

 PAGE INDUSTRIES LIMITED

ANNUAL REPORT

2015-16

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PAGE INDUSTRIES LIMITED

Corporate & Registered Office:

Cessna Business Park, Tower-1, 7th Floor, Umiya Business Bay, Varthur Hobli,
Outer Ring Road, Bangalore - 560103. Ph: 080- 4945 4545
www.jockeyindia.com | info@jockeyindia.com | CIN#: L18101KA1994PLC016554

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 21st Annual General Meeting (AGM) of Members of Page Industries Limited will be held on Thursday, 11th August, 2016 at 11:30 AM at ALOFT HOTEL, Cessna Business Park, Sarjapur – Marathahalli Outer Ring Road, Kadubeesanahalli, Bengaluru - 560103 to transact the following business:

Ordinary Business:

1. Adoption of financial statement

To receive, consider and adopt the audited financial statement for the financial year ended 31st March, 2016, the Reports of the Board of Directors and the Auditors thereon.

2. To declare a dividend on equity shares

To declare a final dividend of Rs 24 per share and to confirm interim dividends of Rs 61 per share, already paid for the year ended 31st March 2016.

3. Appointment of Director

To appoint a Director in the place of Mr. Pius Thomas [DIN: 06375352] who retires by rotation and being eligible, offers himself for reappointment.

4. Appointment of Director

To appoint a Director in the place of Mr. Shamir Genomal [DIN: 00871383] who retires by rotation and being eligible, offers himself for reappointment.

5. Appointment of Auditor

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

RESOLVED that, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder from time to time, and pursuant to the recommendations of the Audit Committee and the Board of Directors,

M/s. S R Batliboi & Associates LLP (ICAI Firm Registration No: 101049W/E300004), Chartered Accountants, be and are hereby appointed as the auditors of the Company, to hold office from the conclusion of this AGM (21st AGM) to the conclusion of the sixth consecutive AGM (26th AGM) (subject to ratification of the appointment by the members at every AGM held after this AGM, if required) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors.

Special Business:

6. Re-appointment of Mr. Sunder Genomal [DIN: 00109720] as Managing 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 recommendation of the Nomination and Remuneration Committee, the Board of Directors, and pursuant to the provisions of Sections 196, 197 and other applicable provisions if any, of the Companies Act, 2013 or statutory modification or amendment or re-enactment thereof, read with Schedule V of the Act, consent of the members be and is hereby accorded to the re-appoint Mr. Sunder Genomal as Managing Director, for a period of five years commencing from 1st August 2016 to 31st July 2021, on the following terms and conditions:

Basic Salary	Rs. 750,000 /- pm
House Rent Allowance	Rs. 750,000 /- pm
Provident Fund	As applicable
Gratuity	As per the Gratuity Act
Car with Driver	As per the rules of the Company
Telephone at Residence	
Payment of Mobile Bill	
Leave	

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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. Sunder Genomal, Managing Director, subject to compliance with the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, matters, deeds and things, as may be necessary, without further referring to the members of the Company as may be necessary and expedient to give effect to the aforesaid resolutions.

7. Remuneration under Section 197(1) of the Companies Act, 2013

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

RESOLVED that pursuant to provisions of Section 197(1)(ii) and other applicable provisions, if any, of the Companies Act, 2013, approval of the Company be and is hereby accorded for the payment of a sum not exceeding Rs. 6.00 million (Rupees Six million only), (excluding sitting fees) subject to the limit prescribed in the Companies Act, 2013, to be paid to and distributed amongst the Directors of the Company or some or any of them (other than Managing Director / Whole time Directors) in such amounts, subject to such ceiling and in such manner and in such respects as may be decided by the Board of Directors and such payments shall be made for the financial year 2016-17.

By Order of the Board
Murugesh C
Company Secretary

Bangalore
24th May, 2016

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

Item no. 6

During the tenure of five years of Mr. Sunder Genomal as Managing Director (i.e. 2011-2016) the revenue of the Company has grown at a Compounded Annual Growth Rate (CAGR) of 21% and the net profit has increased at a CAGR of 26%. Under his governance, the Company has attained industry leadership position.

At the 15th AGM held on 30th July 2010, the Members approved the appointment of Mr. Sunder Genomal as Managing Director of the Company for a period of five years from 1st August 2011 and accordingly his tenure expires on 31st July 2016.

The Nomination and Remuneration Committee and the Board of Directors have considered and proposed to re-appoint Mr. Sunder Genomal as Managing Director for another term of five years commencing from 01st August 2016, subject to the approval of the Members as per the terms set out in the resolution.

The remuneration payable to Mr. Sunder Genomal is within the limits prescribed in Section 196 of the Companies Act, 2013 read with Schedule V of the Act.

In the event of any loss or inadequacy of profits in any financial year during his proposed tenure, minimum remuneration shall be paid as per provisions of Schedule V of the Companies Act, 2013.

The Board recommends the Resolution for approval by the Members.

None of the Directors, except Mr. Sunder Genomal, Mr. Nari Genomal, Mr. Ramesh Genomal and Mr. Shamir Genomal may be deemed to be interested or concerned in the proposed resolution.

Item no. 7

Section 197(1)(ii) of the Companies Act, 2013 authorizes the payment of remuneration to a Director, who is neither a Whole-time Director nor a Managing Director of a Company, if the Company authorizes such payment by a Special Resolution. In view of the increased activities

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of the Company and the responsibilities of Non- Executive Directors/Independent Directors under SEBI (LODR) Regulation 2015 as well as under the Companies Act, 2013, it is proposed to pay remuneration as mentioned in the resolution and such remuneration shall be distributed amongst the Directors (including Alternate Directors, but excluding Managing / Whole-time Directors) as may be determined by the Board in the quantum, the proportion and the manner as the Board may decide from time to time, such that the amount of remuneration to each Director may vary depending on the responsibilities as Member / Chairman of the Board, Member / Chairman of any Committee(s) of the Board and /or all other relevant factors.

The said remuneration shall be payable for the year 2016-17 after the annual accounts are approved by the Board of Directors and adopted by the shareholders. The above payment to Non-executive Directors will be in addition to the sitting fees payable to them for attending Board / Committee meetings.

The Board recommends a special resolution for approval. The Non-Executive Directors of the Company may be deemed to be concerned or interested in the resolution to the extent of the remuneration that may be received by them.

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.

Notes:

- Members may please note that no gifts will be distributed at the meeting.
- A member who is entitled to attend and vote at the above meeting is entitled to appoint a proxy and vote instead of himself and such proxy need not be a member of the Company.**
- The instrument appointing the proxy should be lodged with the Company not less than forty eight hours before the scheduled commencement of the meeting.**
- A person can act as a Proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total paid-up share capital. Members holding more than 10% of the total paid-up share capital may appoint a single person as Proxy.

- A member would be entitled to inspect the proxies lodged at any time, except the date of AGM, during the business hours of the Company. The required statutory registers will be made available at the AGM Venue for inspection by the members at the AGM.
- The relevant Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Meeting is annexed hereto.
- The Register of Members and Share Transfer Books of the Company will remain closed from the 5th August, 2016 to 11th August, 2016 (both days inclusive) for the purpose of payment of final Dividend for the year ended 31st March, 2016.
- The dividend on equity shares, as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid to those members whose names shall appear on the Company's Register of Members on 11th August, 2016 and in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on 4th August 2016.
- As of 31st March, 2016, we have a total unclaimed amount of Rs. 1,145,847 as given below:

Year	Dividend					Total (Rs.)
	Interim Dividend (Rs.)				Final (Rs.)	
	1 st	2 nd	3 rd	4 th		
2008-09	--	--	--	NA	6,417	6,417
2009-10	7,987	5,604	15,510	12,864	NA	41,965
2010-11	37,490	47,448	11,308	NA	15,228	111,474
2011-12	13,850	31,512	27,420	NA	19,350	92,132
2012-13	26,210	50,376	42,336	NA	43,848	162,770
2013-14	50,232	47,520	47,925	NA	45,568	191,245
2014-15	53,520	64,278	63,432	NA	64,220	245,450
2015-16	68,476	67,263	158,655	NA	--	294,394
Total						1,145,847

The shareholders, who have not claimed their share of above dividend(s), are requested to write to the Registrar and Share Transfer Agent to claim the amount.

It may be noted that the company has transferred the unclaimed 1st 2nd and 3rd interim dividends of 2008-09 laid in the dividend accounts to the Investor Education and Protection Fund during the year under review.

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The members are requested to note that no claim shall lie against the company in respect of unclaimed 1st 2nd and 3rd interim dividends of 2008-09 transferred to the IEPF.

Pursuant to Section 124 of the Companies Act, 2013 (Section 205C of the erstwhile Companies Act, 1956), if the dividend amount is not claimed within 7 years from the date they become due for payment; such unclaimed amount will be transferred to the Investor Education and Protection Fund and accordingly no claim shall lie against the Company.

10. Members are requested to communicate their change of address, if any, to their respective Depository Participants. Similarly members holding shares in physical form shall intimate the change of address quoting their folio numbers to our Registrars and Share Transfer Agents, M/s. Link Intime India Pvt Ltd, C-13 Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai – 400 078, Tel.: 022 – 2594 6970, Fax: 022 – 2594 6969, e-mail: rnt.helpdesk@linkintime.co.in
11. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the reports and other communications via email.
12. Soft copy of the Annual Report 2016 (including the notice of the 21st AGM, instructions for e-voting, Attendance Slip and Proxy Form) is being sent by electronic mode to the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless the member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copy of the Annual Report 2016 is being sent by the permitted mode and the notice of the 21st AGM, instructions for remote e-voting, attendance slip and proxy form are being sent by Registered / Speed Post.
13. Members may also note that the Notice of the 21st AGM and the Annual Report 2016 is available on the Company's website, www.jockeyindia.com/page/investor-relationship. The physical copies of the aforesaid documents are available at the Company's registered office for inspection during normal business hours on working days. Even after registering for soft copy of the Annual Report 2016, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication or queries, the shareholders may also send request by an email to investors@jockeyindia.com.
14. Additional information pursuant to the SEBI (LODR) Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the AGM are furnished and forms a part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form, are, therefore, requested to submit (PAN) to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agents, M/s. Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai, Maharashtra 400078, Tel.: 022 – 2594 6970, Fax: 022 – 2594 6969, e-mail: rnt.helpdesk@linkintime.co.in
16. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder and Regulation 44 of the SEBI (LODR) Regulations 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.
17. The e-voting period commences on, 8th August 2016 (9.00 a.m. IST) and ends on, 10th August 2016 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 4th August 2016 (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 shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 4th August 2016.

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18. Details of Directors seeking appointment/reappointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (LODR) Regulation 2015)

Director Name	Mr. Sunder Genomal	Mr. Pius Thomas	Mr. Shamir Genomal
Age in years	62	61	32
Director Identification No.	00109720	06375352	00871383
Date of Appointment	15 th November 1994	13 th September 2012	1 st June 2014
Expertise in Specific Function Area	He has over Three decades of experience in various facets of textile industry	He has over Three decades of experience in finance, accounts, costing and taxation	He has over a decade of experience in various facets of textile industry
Qualification	M. Tech	M.Com, FCMA and MBA	BBA from Babson College, Massachusetts
List of outside Directorship	<u>Indian Companies:</u> 1. Trigen Apparel Pvt Ltd <u>Foreign Companies:</u> 1. GTVL Mfg. Industries Inc., Philippines 2. Sprint International Inc., Philippines 3. Trigen Resources Inc., Philippines	<u>Indian Companies:</u> NIL <u>Foreign Companies:</u> NIL	<u>Indian Companies:</u> 1. Gentex Apparel Pvt. Ltd. 2. Genco Holdings Pvt. Ltd. <u>Foreign Companies:</u> NIL
Chairman / Member of Committees of the Board of Directors of the Company	Chairman of CSR Committee.	NIL	NIL
Chairman / Member of the Committees of other Companies in which he is a Director.	NIL	NIL	NIL
Number of Shares held in the Company as on 31 st March, 2016	1821480 Shares (16.33% to the paid-up capital)	131 Shares (0.001% to the paid-up capital)	200 Shares (0.001% to the paid-up capital)
No of Board Meetings attended during the year out of Four Meetings held	Four	Four	Three
Relationship with other Directors	Brother of Mr. Nari Genomal and Mr. Ramesh Genomal Father of Mr. Shamir Genomal	NIL	Son of Mr. Sunder Genomal
Terms of Appointment	Proposed to re-appoint as a Managing Director of the Company for the period of five years from 1 st August 2016, as set out in the resolution no. 6.	Liable to retire by rotation	Liable to retire by rotation
Remuneration paid during the year	Rs. 11.98 Million /p.a. (2011-2016)	Rs. 13.21 Million	Rs. 8.91Million
Remuneration sought to be paid	Rs. 18.00 Million/p.a. (2016-2021)	Being ordinary business, not applicable.	

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Voting through electronic means:

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulation 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on 8th August, 2016 (9.00 a.m. IST) and ends on, 10th August 2016 (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 on 4th August, 2016, 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.
5. Those who are not a member as on the cutoff date shall treat this notice for information purpose only.
6. The process and manner for remote e-voting are as under:
 - 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 forgot 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

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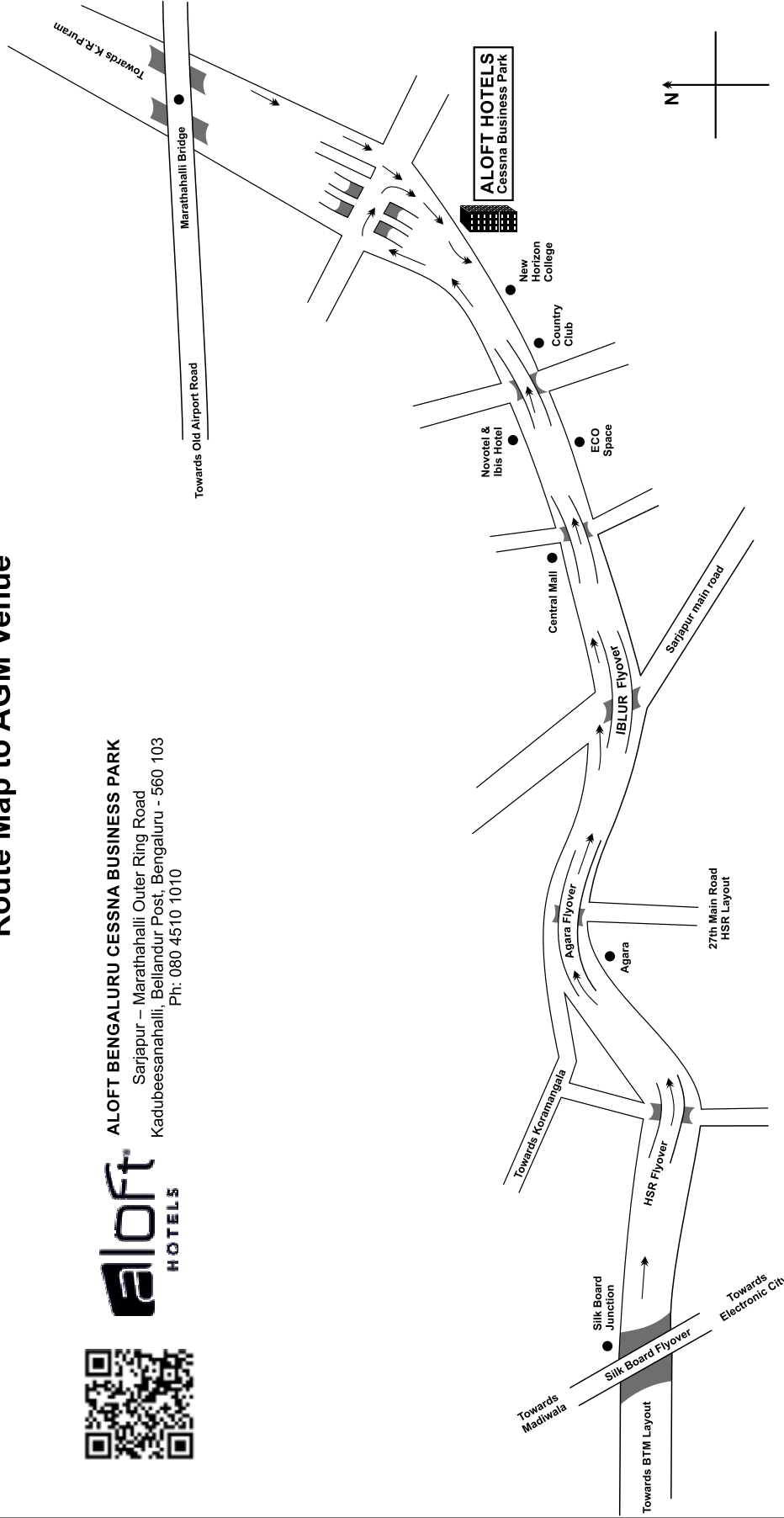
duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vijaykumaracs@gmail.com with a copy marked to evoting@nsdl.co.in

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :
- Initial password is provided as below at the bottom of the Attendance Slip/Ballot Form for the AGM :
EVEN (Remote e-voting Event Number)
USER ID PASSWORD/PIN
 - Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990
 - 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.
 - 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).
 - The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 4th August, 2016.
 - Any person, who acquires shares of the Company and become member of the Company after 30th June 2016 i.e. the date considered for dispatch of the notice and holding shares as of the cut-off date i.e. 4th August, 2016, may obtain the login ID and password by sending a request referring the Company name (i.e., Page Industries Limited) along with the DP and Client ID Particulars to evoting@nsdl.co.in
 - A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date (i.e 4th August, 2016) only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - Mr. R Vijayakumar, Practicing Company Secretary, (Membership No. FCS 6418) has been appointed as a Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.jockeyindia.com/page/investor-relationship and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Stock Exchanges where the shares of the Company are listed.

Route Map to AGM Venue



ALOFT BENGALURU CESSNA BUSINESS PARK
 Sarjapur – Marathahalli Outer Ring Road
 Kadubeesanahalli, Bellandur Post, Bengaluru - 560 103
 Ph: 080 4510 1010



Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN : L18101KA1994PLC016554
Name of the Company : **PAGE INDUSTRIES LIMITED**
Registered Office : Cessna Business Park, Tower-1,
7th Floor, Umiya Business Bay,
Varthur Hobli, Outer Ring Road, Bangalore – 560103
Ph: 080- 49454545 | www.jockeyindia.com | info@jockeyindia.com

Name of the Member(s) :
Registered Address :

Email ID :
Folio No. / Client No. :
DP / ID No. :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name : _____
Address : _____
E-mail Id : _____ Signature : _____, or failing him
2. Name : _____
Address : _____
E-mail Id : _____ Signature : _____, or failing him
3. Name : _____
Address : _____
E-mail Id : _____ Signature : _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st AGM of the Company, to be held on the Thursday, 11th August, 2016 at 11:30 AM at ALOFT HOTEL, Cessna Business Park, Sarjapur – Marathahalli Outer Ring Road, Kadubeesanahalli, Bengaluru - 560103 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Item No.	No. of Equity Shares	I assent to the resolution	I dissent from the resolution
Ordinary Business				
1.	Adoption of Financial Statements – Ordinary Resolution			
2.	Declaration and confirmation of dividend – Ordinary Resolution			
3.	Appointment of Mr. Pius Thomas as Director – Ordinary Resolution			
4.	Appointment of Mr. Shamir Genomal – Ordinary Resolution			
5.	Appointment of Auditors – Ordinary Resolution			
Special Business				
6.	Re-appointment of Mr. Sunder Genomal as Managing Director – Ordinary Resolution			
7.	Remuneration under Section 197(1) of the Companies Act, 2013 – Special Resolution			

**Affix
Revenue
Stamp**

Signature of Shareholder

Signature of Proxy holder(s)

Signed this..... day of..... 2016

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

TEAR OFF