

 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.pageind.com  
CIN : L18101KA1994PLC016554

## POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies  
(Management and Administration) Rules, 2014, each as amended]

E-Voting starts on	E-Voting ends on
Sunday, 25 February 2024, at 9:00 a.m. (IST)	Monday, 25 March 2024, at 5:00 p.m. (IST)

### Dear Shareholders,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings / conducting postal ballot process through e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively the 'MCA Circulars'), to transact the special business as set out hereunder by passing Ordinary Resolution by way of postal ballot only, by voting through electronic means ('remote e-Voting').

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the

reasons / rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration.

In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent ('RTA')/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal ballot form physically. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company [www.pageind.com](http://www.pageind.com)



Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on Monday, 25 March 2024. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

The Board of Directors has appointed Mr. R Vijayakumar, Practicing Company Secretary, Bangalore (FCS: 6418) as scrutinizer to conduct the postal ballot E-voting process in a fair and transparent manner. Mr. R Vijayakumar, has consented to act as Scrutinizer for this postal ballot process. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company, or a person authorized by the Chairman. The result of the Postal Ballot will be announced on or before 5:00 PM, Tuesday, 26 March 2024 and will be displayed at the Company's website [www.pageind.com](http://www.pageind.com), besides communicating to the stock exchanges and depositories. The last date for casting votes vide e-voting i.e., 25 March 2024 shall be deemed to be the date of passing of the resolutions, if passed by requisite majority in accordance with Secretarial Standards-2 on General Meetings.

### Special Business

#### 1. Appointment of Mr. Christopher Carroll Smith (DIN: 10483079) as a Director

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

RESOLVED that Mr. Christopher Carroll Smith (DIN: 10483079), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from 8 February 2024, be and is hereby appointed as Director of the Company and his office shall be liable to retire by rotation.

By Order of the Board  
Murugesh C  
Company Secretary

Bangalore  
8 February 2024



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

**Item 1:**

Pursuant to the provisions of Section 161(1) of the Companies Act 2013 (“the Act”) and Article 164 of the Articles of Association of the Company, the Board of Directors appointed Mr. Christopher Carroll Smith as an Additional Director in the capacity of Non-Executive Director of the Company with effect from 8 February 2024, subject to the approval of the Members through ordinary resolution. The notice under section 160(1) of the Companies Act, 2013 has been received from a shareholder signifying his intention to propose Mr. Christopher Carroll Smith as Director of the Company.

The Company has received the following from Mr. Christopher Carroll Smith: (a) Consent in writing to act as director (b) disclosure of interest under Section 184 of the Act and (c) declaration to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

Mr. Christopher Carroll Smith, aged 60 years, is Executive VP International, Chief Customer Officer of Jockey International, Inc. He is holding BS at UW Parkside and MBA at Loyola University of Chicago. He has an experience of over 30+ years with Jockey International, Inc.

The resolution seeks the approval of members for the appointment of Mr. Christopher Carroll Smith as Director of the Company with effect from 8 February 2024 pursuant to Section 161 and other applicable provisions of the Act and the Rules made thereunder. He is liable to retire by rotation.

The Board considers that his contribution would be of immense benefit to the Company and it is desirable to avail the services of Mr. Christopher Carroll Smith as Director and accordingly the Board recommends the resolution for member’s approval.

No Director, Key Managerial Personnel or their relatives, except Mr. Christopher Carroll Smith, to whom the resolution relates, is interested or concerned in the resolution.

Details of Directors seeking appointment (Pursuant to Regulation 36(3) of the SEBI (LODR) Regulation 2015):

Director Name	Mr. Christopher Carroll Smith
Age	60
Director Identification No.	10483079
Date of Appointment	08 February 2024
Expertise in Specific Function Area	He has over three decades of experience in Legal, Marketing and International Operations.
Qualification	MBA
List of outside Directorship	Indian Companies: NIL  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
Number of Shares held in the Company as on 8 February 2024	NIL
No of Board Meetings attended during the year	Not Applicable
Relationship with other Directors	NIL
Terms of Appointment	Non-Executive Director & Liable to retire by rotation.
Remuneration paid during the year 2023-24	Nil
Remuneration sought to be paid	He is being appointed as Non-Executive Director. He is eligible for the sitting fees and remuneration under section 197(1) (ii) of the Companies Act 2013



**NOTES:**

- I. 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.
- II. As per the MCA Circulars, physical copies of this Postal Ballot Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
- III. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, 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.
- IV. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Members whose names appear in the Register of Members / Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 16 February 2024 and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. IX. Further, the Members whose names appear in the Register of Members / List of Beneficial Owners as on 16 February 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
- V. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on 16 February 2024 (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.
- VI. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting i.e. 25 March 2024.
- VII. A member cannot exercise his vote by proxy on Postal Ballot.
- VIII. In compliance with the aforesaid MCA circulars, notice of this Postal Ballot is being sent only through electronic mode to Members whose e-mail address is registered with the Company or with the Depository Participant(s). The aforesaid Notice has been uploaded on the website of the Company i.e. [www.pageind.com](http://www.pageind.com) the same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and is also available on the website of NSDL (agency providing the remote e-Voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- IX. Process for registration of email id for obtaining Postal Ballot Notice and user id/password for e-voting and updation of bank account mandate for receipt of dividend:  
  
**For Physical Holding:** Send a request to the Registrar and Transfer Agents of the Company (RTA), at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) providing 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) for registering email address. Following additional details need to be provided in case of updating Bank Account Details: a) Name and Branch of the Bank in which you wish to receive the dividend, b) the Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions d) 9-digit MICR Code Number, and e) 11 digit IFSC Code f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.



**For Demat Holding:** Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting user ID and password will be sent to your registered e-mail address, upon request received from the Members

- X. 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.pageind.com](http://www.pageind.com).
- XI. Members may send their queries related to items included in the Postal Ballot Notice or any other matter concerning the Company on the email id [investors@jockeyindia.com](mailto:investors@jockeyindia.com), from the registered email address, mentioning name, folio number/ DP ID-Client ID, as applicable and mobile number. Said queries shall be appropriately replied by the Company.

XII. Instructions for Voting:


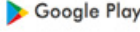


1. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below:

2. The remote e-voting period commences on 25 February 2024 (9.00 a.m. IST) and ends on 25 March 2024 (5.00 p.m. IST). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16 February 2024, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
3. Those who are not a member as on the cut-off date shall treat this notice for information purpose only.
4. The process and manner for remote e-voting are as under:

- A. Login method for e-Voting to Individual shareholders holding securities in demat mode

As per circular of SEBI dated 9 December 2020, on e-Voting Facility provided by Listed Entities, 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 email Id in their demat accounts in order to access e-Voting facility. The procedure to login and access remote e-voting, as devised by the Depositories / Depository Participant(s), is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. Existing IDeAS 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 “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2.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 “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. 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 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.</p> <p>4.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;">   <p><b>NSDL Mobile App is available on</b></p>   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1.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.</p> <p>2. 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.</p> <p>3. 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.</p> <p>4. 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 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.</p>
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.

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 and 022 - 2499 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:evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B. Login method for e-Voting to other than Individual shareholders holding securities in demat mode and in physical mode**

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 are mentioned below:

How to Log-in to NSDL e-voting website?

- i. 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.
- ii. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- iii. 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.

**iv. 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 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***

**v. 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 the system will force you to change your password.
- c. How to retrieve your ‘initial password’?



- 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 client ID for your CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- vi. If you have not received the 'initial password', or unable to retrieve it, or have forgotten your password:
- a. Click on the '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. A 'Physical User Reset Password?' (If you are holding shares in physical mode) option is also available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get your password following the aforesaid options, you can send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number / folio number, your PAN, your name, and your registered address.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii. After entering your password, agree to the terms and conditions by checking the box.
- viii. Next, click on the 'Login' button.
- ix. After you click on the 'Login' button, the homepage of e-voting will open.

**Details on Step 2 are mentioned below:**

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

- I. 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'.
- II. 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.
- III. Select "EVEN" of "Page Industries Limited".
- IV. Now you are ready for e-Voting as the Voting page opens. 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.
- V. Upon confirmation, the message, 'Vote cast successfully', will be displayed.
- VI. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- VII. Once you confirm your vote on the resolution, you will not allowed to modify your vote.

**General guidelines for shareholders**

5. 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](mailto:vijaykumaracs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).

6. 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](http://www.evoting.nsdl.com), to reset the password.
7. 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 022 - 4886 7000 and 022 - 2499 700.

**Other Instructions:**

The Scrutinizer shall after the conclusion of the e-voting on 25 March 2024, unblock the votes cast through remote

e-voting in the presence of at least two witnesses not in the employment of the Company and shall make scrutinizer's report within the prescribed time. Such report shall contain details of the total votes cast in favour of or against, if any, and submit the report to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the e-voting of the Postal Ballot forthwith. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on 25 March 2024, being the last day of remote e-voting.

Results of voting shall be declared on or before 26 March 2024. The results along with the Scrutinizers' report would be intimated to the Stock Exchanges where securities of the Company are listed, Depositories and Registrar & Share Transfer Agent and will be displayed on the Company's website [www.pageind.com](http://www.pageind.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and at the registered office of the Company.