

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given pursuant to Section 110, 108 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and other applicable Rules made thereunder as amended from time to time, read with the Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No 22/2020 dated 15th June, 2020, Circular No. 33/2020 dated 28th September, 2020, Circular No 39/2020 dated 31st December 2020, Circular No 10/2021 dated 23rd June, 2021, Circular No 20/2021 dated 8th December, 2021, Circular No 3/2022 dated 5th May, 2022, Circular No 11/2022 dated 28th December,2022 and 09/2023 dated 25th September,2023 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), Secretarial Standards - II (“SS-II”) issued by Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with SEBI Circular Nos. SEBI/ HO/CFD/ CMD1/ CIR/ P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11,SEBI/ HO/CFD/CMD2/CIR/P/2022/62,SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and SEBI/HO/CFD/CFD-PoD-2/ P/CIR/2023/167 dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023, hereinafter collectively referred to as “SEBI Circulars”, and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the Resolutions as set out in this Notice are proposed for consideration by the Shareholders of the Company for passing by means of Postal Ballot by way of voting through electronic means (“remote e-voting”).

In compliance with the aforesaid MCA Circulars and SEBI Circulars, this Postal Ballot Notice is being sent **only through electronic mode** to those Members whose e-mail addresses are registered with the Company/Depositories **and no physical Postal Ballot Forms will be dispatched**. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its Meeting held on 9th February 2024 has appointed Mr. Sahib Chauhan, Chartered Accountant, (Membership No. 146408) as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

E-Voting

In accordance with the provisions of Section 110 of the Act, read with the applicable rules and Regulation 44 of the Listing Regulations, we are pleased to offer an e-voting facility for our Members which would enable you to cast your votes electronically.

The Company has engaged the services of National Securities Depository Limited(“NSDL”) for the purpose of providing an e-voting facility to all its Members. Please read carefully and follow the instructions on e-voting mentioned in this Postal Ballot Notice.

The remote e-voting period begins on **Saturday, 2nd, March 2024 (9:00 A.M. I.S.T) and ends on Sunday, 31st March, 2024 (5:00 P.M. I.S.T).**

Upon completion of the scrutiny of the votes cast through e-voting, the Scrutinizer will submit his report to the Chairman or any other person authorized by the Board. The result of the Postal Ballot/e-voting will be declared within 2 working days from the conclusion of the remote e-voting. The said results declared along with the Scrutinizer's Report would be intimated to BSE & NSE, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.pixtrans.com.

Items of business requiring approval of the Equity Shareholders through Postal Ballot by 'remote e-voting' are given below:

SPECIAL BUSINESS:

1. Re-appointment of Mr. Amarpal Sethi (DIN 00129462) as the Chairman & Managing Director of the company, for a further period of Three (3) years and continuation of office beyond the age limit of 70 years:

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such consents, permissions, approvals, if any required, from any appropriate authority, and pursuant to the recommendation of the Nomination and Remuneration Committee, and subsequently as per the approval of the Board of Directors, at their respective meetings held on February 9, 2024 the consent of the members be and is hereby accorded for the re-appointment of Mr. Amarpal Sethi (DIN: 00129462) as Chairman & Managing Director of the Company, for a period of 3 (three) years with effect from 1st April, 2024 to 31st March, 2027 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Amarpal Sethi (DIN:000129462), notwithstanding that such Remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act.

FURTHER RESOLVED THAT pursuant to Section 196(3) read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members, be and is hereby accorded for continuation of holding of office of Mr. Amarpal Sethi (DIN:000129462), aged about 73 years, as the Chairman & Managing Director of the Company, during his tenure, i.e., from 1st April, 2024 to 31st March, 2027, notwithstanding that Mr. Amarpal Sethi (DIN:000129462), has already crossed 70 years of age.

FURTHER RESOLVED 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."

2. Re-appointment of Mr. Sukhpal Singh Sethi (DIN 00129235) as Whole-time Director of the company, for a further period of Three (3) years and continuation of office beyond the age limit of 70 years:

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such consents, permissions, approvals, if any required, from any appropriate authority, and pursuant to the recommendation of the Nomination and Remuneration Committee, and subsequently as per the approval of the Board of Directors, at their respective meetings held on February 9, 2024 the consent of the members be and is hereby accorded for the re-appointment of Mr. Sukhpal Singh Sethi (DIN 00129235) as whole-time Director of the Company, for a period of 3 (three) years with effect from 1st April, 2024 to 31st March, 2027 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Sukhpal Singh Sethi (DIN 00129235), notwithstanding that such Remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act.

FURTHER RESOLVED THAT pursuant to Section 196(3) read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members, be and is hereby accorded for continuation of holding of office of Mr. Sukhpal Singh Sethi (DIN 00129235), aged about 82 years, as Whole-time Director of the Company, during his tenure, i.e., from 1st April, 2024 to 31st March, 2027, notwithstanding that Mr. Sukhpal Singh Sethi (DIN 00129235), has already crossed 70 years of age.

FURTHER RESOLVED 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.”

3. Re-appointment of Mr. Sonopal Sethi (DIN 00129276) as Joint Managing Director of the company, for a further period of Three (3) years:

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such consents, permissions, approvals, if any required, from any appropriate authority, and pursuant to the recommendation of the Nomination and Remuneration Committee, and subsequently as per the approval of the Board of Directors, at their respective meetings held on February 9, 2024 the consent of the members be and is hereby accorded for the re-appointment of Mr. Sonopal Sethi (DIN 00129276), as Joint Managing Director of the Company, for a period of 3 (three) years with effect from 1st April, 2024 to 31st March, 2027 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Sonopal Sethi (DIN 00129276), notwithstanding that such Remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act.

FURTHER RESOLVED 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.”

4. Re-appointment of Mr. Karanpal Sethi (DIN 01711384) as Whole-time Director & CFO of the company, for a further period of Three (3) years:

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such consents, permissions, approvals, if any required, from any appropriate authority, and pursuant to the recommendation of the Nomination and Remuneration Committee, and subsequently as per the approval of the Board of Directors, at their respective meetings held on February 9, 2024 the consent of the members be and is hereby accorded for the re-appointment of Mr. Karanpal Sethi (DIN 01711384), as Whole-time Director & CFO of the Company, for a period of 3 (three) years with effect from 1st April, 2024 to 31st March, 2027 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Karanpal Sethi (DIN 01711384), notwithstanding that such Remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act.

FURTHER RESOLVED THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized ‘Committee’ thereof) or the Company Secretary of the Company be and are hereby severally authorized 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.”

5. Re-appointment of Mr. Joe Paul (DIN 00129522) as Whole-time Director of the company, for a further period of Three (3) years:

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such consents, permissions, approvals, if any required, from any appropriate authority, and pursuant to the recommendation of the Nomination and Remuneration Committee, and subsequently as per the approval of the Board of Directors, at their respective meetings held on February 9, 2024 the consent of the members be and is hereby accorded for the re-appointment of Mr. Joe Paul (DIN 00129522), as Whole-time Director of the Company, for a period of 3 (three) years with effect from 1st April, 2024 to 31st March, 2027 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Joe Paul (DIN 00129522), notwithstanding that such Remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Act.

FURTHER RESOLVED THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized ‘Committee’ thereof) or the Company Secretary of the Company be and are hereby severally authorized 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 continuation of directorship of Mr. Jose Jacob (DIN 00128988) as non-executive Independent Director beyond the age of 75 years in his current tenure.

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and the applicable provisions of the Companies Act, 2013, if any/ Rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded for continuation of directorship of Mr. Jose Jacob (DIN 00128988) as Non- Executive - Independent Director, on the Board of the Company notwithstanding his attaining age of Seventy- five (75) years on June 11, 2024, till the expiry of his current term till July 23, 2024.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company or the Company Secretary be and is hereby authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies.”

For and on behalf of the Board of Directors

Amarpal Sethi
Chairman & Managing Director

Place : Mumbai

Date : 9th February, 2024

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) stating material facts and reasons for the proposed resolution is annexed hereto. A copy of the Notice along with all annexures is also available on the website of the Company viz. www.pixtrans.com.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
3. Members holding shares in physical form and who have not registered their e-mail address are requested to register it with 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.
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, February 23, 2024 will be considered for the purpose of voting.
5. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on Friday, February 23, 2024.
6. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to cosecretary@pixtrans.com
7. The resolution, if approved, shall be deemed to have been passed on the last date of voting, i.e. 31st March, 2024.
8. Additional information on Director recommended for re-appointment as required under regulation 36 of the SEBI (LODR) Regulation,2015.

S.No	Name of the Director	Mr. Amarpal Sethi	Mr. Sukhpal Singh Sethi	Mr. Sonopal Sethi	Mr. Karanpal Sethi	Mr. Joe Paul
1	DIN	00129462	00129235	00129276	01711384	00129522
2	Brief Resume of the Director	Mr. Amarpal Sethi, I.sc, aged 73 years with more than Fifty-three years manufacturing experience and expertise in the field of mechanical power transmissions. He has been instrumental in setting vision for the Company and creating the necessary infrastructure to achieve the same.	Mr. Sukhpal Singh Sethi, I.sc, aged 82 years with more than sixty-five years working experience in professionally managed company engaged in automobile industry. His long standing experience in automobile industry is useful to the company.	Mr. Sonopal Sethi, B.Sc. Grad PRI (UK) aged 58 years with more than Thirty six years working experience in professionally managed company engaged in automobile industry. He has successfully and in sustained way contributed significantly towards improvement and growth of the company.	Mr. Karanpal Sethi, B.Sc. (Finance & Accounting), USA, aged 38 years has more than 18 years of professional experience in the Mechanical and Fluid Power Transmissions industry. He is instrumental in ensuring that the best financial practices are followed throughout the entire PIX Group.	Mr. Joe Paul, B.Com. MIRPM aged 62 years with more than Forty three years in factory management operations and human resource. By virtue of his intricate knowledge of the production process and factory management he has been able to further streamlines the company's operations.
3	Expertise in specific functional area	Sales & Business Development	Administration & Procurement	Sales & Procurement	Finance & Accounts	Manufacturing, HR & IR
4	Shareholding in the Company (including shareholding as a beneficial owner)	1033029 equity shares	866042 equity shares	1520700 equity shares	970805 equity shares	31061 equity shares
5	Directorships held in other bodies corporate as at date of this notice.	Nil	Nil	Nil	Nil	Nil
6	Membership / Chairmanships of committees of other companies as at date of this notice.	Nil	Nil	Nil	Nil	Nil
7	Inter se relationship with other Directors and Key Managerial Personnel	Mr. Amarpal Sethi is relative of Mr. Karanpal Sethi, Mr. Rishipal Sethi, Mr. Sukhpal Singh Sethi and Mr. Sonopal Sethi, who are Whole Time Directors of the Company.	Mr. Sukhpal Singh Sethi is relative of Mr. Amarpal Sethi, Mr. Sonopal Sethi, Mr. Rishipal Sethi and Mr. Karanpal Sethi, who are Whole Time Directors of the Company.	Mr. Sonopal Sethi is relative of Mr. Sukhpal Singh Sethi, Mr. Amarpal Sethi, Mr. Rishipal Sethi and Mr. Karanpal Sethi, who are Whole Time Directors of the Company.	Mr. Karanpal Sethi is relative of Mr. Amarpal Sethi, Mr. Sukhpal Singh Sethi, Mr. Sonopal Sethi and Mr. Rishipal Sethi, who are Whole Time Directors of the Company.	Mr. Joe Paul is relative of Ms. Shirley Paul, who is Whole Time Director of the Company

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER

The remote e-voting period begins on Saturday, 2nd, March 2024 (9:00 A.M. I.S.T) and ends on Sunday, 31st March, 2024 (5:00 P.M. I.S.T). 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 cut-off date i.e Friday, February 23, 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 February 23, 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:

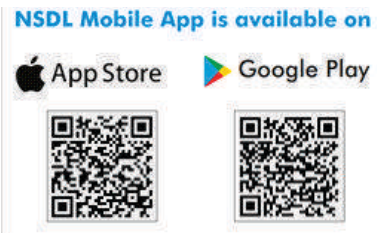




Step 1: Access to NSDL e-Voting system

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 below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	 <p>NSDL Mobile App is available on  App Store  Google Play  </p>
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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & 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 www.cdslindia.com and click on login & 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 www.cdslindia.com 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 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	<p>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.</p>

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	Help desk 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for 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 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 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.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in

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

1. 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 cosecretary@pixtrans.com
2. 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 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 shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

ANNEXURE TO THE POSTAL BALLOT NOTICE

Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 1 to 5 - RE-APPOINTMENT OF EXECUTIVE DIRECTORS:

At the 39th Annual General Meeting of the company held on 18th August, 2021, the members of the company had re-appointed Mr. Amarpal Sethi, Mr. Sukhpal Singh Sethi, Mr. Sonopal Sethi, Mr. Karanpal Sethi and Mr. Joe Paul as Executive Directors for a period of three years commencing on and from 1st April, 2021 to 31st March, 2024.

The Board of Directors of the Company at its meeting held on 9th February, 2024 on due recommendation of the Nomination and Remuneration Committee held on same day re-appointed and fixed the maximum remuneration payable by way of salary to Mr. Amarpal Sethi, Mr. Sukhpal Singh Sethi, Mr. Sonopal Sethi, Mr. Karanpal Sethi and Mr. Joe Paul for a period of 3 (three) i.e. from 1st April 2024, to 31st March 2027.

Name of Director	Re-appointed as
Mr. Amarpal Sethi	Chairman & Managing Director
Mr. Sukhpal Singh Sethi	Whole-time Director
Mr. Sonopal Sethi	Joint Managing Director
Mr. Karanpal Sethi	Whole-time Director & CFO
Mr. Joe Paul	Whole-time Director

Mr. Amarpal Sethi age 73 years is being re-appointed as Chairman & Managing Director for a period of 3 years from 1st April, 2024 to 31st March, 2027.

Mr. Sukhpal Singh age 82 years is being re-appointed as Whole time Director for a period of 3 years from 1st April, 2024 to 31st March, 2027.

As per the requirements of schedule V part 1(c) of the Companies Act, 2013 if a Managing Director or Whole-time Director has attained the age of 70 years then his/her re-appointment/continuation needs to be approved by a special Resolution passed by the company in General Meeting otherwise Central Government approval is required. Therefore re-appointment of Mr. Amarpal Sethi and Mr. Sukhpal Singh Sethi will require approval of members by passing a Special Resolution.

Mr. Amarpal Sethi , Mr. Sukhpal Singh Sethi , Mr. Sonopal Sethi , Mr. Karanpal Sethi and Mr. Joe Paul, are not disqualified from being appointed as Directors in terms of Section 164 of the Act and also not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

As per the requirements of Schedule V Part II Section II (A) of the Companies Act, 2013, a Company is entitled to pay remuneration to the managerial personnel not exceeding the limit of Rs 120 Lacs based on effective capital of the company as minimum remuneration. As the company is proposed to pay remuneration to Mr. Amarpal Sethi, Mr. Sukhpal Singh Sethi, Mr. Sonopal Sethi, Mr. Karanpal Sethi and Mr. Joe Paul, which may exceed the limit mentioned in the above Schedule and therefore such payment of remuneration to the managerial personnel will require approval of members by passing a special Resolution.

Nature of duties:

Name of Director	No of years of Experience	Nature of duties
Mr. Amarpal Sethi	53	Looks after overall operations, Sales and Business Development
Mr. Sukhpal Singh Sethi	65	Looks after Administration & Procurement
Mr. Sonopal Sethi	36	Looks after export sales, imports and raw material procurement.
Mr. Karanpal Sethi	18	Looks after Accounts & Finance.
Mr. Joe Paul	43	Looks after production, plant operations & Industrial relations.

Remuneration:

The directors shall be entitled to the following emoluments, benefits and perquisites during the period of their employment :

Salary:

Name of Director	Salary Scale (Per month)
Mr. Amarpal Sethi	Rs 15.00 lacs to Rs 25.00 lacs
Mr. Sukhpal Singh Sethi	Rs 14.00 lacs to Rs 20.00 lacs
Mr. Sonopal Sethi	Rs 14.00 lacs to Rs 20.00 lacs
Mr. Joe Paul	Rs 10.00 lacs to Rs 18.00 lacs
Mr. Karanpal Sethi	Rs 14.00 lacs to Rs 20.00 lacs

Payment of Gratuity:

The company shall pay gratuity (15 days average salary for completed years of service).

Ex-Gratia:

The company shall pay to the executive Directors ex-gratia as per the policy of the company.

Housing:

Furnished accommodation will be provided to the executive directors by the company during the period of their association with the company

Car:

The company shall provide car for the office use together with petrol allowance and expenses.

Medical reimbursement:

All medical expenses incurred by the Executive Directors and their family shall be reimbursed in accordance with the company's group med claim policy.

Leave salary:

The company shall pay one month leave salary for every 11 months of service.

Leave Travel concession:

The leave travel concession shall be allowed as per the company's leave travel allowance policy.

Retirement Bonus :

As approved in 39th Annual General Meeting, applicable on completion of 15 years continuous service.

Personal accident Insurance:

The Company shall pay premium towards accident insurance of the executive Directors as per the group personal accident policy of the company.

Sitting Fees: No sitting fees will be paid to the Executive Directors for attending the meeting of the Board of Directors or committee thereof of the Company.

Other Terms

- a. The Directors shall be entitled to re-imbursment of all actual traveling, lodging & boarding expenses and entertainment expenses reasonably incurred in connection with the business of the Company.
- b. The Directors shall observe secrecy with regard to information acquired by them in the course of their appointment and shall not use the same for their own purpose either during the currency of this agreement or thereafter.

The Board recommends resolution set forth in this Notice at Item No. 1 to 5 for approval of members by way of Special Resolution.

STATEMENT CONTAINING INFORMATION PURSUANT TO SECTION –II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 IN RESPECT OF RESOLUTION FOR RE-APPOINTMENT OF Mr. AMARPAL SETHI AS CHAIRMAN & MANAGING DIRECTOR:

General information		
1. Nature of Industry	Rubber and Rubber Products: The Company is engaged in the business of manufacturing of Rubber V Belts that are used in several industrial, agriculture and automotive applications. It is fastest emerging global leader in the field of mechanical power transmissions.	
2. Date or expected date of commencement of commercial production	The company commenced its operation in 1981.	
3. In case of new companies, expected date of commencement of activities as per project approved by Financial Institution appearing in the prospectus	Not applicable as the company is an existing company.	
4. Financial Performance based on given indicators	Financial year 2022-23 (Rs in lakh)	Financial year 2021-22 (Rs in lakh)
Total income	46,391.46	42,501.77
Profit / (Loss) before tax	7,404.63	8,421.96
Net profit after taxation	5,539.15	6,201.76
5. Export performance and net foreign exchange earned	FOB Value of Exports: (Rs In Lakhs)	
	Financial Year	Amount
	F.Y. 2022-23	25,025.12
	F.Y. 2021-22	23,920.42
	F.Y. 2020-21	18,483.22

General information	
6. Foreign investments or collaborators, if any.	During the financial year 2022-2023, the company did not undertake any new Foreign Investment or Collaboration.
Information about Appointee	
1. Information about appointee	Mr. Amarpal Sethi, I.sc, aged 73 years with more than Fifty-three years manufacturing experience and expertise in the field of mechanical power transmissions. By virtue of his intricate knowledge of the manufacturing process, he has been able to further streamline the company's operations. Furthermore, Mr. Amarpal Sethi has been instrumental in setting vision for the Company and creating the necessary infrastructure to achieve the same. He has been re-appointed as Chairman and Managing Director of the company for three years effective from 1.4.2024 to 31.3.2027.
2. Past Remuneration	Salary scale of Rs 15 lacs to Rs. 25 Lacs per month for the period from 1.4.2021 till 31.03.2024 along with perquisites such as LTA, Medical Reimbursement, Ex-gratia and leave salary, Car, Contribution to PF and Gratuity, Housing, Personal Accident Insurance etc.
3. Recognition or Awards	Mr. Amarpal Sethi has introduced several initiatives across the Board that has helped to improve the efficiency of the Company, be it in the form of plant modernization or growth in sales. The quality of the Company's products is best in the world. Moreover, the company has been recipient of several awards from the Ministry of Commerce because of its stellar Export performance.
4. Job Profile and his Suitability	Being the Chairman & Managing Director, Mr. Amarpal Sethi plays an active role in managing the affairs of the Company in accordance with the directive provided by Board of Directors of the Company. He has been working with the Company for Forty two years in senior position, and has also been the Managing Director from the very beginning and is well suited to continue as Chairman & Managing Director, Since his appointment as Chairman & Managing Director, he has successfully overseen several expansion projects both backward and forward integration. Under his stewardship the Company has commissioned a state of art centralized mixing facility, a world class plant for manufacturing transmissions belts equipped with sophisticated automated machinery and Logistic Hub for centralized control/dispatch of inventories.
5. Remuneration proposed	Proposed Remuneration in the scale of Rs 15 Lacs to Rs 25 Lacs per month along with perquisites such as LTA, Medical Reimbursement, Ex-gratia, Retirement bonus, leave salary, Car, Contribution to PF and Gratuity, Housing, Personal Accident Insurance etc.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is commensurate with size and nature of business of the company and the huge responsibility the appointee has in carrying the activities of the company. Given the size, complexity and nature of business, the remuneration proposed to be paid to the Chairman & Managing Director is in line with the other similar companies.

General information	
7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Except the payment of remuneration for his service as Chairman & Managing Director, as approved and detailed hereinabove, he has no other pecuniary relationship with the company. Mr. Amarpal Sethi is holding 1033029 equity shares in the company which is 7.58 % of the total subscribed Equity Capital.
Other Information	
1. Reasons of loss or inadequate profits	Not applicable
2. Steps taken or proposed to be taken for improvement:	Not applicable
3. Expected increase in productivity in profits in measurability terms	Not applicable

STATEMENT CONTAINING INFORMATION PURSUANT TO SECTION –II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 IN RESPECT OF RESOLUTION FOR RE-APPOINTMENT OF Mr. SUKHPAL SINGH SETHI AS WHOLE TIME DIRECTOR

General information													
1. Nature of Industry	Rubber and Rubber Products: The Company is engaged in the business of manufacturing of Rubber V Belts that are used in several industrial, agriculture and automotive applications. It is fastest emerging global leader in the field of mechanical power transmissions.												
2. Date or expected date of commencement of commercial production	The company commenced its operation in 1981.												
3. In case of new companies, expected date of commencement of activities as per project approved by Financial Institution appearing in the prospectus	Not applicable as the company is an existing company.												
4. Financial Performance based on given indicators	<table border="1"> <thead> <tr> <th></th> <th>Financial year 2022-23 (Rs in lakh)</th> <th>Financial year 2021-22 (Rs in lakh)</th> </tr> </thead> <tbody> <tr> <td>Total income</td> <td align="right">46,391.46</td> <td align="right">42,501.77</td> </tr> <tr> <td>Profit / (Loss) before tax</td> <td align="right">7,404.63</td> <td align="right">8,421.96</td> </tr> <tr> <td>Net profit after taxation</td> <td align="right">5,539.15</td> <td align="right">6,201.76</td> </tr> </tbody> </table>		Financial year 2022-23 (Rs in lakh)	Financial year 2021-22 (Rs in lakh)	Total income	46,391.46	42,501.77	Profit / (Loss) before tax	7,404.63	8,421.96	Net profit after taxation	5,539.15	6,201.76
	Financial year 2022-23 (Rs in lakh)	Financial year 2021-22 (Rs in lakh)											
Total income	46,391.46	42,501.77											
Profit / (Loss) before tax	7,404.63	8,421.96											
Net profit after taxation	5,539.15	6,201.76											
5. Export performance and net foreign exchange earned	<table border="1"> <thead> <tr> <th colspan="2">FOB Value of Exports: (Rs in Lacs)</th> </tr> <tr> <th></th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>F.Y. 2022-23</td> <td align="right">25,025.12</td> </tr> <tr> <td>F.Y. 2021-22</td> <td align="right">23,920.42</td> </tr> <tr> <td>F.Y. 2020-21</td> <td align="right">18,483.22</td> </tr> </tbody> </table>	FOB Value of Exports: (Rs in Lacs)			Amount	F.Y. 2022-23	25,025.12	F.Y. 2021-22	23,920.42	F.Y. 2020-21	18,483.22		
FOB Value of Exports: (Rs in Lacs)													
	Amount												
F.Y. 2022-23	25,025.12												
F.Y. 2021-22	23,920.42												
F.Y. 2020-21	18,483.22												
6. Foreign investments or collaborators, if any.	During the financial year 2022-23, the company did not undertake any new Foreign Investment or Collaboration.												

Information about Appointee	
1. Information about appointee	Mr. Sukhpal Singh Sethi, I.sc, aged 82 years with more than sixty-five years working experience in professionally managed company engaged in automobile industry. His long standing experience in automobile industry is useful to the company. Mr.Sukhpal Singh Sethi has successfully and in sustained way contributed significantly towards improvement and growth of the company. He has been re-appointed as Whole-time Director of the company for three years effective from 1.4.2024 to 31.3.2027.
2. Past Remuneration	Salary in the scale of Rs 14.00 lacs to Rs 20.00 lacs per month for the period from 1.4.2021 till 31.03.2024 along with perquisites such as LTA, Medical Reimbursement, Ex-gratia and leave salary, Car, Contribution to PF and Gratuity, Housing, Personal Accident Insurance etc.
3. Recognition or Awards	Excels in administrative skills, his contributions has helped the company in cost-savings, which resulted in increased margins.
4. Job Profile and his Suitability	<p>Being the Whole-time Director, he is overall in charge of the administration & procurement subject to superintendence control and direction of the Board of Directors of the Company.</p> <p>He has been working with the Company for Forty two years in senior position, and has also been the Whole-time Director from the very beginning and is well suited to continue as Whole-time Director.</p>
5. Remuneration proposed	Proposed Remuneration in the scale of Rs 14.00 lacs to Rs 20.00 lacs per month along with perquisites such as LTA, Medical Reimbursement, Ex-gratia and leave salary Car, Contribution to PF and Gratuity, Housing, Personal Accident Insurance etc.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is commensurate with the size and nature of business of the company and the huge responsibility the appointee has in carrying the activities of the Company. Given the size, complexity and nature of business, the remuneration proposed to be paid to the Whole time Director is in line with the other similar companies.
7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Except the payment of remuneration for his service as Whole time Director, as approved and detailed hereinabove, he has no other pecuniary relationship with the company. Mr. Sukhpal Singh Sethi is holding 866042 equity shares in the company which is 6.36% of the total subscribed Equity Capital.

Other Information	
1 Reasons of loss or inadequate profit	Not applicable
2 Steps taken or proposed to be taken for improvement	Not applicable
3 Expected increase in profitability in profits in measurability terms	Not applicable

STATEMENT CONTAINING INFORMATION PURSUANT TO SECTION –II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 IN RESPECT OF RESOLUTION FOR RE-APPOINTMENT OF Mr. SONEPAL SETHI AS JOINT MANAGING DIRECTOR

General information		
1. Nature of Industry	Rubber and Rubber Products: The Company is engaged in the business of manufacturing of Rubber V Belts that are used in several industrial, agriculture and automotive applications. It is fastest emerging global leader in the field of mechanical power transmissions.	
2. Date or expected date of commencement of commercial production	The company commenced its operation in 1981.	
3. In case of new companies, expected date of commencement of activities as per project approved by Financial Institution appearing in the prospectus	Not applicable as the company is an existing company.	
4. Financial Performance based on given indicators	Financial year 2022-23 (Rs in lakh)	Financial year 2021-22 (Rs in lakh)
Total income	46,391.46	42,501.77
Profit / (Loss) before tax	7,404.63	8,421.96
Net profit after taxation	5,539.15	6,201.76
5. Export performance and net foreign exchange earned	FOB Value of Exports: (Rs in Lacs)	
	Amount	Amount
	F.Y. 2022-23	25,025.12
	F.Y. 2021-22	23,920.42
	F.Y. 2020-21	18,483.22
6. Foreign investments or collaborators, if any.	During the financial year 2022-23, the company did not undertake any new Foreign Investment or Collaboration.	

Information about Appointee	
1. Information about appointee	Mr. Sonopal Sethi, B.Sc. Grad PRI (UK) aged 58 years with more than Thirty six years working experience in professionally managed company engaged in automobile industry. His long-standing experience in automobile industry is useful to the company. Mr. Sonopal Sethi has successfully and in sustained way contributed significantly towards improvement and growth of the company. He has been re-appointed as Joint Managing Director of the company for three years effective from 1.4.2024 to 31.3.2027.
2. Past Remuneration	Salary in the scale of Rs 14.00 lacs to Rs 20.00 lacs per month for the period from 1.4.2021 till 31.03.2024 along with perquisites such as LTA, Medical Reimbursement, Ex-gratia and leave salary, Car, Contribution to PF and Gratuity, Housing, Personal Accident Insurance etc.
3. Recognition or Awards	Mr. Sonopal Sethi has introduced better methods of management in the procurement of materials and export sales. The company's quality in the V belts products is best in the world. The company has been receiving best export award from the Ministry Of Commerce for the excellent performance in exports.
4. Job Profile and his Suitability	Being the Joint Managing Director, he is overall in charge of the affairs of export sales, Business Development, procurement subject to superintendence control and direction of the Board of Directors of the Company. He has been working with the Company for Thirty two years in senior position, and has also been the Joint Managing Director from the very beginning and is well suited to continue as Joint Managing Director, since his appointment as Joint Managing Director, he has successfully overseen export sales, quality and procurement of raw materials.
5. Remuneration proposed	Proposed Remuneration in the scale of Rs 14.00 lacs to Rs 20.00 lacs per month along with perquisites such as LTA, Medical Reimbursement, Ex-gratia and leave salary Car, Contribution to PF and Gratuity, Housing, Personal Accident Insurance etc.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is commensurate with the size and nature of business of the company and the huge responsibility the appointee has in carrying the activities of the Company. Given the size, complexity and nature of business, the remuneration proposed to be paid to the Joint Managing Director is in line with the other similar companies.
7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Except the payment of remuneration for his service as Joint Managing Director, as approved and detailed hereinabove, he has no other pecuniary relationship with the company. Mr. Sonopal Sethi is holding 1520700 equity shares in the company which is 11.16% of the total subscribed Equity Capital.

Other Information	
1 Reasons of loss or inadequate profit	Not applicable
2 Steps taken or proposed to be taken for improvement	Not applicable
3 Expected increase in profitability in profits in measurability terms	Not applicable

STATEMENT CONTAINING INFORMATION PURSUANT TO SECTION –II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 IN RESPECT OF RESOLUTION FOR RE-APPOINTMENT OF Mr. KARANPAL SETHI AS WHOLE TIME DIRECTOR & CFO

General information		
1. Nature of Industry	Rubber and Rubber Products: The Company is engaged in the business of manufacturing of Rubber V Belts that are used in several industrial, agriculture and automotive applications. It is fastest emerging global leader in the field of mechanical power transmissions.	
2. Date or expected date of commencement of commercial production	The company commenced its operation in 1981.	
3. In case of new companies, expected date of commencement of activities as per project approved by Financial Institution appearing in the prospectus	Not applicable as the company is an existing company.	
4. Financial Performance based on given indicators	Financial year 2022-23 (Rs in lakh)	Financial year 2021-22 (Rs in lakh)
Total income	46,391.46	42,501.77
Profit / (Loss) before tax	7,404.63	8,421.96
Net profit after taxation	5,539.15	6,201.76
5. Export performance and net foreign exchange earned	FOB Value of Exports: (Rs in Lacs)	
	Amount	Amount
	F.Y. 2022-23	25,025.12
	F.Y. 2021-22	23,920.42
	F.Y. 2020-21	18,483.22
6. Foreign investments or collaborators, if any.	During the financial year 2022-23, the company did not undertake any new Foreign Investment or Collaboration.	

Information about Appointee	
1. Information about appointee	<p>Mr. Karanpal Sethi, B.Sc. (Finance & Accounting), USA, aged 38 years has more than 18 years of professional experience in the Mechanical and Fluid Power Transmissions industry.</p> <p>Mr. Karanpal Sethi's primary activities include monitoring the financial performance of the Company strategic planning, risk management as well as overseeing the financial operations of our subsidiary companies. Armed with a global perspective, Mr. Karanpal Sethi is instrumental in ensuring that the best financial practices are followed throughout the entire PIX Group.</p> <p>He has been re-appointed as Whole-time Director & CFO of the company for three years effective from 1.4.2024 to 31.3.2027.</p>
2. Past Remuneration	<p>Salary in the scale of of Rs 14.00 lacs to Rs 20.00 lacs per month for the period from 1.4.2021 till 31.03.2024 along with perquisites such as LTA, Medical Reimbursement, Ex-gratia and leave salary, Car, Contribution to PF and Gratuity, Housing, Personal Accident Insurance etc.</p>
3. Recognition or Awards	<p>Mr. Karanpal Sethi has introduced several continual improvement initiatives across the organization that has helped to improve the overall performance of the Company, resulting in an increase in turnover and profitability.</p>
4. Job Profile and his Suitability	<p>Being the Whole-time Director, he is overall in charge of the Finance and Accounts and legal and statutory compliances subject to superintendence control and direction of the Board of Directors of the Company. He has been working with the Company since last Seventeen years in senior position, and is well suited to continue as Whole-time Director.</p>
5. Remuneration proposed	<p>Proposed Remuneration in the scale of Rs 14.00 lacs to Rs 20.00 lacs per month along with perquisites such as LTA, Medical Reimbursement, Ex-gratia and leave salary Car, Contribution to PF and Gratuity, Housing, Personal Accident Insurance etc.</p>
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	<p>The proposed remuneration is commensurate with the size and nature of business of the company and the huge responsibility the appointee has in carrying the activities of the Company. Given the size, complexity and nature of business, the remuneration proposed to be paid to the Whole time Director is in line with the other similar companies.</p>
7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	<p>Except the payment of remuneration for his service as Whole time Director, as approved and detailed hereinabove, he has no other pecuniary relationship with the company. Mr. Karanpal Sethi is holding 970805 equity shares in the company which is 7.13 % of the total subscribed Equity Capital.</p>

OTHER INFORMATION	
1. Reasons of loss or inadequate profit	Not applicable
2. Steps taken or proposed to be taken for improvement	Not applicable
3. Expected increase in profitability in profits in measurability terms	Not applicable

STATEMENT CONTAINING INFORMATION PURSUANT TO SECTION –II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 IN RESPECT OF RESOLUTION FOR RE-APPOINTMENT OF Mr. JOE PAUL AS WHOLE TIME DIRECTOR

General information		
1. Nature of Industry	Rubber and Rubber Products: The Company is engaged in the business of manufacturing of Rubber V Belts that are used in several industrial, agriculture and automotive applications. It is fastest emerging global leader in the field of mechanical power transmissions.	
2. Date or expected date of commencement of commercial production	The company commenced its operation in 1981.	
3. In case of new companies, expected date of commencement of activities as per project approved by Financial Institution appearing in the prospectus	Not applicable as the company is an existing company.	
4. Financial Performance based on given indicators	Financial year 2022-23 (Rs in lakh)	Financial year 2021-22 (Rs in lakh)
Total income	46,391.46	42,501.77
Profit / (Loss) before tax	7,404.63	8,421.96
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	F.Y. 2022-23	25,025.12
	F.Y. 2021-22	23,920.42
	F.Y. 2020-21	18,483.22
6. Foreign investments or collaborators, if any.	During the financial year 2022-23, the company did not undertake any new Foreign Investment or Collaboration.	

Information about Appointee	
1. Information about appointee	<p>Mr. Joe Paul, B.Com. MIRPM aged 62 years with more than Forty Three years in factory management operations and human resource. By virtue of his intricate knowledge of the production output, factory management he has been able to further streamlines the company's operations. Furthermore Mr. Joe Paul has been instrumental in setting vision for the Company and creating the necessary infrastructure to achieve the same.</p> <p>He has been re-appointed as Whole-time Director of the company for three years effective from 1.4.2024 to 31.3.2027.</p>
2. Past Remuneration	<p>Salary in the scale of of Rs 10.00 lacs to Rs 15.00 lacs per month for the period from 1.4.2021 till 31.03.2024 along with perquisites such as LTA, Medical Reimbursement, Ex-gratia and leave salary, Car, Contribution to PF and Gratuity, Housing, Personal Accident Insurance etc.</p>
3. Recognition or Awards	<p>Mr. Joe Paul has introduced several initiatives across the Board that has helped to improve the efficiency of the Company, be it in the form increase in turnover and profitability of the company and improvement in employee relationship and industrial relations.</p>
4. Job Profile and his Suitability	<p>Being the Whole time Director, Mr. Joe Paul plays an active role in managing the affairs of the Company in accordance with the directive provided by Board of Directors of the Company. He has been working with the Company for last 26 year in senior position, and has also been the Whole-time Director since last 18 years and is well suited to continue as Whole-time Director, Since his appointment as Whole-time Director, he has successfully achieved the production targets, factory management operations and maintained better employee relationship.</p>
5. Remuneration proposed	<p>Proposed Remuneration in the scale of Rs 10.00 lacs to Rs 18.00 lacs per month along with perquisites such as LTA, Medical Reimbursement, Ex-gratia and leave salary Car, Contribution to PF and Gratuity, Housing, Personal Accident Insurance etc.</p>
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	<p>The proposed remuneration is commensurate with the size and nature of business of the company and the huge responsibility the appointee has in carrying the activities of the Company. Given the size, complexity and nature of business, the remuneration proposed to be paid to the Whole time Director is in line with the other similar companies.</p>
7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	<p>Except the payment of remuneration for his service as Whole time Director, as approved and detailed hereinabove, he has no other pecuniary relationship with the company. Mr. Joe Paul is holding 31061 equity shares in the company which is 0.23% of the total subscribed Equity Capital.</p>

Other Information	
1. Reasons of loss or inadequate profit	Not applicable
2. Steps taken or proposed to be taken for improvement	Not applicable
3. Expected increase in profitability in profits in measurability terms	Not applicable

ITEM NO. 6 – CONTINUATION OF MR. JOSE JACOB AS INDEPENDENT DIRECTOR BEYOND 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 of the Company held on July 24, 2019.

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.

As Mr. Jose Jacob(DIN 00128988), will be attaining age of Seventy-five (75) years by June 11, 2024, hence in order to comply with the provision of Regulation 17 (1A) of the "SEBI Listing Regulations", prior approval of shareholders by way of a Special Resolution is sought for continuation of directorship of Mr. Jose Jacob(DIN 00128988), as the Non-Executive and Independent Director of the Company.

Nomination & Remuneration Committee at its meeting held on February 9, 2024, has recommended the continuation of Directorship of Mr. Jose Jacob(DIN 00128988) as non-executive Independent Director, beyond the age of 75 years in his current tenure.

Considering the vast knowledge, acumen, expertise and performance of Mr. Jose Jacob (DIN 00128988), 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.

Mr. Jose Jacob (DIN 00128988), continues to qualify to the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 read with rules framed thereunder and Regulation 16(1)(b) of the ("SEBI Listing Regulations").

Other than Mr. Jose Jacob (DIN 00128988), none of the directors and/or key managerial personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in said resolution, except to the extent of their respective shareholding, if any, in the Company.

Mr. Jose Jacob is not disqualified from being appointed as Director in terms of Section 164 of the Act and also not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The Board recommends resolution set forth in this Notice at Item No. 6 for approval of members by way of Special Resolution.

PARTICULARS OF DIRECTOR SEEKING CONTINUATION OF APPOINTMENT AS REQUIRED TO BE FURNISHED UNDER 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of the Director	Mr. Jose Jacob
DIN	00128988
Brief Resume of the Director	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.
Expertise in specific functional area	Administration & Compliance
Shareholding in the Company (including shareholding as a beneficial owner)	NIL
Directorships held in other bodies corporate as at date of this notice.	NIL
Membership / Chairmanships of committees of other companies as at date of this notice.	NIL
Inter se relationship with other Directors and Key Managerial Personnel	Mr. Jose Jacob is not related to any Director
Skills and capabilities required for the role	Leadership, Integrity & Planning
Manner in which the proposed person meets such requirements	His leadership and planning skills adds value and enriched point of view during Board discussions and decision making.

For and on behalf of the Board of Directors

Place : Mumbai
Date : 9th February, 2024

Amarpal Sethi
Chairman & Managing Director

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