JOCKEY

August 28, 2018

The Secretary
Corporate Relationship Dept.
The Bombay Stock Exchange
1st Floor, New Trading Ring
Rotunda Building
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

The Secretary
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Mumbai – 400 051

Dear Sirs,

Sub: Postal ballot notice- Reg

We herewith attached the postal ballot notice and ballot form.

Kindly take note of the above information on record.

Thanking you,

Yours faithfully,
For Page Industries Limited

Murugesh C
Company Secretary

Encl: as above

PAGE INDUSTRIES LIMITED

Corporate & Registered office: Cessna Business Park, Tower-1, 7th Floor,
Umiya Business Bay, Varthur Hobli, Outer Ring Road, Bengaluru - 560103.
Tel: +91 80 4945 4545, Fax: 080-4946 5700
Email: investors@jockeyindia.com I Website : www.jockeyindia.com
CIN : L18101KA1994PLC016554

POSTAL BALLOT NOTICE
(Pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholders,

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 Resolution appended below is proposed to be passed by way of Postal Ballot and e-Voting. The Explanatory Statement pertaining to the said Resolution setting out the material facts concerning item and the reasons thereof is annexed hereto along with a Postal Ballot form for your consideration.

The Board of Directors has appointed Mr. R Vijayakumar, Practicing Company Secretary, Bengaluru (FCS: 6418) as scrutinizer to conduct the E-voting process and the postal ballot in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in the Notice and printed overleaf of the Postal Ballot Form and record your assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer, on or before 5.00 p.m. (IST) on 27th September 2018. Postal Ballot Forms received after that date will be strictly treated as if a reply from such Member has not been received.

In compliance with the provision of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering facility of e-voting to all its Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes for casting of votes by e-voting.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any person authorized by him. The results of the Postal Ballot will be announced not later than 48 hours of conclusion of the voting through Postal Ballot. The said results would be displayed at the Registered Office of the Company and intimated to the National Stock Exchange of India Limited and BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website https://www.jockeyindia.com/page/investor-relationship and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com.

1. Appointment of Mr. Shamir Genomal as Deputy Managing Director

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

RESOLVED that pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and pursuant to provisions of Sections 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") or statutory modification or amendment or re-enactment thereof, read with Schedule V of the Act, further pursuant to SEBI (LODR) Regulations, 2015, Mr. Shamir Genomal (DIN: 00871383) be and is hereby appointed as a whole-time Director designated as Deputy Managing Director, for a period of five years commencing from 1st September 2018 to 31st August 2023 (both days inclusive), on the following terms and conditions:

Duration and Term	1st September 2018 to 31st August 2023, Subject to retirement by rotation
Salary, Allowances, Incentives and Bonus	In no case, shall it exceed Rs. 40 million per annum
Sitting Fees	Not Eligible
Provident Fund	As applicable
Gratuity	As per Payment of Gratuity Act, 1972
Encashment of Leave accrual(s)	As per the rules of the Company
Medical Reimbursement	
Leave Eligibility	
Car with Driver	
Payment of Mobile Bill	
Office Expenses reimbursement	

Duties and Responsibilities	Mr. Shamir Genomal is Key Managerial Personnel (KMP) as defined in Section 2(51) of the Companies Act, 2013 and Listing Regulations. He will be the Deputy Managing Director of the Company and will perform the duties and exercise the powers which from time to time may be assigned to or vested in him by the Board. He shall be reporting to Managing Director of the Company.

RESOLVED further that in the event of any loss or inadequacy of profits in any financial year during the aforesaid period, the above terms of remuneration and perquisites will be admissible as the minimum remuneration payable to Mr. Shamir Genomal as Deputy Managing Director, subject to compliance with the applicable provisions of Schedule V of the Act.

By Order of the Board
Murugesh C
Company Secretary

Bengaluru
9th August 2018

NOTES:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") setting out material facts relating to the proposed resolution is annexed hereto.

2. This Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company / Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent to them by the permitted mode. Members may note that this Notice will be available on the Company's website, https://www.jockeyindia.com/page/investor-relationship and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com.

3. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, 24th August 2018 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.

4. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means ("e-voting") facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.

5. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member cast his votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.

6. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. 27th September 2018.

7. A member cannot exercise his vote by proxy on Postal Ballot.

8. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than by 5.00 p.m. (IST) on 27th September 2018. The postage will be borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered / speed post or deposited personally at the address given on the self-addressed Business Reply Envelope, at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 p.m. (IST) on 27th September 2018, it will be considered that no reply from the Member has been received. Additionally, please note that the Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member, and/ or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/ or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote.

9. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or from the link www.evoting.nsdl.com or from the Company's website https://www.jockeyindia.com/page/investor-relationship and send the duly

completed and signed Postal Ballot Form to the Scrutinizer so as to reach on or before 5.00 p.m. (IST) 27th September 2018.

10. In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to the Company at its registered office or send an e-mail to investor@jockeyindia.com or rnt.helpdesk@linkintime.co.in. or download the Postal Ballot Form from the Company's website, https://www.jockeyindia.com/page/investor-relationship or from the website of NSDL, www.evoting.nsdl.com

11. The Postal Ballot Notice is also being published in Business line and Samyukta Karnataka, Bengaluru publication and the same has been uploaded on the Company's website viz., www.jockeyindia.com.

12. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 12 noon on all working days except national holidays, from the date hereof up to 27th September 2018.

13. Instructions for Voting:

Members receiving Postal Ballot Form by Post and wishing to vote by Post:

a. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-attested pre-paid Postage Business reply envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.

b. The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-attested pre-paid Postage Business reply envelope enclosed directly to the Scrutinizer so as to reach the Scrutinizer on or before 5.00 PM on 27th September 2018. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received.

c. No other form or photocopy of the Postal Ballot Form will be permitted / accepted

Members receiving Postal Ballot intimation by email:

The instructions for e-voting are as under:

The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at https://www.evoting.nsdl.com/

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

Details on Step 1 is mentioned below:

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 phone.

2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password 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	**User ID**
a) For members who hold shares in demat accounts 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, followed by Folio Number registered with the company. For example, if your EVEN is 101456, and Folio Number is 001***, then your User ID is 101456001***

5. Your password details are given below:

   a. If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.

   b. If you are using the 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 change your password, as prompted by the system.

   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 by NSDL from your mailbox. Open the email and open the attachment (it will be a .pdf file). Open the file. The password to open the file is your 8-digit client ID for your NSDL account, or the last 8 digits of your CDSL client ID, 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, your 'initial password' is communicated to you on your postal address.

6. If you have not received the 'initial password', or are unable to retrieve it, or have forgotten your password:

   a. Click on the 'Forgot User Details / Password?' (for those holding shares in demat accounts with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b. A 'Physical User Reset Password?' (for those holding shares in physical mode) option is also available on www.evoting.nsdl.com.

   c. If you are unable to get your password following the aforesaid options, you can send a request to evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name, and your registered address.

7. After entering your password, agree to the terms and conditions by checking the box.

8. Next, click on the 'Login' button.

9. After you click on the 'Login' button, the homepage 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 successfully logging in following Step 1, you will be able to see the e-voting homepage. Click on 'e-Voting'. Then, click on 'Active Voting Cycles'.

2. Upon clicking on 'Active Voting Cycles', you will be able to see the 'EVEN' of all the companies in which you hold shares and whose voting cycles are in 'active' status.

3. Select the 'EVEN' of the company for which you wish to cast your vote.

4. Now you are on the voting page and ready for e-voting.

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'. Also click on '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. Please remember that you are not allowed to modify your vote once you confirm your vote on a resolution.

General guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a 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 vijaykumaracs@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended that you do not to share your password with any other person and take utmost care to keep your password confidential. Log in 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 the 'Physical User Reset Password?' Option available on www.evoting.nsdl.com, to reset the password.

3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of https://www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

Other Instructions:

1. The e-voting period commences from 9.00 a.m. (IST) 29th August, 2018 to 5.00 p.m. (IST)27th September 2018. During this period, Members holding shares either in physical form or in dematerialized form, as on 24th August 2018 i.e. Cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.

2. The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, count the votes cast, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of

conclusion of voting through Postal Ballot, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him, who shall countersign the same. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.

3. The results declared along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company, placed on the Company's website https://www.jockeyindia.com/page/investor-relationship and on the website of NSDL, www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed

Explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to the notice:

Item 1

Mr. Shamir Genomal is presently occupying the position of Executive Director & Chief Strategy Officer of the Company by virtue of the resolution passed by the shareholder at their AGM held on 14th August, 2014. He has been in the organization since 2008 and has rich experience in various facets of the business activities. He is one of the core leadership team members. Mr. Shamir Genomal is a graduate of Bachelors in Business Administration from Babson College, Massachusetts.

Mr. Shamir Genomal spearheaded the acquisition of Speedo brand license and was responsible for setting up Speedo business. His contribution to Speedo, brings continues growth on year-to-year basis. On the manufacturing front, he has been instrumental in introducing the latest technologies in materials and machineries. He has strengthened the industrial engineering department which has resulted a significant improvement in production efficiency and superior cost control. The QA Department was restructured under his leadership, which helped to minimize the rejections significantly and to achieve product consistency in the quality.

He is also entrusted with the additional responsibility of heading the Product Development team. During his tenure, the Company has seen remarkable expansion in its product ranges for the Jockey brand.

Considering his enhanced responsibility, contribution, dedication, experience and his profile, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 9th August, 2018, subject to shareholders approval, shortened the remaining tenure of Executive Director & Chief Strategy Officer up to 31st August, 2018 and appointed Mr. Shamir Genomal as “Deputy Managing Director” for a period of five year commencing from 1st Sept, 2018 as per the terms and conditions set out in the resolution.

The resolution seeks the approval of the members in terms of Sections 196, 197, 198 & 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the appointment of Mr. Shamir Genomal as “Deputy Managing Director” for a period of five years commencing 1st September 2018.

Mr. Shamir Genomal is concerned or interested, financially or otherwise, to the extent of his shareholding and remuneration as a Director. Mr. Sunder Genomal, who is his relative and the Managing Director of the Company is also concerned or interested in the appointment of Mr. Shamir Genomal.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Detalis of Directors seeking appointment (Pursuant to Regulation Regulation 2015)

Director Name	Mr. Shamir Genomal
Age	34
Director Identification No.	00871383
Date of Appointment	1st June 2014
Expertise in Specific Function Area	He has over a decade of experience in various facets of textile industry
Qualification	BBA from Babson College, Massachusetts
List of outside Directorship	Indian Companies: 1. Gentex Apparel Pvt. Ltd. 2. Genco Holdings Pvt.Ltd. Foreign Companies: NIL
Chairman / Member of Committees of the Board of Directors of the Company	NIL
Chairman / Member of the Committees of other Companies in which he is a Director.	NIL
200 Shares Number of Shares held in the Company as on 9th August 2018	200 Shares (0.001% to the paid-up capital)
No. of Board Meetings attended during the previous year (2017-18) out of Four Meetings held	Four
Relationship with other Directors	Son of Mr. Sunder Genomal
Terms of Appointment	Provided in the resolution
Remuneration paid during the previous year (2017-18)	Rs. 11.59 Million/Annum
Remuneration sought to be paid (upper limit till end of his tenure, i.e 31st August 2023)	Not Exceeding Rs. 40 Million/Annum

PAGE INDUSTRIES LIMITED

Corporate & Registered office: Cessna Business Park, Tower-1, 7th Floor, Umiya Business Bay,
Varthur Hobli, Outer Ring Road, Bangalore - 560103.
Tel: +91 80 4945 4545, **Fax:** 080-4946 5700
Email: investors@jockeyindia.com ; **Website :** www.Jockeyindia.com
CIN : L18101KA1994PLC016554

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Sr.No.:

1.	Name & Registered Address of the sole /first named Shareholder	:	
2.	Name (s) of the Joint Shareholder (s) if any	:	
3.	Registered Folio/DPID & Client ID No.	:	
4.	No. of Shares held	:	

I / we hereby exercise my / our vote in respect of the ordinary resolution to be passed through postal ballot for the purpose of the business stated in the Postal ballot notice dated 9th August, 2018 of the company by sending my / our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate box below:

Item No.	Resolution	No. of shares	I / We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Ordinary resolution: Appointment of Mr. Shamir Genomal as Deputy Managing Director			

Place :
Date :

Signature of Shareholder

Electronic Voting particulars

EVEN (E-Voting Even Number)	USER ID	Password / PIN
109072		

Note: Please read instructions given overleaf and in the notes to the postal ballot notice dated 9th August, 2018 carefully before exercising your vote.

Instructions for filling Postal Ballot Form:

A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed pre-paid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/ speed post at the expense of the Member will also be accepted.

This Form should be completed and signed by the Member (as per the specimen signature registered with the Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his/ her absence, by the next named Member.

Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5.00 PM on 27th September, 2018. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member(s) has not been received.

There will be only one Postal Ballot Form for every folio irrespective of the number of joint holder(s). Postal Ballot cannot be exercised by a proxy.

In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by the relevant Board Resolution/ Authority Letter duly certified/ attested by authorised signatory(ies)

Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed selfaddressed pre-paid postage Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be liable to acknowledge or act on the same.

A Member need not use all the votes or cast all the votes in the same way. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on 24th August, 2018.

Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.

The Company is also offering e-Voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-Voting has been enumerated in the Notes to the Postal Ballot Notice dated 9th August, 2018.

The result of the Postal Ballot shall be declared within 48 hours from closing hours of the postal ballot. The last date for casting vote i.e 27th September, 2018 shall be the date on which the said resolution would be deemed to have been passed, if approved by the requisite majority as mandated under the relevant provisions of the Companies Act, 2013 and rules made there under.