies in which he is a Director	NIL
Shareholding in the Company, including shareholding as a beneficial owner.	NIL
Number of meetings of the Board attended during the financial year 2025-26	1/1
Terms and Conditions of appointment	As per the Nomination, Remuneration & Board Diversity Policy of the Company as displayed on the Company's website i.e. <a href="http://www.raymondrealty.in">www.raymondrealty.in</a> and as per the explanatory statement given in item no. 1 of this Notice.
Details of remuneration last drawn	Not Applicable
Details of remuneration sought to be paid	Sitting Fees and Commission as approved by Nomination and Remuneration Committee at the end of each year within the limits approved by the shareholders.
Skills and capabilities required for the role and the manner in which the proposed director meets such requirements	Nomination and Remuneration Committee and Board of Directors have reviewed the capabilities of Shri Virendrasingh Bisht vis-a-vis the role and capabilities required by the Board, based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Shri Virendrasingh Bisht as Independent Director, for a period of 5 years effective from October 28, 2025 to October 27, 2030, both days inclusive.
Justification for choosing the appointee for appointment as Independent Director	As mentioned in the explanatory statement given in Item no. 1 of this Notice.

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