

SECRETARIAL DEPARTMENT

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Maharashtra, India
CIN No.: L17117MH1925PLC001208
Tel: (91-22) 4036 7000 / 6152 7000
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December 6, 2019

To

Listing Department

Department of Corporate Services

BSE Limited

P.J. Towers Dalal Street

Mumbai - 400001

BSE scrip code: 500330

Dear Sir/Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Composite Scheme of Arrangement between Raymond Limited ('the Demerged Company' or 'the Transferee Company' or 'RL'), Raymond Lifestyle Limited ('the Resulting Company' or 'RLL'), Raymond Apparel Limited ('the Transferor Company 1' or 'RAL') and Scissors Engineering Products Limited ('the Transferor Company 2' or 'SEPL') and their respective Shareholders ("the Scheme")

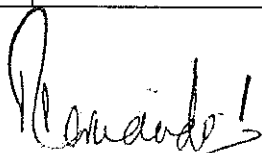
It is hereby certified that the draft scheme of arrangement involving Raymond Limited ('the Demerged Company' or 'the Transferee Company' or 'RL'), Raymond Lifestyle Limited ('the Resulting Company' or 'RLL'), Raymond Apparel Limited ('the Transferor Company 1' or 'RAL') and Scissors Engineering Products Limited ('the Transferor Company 2' or 'SEPL') and their respective Shareholders ("the Scheme") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

SN	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied

**REGISTERED OFFICE**

Plot No. 156/H No. 2, Village Zadgaon,
Ratnagiri - 415 612, Maharashtra.
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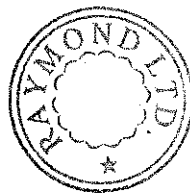
SN	Reference	Particulars	Compliance
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied since the scheme does not violate, override or limit the provisions of securities law or requirements of the Stock Exchanges.
Requirements of this circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied. The documents have been submitted vide our application dated December 06, 2019 with BSE and NSE.
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Will be complied
(c)	Para (I)(A)(4)(a)	Submission of Valuation Report	Complied. The share entitlement report is attached as Annexure 3
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied. The Auditors Certificate is attached as Annexure 10A and 10B
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	The requirement relating to provisions of approval of public shareholders through e-voting is not required, undertaking from the Auditor clearly stating the reasons for non - applicability of Para (I)(A)(9) is attached as Annexure 12.



Thomas Fernandes
Company Secretary

Gautam Hari Singhania
Managing Director

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Raymond Limited ('the Demerged Company' or 'the Transferee Company' or 'RL'), Raymond Lifestyle Limited ('the Resulting Company' or 'RLL'), Raymond Apparel Limited ('the Transferor Company 1' or 'RAL') and Scissors Engineering Products Limited ('the Transferor Company 2' or 'SEPL') and their respective Shareholders ("the Scheme") are in compliance with all the Accounting Standards applicable to a listed entity.

**Sanjay Bahl****Chief Financial Officer****Gautam Hari Singhania****Managing Director**