JOCKEY

1st December 2015

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 Sir,

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

PAGE INDUSTRIES LIMITED

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

POSTAL BALLOT NOTICE

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, (the "Act") if any, read together with the Companies (Management and Administration) Rules, 2014 (the "Rules"), 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 (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 31st December, 2015.

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 Managing Director / Executive Director-Finance of the Company on Tuesday, 05th January 2016 at 11.00 a.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 and (ii) displayed on the Company's website viz. www.jockeyindia.com along with the Scrutinizer's report.

Resolution:

1. Appointment of Mr. Pradeep Jaipuria as Independent Director

To consider, and if thought fit, to pass, the following resolution as a Special 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, Mr. Pradeep Jaipuria [DIN:00121685], 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 Mr. Pradeep Jaipuria 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 11th February 2016, not liable to retire by rotation.

By Order of the Board

Murugesh C
Company Secretary

Bangalore
9th November 2015

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 20th November 2015 ("cut of date").
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 20th November 2015.
4. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the rules thereon, the Company is pleased to offer e-voting facility ("remote e-voting") as an option to all the Members of the Company. The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.
5. Kindly note that the Members can opt for only one mode of voting i.e., either by post or remote e-voting. If the Members opt for remote e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and remote e-voting, then voting done through remote e-voting shall prevail and voting done by post will be treated as invalid.

6. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send an e-mail to investor@jockeyindia.com or indira@shareproservices.com. The Company shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the Member.

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

8. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts 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 31st December 2015.

9. The result of the Postal Ballot shall be declared on 05th January 2016. The last date for casting vote i.e 31st December 2015 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 Act and rules made there under.

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 31st December 2015. 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. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :

i. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. **You will not receive this PDF file if you are already registered with NSDL for e-voting then you can use your existing password for casting the vote.** If you have forgotten your password, you can reset your password by using "Forget User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

ii. Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

iii. Click on Shareholder – Login

iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

vii. Select "EVEN" of "Page Industries Limited".

viii. Now you are ready for remote e-voting as Cast Vote page opens.

ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

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

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

xii. 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vijaykumaracs@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Postal ballot notice [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

i. 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.

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

11. In case of any query / grievance with respect to remote e-voting, Members may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Mr. Rajiv Ranjan, Assistant Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013. Email: rajivr@nsdl.co.in, Tel: 1800 222 990/ 91 22 2499 4200/ 91 22 24994738 or contact Mr. V Kumaresan, Vice President, Sharepro Services (India) Pvt. Ltd. 13 AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka, Andheri (E), Mumbai 400072 Tel: 022-67720300 / 400 /354 Email: kumaresan@shareproservices.com.

12. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote.

13. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

14. The-voting period will commence on 2nd December 2015 (9:00 a.m. IST) and ends on 31st December 2015 (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 thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.

15. The Scrutinizer will submit his report to the Chairman/Managing Director/Executive Director-Finance of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on Tuesday, 05th January 2016 at 11.00 a.m at the Registered Office of the Company. The said results will also be (i) intimated to the stock exchanges and (ii) uploaded on the Company's website viz., www.jockeyindia.com.

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

Item 1

Mr. Pradeep Jaipuria, Chairman was appointed as an Independent Director up to 10th February 2016 by the shareholders at the Annual General Meeting held on 14th August 2014.

Pursuant to Sec. 149 of the Act, and other applicable provisions, considering the valuable contribution, the Board of Directors at their meeting held on 09th November 2015 has recommended the re-appointment of Mr. Pradeep Jaipuria for a further period of five years from 11th February 2016 with approval of the members by way of special resolution.

Separate exercise was carried out to evaluate the performance of Mr. Pradeep Jaipuria as Independent Director and Chairman of the Board of Directors on parameters such as attendance, active participation, contribution at the meetings, independent judgement, leading the discussion, understanding Company's core value and business practices etc., by the Board of Directors, the Nomination and Remuneration Committee and Independent Directors separately at their respective meetings held on 12th February 2015.

Summary of Rating:

- Rating by the Board as an Independent Director: 4.7 out of 5
- Rating by the Nomination and Remuneration Committee as an Independent Director: 4.8 out of 5
- Rating by the Independent Director as a Chairman of the Board: 4.9 out of 5

Mr. Pradeep Jaipuria fulfills the conditions specified in the Act and the Rules made thereunder, including the provisions of Listing Agreement, is eligible to be re-appointed as an Independent Director. The Board of Directors of your Company is also of the opinion that Mr. Pradeep Jaipuria is independent of the management of the Company.

Mr. Jaipuria being eligible, is proposed to be re-appointed as Independent Director for a term of five years with effect from 11th February 2016 by a Special Resolution.

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

The Company has received from Mr. Pradeep Jaipuria (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 he is not disqualified under sub-section (2) of Section 164 of the Act; and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

The resolution seeks the approval of members for the re-appointment of Mr. Pradeep Jaipuria as an Independent Director of the Company for a term of five years with effect from 11th February 2016 pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder and clause 49 of the Listing Agreement. He is not liable to retire by rotation.

No director, key managerial personnel or their relatives, except Mr. Pradeep Jaipuria, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the Special resolution set forth in the notice for the approval of the members.

Details of Directors seeking appointment / reappointment (Pursuant to Clauses 49 (VIII) (E) of the Listing Agreement)

Name of the Director/ DIN	Mr. Pradeep Jaipuria (DIN: 00121685)
Age in Years	65
Date of Appointment 1st Term 2nd Term (Proposed)	11th February 2011 Up to 10th February 2016 (Approved by Shareholders at their AGM held on 14th August 2014) Up to 10th February 2021
Expertise in Specific Function Area	He has over three decades of experience in various fields
Qualification	B.Tech (IIT,Mumbai)
List of outside Directorship	Indian Companies: 1. Argo Extracts Ltd 2. P J Margo P. Ltd 3. Margo Biocontrols P. Ltd 4. Ankur Botanicals P. Ltd 5. P J Project Engineers P.Ltd 6. P J Enterprises P.Ltd 7. Innovative Engineering Perspectives P. Ltd 8. Green Thumb Garden Care P. Ltd and 9. Giza Network P. Ltd <u>Foreign Companies:</u> Nil
Chairman / Member of Committees of the Board of Directors of the Company	Chairman of the Audit Committee and Board
Chairman / Member of the Committees of other Companies in which he is a Director	NIL
Number of Shares held in the Company	Nil
No of Board Meetings attended during the year.	No. of Board Meetings held: 3
	No. of Board Meetings attended: 2
Relationship with other Directors	Nil
Terms of Appointment	Re-appointment as Independent Director and to hold office up to 10 Feb 2021 and is not liable to retire by rotation.
Remuneration paid during the year	Sitting Fees – Rs. 40,000
	The remuneration under section 197(1)(ii) of the Act– Rs. 485,000/-
Remuneration sought to be paid	He is eligible for the sitting fees for attending the Board and Committee meetings.
	The Company proposed to pay remuneration under section 197(1)(ii) of the Act.

PAGE INDUSTRIES LIMITED

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

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 special resolution to be passed through postal ballot for the purpose of th / business stated in the Postal ballot notice dated 9th November 2015 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)
Special resolution: Re-appointment of Mr. Pradeep Jaipuria as Independent Director			

Place:
Date:

Signature of the Member

Electronic Voting particulars

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

Note: Please read instructions given overleaf and in the notes to the postal ballot notice dated 9th November 2015, carefully before exercising your vote

Instructions for filling Postal Ballot Form:

1. 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.

2. 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.

3. Duly completed Postal Ballot Form should reach the Scrutinizer on or before the close of working hours on 31st December 2015. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member(s) has not been received.

4. 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)

5. 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.

6. 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 20th November 2015.

7. 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 November 2015.

8. The result of the Postal Ballot shall be declared on 05th January 2016. The last date for casting vote i.e 31st December 2015 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 Act and rules made there under.