



PIX

Power Transmission Solutions

Driving growth!

PIX Transmissions Limited

Corporate Office: Unit-1208, 12th Floor, One BKC,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051. Maharashtra India.
Tel.: 91-22- 6138 3000. Fax : +91-22-6138 3025
E-mail : info.corp@pixtrans.com
Website :www.pixtrans.com

Date: 23/09/2025

To,
Mr. Thakur Gobindram Hotchandani
DIN: 00578526
Thane, Maharashtra, India.

Dear Sir,

Sub: Appointment as an Independent Director on the Board of **Pix Transmissions Ltd.,**
("the Company")

We are pleased to inform you that the members of the Company at their 43rd Annual General Meeting held on 26th July 2025 have approved your appointment as an Independent Director on the Board of the Company with effect from 23rd September 2025.

We warmly welcome you on the Board of Directors and this letter sets out terms of your appointment as an Independent Director of the Company.

1. Appointment

Your appointment shall be for a period of 5 consecutive years effective from 23rd September 2025. Your appointment shall be valid subject to compliance with the provisions of the Companies Act, 2013 and other applicable laws. As an Independent Director you will not be liable to retire by rotation.

2. Board level committees

In line with applicable provisions and for administrative convenience the Board has formed five committees namely (i) Audit Committee (ii) Nomination & Remuneration Committee (iii) Stakeholders Relationship Committee (iv) CSR Committee; and (v) Risk Management Committee.

Further, on the receipt of your consent in this regard, the Board has inducted you as a member of the Risk Management Committee of the Company w.e.f 23rd September, 2025.



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3. Role & duties

- a. Your role and duties as an Independent Director would be as provided in the Companies Act, 2013 read with other applicable laws / rules / agreements.
- b. There are certain duties prescribed for all Directors, which are fiduciary in nature. As member of the Board you along with the other Directors will be collectively responsible for such duties as under:
 - i. You shall always act in accordance with the articles of the company.
 - ii. You shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
 - iii. You shall exercise your duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
 - iv. You shall not involve in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
 - v. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners, or associates.
 - vi. You shall not assign your office and any assignment so made shall be void.
- c. As an Independent Director you shall abide by the Code of Independent Director as enumerated under Schedule IV of the Companies Act, 2013. For your reference Schedule IV is attached herewith this letter.
- d. You shall not hold office as an Independent Director in more than seven listed entities at any given time. Notwithstanding the foregoing, in the event that you are appointed as a Whole-Time Director or Managing Director in any listed entity, you shall not serve as an Independent Director in more than three listed entities.



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- e. As an Independent Director you shall provide guidance in the area of your expertise. You are expected to devote sufficient time for the performance of role and duties as an Independent Director.

4. Confidentiality

You are expected to maintain the confidentiality of the proceedings of the Board and Committee meetings. You shall not disclose confidential information in your possession unless expressly approved by the Board or required under any law.

5. Code of Conduct

The Company has in place a Code of Conduct to be observed by Directors and Senior Employees. The Code of Conduct is also placed on the Company's web site. As a Director, you are required to comply with company's Code of Conduct. For your reference the Code of Conduct is attached herewith this letter.

6. Inspection of the terms and conditions of appointment

The terms and Conditions of your appointment as an Independent Director are open for inspection by any member at the Registered Office of the Company during normal business hours and the same will also be posted on the Company's website, in terms of Clause IV(5) and (6) of Schedule-IV of the Companies Act, 2013.

7. Remuneration

As a Non- Executive Director, you shall be paid sitting fee for attending the meetings. At present, sitting fee is Rs.25,000/- per meeting.

Kindly confirm your acceptance by signing and returning a copy of this letter to the company.

Yours truly,
FOR PIX TRANSMISSIONS LTD

AMARPAL SETHI
Chairman & Managing Director

