



**PIX**  
Power Transmission Solutions

*Driving growth!*

**PIX Transmissions Limited**

J-7, M.I.D.C, Hingna Road, Nagpur - 440 016  
Maharashtra, India  
Tel.: +91-(0)-7104-669000  
Fax: +91-(0)-7104-669007/8  
E-mail: info@pixtrans.com  
Website: www.pixtrans.com

Date : 02/07/2024

To  
The Corporate Relationship Department,  
BSE Limited, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001.

To  
The Manager, Listing Department,  
National Stock Exchange of India Limited,  
Exchange Plaza , 5<sup>th</sup> Floor , Plot No C/1  
G Block ,Bandra Kurla Complex, Bandra (E)  
Mumbai 400051

**Scrip code : 500333**

Sub : Notice of Annual General Meeting to be held on 24<sup>th</sup> July 2024

Dear Sir

Pursuant to regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed copy of Notice related to Annual General Meeting of Shareholders of the Company ,to be held on 24<sup>th</sup> July 2024.

Thanking You

Yours faithfully,  
**For PIX TRANSMISSIONS LTD**

**SHYBU VARGHESE**  
Company Secretary

**PIX**

CIN: L25192MH1981PLC024837

Notice is hereby given that the Forty second Annual General Meeting of PIX TRANSMISSIONS LIMITED will be held on Wednesday 24th July 2024 at the registered office of the company at J-7 , MIDC , Hingna , Road , Nagpur at 09:30 AM to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the Year ended 31st March 2024 and the Balance Sheet as on that date together with the Reports of Directors and Auditors thereon.
2. To declare a dividend on Equity Shares for the Financial Year ended 31st March 2024.
3. To appoint a Director in place of Mr. Rishipal Sethi (DIN: 00129304), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Ms. Shirley Paul (DIN: 06918198), who retires by rotation and being eligible offers herself for re-appointment.

**SPECIAL BUSINESS**

5. **To approve re-appointment of Mr. Jose Jacob (DIN 00128988) as non-executive Independent Director for a second and final term of Five years notwithstanding that he has attained the age of 75 years. To consider and if thought fit to pass with or without modification following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulations 16(1)(b) and 17(1A) including any other applicable regulations/provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Jose Jacob (DIN 00128988), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second and final term of five consecutive years with effect from 24th July, 2024 to 23rd July , 2029 , notwithstanding that he has attained the age of 75 years and whose office shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) or the Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

6. **To approve Appointment of Mr. Suresh Bandi (DIN 00516274) as non-executive Independent Director not withstanding that he has attained the age of 75 years. To consider and if thought fit to pass with or without modification following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulations 16(1)(b) and 17(1A) including any other applicable regulations/provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Suresh Bandi (DIN 00516274) who was appointed as an Additional Director of the Company

with effect from 28th June 2024 to hold office up to the date of AGM and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015( as amended from time to time) , be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term up to five consecutive years commencing from 18th September, 2024 not withstanding that he has attained the age of 75 years and whose office shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) or the Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

**7. To approve Appointment of Mr. Sandeep Prajapati (DIN 10683594) as non-executive Independent Director.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulations 16(1)(b) and 17(1A) including any other applicable regulations/provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Sandeep Prajapati (DIN 10683594) who was appointed as an Additional Director of the Company with effect from 28th June 2024 to hold office up to the date of AGM and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015( as amended from time to time) , be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term up to five consecutive years commencing from 18th September, 2024 and whose office shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) or the Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

**8. To approve Appointment of Mr. Mohammed Husain Azad (DIN 10674191) as non-executive Independent Director notwithstanding that he has attained the age of 75 years.**

**To consider and if thought fit to pass with or without modification following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulations 16(1)(b) and 17(1A) including any other applicable regulations/provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of

Directors, Mr. Mohammed Husain Azad (DIN 10674191) who was appointed as an Additional Director of the Company with effect from 28th June 2024 to hold office up to the date of AGM and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015( as amended from time to time) , be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term up to five consecutive years commencing from 20th September , 2024, notwithstanding that he has attained the age of 75 years and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) or the Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

#### **9. To ratify remuneration of Cost Auditor for the F.Y. 2024-25**

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

“**RESOLVED THAT** pursuant to the provision of Section 148 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including statutory modification(s) or re-enactment thereof, for the time being in force) M/S Manisha & Co, Cost Accountants, Nagpur, the cost auditors appointed by the Board of Directors of the company, to conduct the audit of the cost records of the company for the financial year ending 31st March, 2025 be paid remuneration of Rs 75,000/- ( Rupees Seventy Five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses incurred by them during the course of audit.

**For and on behalf of the Board of Directors**

**Place: Mumbai**  
**Date: 28/06/2024**

**Amarpal Sethi**  
**Chairman and Managing Director**

## ANNEXURE TO NOTICE

- The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 5 to 9 of the Notice, is annexed hereto.
- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
- Register of Members and the transfer books of the Company will remain closed from Wednesday 17th July 2024 to Wednesday 24th July 2024 (both days inclusive).
- Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in physical form and who have not registered their e-mail address are requested to register on [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) or write to M/s. Link Intime India Private Ltd , the registrar and share transfer agent of the Company. Members holding shares in Demat form are requested to register their e-mail address with their Depository participant(s) only. In view of Ministry of Corporate Affairs(MCA) circular dated 25th September 2023 and Securities and Exchange Board of India (SEBI) circular dated 7th October 2023, providing relaxation from sending hard copy of annual report to the shareholders who have not registered their e-mail address, the notice of the AGM along with the Annual Report 2023-24 is being sent through electronic mode to those members whose e-mail addresses are registered with the company/Depositories.
- The Notice of AGM along with Annual Report for the financial year 2023-24, is available on the website of the Company at [www.pixtrans.com](http://www.pixtrans.com) , on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited(NSE) and on the website of NSDL.
- Pursuant to Section 124 of the Companies Act, 2013 the unpaid dividends that are due for transfer to Investor Education and Protection Fund are as follows:

Type	Date of Declaration	For the year ended	Due for transfer
Final	27/09/2017	2016-17	02/12/2024
Final	19/09/2018	2017-18	23/11/2025
Final	24/07/2019	2018-19	28/09/2026
Final	30/09/2020	2019-20	06/11/2027
Final	18/08/2021	2020-21	22/10/2028
Final	20/07/2022	2021-22	24/09/2029
Final	19/07/2023	2022-23	23/09/2030

Members are requested to note that, dividends remaining unclaimed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the Demat account of the IEPF Authority. In view of this, members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).

7. Pursuant to the provisions of Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amount lying with companies) Rules 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31/03/2023 on the website of the Company ([www.pixtrans.com](http://www.pixtrans.com)), as also on the website of the Ministry of Corporate Affairs.
8. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Tuesday, 16th July 2024 i.e. the date prior to the commencement of book closure, being the cut-off date will be paid the Final Dividend for the financial year ended 31st March, 2024, as recommended by the Board, if approved at the AGM.
9. Members holding shares in Demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their Demat accounts; will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in Demat form for any change in bank particulars. Members holding shares in Demat form are requested to intimate any change in their address and/or bank mandate to their Depository Participants immediately.
10. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020. Accordingly, the Company shall be liable to deduct withholding tax ('TDS') as per the rates applicable to each category of shareholders. However, no tax shall be deducted on the dividend payable to resident Individuals if the total dividend to be received by them during any financial year does not exceed Rs. 5,000. The Company has provided the facility to the shareholders (liable to pay tax) to apply to the Company for non-deduction of TDS or deduction of TDS at a lower rate by providing the necessary documents to the Company. The Company will send a separate e-mail communication, informing the Members regarding the relevant procedure to be adopted by the Members to avail the non-deduction of TDS or deduction of TDS at a lower rate as per the Income Tax Act, 1961.
11. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility of remote e-voting to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Tuesday 16th July 2024 i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 9.00 a.m. on Sunday 21st July 2024 and will end at 5.00 p.m. on Tuesday 23rd July 2024. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

12. The facility of Voting through Ballot paper at meeting is also provided to those members, who have not exercised their voting right through electronic means.
13. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
14. The Board of Directors has appointed Mr. Sahib Chauhan (Membership No. 146408) practicing Chartered Accountant as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

**The remote e-voting period begins on Sunday 21st July 2024 at 09:00 A.M. and ends on Tuesday 23rd July 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday 16th July 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 16th July 2024.**





### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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. Login method for Individual shareholders holding securities in demat mode is given on the next page.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon un-der <b>“Login”</b> which is available under <b>‘IDEAS’</b> 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 add-ed services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Se-lect <b>“Register Online for IDEAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 <b>“Login”</b> which is available under <b>‘Shareholder/Member’</b> sec-tion. 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 Veri-fication Code as shown on the screen. After successful authentication, you will be redirected to NSDL De-pository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mo-bile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>



Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.
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

**Important note:** 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.co.in">evoting@nsdl.co.in</a> or call at no.: 022-48867000 and 022-24997000
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:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 2255 33

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

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given on the next page :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account 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 Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using 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'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**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) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sahibchauhan@gmail.com](mailto:sahibchauhan@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login 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 “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022-48867000 and 022-24997000 or send a request to Mr. Sagar Gudhate at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- i. In case shares are held in physical mode please provide 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) by email to [co-secretary@pixtrans.com](mailto:co-secretary@pixtrans.com)
- ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to to [cosecretary@pixtrans.com](mailto:cosecretary@pixtrans.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual share-holders holding securities in demat mode.
- iii. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for pro-curing user id and password for e-voting by providing above mentioned documents.
- iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
15. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to M/s. Link Intime India Private Limited the registrar and share transfer agent of the Company immediately.

16. Link Intime India Pvt Ltd, our registrar and share transfer agent , has developed a secure user friendly web based application called SWAYAM , that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal. The application can be accessed at <https://swayam.linkintime.co.in>
17. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company or e-mail at [cosecretary@pixtrans.com](mailto:cosecretary@pixtrans.com) at least one week in advance before the meeting , so as to enable the management to keep the information ready.
18. The route map showing directions to reach the venue of the Forty second AGM is annexed with attendance slip.
19. The results declared along with the Scrutinizer’s Report shall be placed on the website of the Company [www.pixtrans.com](http://www.pixtrans.com) and on the website of NSDL [www.evotingindia.com](http://www.evotingindia.com) immediately. The results will also be communicated to National Stock Exchange of India Ltd (NSE) and BSE Limited, where the shares of the Company are listed.
20. Additional information on directors recommended for appointment/ re-appointment as required under Regulation 36 of the SEBI (LODR) Regulation, 2015

Sr. No.	Name of Director	Mr. Jose Jacob	Mr. Suresh Bandi	Mr. Sandeep Prajapati	Mr. Mohammed Husain Azad	Mr. Rishipal Sethi	Ms. Shirley Paul
1	DIN	00128988	00516274	10683594	10614191	00129304	06918198
2	Brief Resume of the Director	<p>Mr. Jose Jacob, aged 75 years is B.Sc in Chemistry by qualification. He is into business and successfully running his family owned business since 1974. His leadership and planning skills adds value and enriched point of view during Board discussions and decision making.</p>	<p>Mr. Suresh Bandi aged 75 years is a qualified Chartered Accountant from Institute of Chartered Accountants of India (ICAI) practicing in the areas of Statutory, Tax Audit and GST Audit, and provides consultancy in the accounting finance having clients of diverse businesses and industries. He is also a commerce and law graduate from University of Mumbai and advise companies, societies and charity organization of all accounting and legal matters. Mr. Suresh Bandi has more than 50 years of vast and varied experience in Audit, Accounting and Finance.</p>	<p>Mr. Sandeep Umashankar Prajapati aged 35 years is a qualified Chartered Accountant from Institute of Chartered Accountants of India (ICAI), working in the areas of accounting, audit and taxations of companies, LLPs, Partnerships and individuals. He is also qualified Company Secretary of Institute of Company Secretaries of India and having graduate degree in law post graduate in commerce from University of Mumbai. Mr. Sandeep Prajapati has 3 years of experience of working as Chartered Accountant in areas of Accounting, Audit and taxation.</p>	<p>Mr. Mohammed Husain Azad aged 75 years is a commerce graduate from University of Mumbai and working as consultant in Accounting Finance, Taxation and Corporate Affairs since last 15 years. Before starting consultancy, He had provided around 35 years of service to Pix Transmissions Ltd and retired as Assistant General Manager Accounts and Finance in the year 2012</p>	<p>Mr. Rishipal Sethi, B.Sc (Electrical Engineering) from an Ivy League University in the US, aged 51, with over 29 years work experience has been instrumental in establishing and running the overseas ventures of PIX. He continues to contribute to the Company by overseeing Sales and Marketing in key Export markets, as well as establishing and sustaining best practices across functions in the PIX group of Companies.</p>	<p>Ms Shirley Paul age 68 is M.A. in Economics, she has more than 32 years experience in the company and is responsible for business development in domestic and export markets. Her long standing experience in v-belt industry is useful to the company in achieving the targeted sales and profitability.</p>
3	Expertise in specific functional area	Administration & Compliance	Statutory Financial audit, Tax audit, Accounting and finance, compliance and due diligence	Account and finance, auditing and handling of taxation matters of the bodies corporate, LLP, partnerships and individuals.	Accounting, Finance, Taxation and Corporate Affairs	Sales & HR	Sales & Business Development
4	Shareholding in the Company (including shareholding as a beneficial owner)	NIL	400 equity shares	79 equity shares	Nil	1176412 equity shares	190273 equity shares

Sr. No.	Name of Director	Mr. Jose Jacob	Mr. Suresh Bandi	Mr. Sandeep Prajapati	Mr. Mohammed Husain Azad	Mr. Rishipal Sethi	Ms. Shirley Paul
5	Directorships held in other bodies corporate as at date of this notice.	Nil	1. Vasant Investment Corporation Ltd 2. Colaba land and Mills Pvt. Ltd	Nil	Nil	Nil	Nil
6	Membership / Chairmanships of committees of other companies as at date of this notice.	Nil	Nil	Nil	Nil	Nil	Nil
7	Inter se relationship with other Directors and Key Managerial Personnel	Mr. Jose Jacob is not related to any Director	Mr. Suresh Bandi is not related to any Director	Mr. Sandeep Prajapati is not related to any Director	Mr. Mohammed Husain Azad is not related to any Director	Mr. Rishipal Sethi is relative of Mr. Sukhpal Singh Sethi, Mr. Amarpal Sethi, Mr. Sonopal Sethi and Mr. Karanpal Sethi, who are Whole Time Directors of the Company.	Ms. Shirley Paul is relative of Mr. Joe Paul, who is Whole Time Director of the Company

### EXPLANATORY STATEMENT IN PURSUANCE TO THE PROVISION OF SECTION 102 OF THE COMPANIES ACT 2013

The following explanatory statement sets out all material facts relating to various business including special business of the accompanying notice of the Annual General Meeting to be held on 24th July 2024.

#### ITEM NO. 5 RE-APPOINTMENT OF Mr. JOSE JACOB (DIN NO. 00128988) AS INDEPENDENT DIRECTOR FOR SECOND FIVE YEAR TERM NOTWITHSTANDING THAT HE HAS ATTAINED THE AGE OF 75 YEARS :

Mr. Jose Jacob (DIN 00128988) was appointed as a Non-Executive Independent Director of the Company in terms of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') for a period of five years effective from July 24, 2019 to July 23, 2024 by the Members of the Company at the 37th Annual General Meeting held on July 24, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of five consecutive years.

In accordance with Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations") no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a special resolution is passed to that effect.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and Regulations 16 and 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Jose Jacob, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 24th July, 2024 to 23rd July, 2029, notwithstanding that he has attained the age of 75 years.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

Considering the vast knowledge, acumen, expertise and performance of Mr. Jose Jacob, the Board of Directors is of the opinion that his continued association would be of immense benefit to the Company. He is also a member of Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee of the Board and has been providing immense guidance and suggestions to the Board.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Jose Jacob as an Independent Director for another term of five consecutive years with effect from 24th July, 2024 to 23rd July, 2029, notwithstanding that he has attained the age of 75 years, for approval by the shareholders of the Company.

Except Mr. Jose Jacob being a Director, none of other Directors/Key Managerial personnel and their relatives are in any way concerned or interested in this resolution.

**ITEM NO. 6 APPOINTMENT OF Mr. SURESH BANDI (DIN NO. 00516274) AS INDEPENDENT DIRECTOR NOT WITHSTANDING THAT HE HAS ATTAINED THE AGE OF 75 YEARS :**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Suresh Bandi (DIN No. 00516274) as an Additional Director designated as Independent Director of the Company, with effect from June 28, 2024, subject to the approval of Members and any other approval as may be required from time to time.

Pursuant to amendment (effective from 1st January 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Suresh Bandi (DIN No. 00516274) shall hold office up to the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier.

In accordance with Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations") no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a special resolution is passed to that effect.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time.

In the opinion of the Board, Suresh Bandi (DIN 00516274), fulfils the conditions specified in the Companies Act, 2013, rules made there under and Listing Regulations for appointment as an Independent Director and he is independent of management, considering the vast knowledge and expertise of Mr. Suresh Bandi (DIN 00516274), the Board recommends his appointment as an Independent Director for first term of five (5) consecutive years effective from 18th September, 2024.

A copy of the draft Letter of Appointment for Independent Directors is available for inspection through electronic mode, basis the request being sent on cosecretary@pixtrans.com .

Brief profile of Mr. Suresh Bandi (DIN 00516274) is provided as under.

Particulars	Details
Name	Mr. Suresh Bandi
DIN	00516274
Educational qualification & Experience.	Chartered Accountant from Institute of Chartered Accountants of India (ICAI)
Directorship held in other Companies	1. Vasant Investment Corporation Ltd 2. Colaba land and Mills Pvt. Ltd
Membership/chairmanship of committee in other companies	Nil
No. of Shares held in the company	400 equity shares
Disclosure of Relationship between directors inter-se	Not applicable
Skills and Capabilities required for the role and the manner in which such requirements are met.	Mr. Suresh Bandi has necessary skills in the areas of Finance , Accounting and Compliance.

Except , Mr. Suresh Bandi (DIN 00516274) being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendations of the Nomination and remuneration Committee considers the appointment of Mr. Suresh Bandi (DIN 00516274), as an Independent Director in the interest of the Company and recommends the Special Resolution as set out in the Notice for approval of Members.

#### **ITEM NO. 7 APPOINTMENT OF Mr. SANDEEP PRAJAPATI (DIN 10683594) AS INDEPENDENT DIRECTOR**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Sandeep Prajapati (DIN 10683594) as an Additional Director designated as Independent Director of the Company, with effect from June 28, 2024, subject to the approval of Members and any other approval as may be required from time to time.

Pursuant to amendment (effective from 1st January 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Sandeep Prajapati (DIN 10683594) shall hold office upto the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier.



The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time.

In the opinion of the Board, Mr. Sandeep Prajapati (DIN 10683594), fulfils the conditions specified in the Companies Act, 2013, rules made there under and Listing Regulations for appointment as an Independent Director and he is independent of management, considering the vast knowledge and expertise of Mr. Sandeep Prajapati (DIN 10683594), the Board recommends his appointment as an Independent Director for first term of five (5) consecutive years effective from 18th September, 2024.

A copy of the draft Letter of Appointment for Independent Directors is available for inspection through electronic mode, basis the request being sent on cosecretary@pixtrans.com .

Brief profile of Mr. Sandeep Prajapati (DIN 10683594) is provided as under :

Particulars	Details
Name	Mr. Sandeep Prajapati
DIN	10683594
Educational qualification & Experience.	Chartered Accountant from Institute of Chartered Accountants of India (ICAI)
Directorship held in other Companies	Nil
Membership/chairmanship of committee in other companies	Nil
No. of Shares held in the company	Nil
Disclosure of Relationship between directors inter-se	Not applicable
Skills and Capabilities required for the role and the manner in which such requirements are met.	Mr. Sandeep Prajapati has necessary skills in the areas of Finance , Accounting and Compliance.

Except , Mr. Sandeep Prajapati (DIN 10683594) being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendations of the Nomination and remuneration Committee considers the appointment of Mr. Sandeep Prajapati as an Independent Director in the interest of the Company and recommends the Ordinary Resolution as set out in the Notice for approval of Members.

## ITEM NO. 8 APPOINTMENT OF Mr. MOHAMMED HUSAIN AZAD (DIN 10674191) AS INDEPENDENT DIRECTOR

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Mohammed Husain Azad (DIN 10674191) as an Additional Director designated as Independent Director of the Company, with effect from June 28, 2024, subject to the approval of Members and any other approval as may be required from time to time.

Pursuant to amendment (effective from 1st January 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Mohammed Husain Azad (DIN 10674191) shall hold office up to the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier.

In accordance with Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations") no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a special resolution is passed to that effect.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time.

In the opinion of the Board, Mr. Mohammed Husain Azad (DIN 10674191) fulfils the conditions specified in the Companies Act, 2013, rules made there under and Listing Regulations for appointment as an Independent Director and he is independent of management, considering the vast knowledge and expertise of Mr. Mohammed Husain Azad (DIN 10674191) the Board recommends his appointment as an Independent Director for first term of five (5) consecutive years effective from 20th September, 2024.

A copy of the draft Letter of Appointment for Independent Directors is available for inspection through electronic mode, basis the request being sent on cosecretary@pixtrans.com .

Brief profile of Mr. Mohammed Husain Azad (DIN 10674191) is provided as under :

Particulars	Details
Name	Mr. Mohammed Hussain Azad
DIN	10614191
Educational qualification & Experience.	Commerce graduate from University of Mumbai
Directorship held in other Companies	Nil
Membership/chairmanship of committee in other companies	Nil
No. of Shares held in the company	79 equity shares
Disclosure of Relationship between directors inter-se	Not applicable
Skills and Capabilities required for the role and the manner in which such requirements are met.	Mr. Mohammed Hussain Azad has necessary skills in the areas of Accounting and Compliance

Except , Mr. Mohammed Husain Azad (DIN 10674191) being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendations of the Nomination and remuneration Committee considers the appointment of Mr. Mohammed Husain Azad (DIN 10674191) as an Independent Director in the interest of the Company and recommends the Special Resolution as set out in the Notice for approval of Members.

**ITEM NO. 9 : Remuneration of Cost Auditors :**

The Board of Directors at its meeting held on 28th June 2024, on recommendation of the Audit Committee, has approved the appointment of M/s Manisha & Co, Cost Accountants, Nagpur, to conduct the audit of the cost records maintained by the company for the financial year 2024-25 at a remuneration of Rs 75,000/- (Rupees Seventy Five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses incurred by them during the course of audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the cost Auditors has to be ratified by the members of the company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out in item no 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2024-25.

**For and on behalf of the Board of Directors**

**Place:Mumbai**  
**Date: 28/06/2024**

**Amarpal Sethi**  
**Chairman and Managing Director**