PAGE INDUSTRIES LIMITED

Registered office: Abbaiah Reddy Industrial Area, Jockey Campus,
No 6/2 & 6/4, Hongasandra, Begur Hobli, Bangalore - 560 068.
Ph: 080- 4047 6868 / 2573 2952, Fax: 080- 2573 2226 / 2573 2215
www. jockeyindia.com / info@jockeyindia.com
CIN : L18101KA1994PLC016554

Dear Member,

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, 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 Resolutions appended below are proposed to be passed by way of Postal Ballot and e-Voting. The Explanatory Statement pertaining to the said Resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto alongwith a Postal Ballot form (the "Form") for your consideration.

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

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Saturday, September 27, 2014.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice and instructions overleaf the Form. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman.

The result of the Postal Ballot would be announced by Chairman / Managing Director / Executive Director- Finance or the Company Secretary of the Company on Tuesday, September 30th 2014 by 5.00 p.m. at the Registered Office of the Company. The said result will be (i) intimated to the Stock Exchanges where the Company's shares are listed, (ii) published in the newspapers and also (iii) displayed alongwith the Scrutinizer's report on the Company's website viz. www.jockeyindia.com

Item No. 1: Alteration of Articles of Association

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

RESOLVED that pursuant to the provisions of Section 14, all other applicable provisions of the Companies Act, 2013 (statutory modification (s) or re-enactment thereof, for the time being in force) and Clause 35B of the Listing Agreement the new draft Articles as contained in the Articles of Association submitted be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED further that the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution

Item No. 2: Appointment of Mrs. Rukmani Menon as Independent Director

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013 and Clauses 35B and 49 of the Listing Agreement, Mrs. Rukmani Menon, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Rukmani Menon as a candidate for the office of director of the Company, be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years with effect from 1st October 2014, not liable to retire by rotation.

By Order of the Board
Murugesh C
Company Secretary

Bangalore
August 14, 2014

NOTES:

1. The Explanatory Statement and reasons for the proposed Resolutions pursuant to Section 102 of the Act setting out material facts are appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited as on 15th August, 2014.

3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share capital of the Company as on 15th August, 2014.

4. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

5. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic transmission. Members who have registered their e-mail IDs with depositories are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Postal Ballot Form through Speed post. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link www.evoting.nsdl.com or from the 'Investors' section on the Company's website www.jockeyindia.com

6. Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.

7. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the share transfer agent, M/s Sharepro Services (India) Pvt. Ltd at 13AB, Samhita Warehousing Complex ,2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri – Kurla Road , Sakinaka, Mumbai – 400 072 or send an e-mail to indira@shareproservices.com. The Company shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the Member.

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

9. 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, Sundays and national holidays, from the date hereof up to 27th September, 2014.

10. 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 before the close of working hours on 27th September, 2014. 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:

a. Open e-mail and open PDF file viz; "e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

b. Open internet browser by typing the following URL: https://www.evoting.nsdl.com

c. Click on Shareholder - Login.

d. Type user ID and password as initial password noted in step (i) above. Click Login.

e. On Login, Change Password menu will appear. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note the new password for future reference. It is strongly recommended not to share your password with any other person and take most care to keep your password confidential.

f. On changing the password, the home page of e-Voting will open.

g. Click on e-Voting>Active Voting Cycles.

h. Select "EVEN" of Page Industries Limited.

i. Now you are ready for e-Voting as Cast Vote page opens. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

j. Upon confirmation, the message "Vote cast successfully" will be displayed.

k. Once you have voted on the resolution, you will not be allowed to modify your vote.

l. 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., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at vijaykumar@gmail.com with a copy marked to evoting@nsdl.co.in

Members receiving Postal Ballot Form by Post and opting for e-voting:

a. Initial password is provided as below at the bottom of the Postal Ballot Form to be used to exercise your vote in respect of the proposed resolution.

b. Please follow all steps from Sl. No. a to Sl. No. l above, to cast your vote by electronic means.

11. The-voting period will commence on 29th August, 2014 (9:00 a.m. IST) and ends on 27th September, 2014 (5:00 p.m. IST) (both days inclusive). During this period Members, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL there after. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently

12. The Scrutinizer will submit his report to the Chairman of the Company on after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on Tuesday, 30th September 2014 by 5.00 p.m. at the Registered Office of the Company. The said results will also be (i) intimated to the stock exchanges, (ii) published in the said newspapers and (iii) uploaded on the Company's website viz., www.jockeyindia.com.

13. General Instructions:

a. 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 Downloads section of www.evoting.nsdl.com

b. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.

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

Item 1:

The Articles of Association of the Company as currently in force was adopted pursuant to the provisions under the Companies Act, 1956. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013. Considering that substantive sections of the Companies Act, 2013 which deal with the general working of the Companies stand notified, it is proposed to amend the existing Articles of Association to align it with the provisions of Companies Act, 2013 including rules framed thereunder and adoption of specific sections of Table- F of Schedule I to the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.

Some of the Articles of the existing Articles of Association of the Company require alteration or deletions, material changes. Certain provisions of existing Articles of Association have been simplified by providing reference to relevant Sections to the Companies Act, 2013 and the Rules framed thereunder, to avoid repetition in its entirety.

The proposed new draft Articles of Association is uploaded on the Company's website at www.jockeyindia.com/investors for perusal by the shareholders. The amendments inter alia include (i) appointment of independent and women directors and Key Managerial Personnel; (ii) communication through Electronic media; (iii) aligning with new Act and empowering the Company / Board to do some acts, which require Article permission, etc.

The proposed new draft of AoA is available for inspection by the members at the Registered Office of the Company on any working day excluding public holidays and Sundays, between 10.00 A.M. and 12.00 noon from the date hereof up to 27th September, 2014.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No.1 of the Notice.

The Board recommends Special Resolution set out at item No.1 of the Notice for approval by the members.

Item 2:

The Board of Directors of your Company, after reviewing the provisions of the Companies Act, 2013 are of the opinion that Mrs. Rukmani Menon fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as an Independent Director pursuant to the provisions of Section 149 of the Act and Clause 49 of the Listing Agreement. The Board of Directors of your Company is also of the opinion that Mrs. Rukmani Menon is independent of the management of the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mrs. Rukmani Menon being eligible, is proposed to be appointed as Independent Director for a term of five years with effect from 1st October 2014.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with the requisite deposit, proposing the candidature of Mrs. Rukmani Menon for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mrs. Rukmani Menon (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mrs. Rukmani Menon as an Independent Director of the Company for a term of five years with effect from 1st October 2014 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and Clause 49 of the Listing Agreement. She is not liable to retire by rotation.

No director, key managerial personnel or their relatives, except Mrs. Rukmani Menon, to whom the resolution relates, is interested or concerned in the resolution.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Details of Directors seeking appointment (Pursuant to Clauses 49 (IV) (E)(v) and 49 (IV)(G)(i) of the Listing Agreement)

Name	Mrs. Rukmani Menon
Proposed Date of Appointment	01st October 2014
Expertise in Specific Function Area	She has been a practicing lawyer for more than 30 years and expertise in Indirect Taxation
Qualification	BA LLB
List of outside Directorship as on the date of this notice In Indian Companies In Foreign Companies	NIL
Chairman / Member of the Board of Directors of the Company ad on the date of this notice	NIL
Chairman / Member of the Committees of other Companies in which he is a Director as on the date of this notice	NIL

The Board recommends the resolution set forth in Item no. 2 for the approval of the members.

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POSTAL BALLOT FORM

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

1. Name(s) of the Members(s)
   (including Joint-holder(s), if any) :

2. Registered Address of the
   sole/first named Member :

3. Registered Folio No./ DP ID/ Client ID* :
   (*applicable only to Members holding
   equity shares in demat form)

4. Number of equity share(s) held :

I / we hereby exercise my / our vote in respect of the ordinary/special resolutions to be passed through postal ballot for the purpose of the business stated in the Postal ballot notice dated 14th August 2014 of the company by sending my / our assent or dissent to the said resolution by placing the tick mark **(✓)** at the appropriate box below:

Resolution	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Item No. 1 Special resolution: Alteration of Articles of Association			
Item No. 2 Ordinary resolution Appointment of Mrs. Rukmani Menon as Independent Director			

Place :
Date :

Signature of the Member

Electronic Voting Particulars

EVEN (Electronic Voting Event Number)	User ID	Password / PIN

Note: Please read instructions given overleaf and in the notes to the postal ballot notice dated 14th August 2014, carefully before exercising your vote.

P. T. O.

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 the close of working hours on Saturday, September 27, 2014. 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 self addressed 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 August 15, 2014.

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 14th August, 2014.

The result of the Postal Ballot shall be declared on Tuesday, 30th September, 2014. The said date of declaration of results of the Postal Ballot 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