

# PIX

**PIX Transmissions Limited**



**33rd Annual Report  
2014-15**

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<b>Board of Directors:</b>	Mr. Amarpal Sethi (Chairman & Managing Director) Mr. Sonopal Sethi (Joint Managing Director) Mr. Rishipal Sethi (Joint Managing Director) Mr. Sukhpal Singh Sethi Mr. Karanpal Sethi Mr. Joe Paul Mr. Mohammed Adil Ansari (W.E.F. 12/07/2014) Ms. Shirley Paul (W.E.F. 12/07/2014) Mr. Hareesh Eidnani Mr. Pradeep Havnur Mr. Aqueel A. Mulla Mr. Prakashchand Khasgiwala (W.E.F. 20/09/2014) Mr. Nigel Savio Lobo (W.E.F. 20/09/2014) Dr. Manoj Mohan Sajnani (W.E.F. 15/12/2014)
<b>Company Secretary:</b>	Mr. Shybu Varghese
<b>Auditors:</b>	M/s. S. C. Bandi & Company Chartered Accountants, Mumbai
<b>Bankers:</b>	1. State Bank of Hyderabad 2. State Bank of India
<b>Registered Office &amp; Works:</b>	
<b>(UNIT No. 1)</b>	J-7, M.I.D.C., Hingna Road, Nagpur - 440 016 Tel.: (07104) 669000, Fax: (07104) 669007/8 Website:www.pixtrans.com, Email: cosecretary@pixtrans.com
<b>(UNIT No. 2)</b>	K-36, K-37 & K-38, MIDC, Hingna Road, Nagpur-440 016
<b>(UNIT No. 3)</b>	Khasra No.25, 45, 46/1, 46/2, 47 & 48 Mouza Nagalwadi, Tehsil — Hingna, Nagpur-440016
<b>(UNIT No. 4)</b>	Khasra No.57, Mouza Nagalwadi, Tehsil — Hingna, Nagpur-440016
<b>Mumbai Office:</b>	Pals Building, 1st Floor, 1st Road, TPS IV, Bandra — [W], Mumbai — 400 050 TEL.: (022) 26404556 / 26402229 FAX: (022) 26402225
<b>Share Transfer Agent:</b>	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (W), Mumbai — 400 078 E-mail: isrl@linkintime.co.in

**NOTICE**

Notice is hereby given that the THIRTY THIRD ANNUAL GENERAL MEETING of PIX TRANSMISSIONS LIMITED will be held at the Registered Office of the company at J-7, MIDC, Hingna Road, Nagpur at 9.30 a.m. on Wednesday the 23rd September, 2015 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, 2015 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, 2015.
3. To appoint a Director in place of Mr. Amarpal Sethi (DIN: 00129462), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Rishipal Sethi (DIN: 00129304), who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Mr. Karanpal Sethi (DIN: 01711384), who retires by rotation and being eligible offers himself for re-appointment.
6. To appoint M/s. S.C. Bandi & Co., Chartered Accountants (Firm Registration No; 130850W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion of next Annual General Meeting to be held after this meeting, and to fix their remuneration for the financial year ending 31st March, 2016.

**SPECIAL BUSINESS**

7. To consider and if thought fit to pass with or without modification 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), approval of the Company 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, 2015 to 31st March, 2018 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: 00129462), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To consider and if thought fit, to pass, with or without modification(s), 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), approval of the Company 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, 2015 to 31st March, 2018 even though he has attained age of 73 years, 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), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. To consider and if thought fit, to pass with or without modification(s), 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), approval of the Company 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, 2015 to 31st March, 2018 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), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as an 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), approval of the Company be and is hereby accorded for the re-appointment of Mr. Karanpal Sethi (DIN: 01711384) as Whole Time Director of the Company, for a period of 3 (three) years with effect from 1st April, 2015 to 31st March, 2018 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), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary 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), approval of the Company 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, 2015 to 31st March, 2018 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), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, read with Schedule IV to the said Act, Mr. Aqueel Ahmed Mulla (DIN; 00129064) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st March, 2015 to hold office up to the date of AGM, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 23rd September, 2015."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

**Place: Mumbai**  
**Dated: 29.05.2015**

**Sonepal Sethi**  
**Joint Managing Director**

**Notes:**

1. **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.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
3. Register of Members and the transfer books of the Company will remain closed from Wednesday 16th September, 2015 to Wednesday 23rd September, 2015 (Both days inclusive).
4. The Dividend for the financial year ended 31st March, 2015, as recommended by the Board, if approved by the Members, will be paid on or after Wednesday, 23rd September, 2015 to those Members whose names appear in the Register of Members of the Company as on the book closure dates.
5. 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 with the Company can now register the same by submitting a duly filled in 'E-Communication Registration Form, available on the website of the Company [www.pixtrans.com](http://www.pixtrans.com), 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. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
6. The Notice of AGM and Annual Report are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s), unless the members have requested for a hard copy of the same. The physical copy of the Notice of AGM and Annual Report are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s).
7. 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 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 Wednesday, 16th September, 2015, 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, 20th September, 2015 and will end at 5.00 p.m. on Tuesday, 22nd September, 2015. The Company has appointed Mr. Sahib Chauhan, practicing Chartered Accountant, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.



8. 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.
9. 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.

**Procedure for E-Voting:**

The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

**A. In case of members receiving e-mail:**

If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.

- i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii) Click on "Shareholders" tab to cast your votes.
- iii) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- iv) Now, fill up the following details in the appropriate boxes:

	For members holding shares in demat form	For members holding shares in physical form
<b>User ID</b>	For NSDL: 8 character DP ID followed by 8 digits client ID	Folio number registered with the Company
	For CDSL: 16 digits beneficiary ID	
<b>PAN*</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both Demat shareholders as well as physical shareholders)	
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
<b>Dividend Bank Details#</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

\* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <Default Number> in the PAN Field. The default No. will be first two letters of shareholder's name followed by eight digit folio number, if folio number is less than eight digits then remaining digits should be padded with relevant number of 0(zero) from the left. For instance if your name is Rajesh Kumar and folio no is R101 then default No. will be RA0000R101.

# Please enter any one of the details in order to login.

- v) After entering these details appropriately, click on "SUBMIT" tab.
- vi) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in Demat form will now reach "Password Creation" menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %& \*). It is strongly recommended not to share your password with any other person and take utmost care to keep your password

confidential. Kindly note that this changed password is to be also used by the Demat holders while voting for resolutions of the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.

**Procedure for E-Voting:**

- vii) Click on the relevant EVSN on which you choose to vote.
- viii) On the voting page, you will see resolution description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- ix) Click on the "Resolutions File Link" if you wish to view the entire resolutions.
- x) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

**B. In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/depository participant(s) or requesting physical copy]:**

Please follow all steps from sl. no. (ii) to S. No. (xi) above, to cast vote.

- C. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the board resolution in PDF format in the system for the scrutinizer to verify the vote.
- D. The voting period begins on Sunday, 20th September, 2015 at 9.00 a.m. and ends on Tuesday, 22nd September, 2015 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in Dematerialized form, as on Wednesday, 16th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- E. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- F. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the company.
- 10. 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.
- 11. 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.



**Procedure for E-Voting:**

12. 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 September 18th, 2014 (date of last Annual General Meeting) on the website of the Company ([www.pixtrans.com](http://www.pixtrans.com)), as also on the website of the Ministry of Corporate Affairs.
13. Members desiring any information relating to the accounts are requested to write to the Company at least one week in advance before the meeting, so as to enable the management to keep the information ready.
14. Information pursuant to Clause 49 of the Listing Agreement for Appointment/Re-appointment of Directors

Name of Directors	Date of Birth	Date of Appointment	Qualification	Directorship in other companies incorporated in India	Chariman / member of other committees of comapnies
Amarpal Sethi	29.12.1950	22.07.1981	I.Sc	No	No
Sukhpal Singh Sethi	11.06.1942	31.03.1993	I.Sc	No	No
Sonepal Sethi	16.09.1966	01.04.1989	B.Sc. Grad Pri(UK)	No	No
Karanpal Sethi	19.08.1986	01.06.2009	B.Sc. Fin. & Acct.(USA)	No	No
Rishipal Sethi	15.06.1973	29.12.2004	B.Sc. Elec. Engg. (USA)	No	No
Joe Paul	08.03.1962	01.05.2000	B.Com, MIRPM	No	No
Aqueel Ahmed Mulla	01.06.1963	01.03.2015	B.Com, LL.M. F.C.S.	No	No

**EXPLANATORY STATEMENT  
(Pursuant to section 102 of the Companies Act, 2013)**

As required by section 102 of the Companies Act 2013, (The Act), the following explanatory statements set out all material facts relating to the business mentioned under item number;

**ITEM NO. 7 to 11 RE-APPOINTMENT OF EXECUTIVE DIRECTORS:**

At the 30th Annual General Meeting of the company held on 26th September, 2012, the members of the company had re-appointed Mr. Amarpal Sethi , Mr. Sonopal Sethi , Mr. Sukhpal Singh Sethi , Mr. Joe Paul and Mr. Karanpal Sethi as Executive Directors for a period of three years commencing on and from 1st April , 2012 and ending on 31st March , 2015 .

The Board of Directors of the Company at its meeting held on 29th May, 2015 on due recommendation of the Nomination and Remuneration Committee held on 29th May, 2015 have re-appointed and fixed the maximum remuneration payable by way of salary to following Directors, for a period of 3 (three) years from the expiry of their present term i.e. from 1st April 2015, to 31st March 2018.

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

\* Mr. Sukhpal Singh Sethi aged 73 is being re-appointed as Whole-time Director for a period of 3 years form 1st April, 2015 to 31st March, 2018.

As per the requirements of schedule V 1(c) of the Companies Act, 2013 if a Managing Director or Whole-time Director has attained the age of 70 years then his 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. Sukhpal Singh Sethi will require approval of members by passing a Special Resolution.

As per the requirements of Schedule V Part II Section II (A) the company is entitled to pay remuneration to the managerial personnel not exceeding the limit of Rs.60 Lacs based on effective capital of the company as minimum remuneration. As the company is proposed to pay remuneration to Amarpal Sethi, Sukhpal Singh Sethi, Sonopal Sethi and Karanpal Sethi almost double 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 for each of them.

**Nature of duties:**

Name of the Directors	No of years of Experience	Nature of duties
Amarpal Sethi	43	Looks after overall operations and administration of the company
Sonopal Sethi	26	Looks after export sales, imports and raw material procurement.
Sukhpal Singh Sethi	55	Looks after Administration
Joe Paul	33	Looks after production, plant operations & Industrial relations.
Karanpal Sethi	8	Looks after Accounts & Finance.

**Remuneration:**

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

**Salary:**

<b>Name of Directors</b>	<b>Salary Scale ( Per month )</b>
Amarpal Sethi	Rs 5.50 lacs to Rs 10.00 lacs
Sonepal Sethi	Rs 5.00 lacs to Rs 9.00 lacs
Sukhpal Singh Sethi	Rs 5.00 lacs to Rs 9.00 lacs
Joe Paul	Rs 3.50 lacs to Rs 5.00 lacs
Karanpal Sethi	Rs 5.00 lacs to Rs 9.00 lacs

**Perquisites:**

No change in the perquisites and other benefits payable .The perquisites and benefits would be as per resolution passed at the 30th Annual General Meeting of the Company. The perquisites payable to the executive directors would be as under.

**Contribution to Provident Fund:**

The Company shall pay contribution to provident fund and pension fund during the period of tenure of executive director.

**Payment of Gratuity:**

The company shall pay gratuity (15 days average salary for completed years of service) however the gratuity amount should not be paid exceeding `1000000/- (Rupees Ten lacs only)

**Ex-Gratia:**

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

**Other Perquisites:****Housing:**

Furnished accommodation will be provided to the executive director by the company during the period of his association with the company

**Car:**

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

**Medical reimbursement:**

The company shall allow reimbursement of medical expenses of the executive directors, spouse and dependent children

**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 policy of the company.

**Personal accident Insurance:**

The Company shall pay premium of ` 5000/- p.a. towards accident insurance of the executive Director of the company.

**Minimum Remuneration:**

Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration payable will be in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013, as may be amended from time to time.

In the event of any increase in the limits of the emoluments, benefits and perquisites payable in accordance with the laws, policies, rules, regulations or guidelines in force from time to time, the Company may, in its discretion, increase the remuneration payable to them, subject to obtaining such approvals as may be required.

**Sitting Fees:**

No sitting fees will be paid to the appointees for attending the meeting of the Board of Directors or committee thereof of the Company.

**Other Terms:**

- a. The Directors shall not become interested or otherwise be concerned directly or through their spouse and/or minor children in any selling agency of the Company without the prior approval of the Central Government.
- b. The Directors shall be entitled to re-imbusement of all actual traveling, lodging & boarding expenses and entertainment expenses reasonably incurred in connection with the business of the Company.
- c. 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.

**STATEMENT CONTAINING INFORMATION PURSUANT TO SECTION –II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 IN RESPECT OF RESOLUTION SPECIFIED IN ITEM NO.7 FOR AMARPAL SETHI.**

**General Information**

Name of the Directors	Nature of duties	
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.	
Date or expected date of commencement of commercial production	The company commenced its operation in 1981.	
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.	
Financial Performance based on given indicators	Financial year 2014-15 (₹ in lakh)	Previous year 2013-14 (₹ in lakh)
Total income	20565.37	19759.36
Profit / (Loss) before tax	602.43	667.42
Net profit after taxation	344.87	763.43

Name of the Directors	Nature of duties	
Export performance and net foreign exchange earned	FOB Value of Exports: (₹ In Lakhs)	
	Financial Year	Amount
	F.Y. 2014-15	9494.11
	F.Y. 2013-14	9285.60
	F.Y. 2012-13	12274.87
Foreign investments or collaborators, if any.	During the financial year 2014-2015, the company did not undertake any new Foreign Investment or Collaboration.	
<b>Information about Appointee</b>		
Information about appointee	Mr. Amarpal Sethi, I.sc, aged 64 years with more than Forty three years manufacturing experience and know-how 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 reappointed as Chairman and Managing Director of the company for three years effective from 1.4.2015 to 31.3.2018.	
Past Remuneration	Salary in the scale of ₹ 400000/- to ₹ 10,00,000/- per month for the period from 1.8.2012 till 31.03.2015 with approval of the Central Government along with perquisites such as LTA, Medical Reimbursement, Ex-gratia and leave salary, Car, Contribution to PF and Gratuity, Housing, Personal Accident Insurance etc.	
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. ERP implementation among others. 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 on account of its stellar Export performance.	
Job Profile and his Suitability	Being the 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 Thirty Three years in senior position, and has also been the Managing Director from the very beginning and is well suited to continue as Managing Director, Since his appointment as Managing Director, he has successfully overseen several expansion projects both backward and forward integration. Under his stewardship the Company has commissioned an state of art centralized mixing facility at Nagalwadi, Nagpur and world class plant for manufacturing transmissions belts equipped with sophisticated automated machinery.	
Remuneration proposed	Proposed Remuneration in the scale of ₹ 550000/- to ₹ 10,00,000/- 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.	
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 Managing Director is in line with the other similar companies.	

Name of the Directors	Nature of duties
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 Managing Director, as approved and detailed hereinabove, he has no other pecuniary relationship with the company. Mr. Amarpal Sethi is holding 1008325 equity shares in the company which is 7.40% of the total subscribed Equity Capital.
OTHER INFORMATION	
Reasons of loss or inadequate profits	The inadequacy of profit stem from a multitude of factors such as slow down in global economy, an increase in production cost on account of higher utilities and labour costs, exchange rate fluctuation, an increase in depreciation cost, product development cost and an increase in finance costs.
Steps taken or proposed to be taken for improvement:	The effective steps taken to improve profits are: increase in production and productivity turnover and profitability in the coming years, cashing on development of new products in belts for local and exports, production of new generation belts will enhance turnover and profits.
Expected increase in productivity in profits in measurability terms	The company is expected to achieve reasonable profit in the coming years with the above measures.

**STATEMENT CONTAINING INFORMATION PURSUANT TO SECTION –II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 IN RESPECT OF RESOLUTION SPECIFIED IN ITEM NO.8 FOR SUKHPAL SINGH SETHI.**

Name of the Directors	Nature of duties	
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.	
Date or expected date of commencement of commercial production	The company commenced its operation in 1981.	
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.	
Financial Performance based on given indicators	Financial year 2014-15 (₹ in lakh)	Previous year 2013-14 (₹ in lakh)
Total income	20565.37	19759.36
Profit / (Loss) before tax	602.43	667.42
Net profit after taxation	344.87	763.43



Name of the Directors	Nature of duties	
Export performance and net foreign exchange earned	FOB Value of Exports: (₹ In Lakhs)	
	Financial Year	Amount
	F.Y. 2014-15	9494.11
	F.Y. 2013-14	9285.60
	F.Y. 2012-13	12274.87
Foreign investments or collaborators, if any.	During the financial year 2014-2015, the company did not undertake any new Foreign Investment or Collaboration.	
<b>Information about Appointee</b>		
Information about appointee	Mr. Sukhpal Singh Sethi, I.sc, aged 73 years with more than Fifty 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 reappointed as Whole-time Director of the company for three years effective from 1.4.2015 to 31.3.2018.	
Past Remuneration	Salary in the scale of ₹3,75,000/- to ₹ 9,00,000/- per month for the period from 1.8.2012 till 31.03.2015 with approval of the Central Government along with perquisites such as LTA, Medical Reimbursement, Ex-gratia and leave salary, Car, Contribution to PF and Gratuity, Housing, Personal Accident Insurance etc.	
Recognition or Awards	-	
Job Profile and his Suitability	Being the Whole-time Director, he is overall in charge of the administration subject to superintendence control and direction of the Board of Directors of the Company. He has been working with the Company for Thirty three 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, since his appointment as Whole-time Director.	
Remuneration proposed	Proposed Remuneration in the scale of ₹ 500000/- to ₹ 9,00,000/- 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.	
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 Whole-time Director is in line with the other similar companies.	
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 here in above, he has no other pecuniary relationship with the company. Mr. Sukhpal Singh Sethi is holding 853645 equity shares in the company which is 6.27 % of the total subscribed Equity Capital.	
<b>Other Information</b>		
Reasons of loss or inadequate profits	The reasons for inadequacy are slow down in the international market, increase in cost of production, volatility in the dollar rate, increase in depreciation cost, product development cost and increase in finance cost.	

Name of the Directors	Nature of duties
Steps taken or proposed to be taken for improvement:	The effective steps taken to improve profit are: increase in production and productivity turnover and profitability in the coming years, cashing on development of new products in belts for local and exports, production of new generation belts will enhance turnover and profits.
Expected increase in productivity in profits in measurability terms	The company is expected to achieve reasonable profit in the coming years with the above measures.

**STATEMENT CONTAINING INFORMATION PURSUANT TO SECTION –II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 IN RESPECT OF RESOLUTION SPECIFIED IN ITEM NO.9 FOR SONEPAL SETHI.**

**General Information**

Name of the Directors	Nature of duties	
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.	
Date or expected date of commencement of commercial production	The company commenced its operation in 1981.	
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.	
Financial Performance based on given indicators	Financial year 2014-15 (₹ in lakh)	Previous year 2013-14 (₹ in lakh)
Total income	20565.37	19759.36
Profit / (Loss) before tax	602.43	667.42
Net profit after taxation	344.87	763.43
Export performance and net foreign exchange earned	FOB Value of Exports: (₹ In Lakhs)	
	Financial Year	Amount
	F.Y. 2014-15	9494.11
	F.Y. 2013-14	9285.60
	F.Y. 2012-13	12274.87
Foreign investments or collaborators, if any.	During the financial year 2014-2015, the company did not undertake any new Foreign Investment or Collaboration.	
<b>Information about Appointee</b>		
Information about appointee	Mr. Sonopal Sethi, B.Sc. Grad PRI (UK) aged 49 years with more than Twenty 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 reappointed as Joint Managing Director of the company for three years effective	

Name of the Directors	Nature of duties
	from 1.4.2015 to 31.3.2018.
Past Remuneration	Salary in the scale of ₹ 3,75,000/- to ₹ 9,00,000/- -per month for the period from 1.8.2012 till 31.03.2015 with approval of the Central Government along with perquisites such as LTA, Medical Reimbursement, Ex-gratia and leave salary, Car, Contribution to PF and Gratuity, Housing, Personal Accident Insurance etc.
Recognition or Awards	Mr. Sonopal Sethi has introduced better methods of management in the purchase, 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.
Job Profile and his Suitability	Being the Joint Managing Director, he is overall in charge of the affairs of export sales, purchase and procurement subject to superintendence control and direction of the Board of Directors of the Company. He has been working with the Company for Twenty Six 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 several export sales, purchase and procurement of raw materials.
Remuneration proposed	Proposed Remuneration in the scale of ₹ 500000/- to ₹ 9,00,000/- 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. .
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 Joint Managing Director is in line with the other similar companies.
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 1498295 equity shares in the company which is 11.00 % of the total subscribed Equity Capital.
<b>Other Information</b>	
Reasons of loss or inadequate profits	The reasons for inadequacy are slow down in the international market, increase in cost of production, volatility in the dollar rate, increase in depreciation cost, product development cost and increase in finance cost.
Steps taken or proposed to be taken for improvement:	The effective steps taken to improve profit are: increase in production and productivity turnover and profitability in the coming years, cashing on development of new products in belts for local and exports, production of new generation belts will enhance turnover and profits.
Expected increase in productivity in profits in measurability terms	The company is expected to achieve reasonable profit in the coming years with the above measures.

**STATEMENT CONTAINING INFORMATION PURSUANT TO SECTION –II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 IN RESPECT OF RESOLUTION SPECIFIED IN ITEM NO.10 FOR KARANPAL SETHI.**

**General Information**

Name of the Directors	Nature of duties	
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.	
Date or expected date of commencement of commercial production	The company commenced its operation in 1981.	
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.	
Financial Performance based on given indicators	Financial year 2014-15 (₹ in lakh)	Previous year 2013-14 (₹ in lakh)
Total income	20565.37	19759.36
Profit / (Loss) before tax	602.43	667.42
Net profit after taxation	344.87	763.43
Export performance and net foreign exchange earned	FOB Value of Exports: (₹ In Lakhs)	
	Financial Year	Amount
	F.Y. 2014-15	9494.11
	F.Y. 2013-14	9285.60
F.Y. 2012-13	12274.87	
Foreign investments or collaborators, if any.	During the financial year 2014-2015, the company did not undertake any new Foreign Investment or Collaboration.	
<b>Information about Appointee</b>		
Information about appointee	Mr. Karanpal Sethi, B. Sc (Finance & Accounts), USA, aged 28 years with more than Eight years working experience in professionally managed company engaged in automobile industry. His qualification and experience and professional approach is useful to the company in achieving the targeted sales and profitability. He is young and energetic and his abilities and skills over the period of time will be helpful to the company growth and development. Mr. Karanpal Sethi has successfully and in sustained way contributed significantly towards improvement and growth of the company. He has been reappointed as Whole-time Director of the company for three years effective from 1.4.2015 to 31.3.2018.	
Past Remuneration	₹ 4,75,000/-per month for the period from 1.4.2014 till 31.03.2015 along with perquisites such as LTA, Medical Reimbursement, Ex-gratia and leave salary, Car, Contribution to PF and Gratuity, Housing, Personal Accident Insurance etc.	
Recognition or Awards	-	

Name of the Directors	Nature of duties
Job Profile and his Suitability	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 Eight 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, since his appointment as Whole-time Director.
Remuneration proposed	Proposed Remuneration in the scale of ₹ 500000/- to ₹ 9,00,000/- 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.
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 Whole-time Director is in line with the other similar companies.
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 here in above, he has no other pecuniary relationship with the company. Mr. Karanpal Sethi is holding 961360 equity shares in the company which is 7.06 % of the total subscribed Equity Capital.
<b>Other Information</b>	
Reasons of loss or inadequate profits	The reasons for inadequacy are slow down in the international market, increase in cost off production, volatility in the dollar rate, increase in depreciation cost, product development cost and increase in finance cost.
Steps taken or proposed to be taken for improvement:	The effective steps taken to improve profit are: increase in production and productivity turnover and profitability in the coming years, cashing on development of new products in belts for local and exports, production of new generation belts will enhance turnover and profits.
Expected increase in productivity in profits in measurability terms	The company is expected to achieve reasonable profit in the coming years with the above measures.

The agreements between the Company and Mr. Amarpal Sethi, Mr. Sonopal Sethi, Mr. Sukhpal Singh Sethi, Mr. Karanpal Sethi and Mr. Joe Paul are available for inspection by the members of the Company in its registered office between 11.00 a.m. to 1.00 p.m. on all working day of the Company.

The Board recommends the resolutions as set out in Item No. 7 to 11 for approval of members.

Except Mr. Amarpal Sethi, Mr. Sukhpal Sethi, Mr. Sonopal Sethi Mr. Karanpal Sethi and Mr. Joe Paul none of other directors/key managerial personnel and their relatives are in any way concerned or interested in these resolutions.

Mr. Rishipal Sethi being relative of Mr. Amrapal Sethi, Mr. Sukhpal Sethi, Mr. Sonopal Sethi and Mr. Karanpal Sethi is interested or concerned in these resolutions.

**Item No. 12. Appointment of Mr. Aqueel Ahmed Mulla**

The Board of Directors of the company at its meeting appointed Mr. Aqueel Ahmed Mulla as an Additional Director of the Company with effect from 1st March, 2015 to hold the office up to the date of AGM.

It is proposed to appoint Mr. Aqueel Ahmed Mulla as Independent Director under Section 149 of the Companies Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to the conclusion of the 38th Annual General Meeting of the company in the calendar year 2020.

The company has received notice in writing from a member along with the deposit of requisite amount under section 160 of the Companies Act proposing the candidature of Mr. Aqueel Ahmed Mulla for office of Director of the Company.

The company has also received declaration from Mr. Aqueel Ahmed Mulla that he meets with the criteria of independence as prescribed under section 149 (6) of the Companies Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Aqueel Ahmed Mulla fulfill the conditions for appointment as independent Director as specified in the Companies Act and the Listing Agreement. Mr. Aqueel Ahmed Mulla is independent of the Management.

Copy of the draft letter for appointment of Mr. Aqueel Ahmed Mulla as Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

The Board re-commends the resolution at Item No 12 for approval of members.

Except Mr. Aqueel Ahmed Mulla being a Director, none of other directors/key managerial personnel and their relatives is in any way concerned or interested in this resolution.

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

**Place: Mumbai**  
**Dated: 29.05.2015**

**Sonepal Sethi**  
**Joint Managing Director**



## CHAIRMAN'S LETTER "A Year of Consolidation"

Dear Shareholders,

It gives me great pleasure in reporting that we were able to exhibit strong revenue numbers in a challenging economic environment. These numbers are that much more impressive when you take into account that this was our first full year reporting sales. This is just the catalyst we needed as we look to strengthen our credentials as a key player in the Mechanical Power industry.

The major highlights of our performance during the year are detailed below (all figures are reported in ₹ in Lacs):

### FY 15 Performances

- Consolidated revenue 22,186.38
- PIX's EBITDA 3,839.50
- Profit After Tax (PAT) 391.03

### FY 15 Financial Highlights

- Net Debt 13,443.06
- Interest and Financing cost increased by 23.35% compared to previous year.
- Capital Expenditure made during the year 2631.18 lower than previous year by 19.15%.

As a business, we viewed 2014/15 as a year of consolidation. We commenced production at our brand new state-of-the-art facility at Nagalwadi, Nagpur. We demerged our joint venture in the UK to form our wholly owned subsidiary, PIX Transmissions Europe Ltd.

I see lot of potential for the products of the company both in India and abroad. We are putting all efforts to consolidate our position in the market. The cutting edge technology adoption in manufacturing and packing will improve quality of products and save costs. We are making our plant fully automated to save cost and improve upon production and productivity. We have hired best talents available in the industry both in production and marketing and expect reasonable growth in the production, sales which in turn will improve upon top line and bottom-line.

We are optimistic of turnaround of the global economy vis a vis Indian economy and growth and development of the automobile industry, machinery manufacturers and agriculture which will bring positive impact in our turnover and profitability.

The global scenario is changing day by day with cut throat competition and constrained margin is hampering product marketability. The products are marketable if it is innovative and falling in special category. The product research and development and quality control will only save us in grave situation and we are hopeful that our products will improve over the period of time and pass through the testing phase through which industry is passing.

We would like to thank all our investors for their continued support and encouragement, and our employees for committing their talent and tenacity to our success. We look forward to reporting continued strong performance going forward.

Yours Sincerely,

Amarpal Sethi  
Chairman & Managing Director

**DIRECTORS' REPORT**

To  
The members of PIX Transmissions Ltd,

The directors are pleased to present the THIRTY THIRD ANNUAL REPORT and the Audited Statement of Accounts for the year ended 31st March 2015, together with notice of Annual General Meeting.

**Financial Results**

Given below is the financial performance of the Audited Accounts for the year ended 31st March 2015:

(₹ in lacs)

Particulars	As on	As on
	31.03.2015	31.03.2014
Sales (Net — Excise)	20303.35	19,392.38
Other income	262.01	366.98
	<b>20565.37</b>	<b>19,759.36</b>
Profit before Depreciation	1792.36	1,972.17
Depreciation	1189.93	1,304.75
Profit before tax after depreciation	602.43	667.42
Exceptional Items	-	-
Less : Provision for taxation		
a)Current year	125.00	280.00
b)Deferred Tax Liability	132.54	(376.01)
	<b>344.89</b>	<b>763.43</b>
ss :		
Equity Dividend including Proposed Dividend	136.25	204.38
Preference Dividend	-	35.28
Tax on Dividend	26.00	40.51
Total Dividend	162.26	280.17
Balance Profit after appropriation	182.63	483.26

**Subsidiaries:****1. PIX Middle East FZC, UAE.**

PIX Middle East FZC incorporated to carry on business of PIX Products in the market of Middle East Countries.

**2. PIX Transmissions Europe Limited, UK;**

PIX Transmissions Europe Limited incorporated to carry on business of PIX Products and other products in the market of European Countries.

**Fellow Subsidiaries:****1.PIX Middle East Trading LLC, UAE;**

PIX Middle East Trading LLC, UAE is subsidiary of PIX Middle East FZC established to carry on business of PIX Products in the market of Middle East Countries.

**2.PIX Germany GmbH, Germany;**

PIX Germany GmbH, Germany is subsidiary of PIX Transmissions Europe Limited incorporated to carry on business of PIX Products and other products in the market of European Countries.

As required under the listing Agreement entered into with stock exchange, consolidated financial statement of the company and all its subsidiaries is attached. The consolidated financial statement has been prepared in accordance with Accounting Standard (AS)-21 on Consolidated Financial Statements read with AS-27 on Financial Reporting of Interest in Joint Ventures, the audited consolidated financial statement is provided in the Annual Report.

A statement containing brief financial details of the company's subsidiaries for the financial year ended 31st March 2015 included in the Annual Report and shown as ANNEXURE 1. The annual account of these subsidiaries will be available for inspection of members at the registered office of the company.

**Dividend on Equity Share:**

The Board of Directors at their meeting held on 29th of May, 2015 has recommended final dividend of 1.00 per equity share of Face Value of ₹ 10 each, for the financial year ended 31st March, 2015, subject to approval of the Shareholders.

**Directors' Responsibility Statement**

Pursuant to section 134(5) of the Companies Act, 2013, The Board of Directors report that:

i) In the preparation of the annual accounts for the year March, 31, 2015, the applicable Accounting Standards read with requirements set out under Schedule III of the Act, have been followed and there are no material departures from the same;

ii) Directors have selected such accounting policies and applied them consistently and made judgments and

estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March, 31 2015 and of the Profit or Loss Account for the year ended on that date;

iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

iv) The Directors have prepared the Annual Accounts on a going concern basis;

v) The Directors have laid down internal financial control to be followed by the company and that such internal financial controls are adequate and are operating effectively; and

vi) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such system are adequate and operating effectively

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee the board is of the opinion that the company's internal financial controls were adequate and effective during the financial year 2014-15.

### **Public Deposits**

The Company has not invited and accepted deposits from the public during the financial year ended 31st March 2015.

### **Insurance**

The assets of the Company are adequately insured against the risk of fire and other risks.

### **Particulars of Employees**

Under the provision of Section 197(12) of the

Companies Act, 2013 read with Rule 5(2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel), 2014 read with Companies (Particulars of Employees) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are provided in the Annual Report as shown as ANNEXURE 2.

### **Directors and Key Managerial Personnel**

In pursuance to the provisions of Act and Articles of Association of the company Mr. Amarpal Sethi, Mr. Rishipal Sethi and Mr. Karanpal Sethi retire by rotation and being eligible offer themselves for re-appointment.

During the year under review Mr. Mohammed Adil Ansari, Mr. Nigel Savio Lobo, Mr. Prakash Chand Khasgiwala and Dr. Manoj Mohan Sajjani were appointed as independent directors of the company.

During the year Mr. Aqueel Ahmed Mulla was appointed as an Additional Director effective from 1st March, 2015 to hold office upto the date of next Annual General Meeting of the company. Being eligible he offers himself for appointment as an independent Director.

During the year two independent directors namely Mr. Jose Jacob and Mr. Om Prakash Arora have resigned from the Board due to ill health and pre-occupation respectively. The Board hereby places on record its sincerest thanks and gratitude for the invaluable contribution made by Mr. Jose Jacob and Mr. Om Prakash Arora towards growth and development of the company during their tenure as directors.

The company has received declaration from all the independent directors confirming that they meet the criteria of independence as prescribed both under the Act and Clause 49 of the Listing Agreement with the Stock Exchange.

The company has devised a policy for the performance evaluation of independent directors, Board committees and other individual directors which include criteria for performance evaluation of non-executive directors and executive directors. The manner in which the evaluation is carried out has been explained in the Corporate Governance Report.

**Meeting of the Board**

During the year under review ten Board Meetings were held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013. For further details please refer to Corporate Governance Report attached to this Annual Report.

**Audit Committee**

The Audit committee comprises Independent Directors namely Mr. Hareesh Eidnani ( Chairman), Mr. Amarpal Sethi (Executive Director), Mr. Mohammed Adil Ansari and Mr. Pradeep Havnur as other members. All the recommendation made by the Audit Committee was accepted by the Board.

**Vigil Mechanism**

The vigil mechanism of the company, which also incorporates a whistle blower policy in terms of the Listing Agreement, includes an ethics and Compliance Task Force comprising of senior executives of the company. It deals with instance of fraud and mismanagement, if any in the company. In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The whistle blower Policy ensures that strict confidentiality is maintained while dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

**Nomination and Remuneration Committee:**

The Nomination and Remuneration Committee comprises of the Directors namely, Mr. Pradeep Havnur (Chairman), and Mr. Aqueel Ahmed Mulla and Mr. Hareesh Eidnani as other members of the committee.

This committee recommends and reviews the appointment and remuneration of Directors. It has adopted a policy which deals with the appointment and remuneration of directors and key managerial persons. The adopted policy decides about the manner of selection of executive directors, key managerial persons, and independent directors. The policy also decides about the criteria to be followed for recommending the remuneration of directors and key

managerial persons.

**Board Evaluation**

The Board of Director have carried out an annual evaluation of its own performance, Board Committees and individual directors pursuant to the provision of Act and the Corporate Governance requirement as prescribed by Securities and Exchange Board of India (SEBI) under clause 49 of listing Agreement. The performance of Board was evaluated by the board after seeking inputs from all directors on the basis of criteria such as Board Composition & Structure, Effectiveness of Board Proces, Information, and functioning, etc. In a separate meeting of Independent directors' performance of Non-Independent Directors, performance of the Board as whole and performance of Chairman was evaluated, taking into account the views of executive directors and non-executive directors.

**Loans, Guarantees and Investments**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements

**Related Party Transaction**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. The particulars of such related party transactions are annexed herewith as ANNEXURE - 3

**Corporate Social Responsibility (CSR)**

In terms of section 135 and Schedule VII of the Companies Act, 2013, the Board of Directors of your Company has constituted a CSR Committee consist of Mr. Rishipal Sethi (Chairman) and Mr. Joe Paul (Whole-time Director) and Mr. Aqueel A Mulla as other members of the committee. The CSR Committee of the Board has developed a CSR Policy under education activity which is enclosed as part of this report ANNEXURE - 4. Additionally, the CSR Policy has been

uploaded on the website of the Company at [www.pixtrans.com](http://www.pixtrans.com)

### Extract of Annual Return

As provided under Section 92(3) of the act, the extract of annual return is given in the ANNEXURE 5 in the prescribed Form MGT-9, which forms part of this report.

### Auditor

M/s S. C. Bandi & Co. Chartered Accountants, Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. Members are requested to re-appoint the statutory auditors.

### Auditors' Report

The notes forming part of the accounts are self-explanatory and do not call for any further clarifications.

### Cost Auditor

As per the requirements of Central Government your Directors have appointed M/s. Manisha & Associates, Cost Accountants, as cost auditors of the Company to carry out the audit of cost accounting records for the financial year 2014-15.

### Secretarial Auditor

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed M/s S.D Bargir & Co, a firm of company Secretaries in practice to undertake the Secretarial Audit of the Company for the financial year 2014-15. The Secretarial Audit Report submitted by the Secretarial Auditors is enclosed herewith as a part of this report and shown as ANNEXURE - 6

### Risk Management

The Board of Directors of the company has formed a Risk Management Committee to frame, implement and monitor the Risk Management Plan for the company. The committee is responsible for reviewing

the Risk Management Plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating action on a continuing basis.

The development and implementation of Risk Management Policy has been covered in the Management Discussions and Analysis, which forms part of this report.

### Remuneration Ratio of the of Directors/ Key Managerial Personnel (KMP)/ Employees

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and Directors is furnished hereunder:

Sr. No.	Name & Designation	Remuneration paid FY 2014-15	Remuneration paid FY 2013-14	Increase in remuneration from previous year	Ratio/Times per Median of employee remuneration
1	Amarpal Sethi	79.50	72.00	7.50	38.15
2	Sonepal Sethi	75.00	67.50	7.50	35.99
3	Rishipal Sethi	75.00	67.50	7.50	35.99
4	Sukhpal Singh Sethi	75.00	67.50	7.50	35.99
5	Karanpal Sethi	71.25	30.50	40.75	34.19
6	Joe Paul	41.54	34.26	7.28	19.93
7	Shirley Paul	41.37	31.53	9.84	19.85

### CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

#### Conservation of Energy:

Company is always looking towards every step in the direction of conservation of energy. Supply of better quality water and reduction of consumption of water, steam, fuel and electricity have improved consumption ratio with respect to per ton of finished product, thereby conserving energy.

The Major sources of energy in the company are:

- 1.0 Fuel/Steam
- 2.0 Electricity
- 3.0 Water

#### 1.0 Conservation of Steam

1.1 Fuel change from furnace oil to Biomass briquette by replacing the steam boilers from furnace oil fired Boiler to solid fuel Boiler has reduced the consumption of fuel.

1.2 Automation of the belt curing pots has optimized the steam utilization, controlled on steam wastage which has resulted to saving of steam consumption

1.3 Use of solid fuel adhesive has reduced the consumption of Biomass briquette fuel.

1.4 Waste heat recovery systems have been introduced in pot and press section. The waste heat is utilized for pre-heating of boiler feed water.

1.5 Reuse of condensate has reduced the consumption of fuel.

1.6 Heating of water by using flash steam in process area has reduced the steam consumption.

1.7 Reduction in fuel consumption by use of good quality water for boiler feed & regular cleaning & maintenance of boilers.

1.8 Optimum utilization of steam, control on wastage & leakages of steam and maintaining proper insulation has contributed to saving of steam consumption.

**2.0 Conservation of Electricity**

2.1 Old reciprocating type air compressors / chilling plants and old process machineries has been replaced by energy efficient screw type air compressors / chilling plants and new automated process machineries which has reduced electricity consumption significantly.

2.2 Optimum utilization of compressed air & chilled water, control on wastage & leakages and maintaining proper insulation has contributed to saving of compressed air & chilled water, which has resulted to saving of electricity.

**3.0 Conservation of Water**

3.1 By setting up a new sewage treatment plant & new effluent treatment plant, treated water is used for gardening, floor washing, toilets etc which resulted in reduction of fresh water consumption.

3.2 Installation of cooling towers for re-circulation of water used for machines cooling, conserve the ample quantity of fresh water.

3.2 Installation of cooling towers for re-circulation of water used for machines cooling, conserve the ample quantity of fresh water.

3.3 Use of reverse osmosis plant & water softening plant for treating of raw water, helps to reduce feed water consumption in boiler, increases the life of process machineries and provide good quality of drinking water.

3.4 Collection of maximum amount of steam condensate, reduce the feed water consumption in Boilers.

3.5 Company is introducing rain water harvesting systems which will help to retain the rainwater in our area and conserve the water.

As a result to above energy conservation measures; Cost of fuel, Electricity and water per ton of goods production has reduced considerably and made consequent impact on the cost of finished goods.

The disclosure of particulars with respect to conservation of energy is attached to the Directors' Report.

**A. Technology absorption**

Efforts made in technological absorption were carried out by the company. After total introduction of new products the same will be absorbed and maintained for higher productivity and better quality.

**B. Foreign Exchange Earnings & Outgo**

Particulars regarding foreign exchange earnings and outgo are presented in Schedule 44 & 45 of the Audited Account. The company has retained its status as net foreign exchange earner.

The particulars of conservation of energy, technology absorption and foreign exchange and outgo as required under the Companies (Accounts) Rules, 2014 is given in the annexure to this report and shown as ANNEXURE 7

**Environmental Policy**

The Company is committed to follow systematic approach to achieve continual improvement in environmental performance by strengthening the greening of supply chain, occupational health & safety while complying with all applicable legal, safety legislation and other requirements.



**Design & Development /testing Laboratory**

The strength of the company lies in the introduction of new products through robust design, development, testing and introduction. The design and development activity of the company is carried out using the best resources and facility

The company has at its disposal a rich talent pool of technical manpower from Rubber Technology, Mechanical Engineering, Computer engineering and Material Procurement who design and develop the product and process.

The Company has State of the Art facilities capable for validating and verifying the entire product range of Belts and Allied Products that the organization has in its range and proposes to innovate.

The Company has foot prints in the global market place by setting the pace for reduced innovation cycle time for turning around a product. All Design and Development outputs are reviewed at regular intervals by the Top Management.

**Management Discussion and Analysis Report**

As required under Clause 49 of the Listing Agreements with Stock Exchanges, the Management Discussion and Analysis Report is enclosed as a part of this report.

**Corporate Governance and Shareholders Information**

Your Company has taken adequate steps to adhere to all the stipulations laid down in Clause 49 of the Listing Agreement. A report on Corporate Governance is included as a part of this Annual Report. Certificate from the Statutory Auditors of the company M/s. S.C Bandi & Co, Chartered Accountants confirming the compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is included as a part of this report.

**Sexual Harassment of Women at Workplace;**

During the year under review, there were no cases reported pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**Acknowledgement**

The Directors wish to place on record their appreciation towards all associates including Customers, Collaborators, Government Agencies, Financial Institutions, Bankers, Suppliers, Shareholders, Employees and others who have reposed their confidence in the Company.

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

**Karanpal Sethi**  
**Director**

**Sonepal Sethi**  
**Joint Managing Director**

**Place: Mumbai**  
**Date:29.05.2015**

**ANNEXURE 1****Form AOC-I**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014) Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures Part "A": Subsidiaries  
(Information in respect of each subsidiary to be presented with amounts)

1	Name of Subsidiary	Pix Middle East FZC, UAE
2	Reporting Period for the subsidiary concerned, if different from the holding company's reporting period	
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	AED Ex. Rate= 16.97
4	Share capital	AED 150,000
5	Reserves & surplus	AED 245613
6	Total assets	AED 3105970
7	Total Liabilities	AED 2710357
8	Investments	NIL
9	Turnover	AED 2,850,553
10	Profit before taxation	AED 220,589
11	Provision for taxation	NIL
12	Profit after taxation	AED 220589
13	Proposed dividend	
14	% of Holding	100

Name of the subsidiaries which are yet to commence operation: Nil

Names of subsidiaries which have been liquidated or sold during the year: Nil

**Form AOC-I**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014) Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures Part "A": Subsidiaries  
(Information in respect of each subsidiary to be presented with amounts)

1	Name of Subsidiary	Pix Transmissions (Europe) Limited, England
2	Reporting Period for the subsidiary concerned, if different from the holding company's reporting period	EURO Ex. Rate= 66.97
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	€ 1,00,000
4	Share capital	
5	Reserves & surplus	€ (59,918)
6	Total assets	€ 29,95,198
7	Total Liabilities	€ 29,55,116
8	Investments	NIL
9	Turnover	€ 60,31,774
10	Profit before taxation	€ (32,811)
11	Provision for taxation	€ 1
12	Profit after taxation	€ (32812)
13	Proposed dividend	
14	% of Holding	100

Name of the subsidiaries which are yet to commence operation: Nil

Names of subsidiaries which have been liquidated or sold during the year: Nil

**Form AOC-I**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014) Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures Part "A": Subsidiaries  
(Information in respect of each subsidiary to be presented with amounts)

1	Name of Joint Venture	Pix QCS Limited, Ireland
2	Reporting Period for the subsidiary concerned, if different from the holding company's reporting period	
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	EURO Ex. Rate= 66.97
4	Share capital	€ 100
5	Reserves & surplus	€ (99,975)
6	Total assets	€ 1965
7	Total Liabilities	€ 101,840
8	Investments	NIL
9	Turnover	NIL
10	Profit before taxation	€ (32,811)
11	Provision for taxation	
12	Profit after taxation	
13	Proposed dividend	
14	% of Holding	50%

Name of the subsidiaries which are yet to commence operation: Nil

Names of subsidiaries which have been liquidated or sold during the year: Nil

**ANNEXURE 2**

**INFORMATION AS PER RULE 5(2) OF CHAPTER XIII OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES 2014**

(₹in Lakhs)

Employee Name	Designation	Qualification	Age	Experience (In Years)	Date of Joining	Gross Remuneration	Previous Employment & Designation
Mr. Amarpal Seth	CMD	I.Sc	64	43	29/12/50	79.50	-
Mr. Sonopal Sethi	Jt. MD	B.Sc. Grad Pri(UK)	49	26	01/04/89	75.00	-
Mr. Rishipal Sethi	Jt. MD	B.Sc. Elec. Engg. (USA)	42	11	29/12/04	75.00	-
Mr. Sukhpal S Sethi	WTD	I.Sc	73	55	31/03/93	75.00	-
Mr. Karanpal Sethi	WTD	B.Sc. Finance & Acct.(USA)	28	8	01/06/09	71.25	-

**ANNEXURE 3****Form AOC-2****DISCLOSURE ABOUT RELATED PARTY TRANSACTIONS**

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in subsection (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1	Details of contracts or arrangements or transactions not at arm's length basis	
	(a) Name(s) of the related party and nature of relationship	NIL
	(b) Nature of contracts/arrangements/transactions	NIL
	(c) Duration of the contracts / arrangements/transactions	NIL
	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	NIL
	(e) Justification for entering into such contracts or arrangements or transactions	NIL
	(f) Date(s) of approval by the Board	NIL
	(g) Amount paid as advances, if any:	NIL
	(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NIL
2	Details of material contracts or arrangement or transactions at arm's length basis	
	(a) Name(s) of the related party and nature of relationship	PIX Middle East FZC, UAE, fully owned subsidiary co., PIX Middle East Trading LLC, (Subsidiary company of PIX Middle East FZC.
	(b) Nature of contracts/arrangements/transactions	SALE CONTRACT
	(c) Duration of the contracts / arrangements/transactions	01-04-2014 to 31-03-2015
	(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Sale of finished Goods, ₹ 41,778,037
	(e) Date(s) of approval by the Board, if any:	29-05-2014
	(f) Amount paid as advances, if any:	NIL

**DISCLOSURE ABOUT RELATED PARTY TRANSACTIONS**

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in subsection (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1	Details of contracts or arrangements or transactions not at arm's length basis	
	(a) Name(s) of the related party and nature of relationship	NIL
	(b) Nature of contracts/arrangements/transactions	NIL
	(c) Duration of the contracts / arrangements/transactions	NIL
	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	NIL
	(e) Justification for entering into such contracts or arrangements or transactions	NIL
	(f) Date(s) of approval by the Board	NIL
	(g) Amount paid as advances, if any:	NIL
	(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NIL
2	Details of material contracts or arrangement or transactions at arm's length basis	
	(a) Name(s) of the related party and nature of relationship	Pix Transmissions (Europe) Limited, England, Fully owned subsidiary co., Pix Germany GMBH, (Subsidiary company of Pix Transmissions (Europe) Limited.
	(b) Nature of contracts/arrangements/transactions	
	(c) Duration of the contracts / arrangements/transactions	01-04-2014 to 31-03-2015
	(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Sale of finished goods, ₹ 307,741,630
	(e) Date(s) of approval by the Board, if any:	29-05-2014
	(f) Amount paid as advances, if any:	NIL

### DISCLOSURE ABOUT RELATED PARTY TRANSACTIONS

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in subsection (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1	Details of contracts or arrangements or transactions not at arm's length basis	
	(a) Name(s) of the related party and nature of relationship	NIL
	(b) Nature of contracts/arrangements/transactions	NIL
	(c) Duration of the contracts / arrangements/transactions	NIL
	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	NIL
	(e) Justification for entering into such contracts or arrangements or transactions	NIL
	(f) Date(s) of approval by the Board	NIL
	(g) Amount paid as advances, if any:	NIL
	(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NIL

2	Details of material contracts or arrangement or transactions at arm's length basis	Mr. Sukhpal Singh Sethi
	(a) Name(s) of the related party and nature of relationship	Mr. Amarpal Sethi Mr. Sonopal Sethi Mr. Rishipal Sethi Mr. Joe Paul Mr. Karanpal Sethi Ms. Shirley Paul,(Key Manag. Personnel/Directors)
	(b) Nature of contracts/arrangements/transactions	Remuneration
	(c) Duration of the contracts / arrangements/transactions	01-04-2014 to 31-03-2015
	(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Remuneration Paid ₹ 43,156,141
	(e) Date(s) of approval by the Board, if any:	29-05-2014
	(f) Amount paid as advances, if any:	NIL

**DISCLOSURE ABOUT RELATED PARTY TRANSACTIONS**

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in subsection (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1	Details of contracts or arrangements or transactions not at arm's length basis	
	(a) Name(s) of the related party and nature of relationship	NIL
	(b) Nature of contracts/arrangements/transactions	NIL
	(c) Duration of the contracts / arrangements/transactions	NIL
	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	NIL
	(e) Justification for entering into such contracts or arrangements or transactions	NIL
	(f) Date(s) of approval by the Board	NIL
	(g) Amount paid as advances, if any:	NIL
	(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NIL
2	Details of material contracts or arrangement or transactions at arm's length basis	
	(a) Name(s) of the related party and nature of relationship	1.Amit Beneficiary Trust 2.R. S. Beneficiary Trust 3.K.S. Beneficiary Trust (Enterprises over which relatives of Key Management have influence)
	(b) Nature of contracts/arrangements/transactions	Rent Payment
	(c) Duration of the contracts / arrangements/transactions	01-04-2014 to 31-03-2015
	(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Rent: ₹ 25,74,000
	(e) Date(s) of approval by the Board, if any:	29-05-2015
	(f) Amount paid as advances, if any:	NIL



## DISCLOSURE ABOUT RELATED PARTY TRANSACTIONS

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in subsection (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1	Details of contracts or arrangements or transactions not at arm's length basis	
	(a) Name(s) of the related party and nature of relationship	NIL
	(b) Nature of contracts/arrangements/transactions	NIL
	(c) Duration of the contracts / arrangements/transactions	NIL
	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	NIL
	(e) Justification for entering into such contracts or arrangements or transactions	NIL
	(f) Date(s) of approval by the Board	NIL
	(g) Amount paid as advances, if any:	NIL
	(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NIL
2	Details of material contracts or arrangement or transactions at arm's length basis	
	(a) Name(s) of the related party and nature of relationship	Mr. Sukhpal Singh Sethi Mr. Amarpal Sethi Mr. Sonopal Sethi Mr. Rishipal Sethi Mr. Joe Paul Mr. Karanpal Sethi Ms. Shirley Paul, (Key Manag.-ement Personnel /Directors)
	(b) Nature of contracts/arrangements/transactions	Interest, Rent & allowances payment
	(c) Duration of the contracts / arrangements/transactions	01-04-2014 to 31-03-2015
	(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Interest : ` 1,81,61000 Perquisites : ` 30,95,084 Rent : ₹ 402,170
	(e) Date(s) of approval by the Board, if any:	29-05-2015
	(f) Amount paid as advances, if any:	NIL

## ANNEXURE 4

## Annual Report on Corporate Social responsibility (CSR) activities for the financial year 2014-15

1	Brief outline of company's CSR Policy including overview of projects proposed to be undertaken and a reference to the web link to the CSR Policy and projects and programs and composition of CSR Committee	Refer Sections: (a) Corporate Social Responsibility and (b) Disclosures: CSR&G committee in this Report;
2	Average Net profit of the company for last three financial years	₹ 65,087,384
3	Prescribed CSR expenditure Two percent of the amount mentioned in item No. 2 above	₹ 13,00,000
4	Details of the CSR spent during the financial year	Amount spent on Education of Blind
	Total Amount to be spent for the financial year	₹ 13,00,000/-
	Amount unspent if any	NII
	Manner in which amount spent during the financial year	Details given below

## DETAILS OF THE AMOUNT SPENT ON CSR ACTIVITIES DURING THE FINANCIAL YEAR 2014-15

Sr. No.	CSR Project or Activity identified	Sector in which the project is covered	Project of Program State & dist. where project was undertaken	Amount of outlay (Budget) Project or program wise (₹In Lacs)	Amount Spent on the project (₹In Lacs)	Cumulative Expenditure Up to Reporting period 2014-15 (₹In Lacs)	Amount spent direct or through implementing Agency
1	Training and educating children, women, elderly, differently-abled, scholarships, special education and increasing employability	Promoting education, including special education and employment enhancing vocation skills especially children, women, elderly, differently-abled and livelihood enhancement projects	Nagpur-India	13	13.12	13.12	Direct
	Total CSR Spent			13	13.12	13.12	

**RESPONSIBILITY STATEMENT:**

The Responsibility statement of the Corporate Social Responsibility and Governance (CSR&G) Committee of the Board of Directors of the company is reproduced below:

The implementation and monitoring of Corporate Social Responsibility (CSR) policy is in compliance with CSR objectives and policy of the company.

Aqueel A Mulla  
Director

Rishipal Sethi  
Chairman CSR & G Committee

Place: Mumbai

Date: 29.05.2015

## ANNEXURE 5

FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2014

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &amp; Administration) Rules, 2014

## I. REGISTRATION &amp; OTHER DETAILS:

1	CIN	L25192MH1981PLC024837
2	Registration Date	22/07/1981
3	Name of the Company	PIX TRANSMISSIONS LTD
4	Category/Sub-category of the Company	Public Limited Company
5	Address of the Registered office & contact details	J-7, MIDC, HINGNA ROAD, NAGPUR-440016
6	Whether listed company	Listed
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	LINK INTIME INDIA PRIVATE LIMITED C-13, PANNALAL SILK MILLS COMPOUND L.B.S. MARG, BHANDUP (WEST), MUMBAI-400 078 PHONE-022-25963838 EMAIL: isrl@linktime.co.in

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	V-BELTS	40103999	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	PARTICULARS	COUNTRY	CIN/GLN	HOLDING/SUBSIDIARY /ASSOCIATES	% OF SHARES HELD	APPLICABLE SECTION
1	PIX TRANSMISSIONS EUROPE LTD.	U. K.	N. A.	SUBSIDIARY	100	2(87)
2	PIX MIDDLE EAST LTD	U. A. E.	N. A.	SUBSIDIARY	100	2(87)
3	PIX GERMANY LTD	GERMANY	N. A.	SUBSIDIARY	100	2(87)
4	PIX MIDDLE EAST LLC	U. A. E.	N. A.	SUBSIDIARY	100	2(87)
5	PIX QCS LTD	IRELAND	N. A.	ASSOCIATES	50	2(6)

## IV. SHARE HOLDING PATTERN (Equity share capital Break-up as % of total equity)

## i. Category-wise share holding

CATEGORY OF SHAREHOLDERS		NO OF SHARES HOLD AS AT 31.03.2014				NO OF SHARES HOLD AS AT 31.03.2015				% CHANGE
CODE	PARTICULARS	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	% CHANGE DURING THE YEAR
(A)	<b>Promoter and Promoter Group</b>									
1	Indian									
(a)	Individuals/Hindu Undivided Family	7,919,518	0	7,919,518	59.35	8,248,102	0	8,248,102	60.54	1.19
(b)	Central Govt. or State Govt.									
(C)	Bodies Corporates									
(d)	Banks / FI									
(e)	Any Other									
	<b>Sub Total (A)(1)</b>	<b>7,919,518</b>	<b>0</b>	<b>7,919,518</b>	<b>59.35</b>	<b>8,248,102</b>	<b>0</b>	<b>8,248,102</b>	<b>60.54</b>	<b>1.19</b>
2	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.00	49,980	0	49980	0.37	
(b)	Other Individual	0	0	0	0.00			0	0.00	
(c)	Bodies Corporate			0	0.00			0	0.00	
(d)	Banks / FI			0	0.00			0	0.00	
(e)	Any Other			0	0.00			0	0.00	
	<b>Sub Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>49,980</b>	<b>0.00</b>	<b>49980</b>	<b>0.37</b>	
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>7,919,518</b>	<b>0</b>	<b>7,919,518</b>	<b>58.12</b>	<b>8,298,082</b>	<b>0</b>	<b>8,298,082</b>	<b>60.90</b>	<b>2.78</b>
(B)	<b>Public shareholding</b>									
1	<b>Institutions</b>									
(a)	Mutual Funds/UTI	0	0	0	0.00			0	0.00	0.00
(b)	Financial Institutions/Banks	1400	2400	3800	0.03	0	2,400	2,400	0.02	0.01
(c)	Central Govt./State Govt(s)	0	0	0	0.00			0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00			0	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00			0	0.00	0.00
(f)	Foreign Institutional Investors	0	0	0	0.00			0	0.00	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00			0	0.00	0.00
(h)	Qualified Foreign Investors	0	0	0	0.00			0	0.00	0.00
(I)	Any Other (specify)	0	0	0	0.00			0	0.00	0.00
	<b>Sub Total (B) (1)</b>	<b>1,400</b>	<b>2400</b>	<b>3800</b>	<b>0.03</b>	<b>0</b>	<b>2400</b>	<b>2400</b>	<b>0</b>	

CATEGORY OF SHAREHOLDERS		NO OF SHARES HOLD AS AT 31.03.2014				NO OF SHARES HOLD AS AT 31.03.2015				% CHANGE
CODE	PARTICULARS	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	% CHANGE DURING THE YEAR
2	Non-institutions									
(a)	Bodies Corporate	1322614	17500	1340114	9.84	919,057	17100	936157	6.87	2.96
(b) (i)	Individuals - shareholders holding nominal share capital up to Rs 1 Lakh	1468747	1150643	2619390	19.22	2,037,321	1127110	3164431	23.22	4.00
(ii)	Individual shareholders holding nominal share capital in excess of Rs.1Lakh	1527413	0	1527413	11.21	1,009,751	0	1009751	7.41	3.80
(c)	<b>Any Other</b>	<b>210,698</b>	<b>4267</b>	<b>214965</b>	<b>1.58</b>	<b>211,704</b>	<b>2,675</b>	<b>214379</b>	<b>1.57</b>	<b>0.00</b>
	<b>Sub Total (B)(2)</b>	<b>4529472</b>	<b>1172410</b>	<b>5701882</b>	<b>42</b>	<b>4177833</b>	<b>1146885</b>	<b>5324718</b>	<b>39</b>	
	<b>Total Public Shareholding Public Group (B)=(B)(1)+(B)(2)</b>	<b>4530872</b>	<b>1174810</b>	<b>5705682</b>	<b>42</b>	<b>4177833</b>	<b>1149285</b>	<b>5327118</b>	<b>39</b>	
(C)	<b>Total (A)+(B) Shares held by custodians &amp; against which Depository Receipts have been issued</b>	<b>12450390</b>	<b>1174810</b>	<b>13625200</b>	<b>100</b>	<b>12475915</b>	<b>1149285</b>	<b>13625200</b>	<b>100</b>	
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>12450390</b>	<b>1174810</b>	<b>13625200</b>	<b>100.00</b>	<b>12475915</b>	<b>1149285</b>	<b>13625200</b>	<b>100</b>	<b>-3</b>

### ii. Shareholding of Promoter-

Sr. No.	Shareholder's Name	Shareholding as at 01.04.2014			Shareholding as at 31.03.2015			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of total Shares of the company	No. of Shares	% of total Shares of the company	% of total Shares of the company	
1	Mr. Sukhpal S Sethi	839145	6.15	0.28	853645	6.26	NIL	0.11
2	Mr. Amarpal Sethi	993825	7.29	0.14	1008325	7.40	NIL	0.11
3	Mr. Sonopal Sethi	1457421	10.70	NIL	1498295	11.00	NIL	0.3
4	Mr. Rishipal Sethi	1145007	8.40	NIL	1154807	8.48	NIL	0.08
5	Karanpal Sethi	938217	6.89	NIL	961360	7.06	NIL	0.17
6	Mrs. Nirmal Sethi	959212	7.04	NIL	959212	7.04	NIL	0
7	Mrs. Davinder Sethi	558126	4.10	NIL	654057	4.80	NIL	0.7
8	Mrs. Inderjeet Sethi	712065	5.23	NIL	841901	6.18	NIL	0.95
9	Mrs. Kamalpreet Sethi	222700	1.63	NIL	222700	1.63	NIL	0
10	Mrs. Saba Sethi	93800	0.69	NIL	93800	0.69	NIL	0
	Total	4061643	58.12	0.42	8248102	60.54	0	2.42

### iii. Change in Promoters' Shareholding (please specify, if there is no change)

Particulars	Shareholding as at 01.04.2014		Cumulative Shareholding during 01.04.2014 to 31.03.2015	
	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
At the beginning of the year Date wise Increase / Decrease in	7416067	54.43	7919518	58.12
Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/ bonus/ sweat equity etc.):	503451	3.69	328584	2.42
At the end of the year	7919518	58.12	8248102	60.54

**iv. Shareholding Pattern of top ten Shareholders:  
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	Top 10 Shareholders*	Shareholding as at 31.03.2014		Shareholding as at 31.03.2015	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Arcadia Shares & stock Borkers Pvt Ltd	388800	2.85	370100	2.72
2	Shashank Khade	162857	1.20	162857	1.20
3	Rajaram Madanlal Kataruka	111891	0.82	111891	0.82
4	Satpal Singh Sethi	113120	0.83	90160	0.66
5	Meenakshi Rajendra Mehta	70000	0.51	70000	0.51
6	Rajpal Sethi	56560	0.42	45485	0.33
7	Girdhari P Rohira	50000	0.37	50000	0.37
8	Bharat Kunverji Kenia	34849	0.26	34849	0.26
9	Kunverji Nanji Kenia	34848	0.26	34848	0.26
10	Laxmichand Kunverji Kenia	34848	0.26	34848	0.26

\* The shares of the company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated.

**v. Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Folio / Beneficiary Account No.	Name of The Shareholder	Date	Reason	Shareholding As at 01.04.2014		Cumulative Shareholding during 01.04.2014 to 31.03.2015	
1	'In30048410069000	Sukhpal S Sethi	1-April-14	At the Beginning of the year	832145	6.11		
			31-Mar-15	At the end of the year			*834645	6.13
2	'IN30036021886783	Sukhpal S Sethi	1-April-14	At the Beginning of the year	7000	0.05		
			31-Mar-15	At the end of the year			7000	0.05
3	'IN30048412744089	Singh Rishipal Sethi	1-April-14	At the Beginning of the year	948817	6.96		
			31-Mar-15	At the end of the year			*958617	7.04
4	'IN30048412750230	Singh Rishipal Sethi	1-April-14	At the Beginning of the year	103300	0.76		
			31-Mar-15	At the end of the year			103300	0.76
5	'IN30051316198659	Singh Rishipal Sethi	1-April-14	At the Beginning of the year	47712	0.35		
			31-Mar-15	At the end of the year			47712	0.35
6	'IN30018312515994	Rishipal Sethi	1-April-14	At the Beginning of the year	45178	0.33		
			31-Mar-15	At the end of the year			45178	0.33
7	'IN30048410068953	Amarpal Sethi	1-April-14	At the Beginning of the year	890025	6.53		
			31-Mar-15	At the end of the year			*892525	6.55
8	'IN30036021859240	Amarpal Sethi	1-April-14	At the Beginning of the year	103800	0.76		
			31-Mar-15	At the end of the year			103800	0.76
9	'IN30048412755916	Karanpal Sethi	1-April-14	At the Beginning of the year	903041	6.63		
			31-Mar-15	At the end of the year			*926184	6.80
10	IN30154917583043	Karanpal Sethi	1-April-14	At the Beginning of the year	35176	0.26		
			31-Mar-15	At the end of the year			35176	0.26
11	'IN30048410102530	Sonopal Singh Sethi	1-April-14	At the Beginning of the year	1284514	9.43		
			31-Mar-15	At the end of the year			1284514	9.43
12	'1201260000170700	Sonopal Sethi	1-April-14	At the Beginning of the year	172907	1.27		
			31-Mar-15	At the end of the year			*193820	1.42



Sr. No.	Folio / Beneficiary Account No.	Name of The Shareholder	Date	Reason	Shareholding As at 01.04.2014		Cumulative Shareholding during 01.04.2014 to 31.03.2015	
13	'IN30075711201281	Joe Paul	1-April-14	At the Beginning of the year	22825	0.17		
			31-Mar-15	At the end of the year			22825	0.17
14	IN30088814243009	Shirley Paul	1-April-14	At the Beginning of the year	142926	1.05		
			31-Mar-15	At the end of the year			142926	1.05

\*The difference in the holding is due to shares bought during the year

**V) INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment. (₹ In Lacs)

Particular	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	8084.64	1747.94		9832.58
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				
<b>Change in Indebtedness during the financial year</b>				
* Addition	539.97	493.49		1033.46
* Reduction				
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	8624.61	2241.43		10866.04
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (₹ In Lacs)

Sr. No.	Particulars Of Remuneration	Name of MD/WTD/ Manager							Total Amount
		Amarpal Sethi	Sonepal Sethi	Rishipal Sethi	Sukhpal Sethi	Karanpal Sethi	Joe Paul	Shirley Paul	
1	Gross salary	79.50	75.00	75.00	75.00	71.25	41.54	41.37	458.65
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961								
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-	-	-	-
2	Stock Option	-	-	-	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-	-	-	-	-	-
5	Others, please specify	-	-	-	-	-	-	-	-
	<b>Total (A)</b>	79.50	75.00	75.00	75.00	71.25	41.54	41.37	458.65
	Ceiling as per the Act	10% of the Profit calculated as per Section 198 of the Companies Act, 2013.(Remuneration paid to Executive Directors as per approval of Central Govt )							106.11

## B. Remuneration to other directors

(₹ In Lacs)

Sr. No.	Particulars of Remuneration	Fee for attending board/committee meetings	Commission	Others, please specify	Total Amount
1	Independent Directors				
	Mr. Aqueel A Mulla	0.47	-	-	0.47
	Mr. Pradeep Havnur	0.47	-	-	0.47
	Mr. Hareesh Eidnani	0.47	-	-	0.47
	Mr. Mohd. Adil Ansari	0.32	-	-	0.32
	Mr. Prakash Chand Khasgiwala	0.24	-	-	0.24
	Mr. Nigel Savio Lobo	0.24	-	-	0.24
	Dr. Manoj Mohan Sajani	0.00	-	-	0.00
	Mr. Jose Jacob(Resigned on 24.07.14)	0.15	-	-	0.15
	Mr. Om Prakash Arora(Resigned on 24.07.14)	0.15	-	-	0.15
	Total (1)	2.36	-	-	2.36
2	Other Non-Executive Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	2.36	-	-	2.36
	Total Managerial Remuneration	2.36	-	-	2.36
	Overall Ceiling as per the Act	Ceiling as per the Act (@1% of Profit calculated u/s 198 of the Companies Act 2013)			10.61

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(₹ In Lacs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	CS Mr. Shybu Varghese	*CFO Mr. Karanpal Sethi	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	10.05	-	10.05
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	0.15	-	0.15
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	10.20	-	10.20

\* Mr. Karanpal Sethi has not been paid any remuneration as CFO

**ANNEXURE 6**  
**FORM NO. MR -3**  
**SECRETARIAL AUDIT REPORT**  
[Pursuant to section 204(1) of the Companies Act, 2013 and  
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]  
**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015**

To  
The Members of  
M/s PIX TRANSMISSIONS LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. PIX TRANSMISSIONS LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the financial year commencing from 1st April, 2014 and ended 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. PIX TRANSMISSIONS LIMITED ("The Company") for the financial year ended on 31st March, 2015, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment (FDI);
- v. The following Regulation and Guidelines prescribed under The Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a) The Securities and exchange Board of India (Substantial Acquisition of Shares and takeovers) Regulation, 2011
  - b) The Securities and exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.

2. The provisions of the following Acts, Rules, Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) / Companies Act, 2013 and Foreign Exchange Management Act, 1999 were not applicable to the Company for the financial year under report:

- a) The Securities and exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009,
- b) The Securities and exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008,
- c) The Securities and exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- d) The Securities and exchange Board of India (Buy Back of Securities) Regulations, 1998,
- e) The Securities and exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999

- f) Secretarial Standard issued by The Institute of Company Secretaries of India
- g) External Commercial Borrowings
- h) Foreign Direct Investment (FDI)
- i) Overseas Direct Investment by Residents in Joint Venture / Wholly Owned Subsidiary abroad.

3. I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the company with the Stock Exchanges in India. I report that, during the year under review, the company has complied with the provisions of the Acts, Rules, Regulations and Guidelines mentioned above.

4. During the financial year under report, the Company has complied with the provisions of the New Companies Act, 2013, and the Rules, Regulations, Guidelines, Standards, etc., mentioned above.

5. I have relied on the information and representation made by the company and its officers for systems and mechanism formed by the company for compliances under the other applicable Act, Laws and Regulation to the company.

6. I further report that:

(a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Companies Act, 2013.

(b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation of the meeting.

(c) As per the Minutes of the meeting duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

7. I further report that there are adequate systems and processes in the Company with the size and operation of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For S. D. BARGIR & CO  
Company Secretaries  
Sd/-  
(SD Bargir)  
FCS No.3745, CP.NO.8445  
Place: Mumbai  
Date: 29-05-2015

To,  
The Members,  
M/s. PIX TRANSMISSIONS LIMITED,

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.

5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For S.D. BARGIR & CO  
Company Secretaries

Sd/-  
(SD Bargir)  
FCS No.3745, CP.NO.8445  
Place: Mumbai  
Date: 29-05-2015

**ANNEXURE 7**  
**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNING AND OUTGO ETC:**

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

**(A) Conservation of Energy, Technology absorption**

Sr. No.	Steps for Energy Conservation	Measure for Energy Conservation
A	<b>Conservation of Energy :</b>	Energy conservation continues to receive priority attention at all levels. All efforts are made to conserve and optimize use of energy with continuous monitoring, improvement in maintenance and distribution systems and through improved operational techniques.
(I)	the steps taken or impact on :	
(ii)	conservation of energy the steps taken by the company for	
(iii)	Utilizing alternate sources of energy the capital investment on energy conservation equipments;	
(B)	<b>Technology absorption :</b>	
(I)	the efforts made towards technology absorption	Updation of Technology is a Continuous process, absorption implemented and adapted by the Company for innovation . Efforts are continuously made to develop new products required in the Rubber Industry.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	The Company has been able to successfully indigenize the tooling to a large extent and successfully developed new products by virtue of technology absorption, adaptation and innovation.
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) (a) the details of technology imported (b) the year of import; (c) whether the technology been fully absorbed (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not Applicable
(iv)	the expenditure incurred on Research and Development.	Not Applicable

**(B) Expenditure on R& D**

Sr. No.	Particular	2014-2015	2013-2014
A	Capital	0	0
B	Recurring	0	0
C	Total	0	0
D	Total R&D expenditure as a percentage of total turnover	0	0

**(C) Foreign exchange earnings and Outgo:**

The Foreign Exchange outgo and foreign exchange earned by the Company during the year are detailed in Note No. 33, 36 and 37 of other Notes to the Financial Statements.



## MANAGEMENT DISCUSSION AND ANALYSIS

### a) Forward Looking Statement:

The report contain forward looking statements, identified by words like plans, will expect, will anticipate, intends, estimates, projects and so on. All statement that address expectations or projections about the future, but not limited to the company's strategy for growth, product development, market position, expenditure and financial results are forward looking statements. They are based on certain assumption and expectation of future events, the company cannot guarantee that these are accurate or will be realized. The company's actual results, performance or achievement could thus differ from those projected in any forward looking statements. The company assumes no responsibility to publicly amend, modify or revise any such statement on the basis of subsequent development, information or events.

### b) Overview Of The Economy:

The year 2014-15 commenced with hopes of economic recovery. The progress of the corporate sector is encouraging. The international market is looking optimistic. The global economic recovery is gaining momentum. India's economy is poised to return to its high growth path. Monetary policy is likely to be supportive with the Reserve Bank of India having moved to flexible inflation targeting. Despite the currency fluctuation losses due to volatility in dollar rate, the working of the company remained reasonable and satisfactory.

### c) Review Of Operation

Total Turnover (net of excise) for the year under review is ₹ 20303.35 Lacs. The profit before interest and depreciation and tax is ₹ 3665.31 Lacs. The profit before tax from operations is ₹ 602.43 Lacs after providing ₹ 1872.95 Lacs for Interest and ₹ 1189.93 Lacs for Depreciation.

With the rate of interest still high compared to the global standards, there is a further scope to reduce the interest rate and the growth of the corporate sector will depend much upon the availability of credit at the right time and right price. Though it is expected that softening commodity prices and stimulus packages would have a positive impact on the industrial production in the months ahead, the economic recovery on a sustainable basis requires a revival of the global economy. The order position is good and company expected reasonable growth in turnover and profitability. With the expectation of an improvement in the market conditions for rubber and automobile products during the year, the Company will endeavor to perform better than last year. Government of India's 'Make in India' program is expected to give a significant boost to the Indigenous Manufacturers.

### d) Corporate Governance

Corporate Governance sets forth guidelines for maintaining and sustaining a transparent, information oriented culture wherein authority and responsibilities are co-existent and co-extensive. It also provides guidelines on accountability of various positions within the organization. These values govern not only the Board of Directors, but also the management and the employees of the Company. This Governance protects and balances the interests of all stakeholders thereby enhancing shareholder value.

### e) Internal Control System and Their Adequacy:

Management has put in place effective Internal Control Systems to provide reasonable assurance for

- Safeguarding Assets and their usage.
- Maintenance of Proper Accounting Records and
- Adequacy and Reliability of the information used for carrying on Business Operations.

Key elements of the Internal Control Systems are as follows:

- Existence of Authority Manuals and periodical updating of the same for all Functions.
- Existence of clearly defined organizational structure and authority.
- Existence of corporate policies for Financial Reporting and Accounting.
- Existence of Management information system updated from time to time as may be required.
- Existence of Annual Budgets and Long Term Business Plans.
- Existence of Internal Audit System.
- Periodical review of opportunities and risk factors depending on the Global / Domestic Scenario and to undertake measures as may be necessary.

The Company has appointed an Independent Auditor to ensure compliance and effectiveness of the Internal Control Systems in place.

The Audit Committee is regularly reviewing the Internal Audit Reports for the auditing carried out in all the key areas of the operations. Additionally the Audit Committee approves all the audit plans and reports for significant issues raised by the Internal and External Auditors. Regular reports on the business development, future plans and projections are given to the Board of Directors. Internal Audit Reports are regularly circulated for perusal of Senior Management for appropriate action as required.

Normal foreseeable risks of the Company's assets are adequately covered by comprehensive insurance. Risk assessments, inspections and safety audits are carried out periodically.

#### f) Financial And Operational Performance:

The Highlights of Financial Operational Performance are given below:

(₹ In Lacs)

Sr. No.	Particular	2014-2015	2013-2014
1	Sales / income from operations	20303.35	19392.38
2	Other Income	262.02	367.00
3	Total Expenditure (Before interest)	18090.00	17560.28
4	Profit Before Interest	2475.37	2199.10
5	Current Tax and Deferred Tax	257.54	(96.01)
6	Operating Margin %	12.04	11.13
7	Profit / (Loss) After Tax	344.89	763.43
8	Return on Average Capital Employed % Before interest and tax	17.90	15.44
9	No. Of Months Receivables (Receivables / Sales)	107	105
10	Current Ratio	1.33	1.25

#### g) Human Resource Development and Industrial Relations:

The Company continued the welfare activities for the employees, which include Medical Care, Group Insurance, and Canteen Facility. To enrich the skills of employees and enrich their experience, the Company arranges, Practical Training Courses by Internal and External Faculty.

The Company has constituted an Internal Complaint Committee (ICC) in pursuant to the provisions of Companies Act, 2013 for prevention, prohibition and redressal of complaints / grievances on the sexual harassment of women at work places.

During the year under review company employed 987 workers in all its plants located at different places at Nagpur.

**h) Cautionary Statement:**

Statements in the Management Discussion and Analysis and Directors Report describing the Company's strengths, strategies, projections and estimates, are forward-looking statements and progressive within the meaning of applicable laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies and other incidental factors. Stakeholders are cautioned not to place undue reliance on the forward looking statements.

**Place: Mumbai**

**Date: 29.05.2015**

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

**Sonepal Sethi  
Joint Managing Director**

**REPORT ON CORPORATE GOVERNANCE****1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE :**

The Company's philosophy on Corporate Governance has been developed with a tradition of fair and transparent governance. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations. Your company has fulfilled all the existing guidelines under clause 49 of the listing agreement.

**Appropriate Governance Structure with defined roles and responsibilities:**

The company has put in place an integral governance structure with defined roles and responsibilities of every constituents of system. The company's shareholders appoint the Board which in turn governs the company. The Board has established five committees to discharge its responsibilities in an effective manner. The company secretary acts as the secretary of all the committees of the Board constituted under Companies Act, 2013 and rules made there under. The Chairman and Managing Director (CMD) provide overall direction and guidance to the Board. The CMD is assisted by six executive directors and a core group of senior level executives

**Board Leadership**

The Board is comprised with 50% executive directors and 50% non executive non independent directors. The enlighten Board consists of executive and independent directors helps in creating Board culture and quality governance. The company has defined guidelines and an established framework for the meetings of the Board and Committees. These guidelines help in better decisions making process at the meetings of Board and Committees.

**Ethics/Governance Policies:**

At Pix, we try to conduct our business and strengthen our relationship in a manner that is dignified, distinctive and responsible. We follow the ethical standard to the optimum level to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. We have adopted various codes and policies to carry out our duties in an ethical manner. Following are the policies and codes adopted by the company:

- Code of conduct
- Code of conduct for Prohibition of Insider Trading
- Health, Safety and Environment (HSE) Policy
- Vigil Mechanism and Whistle Blower Policy
- Policy on Materiality of related Party Transactions and on Dealing with Related Party Transactions
- Corporate Social Responsibility Policy
- Remuneration Policy for Directors, Key Managerial Personnel and other employees
- Policy for Determining Material Subsidiaries

**Audit and internal checks and balances:**

The statutory audit of the company is done by equally competent Chartered Accountants, M/s S.C Bandi & Co, Mumbai. The company has an internal audit cell acting as independent internal auditors that regularly reviews internal control and operating systems and procedures. The company is planning to establish a legal cell to ensure compliances of industrial and labour laws, taxation laws, corporate and securities laws and health and safety and environment regulations. The efficient and ever alert internal control system ensures optimal use and protection of assets; facilitate accurate and timely compilation of financial statements and

compliance with statutory laws and regulations.

**Observance of Secretarial Standards issued by the Institute of Company Secretaries of India:**

The company has geared up to comply with the Secretarial Standards SS-1 and SS-2 issued by the Institute of Company Secretaries of India and made applicable to the company effective from 1st July, 2015. The company in its endeavor tries to adopt and practice other Secretarial Standards and Guidelines issued by the Institute for better corporate governance.

**2. BOARD OF DIRECTORS :**

**a) Composition and category of directors as on March 31 , 2015**

Sr. No.	Particular	Category
1	Mr. Amarpal Sethi - Chairman & Managing Director	Executive Promoter Director
2	Mr. Sonopal Sethi - Jt. Managing Director	Executive Promoter Director
3	Mr. Rishipal Sethi - Jt. Managing Director	Executive Promoter Director
4	Mr. Sukhpal Singh Sethi – Whole time Director	Executive Promoter Director
5	Mr. Karanpal Sethi – Whole time Director	Executive Promoter Director
6	Mr. Joe Paul – Whole time Director	Executive Director
7	Ms. Shirley Paul – Whole time Director	Executive Director
8	Mr. Hareesh Eidnani	Independent Non-Executive Director
9	Mr. Pardeep Havnur	Independent Non-Executive Director
10	Mr. Aqueel A. Mulla	Independent Non-Executive Director
11	Mr. Mohammad Adil Ansari	Independent Non-Executive Director
12	Mr. Nigel Savio Lobo	Independent Non-Executive Director
13	Mr. Prakash Chand Khasgiwala	Independent Non-Executive Director
14	Dr. Manoj Mohan Sajnani	Independent Non-Executive Director

**Attendance of Directors at Board Meetings and Last AGM**

The meetings of the Board of Directors are scheduled well in advance and generally held at Mumbai. The notice convening the meeting and the detailed agenda is sent at least seven days in advance to all the Directors. The Board meets at least once a quarter to review the quarterly performance and financial results .The details of directors' attendance in board meetings during the year as under:

Particular	No. of Board Meetings held	No. of Board Meeting attended	Attendance at the last Annual General Meeting
Mr. Amarpal Sethi	10	9	Yes
Mr. Sonopal Sethi	10	10	No
Mr. Rishipal Sethi	10	9	No
Mr. Sukhpal Singh Sethi	10	10	Yes
Mr. Karanpal Sethi	10	10	No
Mr. Joe Paul	10	9	No
Ms. Shirley Paul	10	8	Yes
Mr. Hareesh Eidnani	10	4	Yes
Mr. Pardeep Havnur	10	4	No
Mr. Aqueel A. Mulla	10	4	Yes
Mr. Mohammad Adil Ansari	10	3	No
Mr. Nigel Savio Lobo	10	2	No
Mr. Prakash Chand Khasgiwala	10	2	No
Dr. Manoj Mohan Sajnani	10	0	No
Mr. Jose Jacob *	10	1	No
Mr. Om Prakash Arora *	10	1	No

\*Directors Mr. Jose Jacob and Mr. Om Prakash Arora resigned from the board w.e.f 24th July 2014.

**b) Membership / Directorship in other Boards and Board Committees**

Name of the Director	No. of Directorship in other boards as on 31.03.2015 [Refer note below]*	No. of memberships in other board committee as on 31.03.2015 [Refer note below]**
Mr. Amarpal Sethi	3***	-
Mr. Sonopal Sethi	3***	-
Mr. Rishipal Sethi	3***	-
Mr. Sukhpal Singh Sethi	-	-
Mr. Karanpal Sethi	1***	-
Mr. Joe Paul	-	-
Ms. Shirley Paul	-	-
Mr. Haresh Eidnani	-	-
Mr. Pardeep Havnur	-	-
Mr. Aqueel A. Mulla	-	-
Mr. Mohammad Adil Ansari	-	-
Mr. Nigel Savio Lobo	-	-
Mr. Prakash Chand Khasgiwala	-	-
Dr. Manoj Mohan Sajnani	-	-
Mr. Jose Jacob *	-	-
Mr. Om Prakash Arora *	-	-

\* Excludes Directorship in Indian Private Limited Companies and membership of managing committee of various bodies.

\*\* Board Committees include chairmanship / membership of Audit committees, Stakeholders Relationship Committee and Nomination and remuneration committee other than Pix Transmissions Limited.

\*\*\* Mr. Amarpal Sethi, Mr. Sonopal Sethi and Mr. Rishipal Sethi and Mr. Karanpal Sethi are Directors on behalf of M/s. Pix Transmissions Limited in Pix Transmissions Europe Limited subsidiary Company, registered in U.K.

Mr. Amarpal Sethi, Mr. Sonopal Sethi and Mr. Rishipal Sethi are Directors on behalf of M/s. Pix Transmissions Limited in Pix QCS Limited, Ireland which is a Joint Venture Company, registered in U.K.

Mr. Amarpal Sethi, Mr. Sonopal Sethi and Mr. Rishipal Sethi are Directors on behalf of M/s. Pix Transmissions Limited in M/s. Pix Middle East FZC, UAE., a subsidiary company registered in U.A.E.

\*\*\*\* Directors Mr. Jose Jacob and Mr. Om Prakash Arora resigned from the Board w.e.f 24th July 2014 Non-Executive Directors are eminent professionals with experience in management, finance and law, who bring a wide range of skills and experience to the Board.

**c) Number of Board Meetings :**

During the year ended March 31, 2015, The Board of Directors met ten times on following dates: 29th May 2014, 30th May 2014 ( adjourned meeting of 29th May 2014 ), 28th June 2014, 24th July 2014, 2nd August 2014, 12th August 2014, 20th September 2014, 16th October 2014, 12th November 2014, 7th February 2015 and 31st March 2015.

**d) Selection of Independent directors**

The company has constituted Nomination and Remuneration Committee for appointment of independent directors on the Board of the company. The committee inter alia considers qualification, positive attributes,



area of expertise and no. of directorship and membership held in various committees of other companies. The Board considers the committee's recommendation and takes appropriate decision. Every independent Director at the first meeting of Board in which he / she participates as a Director and thereafter at every first meeting of the Board in every financial year gives a declaration that he/she meets with the criteria of independence as provided under law.

**e) Independent Directors Meeting :**

During the year under review, the Independent Directors met on 7th February, 2015, inter alia, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole.
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the independent Directors except Dr. Manoj Mohan Sajnani were present at the meeting.

**f) Directors Induction and Familiarization program**

The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company. The provision of an appropriate induction program for new Directors and ongoing training for existing directors is a major contributor to the maintenance of high Corporate Governance standards of the Company. The Independent Directors, from time to time request management to provide detailed understanding of any specific project, activity or process of the Company. The management provides such information and training either at the meeting of Board of Directors or otherwise. The induction process is designed to:

- a. Familiarize with the nature of Business of the Company.
- b. Roles and Responsibilities.
- c. Nature of industry including competition/export potential.
- d. The business model and Corporate Plans [Long Term and Short Term] of the Company

The details of Directors' induction and familiarization programs are available on the Company's website at [www.pixtrans.com](http://www.pixtrans.com).

**g) Code of Conduct;**

The company has in place a comprehensive Code of Conduct applicable to all the employees and Executive Directors including Independent Directors. The code is applicable to Executive Directors including Independent Directors to such an extent as may be applicable to them depending on their roles and responsibilities. The code gives guidance and support needed for ethical conduct of business and compliance of law. A copy of the Code has been posted on the website of the company [www.pixtrans.com](http://www.pixtrans.com). The code is circulated to the Directors and management personnel and its compliance is affirmed by them annually.

**3. AUDIT COMMITTEE****Terms of Reference**

Apart from all the matters provided in clause 49 of the listing agreement and section 177 of the Companies Act 2013, the Audit committee reviews reports of the internal auditor, meets statutory auditors as and when required and discusses their findings, suggestions, observations and other related matters. It also reviews major accounting policies followed by the company.

### Composition

The Audit Committee comprises of the following executive and non-executive independent members of the Board:

Name	Designation	Category
Mr. Haresh Eidnani	Chairman - till 23rd July 2014	Non-executive independent director
Mr. Mohammad Adil Ansari	Chairman – w.e.f. 24th July 2014	Non-executive independent director
Mr. Amarpal Sethi	Member	Executive director
Mr. Pardeep Havnur	Member	Non-executive independent director
Mr. Jose Jacob *	Member	Non-executive independent director

*\*Director Mr. Jose Jacob resigned from the board w.e.f 24th July 2014.*

The Company Secretary acts as the secretary to the Audit Committee. The statutory auditor also attends the Audit Committee meetings.

### Meetings and Attendance

During the year ended 31st March 2015, Audit committee met four times on the following dates: 29th May 2014, 12th August 2014, 12th November 2014 and 7th February 2015.

Attendance of members in above meetings are as under :

Name	No. of Meetings held during the year	No. of Meetings attended
Mr. Haresh Eidnani	4	4
Mr. Mohammad Adil Ansari	4	3
Mr. Amarpal Sethi	4	3
Mr. Pardeep Havnur	4	4
Mr. Jose Jacob *	4	1

*\*Director Mr. Jose Jacob resigned from the Board w.e.f. 24th July 2014.*

## 4. NOMINATION AND REMUNERATION COMMITTEE

### Terms of Reference

Nomination and Remuneration committee formulates the policy for appointment of Executive, Non-Executive and Independent Directors to the Board, determines / recommend all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonuses, stock options, pension etc on the basis of adopted policy. It also carries out evaluation of each Director's performance and performance of the Board as a whole.

### Composition

The Nomination and Remuneration Committee comprises of the following non-executive independent members of the Board:

Name	Designation	Category
Mr. Pardeep Havnur	Chairman	Non-executive independent director
Mr. Hareesh Eidnani	Member	Non-executive independent director
Mr. Jose Jacob *	Member	Non-executive independent director
Mr. Aqueel A. Mulla	Member- w.e.f. 24th July 2014	Non-executive independent director

*\*Director Mr. Jose Jacob resigned from the board w.e.f. 24th July 2014*

## Meetings and Attendance

During the year ended 31st March 2015 , Nomination and Remuneration committee met five times on the following dates:

29th May 2014 , 28th June 2014 , 20th September 2014, 20th November 2014 and 7th February 2015 .  
Attendance of members in above meetings is as under:

Name	No. of Meetings held during the year	No. of Meetings attended
Mr. Pardeep Havnur	5	5
Mr. Hareesh Eidnani	5	5
Mr. Jose Jacob *	5	2
Mr. Aqueel A. Mulla	5	3

*\*Director Mr. Jose Jacob resigned from the Board w.e.f 24th July 2014*

## Remuneration Policy

The current remuneration policy adopted by Nomination and Remuneration committee takes care of selection of Directors on the board and has defined criteria for determining their remuneration .The ultimate objective of formulating and adopting remuneration policy is to provide best talent to the board with market competitive total reward opportunity.

The remuneration policy has defined criteria for identifying, screening, recruiting and recommending candidates for election as an Executive or Non-executive Director on the Board.

The major criteria for the appointment to the board are as follows:

1. Qualification, Expertise and Experience in specific areas of business.
2. Diversity of the board having expertise in the field of Manufacturing, Marketing, Finance and Taxation, Law, Governance and General Management.
3. Composition of the board with optimal balance of Executive and Non-Executive Directors consistent with the requirements of law.

The major criteria for the reward / remuneration are as follows:

1. Transparent, fair and consistent reward framework.
2. Relationship of reward with performance.
3. Competitive and reasonable level of remuneration to attract, retain and motivate best talent on board.

The detailed policy on remuneration of Directors, Key Managerial Personnel and Senior Management is displayed on the website of the company at [www.pixtrans.com](http://www.pixtrans.com)

**Remuneration to Directors:**

Details of remuneration paid to directors during the financial year 2014-15 are as under:

**a) Promoter Directors :**

(` in lacs)

Name of Director	Salary	LTA	Bonus	Leave Encashment	Perquisites	Total
Mr. Amarpal Sethi	63.60	10.60	5.30	NIL	NIL	79.50
Mr. Sukhpal Singh Sethi	60.00	10.00	5.00	NIL	NIL	75.00
Mr. Sonopal Sethi	60.00	10.00	5.00	NIL	NIL	75.00
Mr. Rishipal Sethi	60.00	10.00	5.00	NIL	NIL	75.00
Mr. Karanpal Sethi	57.00	9.50	4.75	NIL	NIL	71.25

**b) Executive Director :**

(` in lacs)

Name of Director	Salary	LTA	Bonus	Leave Encashment	Perquisites	Total
Mr. Joe Paul	36.95	2.08	1.05	1.46	NIL	41.54
Ms. Shirley Paul	26.81	1.95	0.99	2.51	NIL	32.26

**c) Independent Non-Executive Directors :**

Name of Director	Commission	Sitting fee
Mr. Haresh Eidnani	Nil	0.47
Mr. Pardeep Havnur	Nil	0.47
Mr. Aqueel A. Mulla	Nil	0.47
Mr. Mohammad Adil Ansari	Nil	0.47
Mr. Nigel Savio Lobo	Nil	0.24
Mr. Prakash Chand Kasgiwala	Nil	0.24
Mr. Jose Jacob	Nil	0.15
Mr. Omprakash Arora	Nil	0.15

**Performance evaluation criteria of Independent Directors**

The Nomination and Remuneration Committee of the Company approved a Evaluation Policy during the year, which was adopted by the Board of Directors. The policy provides for evaluation of the Board, the Committees of the Board and individual Directors, including the Chairman of the Board. The Policy provides that evaluation of the performance of the Board as a whole; Board Committees and Directors shall be carried out on an annual basis. The performance evaluation of the Independent Directors was carried out by the entire board .The performance evaluation criteria of Independent Directors are as under:

- a. Attendance and participations in the meetings.
- b. Raising of concerns to the Board.
- c. Safeguard of confidential information.
- d. Rendering independent, unbiased opinion and resolution of issues at meetings.
- e. Initiative in terms of new ideas and planning for the Company.
- f. Safeguarding interest of whistle-blowers under vigil mechanism.
- g. Timely inputs on the minutes of the meetings of the Board and Committee's, if any

## 5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

This Committee comprises the following executive and non-executive independent members of the Board;

Mr. Jose Jacob	Chairman (till 23/07/2014)
Mr. Hareesh Eidnani	Chairman (w.e.f. 24/07/2014)
Mr. Sukhpal Singh Sethi	Member
Mr. Sonopal Sethi	Member
Mr. Aqueel A Mulla	Member (w.e.f. 24/07/2014)

Mr. Jose Jacob acted as Chairman of this committee till 23rd July 2014 and due to his resignation from the board Mr. Hareesh Eidnani was designated as chairman of this committee w.e.f. 24th July 2014. Mr. Aqueel A Mulla one of the independent director was inducted as member in place of Mr. Jose Jacob.

The company has a large number of shareholders and this committee meets regularly to approve transfer of shares, splitting and consolidation of shares, issuance of duplicate shares and review/redress shareholder complaints.

Mr. Shybu Varghese, Company Secretary acts as compliance officer of the company.

During the year ended 31.03.2015, 61 complaints/queries were received. There were no complaints/queries pending for reply. There were no Share transfers pending for Registration for more than 15 days as on the said date.

## 6. CORPORATE SOCIAL RESPONSIBILITY & GOVERNANCE COMMITTEE:

### Composition of the Committee:

Name of Director	Designation
Mr. Rishipal Sethi	Joint Managing Director
Mr. Joe Paul	Whole-time Director
Mr. Aqueel A Mulla	Independent Director

The committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of corporate social responsibility policy. The Board has also empowered the committee to look into the matter related to sustainability and overall governance.

### Terms of references of the Committee, inter alia includes the following:

- To formulate and recommend to Board a Corporate Social Responsibility (CSR) policy
- Indicating activities to be undertaken in compliance of the provisions of the Companies Act, 2013 and rules made there under
- Recommend the amount of expenditure to be spent on CSR activities
- Monitoring the implementation of CSR policy from time to time
- To approve Corporate Sustainability report and oversee the implementation of sustainability activities
- To ensure compliance with corporate governance norms as laid down under Listing Agreement with Stock Exchange, Companies Act, and other statutes or any modification or re-enactment thereof.

**7. RISK MANAGEMENT COMMITTEE :**

The Risk Management Committee was constituted by the Board in pursuance to the requirement of Companies Act, 2013 and Clause 49 of the Listing Agreement. The committee implements and monitors Risk Management Plan of the company.

**Composition of the Committee:**

Name of Director	Designation
Mr. Pradeep Havnur ( Chairman)	Independent Director
Mr. Mohammed Adil Ansari	Independent Director
Mr. Karanpal Sethi	Whole-time Director

**Meeting Details:**

One meeting of the Risk Management Committee was held on 31st March, 2015 which was attended by all Directors.

**8. GENERAL BODY MEETINGS :****Annual General Meetings**

Details of the last three Annual General Meetings (AGMs) along with special resolutions passed are given in table below:

Year	Date	Time	Venue	Special Resolutions Passed
31.03.12	26.09.12	9.30 A.M.	J-7, MIDC, Hingna Road, Nagpur-16	1.Revision of remuneration paid to Executive Directors Mr. Amarpal Sethi , Mr. Sukhpal Sethi and Mr. Sonopal Sethi w.e.f. 1st August 2012
				2.Re-appointment of Mr. Amarpal Sethi as Chairman & Managing Director for a period of three years w.e.f. 1st April 2012 till 31st March 2015.
				3. Re-appointment of Mr. Sukhpal Singh Sethi as Whole-time Director for a period of three years w.e.f. 1st April 2012 till 31st March 2015 .
				4. Re-appointment of Mr. Sonopal Sethi as Whole-time Director for a period of three years w.e.f. 1st April 2012 till 31st March 2015.
				5. Re-appointment of Mr. Joe Paul as Whole-time Director for a period of three years w.e.f. 1st April 2012 till 31st March 2015.
				6. Re-appointment of Mr. Karanpal Sethi as Whole-time Director for a period of three years w.e.f. 1st April 2012 till 31st March 2015.
				7. Revision of remuneration paid to Executive Directors Mr. Rishipal Sethi for the remainder of his tenure from 1st August 2012 to 31st March 2014.
				8. Re-confirmation of Issue of cumulative convertible preference shares to promoters on preferential basis.

Year	Date	Time	Venue	Special Resolutions Passed
31.03.13	25.09.13	9.30 A.M.	J-7, MIDC, Hingna Road, Nagpur-16	No special resolutions passed.
31.03.14	18.09.14	9.30 A.M.	J-7, MIDC, Hingna Road, Nagpur-16	1. Re-appointment of Mr. Rishipal Sethi as Joint Managing Director for a period of three years w.e.f. 1st August 2014 till 31st March 2017 .
				2. Approval for payment of remuneration to Mr. Rishipal Sethi for the remaining tenure of his office from 1st April 2014 to 31st July 2014.

## Postal Ballot

During the year three special resolutions were passed by shareholders through postal ballot. In the Postal Ballot conducted pursuant to Clause 35B of the Listing Agreement, the Company had also offered e-voting facility, through Central Depository Services Limited, as an alternate, to enable the shareholders to cast their votes electronically.

The Board had appointed Mr. Sahib Chauhan, Practicing Chartered Accountant, as the scrutinizer to conduct the Postal Ballot process. The results of the postal ballot were declared on 25th March, 2015. Details of the voting pattern were as under:

Sr. No.	Special Resolution	No of total valid Postal Ballot forms / e-votes received	Vote Cast ( No of Shares )	
			For	Against
1	Authorization for borrowing under section 180(1)(c) Companies Act , 2013.	8232146	8231403	743
2	Creation of Security under section 180(1)(a) of the Company Act , 2013.	8232196	8231821	375
3	Adoption of new set of Articles of Association of the Company	8232046	8225071	6975

There is no immediate proposal for passing any resolution through Postal Ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through Postal Ballot.

## Postal Ballot Procedure

A Shareholder desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form which is sent along with the notice of postal ballot to the respective shareholders and send it to the Scrutinizer in the attached self-addressed envelope before the due date. The self-addressed envelope bears the address of the Scrutinizer. Postage is borne and paid by the Company.

Assent or dissent to the proposed resolutions may be recorded by placing a (v) in the appropriate columns in the Postal Ballot Form.

Postal Ballot Form is to be completed and signed by the shareholder (as per signature registered with the Company). In case of joint holding, this Form should be completed and signed by the first-named shareholder and in his/her absence, by the next named shareholder. There will be only one Postal Ballot Form for every folio irrespective of the number of joint holder(s).



The scrutinizer appointed by the company for conducting postal ballots counts the vote polled and prepare a report and submit it to chairman of the company. The Chairman after receiving the report declares the result of the poll.

## **9. DISCLOSURES :**

### **Related Party Transactions**

The company has not entered into any transaction of a material nature with the Promoters, Directors or the Management, their relatives etc. that may have any potential conflict with the interests of the company.

None of the transactions with any of related parties were in conflict with the Company's interest. Attention of members is drawn to the disclosure of transactions with related parties set out in Note No. 41 of Notes to Accounts to Standalone Financial Statements, forming part of the Annual Report.

In line with requirement of the Companies Act, 2013 and Listing Agreement, your Company has formulated a Policy on Related Party Transactions which is also available at Company's website at [www.pixtrans.com](http://www.pixtrans.com). The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties. This policy specifically deals with the review and approval of Material Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions.

### **Stock Exchange / SEBI Compliances**

The company has complied with the requirements of the stock exchanges, SEBI and other statutory authorities on all matters related to capital markets. During the last three years, there were no penalties imposed nor any strictures issued on the Company by the Stock Exchanges, SEBI or any other statutory authority relating to the above.

### **Whistle Blower Policy**

The Company has adopted a Whistle Blower Policy, as part of vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company.

The employees are encouraged to voice their concerns by way of whistle blowing and all the employees have been given access to the Audit Committee.

## **10. MEANS OF COMMUNICATION :**

The Quarterly Un-Audited (Provisional) Results and the Annual Audited Financial results of the company are sent to the stock exchanges immediately after they are approved by the Board and are also published in one vernacular news paper viz. "LOKSATTA" and one English news paper viz. "INDIAN EXPRESS".

Also they are uploaded on the Bombay Stock Exchange's website [www.bse.com](http://www.bse.com). The results are published in accordance with the guidelines of the Stock Exchanges.

The company's website [www.pixtrans.com](http://www.pixtrans.com) contains dedicated section Investors Relations, in which information is regularly posted for the information of shareholders and investors. The company's annual report is also available in user friendly and downloadable form.

**SEBI Complaint Redress System (SCORES)**

The investors complaints are processed in a centralized web- based complaint redress system. The salient features of this system are Centralized Database of all complaints. Online upload of Action taken Reports (ATRS) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

**11. GENERAL SHAREHOLDER INFORMATION :****Annual General Meeting**

**Date** : 23rd September , 2015

**Time** : 9:30 A.M

**Venue** : J-7, MIDC, HINGNA ROAD, NAGPUR- 440016

**Financial Year**

1st April, 2014 to 31st March, 2015

**Book Closure**

The register of members and share transfer books of the company shall remain closed from Wednesday, September 16, 2015 to Wednesday, September 23, 2015 (both days inclusive) for payment of dividend.

**Dividend payment date**

Dividend will be paid within 30 days of the approval of the same in the Annual General Meeting.

**Listing on stock exchanges**

The Company's shares are listed on Bombay Stock Exchange Ltd, Mumbai. The Annual Listing Fees for 2014-2015 has been paid to the Stock Exchange. The ISIN Number allotted to Company's Equity shares is INE751B01018.

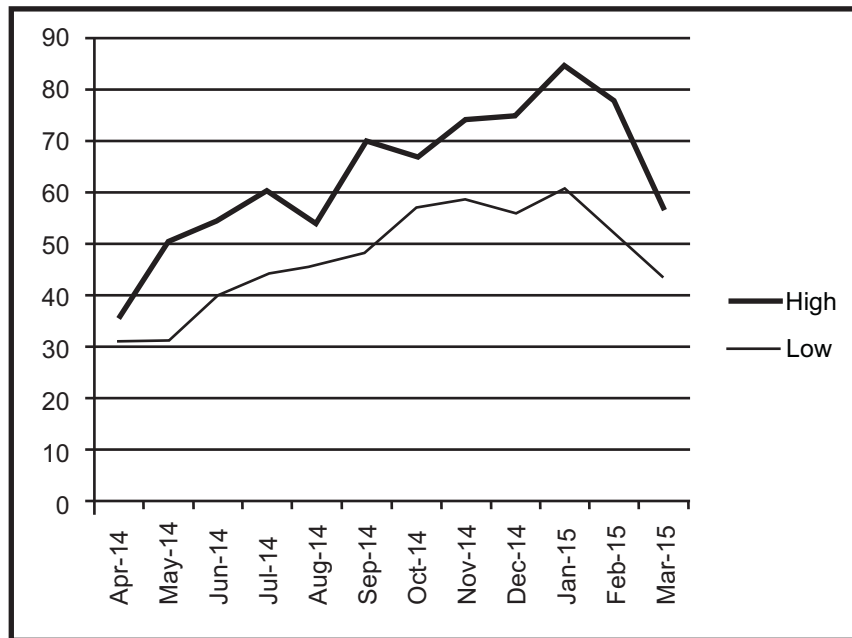
**Stock code**

Stock / scrip code allotted by Bombay Stock Exchange to company's equity shares is 500333.

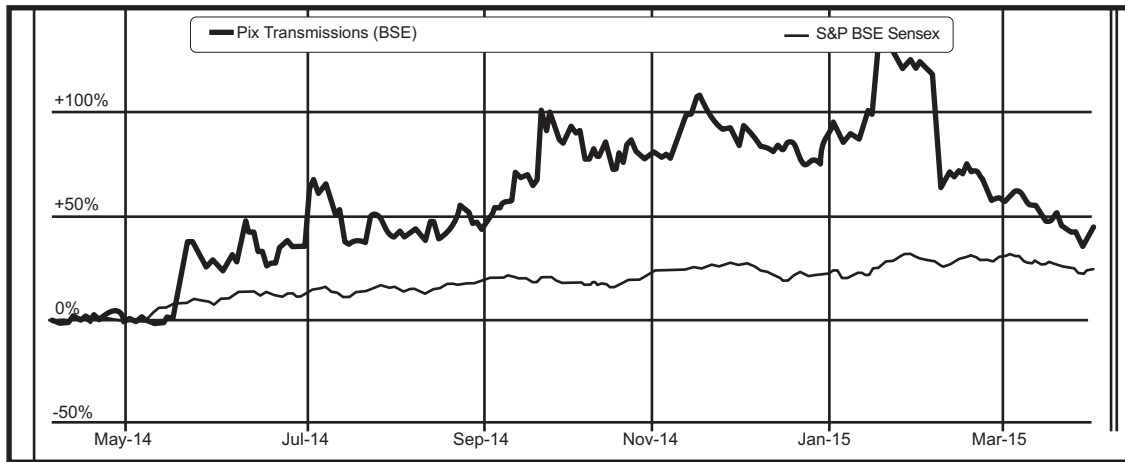
**Market Price data**

Monthly / high / low during the year 2014-2015 on Bombay Stock Exchange

Month	High	Low
Apr-14	36.00	31.65
May-14	51.00	32.00
Jun-14	55.00	40.35
Jul-14	60.80	44.50
Aug-14	54.00	46.25
Sep-14	70.40	49.00
Oct-14	67.00	57.70
Nov-14	74.70	59.00
Dec-14	75.00	56.35
Jan-15	84.90	61.15
Feb-15	77.75	52.10
Mar-15	57.00	44.00



**Stock Performance**



**Registrar and Transfer Agent**

Link Intime India Private Limited  
 C-13 , Pannalal Silk Mills Compound  
 L.B.S. Marg , Bhandup ( W ) , Mumbai – 400078  
 e-mail : isrl@linkintime.co.in

**Share transfer system**

The Company’s shares, which are in compulsory Dematerialized (Demat) list, are transferable through the depository system. Shares in physical form are processed by Registrar and Transfer Agent, M/s. Link Intime India Pvt. Ltd. The share transfers are processed within a period of 15 days from the date of receipt of the transfer documents by M/s Link Intime India Pvt. Ltd.

## Distribution of Share holding

### Distribution of Share Holding as on 31st March, 2015

Share Holding Of Nominal Value Of	No of Share Holders	Percentage Of Share Holders	No of Share Held	Percentage of Share Held
UPTO 500	16020	93.64%	1735942	12.74%
501 TO 1000	554	3.24%	457571	3.36 %
1001 TO 2000	280	1.64 %	426872	3.13 %
2001 TO 3000	92	0.54 %	237639	1.74 %
3001 TO 4000	25	0.15 %	92582	0.69 %
4001 TO 5000	35	0.20%	165376	1.21 %
5001 TO 10000	44	0.26 %	301465	2.21%
10001 AND ABOVE	57	0.33 %	10207753	74.92 %
TOTAL	17,107	100.00 %	13,625,200	100.00 %

### Distribution of shareholding by ownership as on 31st March, 2015

Category	No. Shares of Rs. 10/-each	Percentage of holding
Promoters ( Indian Promoters including directors and their relatives)	8,248,102	60.54
Mutual Funds, UTI, Banks, Financial Institutions, Insurance Companies (Central/State Government/ Non-Governments) Institutions	2,400	0.02
Bodies corporate	9,36,157	6.87
Indian Public	4,350,923	31.93
NRI/OCB's	52,580	0.38
Clearing Members / Market Maker	35,038	0.26
TOTAL	13,625,200	100.00

## Dematerialisation of Shares and Liquidity

The Company has arrangement with National Securities Depository Ltd. (NSDL) and Central Depository Services [India] Ltd. (CDSL) for Demat facility. As on 31st March, 2015, 91.56% of the total equity capital is held in the Demat form with NSDL and CDSL. The Company's Equity shares are in the compulsory Demat mode with effect from 27th November 2000.

Particulars	As on 31-03-2015	Percentage [%]
Held in Dematerialized form in NSDL	1,08,22,131	79.43
Held in Dematerialized form in CDSL	16,53,784	12.13
Physical Shares	11,49,285	8.44
Total	1,36,25,200	100.00

Company's Equity shares are one of the liquid and actively traded shares on Bombay stock exchange. Relevant data for the average monthly turnover for the financial year 2014-15 is given below:

Particulars	BSE
No of shares traded	539162
Value in ( Rs in Lacs )	333

**Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity:** NIL

**Plant Locations**

Unit 1 - K-36 ,K-37 & K-38 , MIDC , Hingna Road , Nagpur-440016  
Unit 2 - Khasra No.25 , 45,46/1,46/2,47 & 48 , Mouza Nagalwadi  
Tehsil – Hingna, Nagpur-440016  
Unit 3 - Khasra No. 57 , Mouza Nagalwadi,  
Tehsil – Hingna , Nagpur - 440016

**Address for Correspondence**

J-7 , MIDC , Hingna Road , Nagpur- 440016  
Tel : 07104-669002 , Fax : 07104-669007  
Website : www.pixtrans.com  
Email: cosecretary@pixtrans.com

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANIES CODE OF CONDUCT**

I, Sonopal Sethi, Joint Managing Director of Pix Transmissions Limited declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct for Board and Senior Management Personnel for the year ended 31st March, 2015.

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

**Place : Mumbai**  
**Date : 29/05/2015**

**Sonopal Sethi**  
**Joint Managing Director**

## CERTIFICATE OF JOINT MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

To  
The Board of Directors  
Pix Transmissions Ltd

We, the undersigned, in our respective capacities as Chief Executive officer and Chief Financial officer of Pix Transmissions Ltd ( "the company" ) to the best of our knowledge and belief, certify that:-

1. We have reviewed the Balance Sheet and Profit and Loss account (both consolidated and standalone), and all its schedules and notes on accounts, as well as the Cash Flow Statements and the Directors' Report and annexure thereto and based on our knowledge and belief, we state that:
  - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - b. these statements together present true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company for such reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies, if any, in the design or operation of such internal controls, of which we are aware of and the steps taken and/or proposed to be taken to rectify these deficiencies.
4. We have indicated to the auditors and audit committee:
  - (i) that there are no significant changes in Internal Controls with respect to financial reporting during the year.
  - (ii) that there are no significant changes in accounting policies during the Year and these have been disclosed in the notes to the financial statements.
  - (iii) that there are no instances of significant fraud of which we have become aware.

Place : Mumbai  
Date : 29/05/2015

Sonepal Sethi  
Joint Managing Director

Karanpal Sethi  
Chief Financial Officer

**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members of Pix Transmissions Limited

I have examined the compliance of conditions of Corporate Governance by Pix Transmissions Limited (the Company), for the year ended 31st March, 2015 as stipulated in Clause 49 of Listing Agreement of the Company with the Stock Exchange.

The compliance of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion of the financial statements of the Company

In my opinion and the best of my information and according to the explanations given to me, I state that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management conducted the affairs of the Company.

**For S. C. Bandi & Co.**  
**Chartered Accountants**  
**Firm Reg No . 130850W**

**S.C. BANDI**  
**(Proprietor)**  
**Membership No. 16932**

**Place: Mumbai**

**Date :29/05/2015**



**INDEPENDENT AUDITOR'S REPORT**

To the Members of PIX TRANSMISSIONS LIMITED

**Report on the Standalone Financial Statements**

I have audited the accompanying standalone financial statements of PIX TRANSMISSIONS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for the ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

My responsibility is to express an opinion on these standalone financial statements based on my audit. I have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act, and the Rules made there under.

I conducted my audit in accordance with the Standards on auditing specified under Section 143(10) of the Act. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the standalone financial statements.

**Opinion**

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid standalone financial statements give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015
- b) in the case of Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to the "Order"), and on the basis of such checks of the books and records of the Company as I considered appropriate and according to the information and explanations given to me, I give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, I report that:

- a.) I have sought and obtained all the information and explanations which to the best of our knowledge and belief was necessary for the purpose of my audit
- b.) In my opinion proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books.
- c.) The Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d.) In my opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e.) On the basis of written representations received from the Directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f.) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors), 2014, in my opinion and to the best of my information and according to the explanations given to me;
  - i. The Company does not have any pending litigations, matters which would impact its financial position.
  - ii. The Company did not have any long term contracts including derivative contract requiring provision under applicable laws or accounting standards, for material foreseeable losses, and

iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the company.

Place: MUMBAI  
Date: 29.05.2015

**For S. C. BANDI & CO.**  
Chartered Accountants  
(F.R.No. 130850W)

S.C. BANDI  
PROPRIETOR  
M.No.16932

**ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT:**

(Referred to in Paragraph 1 under section (Report on Other Legal and Regulatory Requirements, section of my report of even date)

1. In respect of its fixed assets:

1.1. The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.

1.2. All the fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.

2. In respect of its Inventories:

2.1. The inventories have been physically verified at reasonable intervals by the management.

2.2. In my opinion and according to the information and explanations given to me, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

2.3. In my opinion and according to the information and explanations given to me, the Company is maintaining proper records of its inventories and no material discrepancies were noticed on such physical verification.

3. As informed to me, the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act, Accordingly, the sub-clauses (a) and (b) are not applicable to the company.

4. In my opinion and according to the information and explanations given to me, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. During the course of my audit, I have not observed any continuing failure to correct major weaknesses in internal control system.

5. According to the information and explanations given to me, the Company has not accepted any deposits in terms of directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act, and the rules framed there under.

6. I have broadly reviewed the books of account maintained by the Company pursuant sub-section (1) of Section 148 of the Act, and is of the opinion that prima facie, the prescribed accounts and records have been made and maintained.

7.1. The company is generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and I have been informed that there are no arrears of outstanding statutory dues as at the last day of the financial year under audit for a period of more than six months from the date they became payable.

7.2. According to the information and explanations given to me, no undisputed amount is payable in respect of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess as at March 31, 2015,

7.3 In my opinion and according to the information and explanations given to me, amounts required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 2013 and Rules made there under have been transferred to such fund within time,

8. The Company has no accumulated losses at the end of the financial year under audit. The company has not incurred cash losses during the financial year covered by audit and in the immediately preceding financial year.

9. According to the information and explanations given to me, the Company has not defaulted in repayment of dues to a financial institution or bank.

10. According to the information and explanations given to me, the Company has not given any guarantee for loans taken by others from banks or financial institutions, the terms and conditions whereof are prejudicial to the interest of the Company.

11. According to the information and explanations given to me, no term loans were obtained during the year under audit.

12. Based upon the audit procedures performed and according to the information and explanations given to me, no fraud on or by the company has been noticed or reported during the year of my audit.

**For S. C. BANDI & CO.**  
Chartered Accountants  
(F.R.No. 130850W)

Place: MUMBAI  
Date: 29.05.2015

**S.C. BANDI**  
PROPRIETOR

**PIX TRANSMISSIONS LIMITED**  
**Balance Sheet**  
**As at 31st March, 2015**

All amounts in ₹ unless otherwise stated

Particulars	Note No.	As at 31st March, 2015	As at 31st March, 2014
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder's Funds</b>			
Share Capital	3	136,241,000	136,241,000
Reserves and Surplus	4	1,386,153,103	1,368,090,066
<b>Non-Current Liabilities</b>			
Long-term Borrowings	5	542,211,621	465,888,407
Deferred tax Liabilities (Net)	6	98,671,608	85,417,396
Long Term Provisions	7	58,605,419	51,278,113
<b>Current Liabilities</b>			
Short-Term Borrowings	8	752,031,513	690,322,648
Trade Payables	9	157,626,615	305,123,429
Other Current Liabilities	10	102,371,803	92,388,505
Short-term Provisions	11	46,075,694	58,067,912
<b>Total</b>		<b>3,279,988,377</b>	<b>3,252,817,476</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
<b>Fixed Assets</b>			
Tangible Assets	12	1,630,979,359	1,370,147,821
Intangible Assets	13	8,509,598	15,248,430
Capital Work-in-Progress	14	-	66,380,151
Intangible Assets Under Development			
<b>Non-current Investments</b>	15	13,731,960	13,391,960
<b>Long Term Loans and Advances</b>	16	92,821,532	69,700,995
<b>Other Non-current Assets</b>	17	80,383,892	155,872,070
<b>Current Assets</b>			
Current Investments	18	129,473,438	145,296,416
Inventories	19	469,214,752	479,478,856
Trade Receivables	20	595,329,919	557,463,197
Cash and Cash Equivalents	21	151,077,444	177,856,881
Short-term Loans and Advances	22	103,422,346	178,590,712
Other Current Assets	23	5,044,138	23,389,988
<b>Total</b>		<b>3,279,988,377</b>	<b>3,252,817,478</b>

**Summary of Significant Accounting Policies**

The accompanying notes are an integral part of these financial statements

As per our report of even date      For and on behalf of Board of Directors

For S. C. Bandi & Co.  
Chartered Accountants  
Firm Reg. No.130850W

Karanpal Sethi  
Chief Financial Officer

Sonepal Sethi  
Joint Managing Director

Mohd. Adil Ansari  
Director

S. C. Bandi  
Proprietor  
Membership No: 16932  
Mumbai, 29.05.2015

Shybu Varghese  
Company Secretary

Haresh Eidnani  
Director

**PIX TRANSMISSIONS LIMITED**  
**Statement of Profit & Loss**  
**For the year ended 31st March, 2015**

All amounts in ₹ unless otherwise stated

Particulars	Note No.	As at 31st March, 2015	As at 31st March, 2014
<b>REVENUE</b>			
Revenue from Operation	24	2,030,335,444	1,939,237,780
Other Income	25	26,201,701	36,698,691
<b>Total</b>		<b>2,056,537,145</b>	<b>1,975,936,471</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	26	864,846,257	810,510,250
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	27	(26,014,404)	72,986,467
Employee Benefit Expense	28	367,830,087	347,352,376
Other Expenses	29	483,344,961	394,702,538
Financial Costs	30	187,294,644	153,167,243
Depreciation and Amortization Expenses	31	118,992,742	130,475,608
<b>Total</b>		<b>1,996,294,287</b>	<b>1,909,194,482</b>
<b>Profit Before Tax</b>		<b>60,242,858</b>	<b>66,741,989</b>
Tax Expense:			
Current Tax		12,500,000	28,000,000
Deferred Tax		13,254,212	(37,601,348)
		<b>25,754,212</b>	<b>(9,601,348)</b>
<b>Profit for the Year</b>		<b>34,488,646</b>	<b>76,343,337</b>
<b>Earning per Share</b>			
Basic (FaceValue of ` 10 each)		2.53	5.60
Diluted (FaceValue of ` 10 each)		2.53	5.60

As per our report of even date

For and on behalf of Board of Directors

For S. C. Bandi & Co.  
Chartered Accountants  
Firm Reg. No.130850W

Sonepal Sethi  
Joint Managing Director

Karanpal Sethi  
Chief Financial Officer

Mohd. Adil Ansari  
Director

S. C. Bandi  
Proprietor  
Membership No: 16932  
Mumbai, 29.05.2015

Shybu Varghese  
Company Secretary

Haresh Eidnani  
Director



**PIX Transmissions Limited**  
**Cash Flow Statement for the year ended 31 March, 2015**

All Amount in ₹ unless otherwise stated

Particulars	Year Ended 31.03.2015		Year Ended 31.03.2014	
<b>A. Cash flow from operating activities</b>				
Profit / (Loss) before extraordinary items and tax		60,242,858		66,741,989
<u>Adjustments for:</u>				
Depreciation and amortisation expense	118,992,742		130,475,608	
Finance costs	187,294,644		153,167,243	
		306,287,386		283,642,851
Operating profit / (loss) before working capital changes		366,530,243		350,384,840
<u>Changes in working capital:</u>				
Adjustments for (increase) / decrease in operating assets:				
Inventories	10,264,104		61,726,621	
Trade receivables	(37,866,722)		39,601,061	
Short-term loans and advances	75,168,367		246,970,098	
Long-term loans and advances	(23,120,537)		(309,789,587)	
Other current assets	18,345,850		(21,053,178)	
Other non-current assets	75,488,178		316,225	
	118,279,237		17,771,240	
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	(147,496,814)		(46,379,950)	
Other current liabilities	9,983,299		(14,751,060)	
Other long-term liabilities	-		-	
Short-term provisions	(24,492,218)		3,538,693	
Long-term provisions	7,327,306		2,001,806	
	(154,678,427)		(55,590,512)	
Cash flow from extraordinary items		(36,399,190)		(37,819,272)
Cash generated from operations		330,131,054		312,565,568
Net income tax (paid) / refunds				
<b>Net cash flow from / (used in) operating activities (A)</b>		330,131,054		312,565,568
Capital expenditure on fixed assets, including capital advances	(380,481,976)		(523,412,560)	
Proceeds from sale of fixed assets	73,776,681		91,841,853	
Change in Non-current Investment	(340,000)		10,132	
Change in Current Investment	15,822,978		(145,296,416)	
	(291,222,317)		(576,856,991)	
Net Wealth Tax Paid		(291,222,317)		(576,856,991)
Net income tax (paid) / refunds		(200,000)		(175,000)
		-		-
<b>Net cash flow from / (used in) investing activities (B)</b>		(291,422,317)		(577,031,991)
<b>C. Cash flow from financing activities</b>				
Proceeds from issue of equity shares			-	
Increase In Security Premium			-	
Redemption / buy back of preference / equity shares	-		(46,961,000)	
Proceeds from long-term borrowings	76,323,214		240,969,817	
Repayment of long-term borrowings			-	
Net increase / (decrease) in working capital borrowings	61,708,865		107,269,280	
Finance costs (includes borrowing costs capitalised)	(187,294,644)		(153,167,243)	
Dividends paid	(13,625,200)		(23,966,277)	
Tax on dividend	(2,600,409)		(4,051,303)	
	(65,488,174)		120,093,274	
		(65,488,174)		120,093,274
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		(26,779,437)		(144,373,149)
Cash and cash equivalents at the beginning of the year		177,856,881		322,230,030
<b>Cash and cash equivalents at the end of the year</b>		151,077,444		177,856,881

## For and on behalf of Board of Directors

For S. C. Bandi & Co.  
Chartered Accountants  
Firm Reg. No.130850W

S. C. Bandi  
Proprietor  
Membership No: 16932  
Mumbai, 29.05.2015

Karanpal Sethi  
Chief Financial Officer

Shybu Varghese  
Company Secretary

Sonepal Sethi  
Joint Managing Director

Mohd. Adil Ansari  
Director

Hareesh Eidnani  
Director

**NOTES to the financial statements for the year ended 31st March, 2015 (All amounts in ₹ unless otherwise stated)**

### 1. Company Information:

Pix Transmissions Limited was incorporated on 22nd July 1981 as a private limited company in the State of Maharashtra, India. The status of Pix Transmissions Limited changed from a Private Limited company to a Public Limited Company effective from 27th September 1989. Pix Transmissions Limited completed its initial public offering of its equity shares in India on 4th December 1989. It is now listed on The Stock Exchange, Mumbai (BSE).

### 2 Significant Accounting Policies

**2.1 Basis of Accounting:** These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis with the accounting standards notified under section 133 of the Companies Act, 2013. Accounting Policies not stated explicitly otherwise are consistent with generally accepted accounting principles in India.

**2.2 Use of Estimates:** The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets that the management co-markets and liabilities disclosure of contingent liabilities as on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known/materialized.

**2.3 Revenue Recognition:** Sales are recognised when the substantial risk and rewards of ownership in the goods are transferred to the buyer, upon supply of goods, and or recorded net of trade discount,. Sales, taxes and excise duties. It does not include inter divisional transfers.

**2.4 Tangible Fixed Assets:** Fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses, If any. Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing assets beyond its previously assessed standard performance.Losses arising from the requirement of, and gains or losses arising from the disposal of fixed assets which are carried at cost are recognized in the profit and loss account.

**2.5 Intangible Assets:** Intangible assets are at cost of

acquisition less accumulated amortization and accumulated impairment loss, if any

**2.6 Depreciation And Amortization:** Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets estimated by management. Depreciation for asset purchased / sold during a period is proportionately charged. Intangible assets are amortised over their respective individual estimated useful lives on straight line basis, commencing from the date the asset is available to the company for its use. The management estimates the useful lives of the other fixed assets as follows:

Building	30 years
Plant and Machinery	15 years
Office Equipment	5 years
Electrical Installation	10 years
Computer Equipment	3 years
Furniture and Fixtures	10 years
Vehicles	6 years

Depreciation and amortization mehtods, useful lives and residual values are reveiwed periodically including at each financial year end

**2.7 Impairment of Assets:** Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated fututre cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

Assessment is done at each balance sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

**2.8 Investment:** Investments are classified into current and long-term investments. Long-term investments are carried at cost. Cost of acquisition includes all costs directly incurred on the acquisition of the investment after providing for diminution in value, if such diminution is of permanent nature.

**2.9 Inventories:** Inventories are valued at lower of cost, computed on a weighted average basis, and estimated net realisable value, after providing for cost of obsolescence and other anticipated losses, wherever considered necessary. Finished goods and work in progress include costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

**2.10 Trade Receivables and Loans and Advances:**

Trade Receivables and Loans and Advances are stated at book value and no provision is made for doubtful debts.

**2.11 Foreign Currency Transactions:** Transactions in foreign currencies are converted in Rupees at rate prevailing on the date of transaction. Monetary assets and liabilities denomination in foreign currency are translated at the period end exchange rates. Gains / losses arising on account of realisation/settlement of foreign exchange transactions and on translation of foreign currency assets and liabilities are recognised in the Profit and Loss Account. All Foreign Currency liabilities and monetary assets are stated at the exchange rate prevailing as at the date of Balance Sheet and the difference taken to Profit & Loss account as Exchange Fluctuation loss or gain.

**2.12 Employee Benefits:****A. Post-employment Benefits****i. Defined Contribution Plans:**

The Company has a Defined Contribution Plan for Post employment benefit in the form of Provident Fund for all employees which are administrated by Regional Provident Fund Commissioner.

**ii. Defined Benefit Plans:**

**Funded Plan:** The Company has defined benefit & Leave Encashment plan for Post-employment benefit in the form of Gratuity for all employees. Liability for above defined benefit plan is provided on the basis of valuation, as at the Balance Sheet date, the actuarial method used for measuring the liability is the Projected Unit Credit method.

**B. Gratuity:** The Provision has been made in the accounts for the present liability for future payment of gratuity to employees of the company in terms of Payment of Gratuity act, 1972.

**C.** The actuarial gains and losses arising during the year are recognized in the Profit & Loss Account of the year.

**2.13 Expenditure:** Expenses are accounted on accrual basis and provision is made all known losses and liabilities. Revenue expenditure on research and development is charged against the profit of the year in which it is incurred. Capital expenditure on research and development is shown as an addition to fixed assets.

**2.14 Current and Deferred Tax:** Income taxes comprise of current tax and deferred taxcharge. Current tax is the amount of tax payable on the taxable income for the year determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. In the event of unabsorbed depreciation and carry forward losses, deferred tax assets are recognised only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available to realise such assets. In other situations, deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realise these assets.

**2.15 Borrowing Cost:** Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset is charged to Profit & Loss Account.

**2.16 Contingencies:** The company creates a provision for loss, contingencies arising from claims, litigations, assessment, fines, penalties etc when there is a present obligation as a result of past events that probably requires outflow of resources and a reliable estimate can be made of the amount of obligation.

**2.17 Segment Reporting:** The Company is engaged in the business of Industrial Rubber Products and there is no reportable primary segment as per Accounting Standard (AS 17) 'Segment Reporting'. The company identified geographical locations as secondary segments. The products of the company are sold both in the domestic & export markets, which are considered different geographical segments.

**2.18 Earning Per Share:** Basic earning per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

**NOTES to the financial statements for the year ended 31st March, 2015 (Contd....).**

**(All amounts in ₹ unless otherwise stated)**

**3** The Authorised, Issued, Subscribed and Fully paid-up share capital comprises of equity shares having a par value of Rs. 10 each as follows:

	<b>31.03.2015</b>	<b>31.03.2014</b>
<b>A Authorised</b>		
i. 2,05,00,000 (Previous year 2,05,00,000) equity shares of Rs. 10 each	205,000,000	205,000,000
ii. 14,50,000 (Previous year 14,50,000) Convertible 6% Preference Shares of ` 100 each	145,000,000	145,000,000
iii. 15,00,000 (Previous year 15,00,000) non-convertible 6% cumulative Redeemable Preference Shares of ` 100 each	150,000,000	150,000,000
	<u>500,000,000</u>	<u>500,000,000</u>
<b>B Issued, Subscribed and Fully paid up</b>		
i. 1,36,25,200 (Previous year 1,36,25,200) equity shares of ₹. 10 each	136,252,000	136,252,000
Less: Allotment money in arrears from public other than Directors	(11,000)	(11,000)
ii. NIL (Previous year 4,69,610) non-convertible 6% cumulative Redeemable Preference Shares of ` 100 each	-	-
	<u>136,241,000</u>	<u>136,241,000</u>
<b>Non-convertible 6% cumulative Redeemable Preference Shares</b>		
Opening Balance	-	469,610
Changes during the year	-	(469,610)
Closing balance	<u>-</u>	<u>-</u>

**Rights, preferences and restrictions attached to shares**

**a. Equity Shares**

The company has one class of shares having par value of Rs. 10 each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

NOTES to the financial statements for the year ended 31st March, 2015 (Contd....).  
(All amounts in ₹ unless otherwise stated)

**Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company**

Equity Shares	31.03.2015		31.03.2014	
	No of Shares	%	No of Shares	%
Nirmal Sethi	959,212	7.04%	959,212	7.04%
Amarpal Singh Sethi / Inderjeet Sethi	1,008,325	7.40%	993,825	7.29%
Sukhpal Singh Sethi / Davinder Sethi	853,645	6.27%	839,145	6.16%
Sonepal Singh Sethi / Kamalpreet Sethi	1,498,295	11.00%	1,457,421	10.70%
Davinder Sethi / Sukhpal Singh Sethi	654,057	4.80%	558,126	4.10%
Inderjeet Sethi / Amarpal Sethi	841,901	6.18%	712,065	5.23%
Rishipal Sethi / Saba Sethi	1,154,807	8.48%	1,145,007	8.40%
Karanpal Sethi	961,360	7.06%	938,217	6.89%

Reserves and Surplus	31.03.2015	31.03.2014
Reserves and surplus consist of the following reserves:		
<b>a. Securities Premium Reserves</b>	138,709,200	138,709,200
<b>b. Capital Reserves</b>	9,407,880	9,407,880
<b>c. Capital Redemption Reserves</b>	112,413,000	112,413,000
<b>d. Amalgamation Reserves</b>	33,741,683	33,741,683
<b>e. General Reserves</b>	25,192,608	25,192,608
<b>f. Surplus in Statement of Profit and Loss</b>		
Opening Balance	1,048,625,695	1,047,435,938
Current year Addition/(Deduction)	34,488,646	76,343,337
<b>Less: Appropriations</b>	(16,425,609)	(75,153,580)
Transferred to Capital Redemption Reserve	-	46,961,000
Proposed Dividend on Equity Shares Dividend	13,625,200	20,437,800
Tax on Equity Dividend	2,600,409	3,473,404
Dividend on Non-Convertible Preference Shares	-	3,528,477
Tax on Non-Convertible Preference Shares Dividend	-	577,899
Wealth Tax	200,000	175,000
	<b>1,066,688,732</b>	<b>1,048,625,695</b>
<b>Total Transferred to Balance Sheet</b>	<b>1,386,153,103</b>	<b>1,368,090,066</b>
The Board of Directors at its meeting held on 29.05.2015 has recommended a final dividend of Rs 1.00 per equity shares.		
<b>Long Term Borrowings</b>		
Long term borrowing consist of the following:		
<b>a. Secured Loans</b>	255,725,052	235,210,100
Term Loan	4,381,700	9,753,515
Loan Against Hypothication of Vehicle	260,106,752	244,963,615

NOTES to the financial statements for the year ended 31st March, 2015 (Contd....).  
(All amounts in ₹ unless otherwise stated)

5 Long Term Borrowings (Contd.....)	31.03.2015	31.03.2014
<b>b. Unsecured Laon</b>		
<b>From Banks</b>	57,961,832	46,131,066
<b>From Directors</b>	224,143,037	174,793,726
<b>Total</b>	<b>282,104,869</b>	<b>220,924,792</b>

- 1 Term loan from banks are secured by first pari passu charge on all fixed assets and second charge on current assets of the company.
- 2 Term Loan and working Capital Facilities are further secured by personal guarantee of three Promoter's Directors.
- 3 Loan received against Hypothecation of vehicle is fully secured against vehicles.

	31.03.2015	31.03.2014
<b>6. Deferred Tax</b>		
Deferred tax liability (net)	98,671,608	85,417,396
	<b>98,671,608</b>	<b>85,417,396</b>
<b>7. Other Long Term Liabilities</b>		
Provision For Gratuity	58,605,419	51,278,113
	<b>58,605,419</b>	<b>51,278,113</b>
<b>8. Short Term Borrowings</b>		
Working Capital Loan from Banks	463,686,293	410,867,248
Term Loan due within 12 Months	74,928,000	104,502,301
Loan Against Hypothication of Vehicle	5,778,815	2,000,000
Against Bill Discounting from various parties	207,638,405	172,953,099
	<b>752,031,513</b>	<b>690,322,648</b>

- 1 Working Capital from banks are secured by first pari pasu charges on current assets and second charges on all fixed assets.
- 2 Term loan from banks are secured by first pari passu charge on all fixed assets and second charge on current assets of the company.
- 3 Term loan/Working capital facilities are further secured by personal guarantee of four promoter directors.
- 4 New and previous term loans taken from banks are carried the interest rate 13.95% to 14.25%. The loans are repayable in the monthly installment as per repayment schedule

**NOTES to the financial statements for the year ended 31st March, 2015 (Contd....).**  
(All amounts in ₹ unless otherwise stated)

	31.03.2015	31.03.2014
<b>9. Trade Payables</b>		
Micro, Small and Medium Enterprises	-	-
Sundry Creditors	157,626,615	305,123,429
	<b>157,626,615</b>	<b>305,123,429</b>

The Company has no information as to whether any of its vendors constitute a "Supplier" within the meaning of Section 2 (n) of the Micro, Small and Medium Enterprises Development Act, 2006 as no declarations were received under the said Act from them.

	31.03.2015	31.03.2014
<b>10 Other Current Liabilities</b>		
Unclaimed Dividend	3,967,475	445,059
Advance from Customers	16,834,936	33,245,757
Employees Benefits Payables	77,482,055	55,394,211
TDS Payable	4,087,338	3,303,478
	<b>102,371,803</b>	<b>92,388,505</b>
<b>11 Short Term Provisions</b>		
Proposed Equity Dividend	13,625,200.00	20,437,800.00
Proposed For Dividend Tax	2,600,409.00	3,473,404.00
Provision for Income Tax	24,728,910	27,408,435
Provision for Leave Benefits	5,121,175	6,748,273
	<b>46,075,694</b>	<b>58,067,912</b>

**Fixed Assets**

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Gross Value as on 31.03.2014	Additions During the Year	Sold/Trf. During the Year	Total Gross Value as on 31.03.2015	As on 01.04.2014	For the Year	Less Written off	Total 31.03.2015	Net Value as on 31.03.2015	Net Value as on 31.03.2014
Plot	150,351,139	2,260,000	-	152,611,139	-	-	-	-	152,611,139	150,351,139
Factory Premises	601,004,042	165,285,032	-	766,289,074	72,995,083	20,347,493	-	93,342,576	672,946,498	528,008,959
Plant & Machinery	1,102,802,138	158,103,941	-	1,260,906,080	600,967,252	42,429,593	-	643,396,845	617,509,234	501,834,886
Furnitures & Fixtures	65,327,100	10,395,006	-	75,722,105	24,333,364	10,768,736	-	35,102,100	40,620,006	40,993,736
Electrical Installations	129,541,181	29,077,261	-	158,618,442	23,117,614	25,917,973	-	49,035,587	109,582,855	106,423,567
Office Equipments	56,889,051	8,410,913	-	65,299,964	40,155,564	9,510,637	-	49,666,201	15,633,763	16,733,487
Vehicles	33,950,821	6,949,824	10,314,372	30,586,273	8,148,773	3,279,477	2,917,843	8,510,408	22,075,865	25,802,047
<b>TOTAL</b>	<b>2,139,865,472</b>	<b>380,481,976</b>	<b>10,314,372</b>	<b>2,510,033,076</b>	<b>769,717,650</b>	<b>112,253,909</b>	<b>2,917,843</b>	<b>879,053,717</b>	<b>1,630,979,359</b>	<b>1,370,147,821</b>
Previous year	1,636,801,333	515,058,064	11,993,926	2,139,865,471	647,480,643	127,944,835	5,707,828	769,717,650	1,370,147,821	989,320,689

**Intangible Assets**

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Gross Value as on 31.04.2014	Additions During the Year	Sold/Trf. During the Year	Total Gross Value as on 31.03.2015	As on 01.04.2014	For the Year	Less Written off	Total	Net Value as on 31.03.2015	Net Value as on 31.03.2014
Software	17,779,202	-	-	17,779,202	2,530,773	6738832.18	-	9,269,605	8,509,598	15,248,430
<b>Total</b>	<b>17,779,202</b>	<b>-</b>	<b>-</b>	<b>17,779,202</b>	<b>2,530,773</b>	<b>6,738,832</b>	<b>-</b>	<b>9,269,605</b>	<b>8,509,598</b>	<b>15,248,430</b>



**NOTES to the financial statements for the year ended 31st March, 2015 (Contd....).**  
 (All amounts in ₹ unless otherwise stated)

**Capital Work-in-progress**

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Gross Value as on 31.03.2014	Additions During the Year	Transfer During the Year	Total Gross Value as on 31.03.2015	As on 01.04.2014	For the Year	Less Written off	Total	Net Value as on 31.03.2015	Net Value as on 31.03.2013
Work-in-progress	66,380,151.00	268,186.10	66648337.10	-	-	-	-	-	-	66,380,151
<b>Total</b>	<b>66,380,151</b>	<b>268,186</b>	<b>66,648,337</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>66,380,151</b>

**15 Non Current Investment**

Un-Quoted Fully Paid up (At Cost)	31.03.2015			31.03.2014	
	Units	Face Value	Total Value	Units	Total Value
<b>A. Subsidiary Company</b>					
i. Pix Middle East FZC, UAE (150(130) equity shares of 1000 Dhiram per share)	150	1000 Dhiram	2,060,500	130	1,720,500
ii. Pix Transmissions (Europe) Limited ( equity shares of per share)	100,000	1 €	8,515,460	100,000	8515460
<b>B. Joint Venture Companies</b>					
i. Pix QCS Limited (50,000 equity shares of 1 € per share)	50,000	1 €	3,156,000	50,000	3,156,000
			<b>13,731,960</b>		<b>13,391,960</b>

**16 Long Term Loans and Advances**

Particulars	31.03.2015	31.03.2014
Loans and Advances to Related Parties	5,191,436	13,717,028
Securities Deposits	8,800,876	6,536,458
Other Loans	35,000,000	5,974,350
Loans and Advances to Employees	4,785,681	4,429,619
Other Receivable	39,043,539	39,043,539
	<b>92,821,532</b>	<b>69,700,995</b>
i Pix Middle East FZC, UAE	4,131,815	4,131,815
ii Pix Quality Component Solutions	1,059,621	1,059,621
iii Pix Transmissions (Europe) Limited	-	8,525,592
	<b>5,191,436</b>	<b>13,717,028</b>

**Note:** In the opinion of the Board of Directors, the Current Assets, Loans and Advances are approximately of the values stated, if realized in the ordinary course of business. The Provision for depreciation and all known liabilities are adequate and not in excess of the amount reasonably necessary.

**17 Other Non-current Assets**

Particulars	31.03.2015	31.03.2014
Product Development Expenditures (Unsecured , Considered good unless stated otherwise )	80,000,000	155,171,953
Preliminary Expenditure	383,892	700,117
	<b>80,383,892</b>	<b>155,872,070</b>

NOTES to the financial statements for the year ended 31st March, 2015 (Contd....).  
(All amounts in ₹ unless otherwise stated)

### 18 Current Investment

Particulars	31.03.2015			31.03.2014	
	Units	Face Value	Total Value	Units	Total Value
<b>Un-Quoted Fully Paid up (At Cost) Investment in Mutual Funds</b>					
<b>HDFC MUTUAL FUND</b>					
HDFC FMP 378 D Regular	500,000	10	5,000,000	500,000	5,000,000
HDFC Liquid Growth Fund	1,205,596	10	18,000,000	1,205,596	30,000,000
<b>SUB TOTAL</b>			<b>23,000,000</b>		<b>35,000,000</b>
<b>KOTAK MUTUAL FUND</b>					
Kotak FMP Series 137 371 Days Growth	500,000	10	5,000,000	500,000	5,000,000
IDFC Fixed Term Plan Series 79 Regular Plan Growth	500,000	10	5,000,000	500,000	5,000,000
ICICI Prudential FMP Series 72 425 Days Plan N Regular Plan Cumulative	500,000	10	5,000,000	500,000	5,000,000
ICICI Prudential FMP Series 73378 Days Plan O Regular Plan Cumulative	500,000	10	5,000,000	500,000	5,000,000
IDFC Arbitrage Fund Regular Plan Dividend			-	326,222	4,114,504
Kotak Equity Arbitrage Fund Monthly- Dividend			-	383,577	4,106,521
Kotak Floater Short Term Daily Dividend	43,023	1,000	43,022,861	59,473	60,163,795
ICICI Prudential Blended Plan A - Regular Plan - Dividend			-	304,703	4,118,723
ICICI Prudential Liquid - Regular Plan - Daily Dividend			-	940	94,030
Sundaram Flexible Fund Short Term Plan Regular Growth	455,323	10	9,000,000	455,323	9,000,000
<b>Sub Total</b>			<b>72,022,861</b>		<b>101,597,572</b>
<b>SBI MUTUAL FUND</b>					
SBI Premiere Liquid Fund- Regular Plan - Daily Dividend	35,493		34,450,577	8,671	8,698,844
<b>SUB TOTAL</b>			<b>34,450,577</b>		<b>8,698,844</b>
<b>TOTAL CURRENT INVESTMENTS</b>			<b>129,473,438</b>		<b>145,296,416</b>

**NOTE :1:** Aggregate value of Quoted Investment ₹ 129,473,438/- (Previous Year 145,296,416)  
Unquoted Investment ₹ 13,731,960/- (Previous Year ₹ 13,391,960/-)

**NOTES to the financial statements for the year ended 31st March, 2015 (Contd....).**
**(All amounts in ₹ unless otherwise stated)**
**19 Inventories** (Valued at lower of cost and net realisable value)

Particulars	31.03.2015	31.03.2014
Raw Material	127,304,036	128,312,579
Work-in-progress	52,080,965	44,751,409
Finished Goods	158,377,674	139,692,826
Stores and Spares	126,369,176	161,735,353
Packing Materials	3,430,961	4,159,387
Trading Goods	1,651,940	827,302
	<b>469,214,752</b>	<b>479,478,856</b>

**NOTE:** The Value of Stocks is as per inventory taken, prepared, valued and certified by the Management.

**20 Trade Receivables**

Particulars	31.03.2015	31.03.2014
<b>Considered Good</b>		
Outstanding for a period exceeding six months from the date they are due to payment	17,521,057	98,731,536
Others	577,808,863	458,731,661
<b>Considered Doubtful</b>		
Outstanding for a period exceeding six months from the date they are due to payment		-
Less: Bad & Doubtful Debts		-
	<b>595,329,919</b>	<b>557,463,197</b>

**Note:** Book Debts, Advances, Bank Deposits and Credit balances are taken subject to their respective confirmation.

**21 Cash & Cash Equivalent**

Particulars	31.03.2015	31.03.2014
<b>A. Cash in Hand</b>	144,933	124,319
<b>B. Bank Balances</b>		
On Current Account	11,745,060	20,757,077
On Term Deposit (with original maturity less than 3 months)		-
On Term Deposit (with original maturity more than 12 months)	124,129,756	141,090,608
Margin Money Deposit	15,057,695	15,884,877
	<b>151,077,444</b>	<b>177,856,881</b>

**22 Short Term Loans and Advances**

Particulars	31.03.2015	31.03.2014
Advances Recoverable in Cash or Kind or Value of Received		
Unsecured Advances Considered Good	40,163,043	92,508,605
Interest Receivables	780,240	-
Security Deposits	1,235,372	2,237,086
Receivables from others	14,204,299	13,487,547
Balance With Central Excise	47,039,391	70,020,356
Staff Advances	0	337,118
	<b>103,422,346</b>	<b>178,590,712</b>

**Note:** Sundry Advances includes deposit to the various government departments, amount receivable from Excise and Sales Tax departments.

**NOTES to the financial statements for the year ended 31st March, 2015 (Contd....).**  
**(All amounts in ₹ unless otherwise stated)**

**23 Other Current Assets**

Particulars	31.03.2015	31.03.2014
Interest Receivables	0	19,926,287
Pre-paid Expenses	5,044,138	3,463,701
	<b>5,044,138</b>	<b>23,389,988</b>

**24 Revenue from Operation**

Particulars	31.03.2015	31.03.2014
A. Sale of Products	2,017,709,466	1,895,115,263
B. Other Operating Revenue	7,765,054	9,126,753
C. Trading Sales	10,855,809	24,551,898
D. Excise Duty	-5,994,884	10,443,866
	<b>2,030,335,444</b>	<b>1,939,237,780</b>

**25 Other Income**

Particulars	31.03.2015	31.03.2014
Interest Received On FDR & From Others	24,260,510	30,598,272
Dividend Income	1,941,190	6,100,419
Others	-	-
	<b>26,201,701</b>	<b>36,698,691</b>

**Note:** The figure of Sales shown during the year includes the amount of Excise, wherever applicable.

**26 Cost of Materials Consumed**

Particulars	31.03.2015	31.03.2014
<b>Opening Inventories</b>		
Raw Materials	128,312,579	156,045,902
Packing Materials	4,159,387	3,573,399
Stores and Spares	161,735,353	123,710,528
Trading Goods	827,302	444,946
	<b>295,034,621</b>	<b>283,774,775</b>
<b>Purchases</b>		
Raw Materials	734,887,532	721,068,164
Packing Materials	21,216,502	20,408,777
Stores and Spares	66,576,789	66,029,008
Trading Goods	5,886,928	14,264,147
	<b>828,567,750</b>	<b>821,770,096</b>
<b>Closing Inventories</b>		
Raw Materials	127,304,036	128,312,579
Packing Materials	3,430,961	4,159,387
Stores and Spares	126,369,176	161,735,353
Trading Goods	1,651,940	827,302
	<b>258,756,113</b>	<b>295,034,621</b>
<b>Consumption</b>	<b>864,846,257</b>	<b>810,510,250</b>

**NOTES to the financial statements for the year ended 31st March, 2015 (Contd....).**
**(All amounts in ₹ unless otherwise stated)**
**27 Change in Inventories**

Particulars	31.03.2015	31.03.2014
<b>Opening Inventories</b>		
Work-in-Progress	44,751,409	46,894,290
Finished Goods	139,692,826	210,536,412
	<b>184,444,235</b>	<b>257,430,702</b>
<b>Closing Inventories</b>		
Work-in-Progress	52,080,965	44,751,409
Finished Goods	158,377,674	139,692,826
	<b>210,458,639</b>	<b>184,444,235</b>
<b>Total Change</b>	<b>(26,014,404)</b>	<b>72,986,467</b>

**28 Employee Benefits Expense**

Particulars	31.03.2015	31.03.2014
i. Salaries	127,245,622	106,870,872
ii. Wages	195,697,103	200,943,067
iii. Contribution to Provident Fund	15,447,323	13,458,080
iv. Contribution to Gratuity Fund	11,408,278	6,121,293
v. Staff Welfare Expense	11,413,670	14,445,858
vi. E.S.I.C.	6,618,091	5,513,206
	<b>367,830,087</b>	<b>347,352,376</b>

**29 Other Expenses**

Particulars	31.03.2015	31.03.2014
Advertisement	459,066	456,332
Auditor's Remuneration		
- Audit Fees	375,000	300,000
- Tax Audit Fees	125,000	100,000
Bank Commission	11,293,699	13,588,825
Cess	1,219,950	938,200
Commission & Brokerage	3,230,397	2,082,314
Turnover Discount	13,812,184	5,779,822
Director's Remuneration	41,653,211	31,845,778
Travelling Expenses	43,031,074	32,750,903
Discount	61,330,320	59,256,604
Power Expenses	51,304,112	51,518,997
Export Expenses	5,674,729	3,551,426
Freight & Transportation	72,336,272	59,436,844
Insurance	3,649,328	3,463,881
Legal & Professional Fees	14,184,488	12,653,723
Rent	3,685,970	3,222,400
Research & Development	-	4,590
Printing & Stationery	668,301	550,135
Repairs & Maintenance	13,393,407	19,512,536
Car & Scooter Expenses	9,380,471	5,991,445
Miscellaneous Expenses	69,994,905	69,973,156
Corporate Social Responsibility	1,312,537	
Claim Settlement	19,600,064	-
Telephone Telex & Postage	3,924,759	4,052,024
Bad Debts	37,389,494	13,356,377
Preliminary Expenses Written off	316,225	316,225
	<b>483,344,961.49</b>	<b>394,702,538</b>

**NOTES to the financial statements for the year ended 31st March, 2015 (Contd....).**  
**(All amounts in ₹ unless otherwise stated)**

**30 Finance Cost**

Particulars	31.03.2015	31.03.2014
Discounts	775,102	4,181,633
Interest	186,519,542	148,985,610
	<b>187,294,644</b>	<b>153,167,243</b>

**31 Depreciation**

Particulars	31.03.2015	31.03.2014
Factory Premises	20,347,493	12,847,192
Plant & Machinery	42,429,593	102,468,371
Electrical Installations	10,768,736	4,842,693
Furnitures & Fixtures	25,917,973	3,627,452
Office Equipments	9,510,637	952,204
Vehicles	3,279,477	3,206,923
Computer Software	6,738,832	2,530,773
	<b>118,992,742</b>	<b>130,475,608</b>

**32 Earning Per Share (EPS)**

Particulars	31.03.2015	31.03.2014
Profit for the year	25,754,212	(9,601,348)
Weighted average number of Equity shares outstanding	13,625,200	13,625,200
Basic Earning Per Share	1.89	(0.70)
Weighted average number of potential equity shares outstanding	NIL	NIL
Weighted average number of Equity shares outstanding (including dilutive shares)	13,625,200	13,625,200
Diluted Earning Per Share	1.89	(0.70)

**33 Contingent Liabilities**

Particulars	31.03.2015	31.03.2014
Letters of Credit	62,764,867	112,488,645
Bill Discounting	NIL	NIL
Bank Guarantee	7,286,322	338,539

34 Depreciation on the Assets added / deducted during the year has been provided on pro-rata basis with reference to the months of addition/deduction.

35 The Company has received loans from Directors . The same has been grouped under long term borrowings.

36 The company has incurred expenditure on development of production of various new belts for local and Export market. The company intends to develop manufacture of speciality belts for the hitec applications and innovations that are coming in th power transmissions industry and Maintenance Free type belts for the new generation packaging machines and EPDM rubber cover belts for automotive industries.

**NOTES to the financial statements for the year ended 31st March, 2015 (Contd....).**
**(All amounts in ₹ unless otherwise stated)**

- 36** These would be able to withstand higher temperature and perform longer. All the above are new generation products that the company is now proceeding to manufacture to take care of the future needs of the power transmissions industry.

Upto previous year the company has incurred expenditure on development of new product which yet to be manufactured commercially have been carry forward in Product Development Expenditures under the head Other

Particulars	31.03.2015	31.03.2014
Opening Balance	155,171,953	155,171,953
Addition/(Deletion) during the year	(75,171,953)	-
<b>Total</b>	<b>80,000,000</b>	<b>155,171,953</b>

- 37** The Accounting Standard 15 (Revised 2005) on “Employee Benefits” issued by the Institute of Chartered Accountants of India (ICAI) has been adopted by the Company as under:

Defined Contribution Plans – The Company has recognized the following amounts in the Profit and Loss Account for the year

Particulars	31.03.2015	31.03.2014
Contribution to Employees Provident Fund	15,447,323	13,458,080

- 38** Defined Benefit Plan – The following figures as per actuarial valuation as at the Balance Sheet date have been debited to profit and loss account:

**A. Gratuity**

Particulars	31.03.2015	31.03.2014
Opening: Actuarial value of Projected Benefit Obligations (PBO)	51,278,113	49,276,307
Interest cost for the year	4,102,249	3,942,105
Service Cost for the year	4,168,523	3,628,671
Benefits paid for the year	(4,080,972)	(4,119,487)
Actuarial Gain / (Loss) on obligations	3,137,506	(1,449,483)
Closing: Actuarial value of Projected Benefit Obligations (PBO)	58,605,419	51,278,113
<b>Balance Sheet Statement</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
Present value of the obligation at 31.03.15	58,605,419	51,278,113
Fair value of plan assets 31.03.15	NIL	NIL
Un-funded liability 31.03.15	58,605,419	51,278,113
Un-recognized gains / losses in opening balance	NIL	NIL
Un-funded liability recognized in Balance sheet	58,605,419	51,278,113
<b>Profit &amp; Loss Account Statement</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
Interest cost for the year	4,102,249	3,942,105
Service Cost for the year	4,168,523	3,628,671
Actual return on plan assets from 01.04.14 to 31.03.15	NIL	NIL
Actuarial Gain / (Loss) on obligations	3,137,506	(1,449,483)
Gratuity to be provided as expenses in Profit & Loss a/c.	11,408,278	6,121,293

**NOTES to the financial statements for the year ended 31st March, 2015 (Contd....).**  
**(All amounts in ₹ unless otherwise stated)**

**B Leave Encashment**  
**Changes in Benefit Obligation**

Particulars	31.03.2015	31.03.2014
Opening: Actuarial value of Projected Benefit Obligations (PBO)	6,748,273	3,384,580
Interest cost for the year	539,862	270,766
Service Cost for the year	2,935,709	2,674,704
Benefits paid for the year	(3,402,904)	(2,634,964)
Actuarial Gain / (Loss) on obligations	(1,699,765)	3,053,187
Closing: Actuarial value of Projected Benefit Obligations (PBO)	5,121,175	6,748,273
<b>Balance Sheet Statement</b>		
	<b>31.03.2015</b>	<b>31.03.2014</b>
Present value of the obligation at 31.03.15	5,121,175	6,748,273
Fair value of plan assets 31.03.15	NIL	NIL
Un-funded liability 31.03.15	5,121,175	6,748,273
Un-recognized gains / losses in opening balance	NIL	NIL
Un-funded liability recognized in Balance sheet	5,121,175	6,748,273
<b>Profit &amp; Loss Account Statement</b>		
	<b>31.03.2015</b>	<b>31.03.2014</b>
Interest cost for the year	539,862	270,766
Service Cost for the year	2,935,709	2,674,704
Actual return on plan assets from 01.04.14 to 31.03.15	NIL	NIL
Actuarial (Gain) / Loss on obligations	(1,699,765)	3,053,187
Gratuity to be provided as expenses in Profit & Loss a/c.	1,775,806	5,998,657

**39 Segment Reporting:**

The Company is engaged in the business of Industrial Rubber Products and there is no reportable segment per Accounting Standard (AS 17) 'Segment Reporting'.

The company identified geographical locations as secondary segments. The products of the company are sold both in the domestic & export markets, which are considered different geographical segments. Segment-wise revenues are as under:

Revenue	31.03.2015	31.03.2014
Domestic	1,080,924,046	984,375,978
Export	949,411,398	954,856,457
<b>Total</b>	<b>2,030,335,444</b>	<b>1,939,232,435</b>

The company has manufacturing facility at Nagpur, India. It is not possible to directly attribute or allocate on a reasonable basis, the expenses, assets and liabilities to these geographical segments.

**40 Deferred Tax:**

Deferred Tax has been provided in accordance with Accounting Standard 22- Accounting for Taxes on income issued by the Institute of Chartered Accountants of India.

The major components of the net deferred tax liability as on 31.03.2015 are as under:



NOTES to the financial statements for the year ended 31st March, 2015 (Contd....).  
(All amounts in ₹ unless otherwise stated)

Particulars	31.03.2014	During the Year	31.03.2015
<b>DEFERRED TAX LIABILITY</b>			
Depreciation	108,137,456	15,723,680	123,861,136
<b>DEFERRED TAX ASSETS</b>			
Provision for Employees Benefits	(22,720,060)	(2,469,468)	(25,189,528)
<b>Net Deferred Tax Liability</b>	<b>85,417,396</b>	<b>13,254,212</b>	<b>98,671,608</b>

## DEPRICIATION

The company has provided Depreciation on Fixed Assets, as prescribed by "PART C" of schedule II to the Companies Act 2013. The carrying values have been depreciated over the remaining useful lives of the assets and recognised in the statement of profit and loss account. Due to change in method of depreceiation, depreciation is lowered by ` 272 lakhs for the year ended 31/03/2015.

## 41 Related Parties' Disclosures:

i. Names of Related parties with whom transactions have taken place during the year :

### A. Subsidiary Companies

#### 1. Subsidiary

- i. Pix Transmissions (Europe) Limited, England
- ii. Pix Middle East FZC, UAE

#### 2. Fellow Subsidiaries

- i. PIX Germany GmbH, Germany  
(Subsidiary company of PIX Transmissions (Europe) Limited)
- ii. PIX Middle East Trading LLC, UAE  
(Subsidiary company of PIX Middle East FZC, UAE)

### B. Joint Venture Company

- i. PIX QCS Limited, Ireland

### C. Key Management Personnel:

- i. Mr. Sukhpal Singh Sethi
- ii. Mr. Amarpal Sethi
- iii. Mr. Sonopal Sethi
- iv. Mr. Rishipal Sethi
- v. Mr. Joe Paul
- vi. Mr. Karanpal Sethi
- Vii. Miss Shirley Paul

### D. Enterprises over which key Management Personnel or Relatives have influence

- i. Amit Beneficiary Trust
- ii. K. S. Beneficiary Trust
- iii. R. S. Beneficiary Trust
- iv. M/s Prominent Infrastructure Ltd

**NOTES to the financial statements for the year ended 31st March, 2015 (Contd....).**  
**(All amounts in ₹ unless otherwise stated)**

**41. Related Parties' Disclosures: (Contd....)**

**ii. Transactions with related parties for the year ended March 31, 2015**

	<b>31.03.2015</b>	<b>31.03.2014</b>
<b>A-1. Subsidiary</b>		
Sale of Goods	232,141,514	122,629,451
Interest		
<b>A-2. Fellow Subsidiaries</b>		
Sale of Goods	117,378,153	51,713,293
<b>B Joint Venture</b>		
Sale of Goods	-	131,850,197
Interest		169,539
Dividend Received	-	4,110,120
<b>C Key Management Personnel:</b>		
Remuneration Paid	43,156,141	37,079,018
Interest Paid	18,161,000	8,629,143
Perquisites/Allowances Paid	3,095,084	331,824
Rent Paid	402,170	
<b>D Enterprise over which key Management Personnel or Relatives have influence</b>		
Rent Paid	2,574,000	2,574,000

**iii. Balance at the end of the year 31st March 2015**

<b>A-1 Subsidiary</b>		
Trade Receivables	157,733,152	124,449,265
Loan & Advances	4,131,815	-
Interest Receivables	275,280	1,343,138
Investment	10,575,960	8,525,592
<b>A-2 Fellow Subsidiaries</b>		
Trade Receivables	59,787,395	49,741,882
<b>B Joint Venture</b>		
Trade Receivables	NIL	NIL
Investment	3,156,000	
Interest Receivables	504,960	169,539
Loan & Advances	1,059,621	1,059,621
<b>C Key Management Personnel:</b>		
Payables	165716011	141,214,917

NOTES to the financial statements for the year ended 31st March, 2015 (Contd....).  
(All amounts in ₹ unless otherwise stated)

## 42 Additional Information pursuant to Part I and II of Schedule III to the Companies Act, 2013

Quantitative details of goods for the year ended 31st March 2015. (As certified by Management)

### A. Goods Purchased

Sr. No.	Particulars	Current Year Value	Previous Year Value
1	Rubber	206,932,144	240,250,767
2	Carban Black	86,826,527	78,011,425
3	Rayon	282,899,621	246,692,315
4	Chemicals	89,488,629	84,648,007
5	Fuel & Oil	47,618,749	37,987,731
6	Others	21,121,861	33,477,919
	<b>Total</b>	<b>734,887,531</b>	<b>721,068,164</b>

### B. Turnover

Sr. No.	Class of Goods	Opening Stock As at 1.4.2014 (' In Lacs)	Closing Stock As at 31.3.2015 (' In Lacs)	Turnover As at 31.3.2015 (' In Lacs)
1	V-BELTS	1,396.93	1583.78	20177.09
	PREVIOUS YEAR	2,105.36	1,396.93	18951.15
2	OTHER SALES & SERVICE	-	-	126.26
	PREVIOUS YEAR	-	-	441.23
	<b>TOTAL</b>	<b>1,396.93</b>	<b>1583.78</b>	<b>20,303</b>
	<b>PREVIOUS YEAR</b>	<b>2,105.36</b>	<b>1,396.93</b>	<b>19,392</b>

### C. Work in Progress

Particulars	Current Year Value	Previous Year Value
Work in Progress	52,080,965	44,751,409

## 42. Trading Company Disclosures

Sr. No.	Particulars	Purchase	
		Current Year	Previous Year
1	Indigenous	4,587,642	13,021,666
2	Import	1,299,285	1,242,481
	<b>Total</b>	<b>5,886,927</b>	<b>14,264,147</b>

Sr. No.	Particulars	Sale	
		Current Year	Previous Year
a	Domestic	1,055,934,156	7,893,593
b	Export	963,545,480	810,875
	<b>Total</b>	<b>2,019,479,636</b>	<b>8,704,468</b>

NOTES to the financial statements for the year ended 31st March, 2015 (Contd....).  
(All amounts in ₹ unless otherwise stated)

**43 Value of imported and indigenous raw materials stores and spare parts consumed during the period.  
(As Certified by Management)**

**A. Raw Materials**

Sr. No.	Items	Current Year		Previous Year	
		Value	Percentage	Value	Percentage
1	Indigenous	498,082,158	68%	409,439,324	55%
2	Imported	236,805,374	32%	339,362,163	45%
		<b>734,887,532</b>		<b>748,801,487</b>	

**B. Stores and Spares**

Sr. No.	Items	Current Year		Previous Year	
		Value	Percentage	Value	Percentage
1	Indigenous	61,079,272	92%	25,643,323	92%
2	Imported	5,497,517	08%	2,360,860	8%
		<b>66,576,789</b>		<b>28,004,183</b>	

**44. Imports**

	Current Year	Previous Year
A Raw Materials ( On CIF Basis)	220,084,472	274,031,571
B Capital Goods ( On CIF Basis)	42,427,800	87,290,956
Stores & Spares	3,155,870	-
Trading Goods	1,333,675	-

**45. Expenditure in Foreign currency**

	Current Year	Previous Year
A. Travelling	16,519,719	13,931,966
B. Others	2,999,616	1,628,910

**46. Earning in Foreign Currency**

	Current Year	Previous Year
A. Exports of Goods (On FOB basis)	949,411,398	928,559,873
B. Dividend	0	4,110,120

**Notes:** The previous year figures are regrouped , wherever necessary to confirm with this year classification.

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**PIX Transmissions Limited**  
**J-7, MIDC, Hingna Road, Nagpur - 440 016**  
**Consolidated Financial Statements 2014-15**

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**INDEPENDENT AUDITOR'S REPORT****To the Board of Directors of PIX TRANSMISSIONS LIMITED****Report on the Consolidated Financial Statements:**

I have audited the accompanying consolidated financial statements of PIX TRANSMISSIONS LIMITED ("the Company"), its subsidiaries and jointly controlled entity (collectively referred to as "The Group") which comprise the Consolidated Balance Sheet as at March 31, 2015, and the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Consolidated Financial Statements:**

The Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ('the Act') that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principle generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the company and its subsidiaries are responsible for the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the respective assets of the company and its subsidiaries and for preventing and detecting frauds and other irregularities, the selection and application of appropriate accounting policies, making judgment and estimates that are reasonable and prudent, and the design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of these consolidated financial statements by the Board of Directors of the company.

**Auditor's Responsibility:**

My responsibility is to express an opinion on these consolidated financial statement based on my audit. I conducted my audit in accordance with the Standard on Auditing issued by the Institute of Chartered Accountant of India. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosure in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor consider internal control relevant to the Company's preparation and fair presentation of the financial statement in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the company's Board of Directors, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

**Opinion**

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid consolidated financial statements give the Information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) In the case of the Consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2015,

(b) In the case of the Consolidated Statement of Profit and Loss, of the profit for the year ended on that date, and

(c) In the case of Consolidated Cash Flow Statements, of the cash flows for the year ended on that date.

**Other Matter**

I did not audit the financial statement of subsidiaries & Joint Venture Company as at 31st March 2015. These financial statements audited by other auditors whose reports have not been furnished to me by the Management and my opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and my report in terms of sub section (3) and (11) of section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on Management accounts certified by the Management.

My opinion on the consolidated financial statements, and my reports on Other Legal and Regulatory requirements below, is not modified in respect of the above matter with respect to my reliance on the work done and the reports of the other auditors and the financial statement certified by the Management.

**Report on the Other Legal and Regulatory Requirements:**

1. As required by the Companies (Auditor's Report) Order, 2015 ('the Order'), issued by the Central Government of India in terms of Section 143 (11) of the Act, I give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, I report to the extent applicable, that:

a. I have sought and obtained all the information and explanation which to the best of my knowledge and belief were necessary for the purpose of our audit of the consolidated financial statements.

b. In my opinion proper books of accounts as required by law relating to preparation of the consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d. In my opinion, the consolidated financial statement comply with the Accounting Standard specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.

e. On the basis of the written representation received from the Directors of the Company as on March 31, 2015, taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2015, from being appointed as a Director in terms of Section 164 (2) of the Act.

f. With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to my best of information and according to the explanations given to me .

i. The Company does not have any pending litigations matters which would impact its financial position.

ii. The Company did not have any long-term contracts including derivatives contracts, requiring provisions under applicable laws or accounting standards, for material foreseeable losses. And

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S.C. BANDI & CO.  
Chartered Accountants  
Firm Reg. No. 130850W

S.C. BANDI  
(PROPRIETOR)  
M. No. 16932

Place: MUMBAI  
Date: 29/05/2015



**ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT:**

(Referred to in Paragraph 1 under section (Report on Other Legal and Regulatory Requirements, of my report of even date)

1. The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
  - 1.1. All the fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
2. The inventories have been physically verified at reasonable intervals by the management.
  - 2.1 In my opinion and according to the information and explanations given to me, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
  - 2.2. In my opinion and according to the information and explanations given to me, the Company is maintaining proper records of its inventories and no material discrepancies were noticed on such physical verification.
3. As informed to me, the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly, the sub-clauses (a) and (b) are not applicable to the company.
4. In my opinion and according to the information and explanations given to me, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. During the course of my audit, I have not observed any continuing failure to correct major weaknesses in internal control system.
5. According to the information and explanations given to me, the Company has not accepted any deposits in terms of directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
6. I have broadly reviewed the books of account maintained by the Company pursuant sub-section (1) of Section 148 of the Companies Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
7. The company is generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and I have been informed that there are no arrears of outstanding statutory dues as at the last day of the financial year under audit for a period of more than six months from the date they became payable.
  - 7.1 According to the information and explanations given to me, no undisputed amount is payable in respect of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess as at March 31,2015.

- 7.2 In my opinion and according to the information and explanations given to me, amounts required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made there under have been transferred to such fund within time.
8. The Company has no accumulated losses at the end of the financial year under audit. The company has not incurred cash losses during the financial year covered by audit and in the immediately preceding financial year.
9. According to the information and explanations given to me, the Company has not defaulted in repayment of dues to a financial institution or bank.
10. According to the information and explanations given to me, the Company has not given any guarantee for loans taken by others from banks or financial institutions, the terms and conditions whereof are prejudicial to the interest of the Company.
11. According to the information and explanations given to me, no term loans were obtained during the year under audit.
12. Based upon the audit procedures performed and according to the information and explanations given to me, no fraud on or by the company has been noticed or reported during the year of my audit.

For S. C. BANDI & CO.  
Chartered Accountants  
(F.R.No.130850W)

S.C. BANDI  
(PROPRIETOR)  
M.No.16932

Place: MUMBAI  
Date: 29/05/2015

**Pix Transmissions Limited  
Consolidated Balance Sheet  
As at 31st March, 2015**

All amounts in ₹ unless otherwise stated

Particulars	Note No.	As at 31st March,2015	As at 31st March, 2014
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder's Funds</b>			
Share Capital	3	136,241	136,241
Reserves and Surplus	4	1,359,403	1,345,145
Minority Interest	5	-	(1,372)
<b>Non-Current Liabilities</b>			
Long-term Borrowings	6	592,274	487,592
Deferred Tax Liabilities (Net)	7	98,672	85,417
Long Term Provisions	8	58,605	51,278
<b>Current Liabilities</b>			
Short-Term Borrowings	9	752,032	690,323
Trade Payables	10	142,665	425,041
Other Current Liabilities	11	102,508	116,368
Short-term Provisions	12	46,076	431,223
<b>Total</b>		<b>3,288,476</b>	<b>3,767,256</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
<b>Fixed Assets</b>			
Tangible Assets	13	1,636,915	1,373,797
Intangible Assets	14	34,735	51,172
Capital Work-in-Progress	15	(0)	66,380
<b>Long Term Loans and Advances</b>	17	88,690	441,895
<b>Other Non-current Assets</b>	18	80,384	155,872
<b>Current Assets</b>			
Current Investments	19	129,473	145,296
Inventories	20	560,763	555,397
Trade Receivables	21	485,157	565,974
Cash and Cash Equivalents	22	158,754	195,159
Short-Term Loans and Advances	23	108,560	192,925
Other Current Assets	24	5,044	23,390
<b>Total</b>		<b>3,288,476</b>	<b>3,767,256</b>

**Summary of significant Accounting Policies**

The accompanying notes are an integral part of these financial statements

As per our report of even date For and on behalf of Board of Directors

For S. C. Bandi & Co.  
Chartered Accountants  
Firm Reg. No.130850W

Karanpal Sethi  
Chief Financial Officer

Sonepal Sethi  
Joint Managing Director

Mohd. Adil Ansari  
Director

S. C. Bandi  
Proprietor  
Membership No: 16932  
Mumbai, 29.05.2015

Shybu Varghese  
Company Secretary

Haresh Eidnani  
Director

**Pix Transmissions Limited**  
**Consolidated Statement of Profit and Loss**  
**For the year ended 31st March, 2015**

All amounts in ₹ unless otherwise stated

Particulars	Note No.	As at 31st March,2015	As at 31st March, 2014
<b>REVENUE</b>			
Revenue from Operation	24	2,192,403	2,069,198
Other Income	25	26,235	36,814
<b>Total</b>		<b>2,218,638</b>	<b>2,106,012</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	26	875,763	872,347
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	27	(26,014)	72,986
Employee Benefit Expense	28	423,173	374,204
Other Expenses	29	561,766	430,804
Financial Costs	30	191,026	154,860
Depreciation and Amortization Expense	31	128,067	135,190
<b>Total</b>		<b>2,153,781</b>	<b>2,040,391</b>
<b>Profit Before Tax</b>		64,857	65,621
Tax Expense:			
Current Tax		12,500	28,000
Deferred Tax		13,254	(37,601)
<b>Profit for the Year</b>		<b>39,103</b>	<b>75,222</b>
<b>Earning per Share</b>	32		
Basic (FaceValue of ` 10 each)		2.87	5.52
Diluted (FaceValue of ` 10 each)		2.87	5.52

As per our report of even date

For and on behalf of Board of Directors

For S. C. Bandi & Co.  
Chartered Accountants  
Firm Reg. No.130850W

Sonepal Sethi  
Joint Managing Director

Karanpal Sethi  
Chief Financial Officer

Mohd. Adil Ansari  
Director

S. C. Bandi  
Proprietor  
Membership No: 16932  
Mumbai, 29.05.2015

Shybu Varghese  
Company Secretary

Haresh Eidnani  
Director

### Pix Transmissions Limited Consolidated Cash Flow Statement for the year ended 31 March, 2015

All Amount in ₹ unless otherwise stated

Particulars	Year Ended 31.03.2015		Year Ended 31.03.2014	
<b>A. Cash flow from operating activities</b>				
Profit / (Loss) before extraordinary items and tax		64,857		65,621
<i>Adjustments for:</i>				
Depreciation and amortisation expense	128,067		135,190	
Finance costs	191,026		154,860	
		319,093		290,050
Operating profit / (loss) before working capital changes		383,950		355,671
<i>Changes in working capital:</i>				
Adjustments for (increase) / decrease in operating assets:				
Inventories	(5,366)		(1,526)	
Trade receivables	80,817		20,667	
Short-term loans and advances	84,365		245,337	
Long-term loans and advances	353,205		(301,264)	
Other current assets	18,346		(21,549)	
Other non-current assets	75,488		316	
	606,855		(58,018)	
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Trade payables	(282,376)		163,744	
Other current liabilities	(13,860)		(15,283)	
Short-term provisions	(385,147)		3,538	
Long-term provisions	7,327		2,002	
	(674,056)		154,001	
		(67,201)		95,983
Cash flow from extraordinary items		-		-
Cash generated from operations		316,749		451,654
Net Income tax (paid) / refunds				
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>316,749</b>		<b>451,654</b>
<b>B. Cash flow from investing activities</b>				
Capital expenditure on fixed assets, including capital advances	(384,359)		(568,127)	
Proceeds from sale of fixed assets	75,990		94,492	
Change in Non-current Investment	-		11,682	
Change in Current Investment	15,823		(145,296)	
	(292,546)		(607,249)	
		(292,546)		(607,249)
Net Wealth Tax Paid		(200)		(175)
Net Income tax (paid) / refunds		-		-
<b>Net cash flow from / (used in) investing activities (B)</b>		<b>(292,746)</b>		<b>(607,424)</b>
<b>C. Cash flow from financing activities</b>				
Proceeds from issue of equity shares				
Increase In Security Premium				
Capital Loss ( Exchange gain/Loss)	(18,235)		(16,570)	
Redemption / buy back of preference / equity shares	-		(46,961)	
Proceeds from long-term borrowings	104,682		165,602	
Repayment of long-term borrowings				
Net increase / (decrease) in working capital borrowings	61,709		107,269	
Finance costs (includes borrowing costs capitalised)	(191,026)		(154,860)	
Dividends paid	(13,625)		(23,966)	
Tax on dividend	(2,600)		(4,051)	
Corporate Social Responsibility	(1,313)			
		(60,408)		26,464
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		(36,405)		(129,305)
<b>Cash and cash equivalents at the beginning of the year</b>		195,159		324,465
		<b>158,754</b>		<b>195,159</b>

For and on behalf of Board of Directors

For S. C. Bandi & Co.  
Chartered Accountants  
Firm Reg. No.130850W

S. C. Bandi  
Proprietor  
Membership No: 16932  
Mumbai, 29.05.2015

Karanpal Sethi  
Chief Financial Officer

Shybu Varghese  
Company Secretary

Sonepal Sethi  
Joint Managing Director

Mohd. Adil Ansari  
Director

Hareesh Eidnani  
Director

**NOTES to the consolidated financial statements for the year ended 31st March, 2015 (All amounts in ₹ unless otherwise stated)**

### 1. Company Information:

Pix Transmissions Limited was incorporated on 22nd July 1981 as a private limited company in the State of Maharashtra, India. The status of Pix Transmissions Limited changed from a Private Limited company to a Public Limited Company effective 27th September 1989. Pix Transmissions Limited completed its initial public offering of its equity shares in India in 4th December 1989. It is now listed on The Stock Exchange, Mumbai (BSE).

The Company has trading subsidiaries in the UK, Germany & Middle East.

It has a wholly owned subsidiary in the UK, Pix Transmissions Europe Limited (PTEL).

The Company owns 100% equity interest in Pix Middle East FZC, UAE a company incorporated in UAE.

The company has also entered in joint venture with Pix QCS Limited (50% interest), a company incorporated in Ireland.

### 2 Significant Accounting Policies

**2.1 Basis of Accounting:** These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on an accrual basis with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 (which continue to be applicable in respect of section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs) and the relevant provisions of the Companies Act 1956 /Companies Act 2013. Accounting Policies not stated explicitly otherwise are consistent with generally accepted accounting principles in India.

The financial statements of the Parent Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances and transactions and resulting unrealized profits in full. Unrealized losses resulting from intra-group transactions have also been eliminated unless cost cannot be recovered in full. The amount shown in respect of accumulated reserves, is the total amount of the relevant reserves as per the balance sheet of the parent company and its share in

the post acquisition increase/decrease in the reserves/deficit of its subsidiaries.

**2.2 Use of Estimates:** The consolidated financial statements are prepared under the historical cost convention on the accrual basis of accounting in accordance with the generally accepted accounting principles, the applicable mandatory Accounting Standards and the relevant provisions of the Companies Act, 2013.

**2.3 Revenue Recognition:** Consolidated Financial Statements are prepared using uniform accounting policies across the Group. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule II to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has determined its operation cycle as twelve months for the purpose of current - non current classification of assets and liabilities.

**Use of Estimates:** The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets that the management co-markets and liabilities disclosure of contingent liabilities as on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known/ materialized.

**Revenue Recognition:** Sales are recognised when the substantial risk and rewards of ownership in the goods are transferred to the buyer, upon supply of goods, and are recorded net of trade discount, sales taxes and excise duties. It does not include inter-divisional transfers.

Income from export incentives such as duty drawback and premium on sale of import licences is recognised on cash basis.

Interest is booked on a time proportion basis taking into account the amounts invested and the rate of interest. Dividend income on investment is accounted for when the right to receive the payment is established.

**2.4 Tangible Fixed Assets:** Fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits

from the existing assets beyond its previously assessed standard performance.

Losses arising from the requirement of, and gains or losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of Profit and Loss.

Depreciation is provided based on the useful life of the assets as prescribed in the schedule II to the Companies Act 1956. Free hold Land is not depreciated.

Depreciation is provided by Pix Middle East FZC using straight line method over their estimated useful economic lives.

Depreciation is provided by Pix Transmissions Europe Limited using straight line method over their estimated useful economic lives.

**2.5 Intangible Assets:** Intangible Assets are stated at cost of acquisition less accumulated amortisation and accumulated impairment loss, if any.

#### **2.6 Impairment of Assets**

Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

Assessment is done at each balance sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

**2.8 Investment:** Investments are classified into current and long-term investments. Long-term investments are carried at cost. Cost of acquisition includes all costs directly incurred on the acquisition of the investment after providing for diminution in value, if such diminution is of permanent nature.

**2.9 Inventories:** Inventories are valued at lower of cost, computed on a weighted average basis, and estimated net realisable value, after providing for cost of obsolescence and other anticipated losses, wherever considered necessary. Finished goods and work in progress include costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

#### **2.10 Trade Receivables and Loans and Advances:**

Trade Receivables and Loans and Advances are stated at book value and no provision is made

for doubtful debts.

**2.11 Foreign Currency Transactions:** Transactions in foreign currencies are converted in Rupees at the rate prevailing on the transaction date. Monetary assets and liabilities denominated in foreign currencies are translated at the period ending exchange rates. Gains/losses arising on account of realisation/settlement of foreign exchange transactions and on translation of foreign currency assets and liabilities are recognised in the Statement of Profit and Loss.

All Foreign Currency liabilities and monetary assets are stated at the exchange rate prevailing as at the date of Balance Sheet and the difference taken to Statement of Profit & Loss as Exchange Fluctuation loss or gain.

#### **2.12 Employee Benefits:**

##### **A. Post-employment Benefits**

##### **i. Defined Contribution Plans:**

The Company has a Defined Contribution Plan for Post employment benefit in the form of Provident Fund for all employees which are administered by Regional Provident Fund Commissioner.

##### **ii. Defined Benefit Plans:**

**Funded Plan:** The Company has defined benefit & Leave Encashment plan for Post-employment benefit in the form of Gratuity for all employees. Liability for above defined benefit plan is provided on the basis of valuation, as at the Balance Sheet date, the actuarial method used for measuring the liability is the Projected Unit Credit method.

**B. Gratuity:** The Provision has been made in the accounts for the present liability for future payment of gratuity to employees of the company in terms of Payment of Gratuity act, 1972.

**C.** The actuarial gains and losses arising during the year are recognized in the Profit & Loss Account of the year.

**2.13 Expenditure:** Expenses are accounted on an accrual basis and provision is made against all known losses and liabilities.

Revenue expenditure on research and development is charged against the profit of the year in which it is incurred. Capital expenditure on research and development is shown as an addition to fixed assets.

**2.14 Current and Deferred Tax:** Income taxes comprise of current tax and deferred tax charge. Current tax is the amount of tax payable on the taxable income



for the year determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. In the event of unabsorbed depreciation and carry forward losses, deferred tax assets are recognised only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available to realise such assets. In other situations, deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realise these assets.

**2.14 Borrowing Cost:** Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset is charged to Profit & Loss Account.

**2.15 Contingencies:** The Company creates a provision for loss, contingencies arising from claims, litigations, assessment, fines, penalties etc when

there is a present obligation as a result of past events that probably requires outflow of resources and a reliable estimate can be made of the amount of obligation.

**2.16 Segment Reporting:** The Company is engaged in the business of Industrial Rubber Products and there is no reportable primary segment as per Accounting Standard (AS 17) 'Segment Reporting'.

The company identified geographical locations as secondary segments. The products of the company are sold both in the domestic & export markets, which are considered different geographical segments.

**2.17 Earning Per Share:** Basic earning per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.



**NOTES to the consolidated financial statements for the year ended 31st March, 2015 (Contd....)**  
**(All amounts in ₹ unless otherwise stated)**

### 3 SHARE CAPITAL :

The Authorised, Issued, Subscribed and Fully paid-up share capital comprises of equity shares having a par value ` 10 each as follows:

	31.03.2015	31.03.2014
<b>A Authorised</b>		
i. 2,05,00,000 (Previous year 2,05,00,000) equity shares of ` 10 each	205,000	205,000
ii. 14,50,000 (Previous year 14,50,000) Convertible 6% Preference Shares of ` 100 each	145,000	145,000
iii. 15,00,000 (Previous year 15,00,000) non-convertible 6% cumulative Redeemable Preference Shares of ` 100 each	150,000	150,000
	<u>500,000</u>	<u>500,000</u>
<b>B Issued, Subscribed and Fully paid up</b>		
i. 1,36,25,200 (Previous year 1,29,25,200) equity shares of ` 10 each	136,252	136,252
Less: Allotment money in arrears from public other than Directors	(11)	(11)
ii. NIL (Previous year 4,69,610) non-convertible 6% cumulative Redeemable Preference Shares of ` 100 each	-	-
	<u>136,241</u>	<u>136,241</u>
<b>Reconciliation of numbers of shares Equity Shares</b>		
Opening Balance		
Changes during the year	13,625,200	13,625,200
Closing balance	<u>-</u>	<u>-</u>
	<u>13,625,200</u>	<u>13,625,200</u>
<b>Non-convertible 6% cumulative Redeemable Preference Shares</b>		
Opening Balance	-	469,610
Changes during the year	-	(469,610)
Closing balance	<u>-</u>	<u>-</u>

### Rights, preferences and restrictions attached to shares

#### a. Equity Shares

The company has one class of shares having par value of Rs. 10 each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

NOTES to the consolidated financial statements for the year ended 31st March, 2015 (Contd....)  
(All amounts in ₹ unless otherwise stated)

Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Equity Shares	31.03.2015		31.03.2014	
	No of Shares	%	No of Shares	%
Nirmal Sethi	959,212	7.04%	959,212	7.04%
Amarpal Singh Sethi / Inderjeet Sethi	1,008,325	7.40%	993,825	7.29%
Sukhpal Singh Sethi / Davinder Sethi	853,645	6.27%	839,145	6.16%
Sonepal Singh Sethi / Kamalpreet Sethi	1,498,295	11.00%	1,457,421	10.70%
Davinder Sethi / Sukhpal Singh Sethi	654,057	4.80%	558,126	4.10%
Inderjeet Sethi / Amarpal Sethi	841,901	6.18%	712,065	5.23%
Rishipal Sethi / Saba Sethi	1,154,807	8.48%	1,145,007	8.40%
Karanpal Sethi	961,360	7.06%	938,217	6.89%

Reserves and Surplus	31.03.2015	31.03.2014
Reserves and surplus consist of the following reserves:		
a. Securities Premium Reserves	138,709	138,709
b. Capital Reserves	9,408	9,408
c. Capital Reserves on Consolidation	(27,061)	(18,241)
d. Capital Redemption Reserves	112,413.00	112,413
e. Amalgamation Reserves	33,742	33,742
f. General Reserves	25,193	25,193
g. Exchange Rate Difference Reserve	384	(130)
<b>h. Surplus in Statement of Profit and Loss</b>		
Opening Balance	1,044,051	1,043,981
Current year Addition/(Deduction)	<b>38,990</b>	<b>75,222</b>
<b>Less: Appropriations</b>	(16,426)	(75,153)
Transferred to Capital Redemption Reserve	-	46,961
Proposed Dividend on Equity Shares Dividend	13,625	20,438
Tax on Dividend	2,600	4,051
Dividend on Non-Convertible Preference Shares	-	3,528
Dividend on Convertible Preference Shares	-	-
Wealth Tax	200	175
<b>Total Transferred to Balance Sheet</b>	<b>1,066,615</b>	<b>1,044,051</b>
	<b>1,359,403</b>	<b>1,345,145</b>
<b>5 Minority Interest</b>		
Minority Interest	-	(1,372)
<b>6 Long Term Borrowings</b>		
Long term borrowing consist of the following:		
a. Secured Loans		
Term Loan	255,725	235,210
Corporate Loan		
Loan Against Hypothication of Vehicle	4,382	9,754
	<b>260,107</b>	<b>244,964</b>

NOTES to the consolidated financial statements for the year ended 31st March, 2015 (Contd....)  
(All amounts in ₹ unless otherwise stated)

6 Long Term Borrowings (Contd.....)	31.03.2015	31.03.2014
<b>b. Unsecured Loan</b>		
From Others (Financial Companies)	57,962	46,131
From Directors	274,206	196,497
<b>Total</b>	<b>332,168</b>	<b>242,628</b>

- 1 Term loan from banks are secured by first pari passu charge on all fixed assets and second charge on current assets of the company.
- 2 Coporate loan and working capital from banks are secured by first pari passu charge on current assets and second charge on all fixed assets.
- 3 Loan received against Hypothecation of vehicle is fully secured against vehicles.
- 4 Term loan from bank was taken during the financial year 2008-09 and carried interest at the rate 13.95% to 14.25%. The loan is repaying in montly installment starting from April 2010.

	31.03.2015	31.03.2014
<b>7. Deferred Tax</b>		
Deferred tax liability (net)	98,672	85,417
	<b>98,672</b>	<b>85,417</b>
<b>8. Other Long Term Liabilities</b>		
Provision For Gratuity	58,605	51,278
	<b>58,605</b>	<b>51,278</b>
<b>9. Short Term Borrowings</b>		
Working Capital Loan from Banks	463,686	410,867
Term Loan due within 12 Months	74,928	104,503
Loan Against Hypothication of Vehicles	5,779	2,000
From Banks Against Bill Discounting	207,638	172,953
	<b>752,032</b>	<b>690,323</b>

- 1 Working Capital from banks are secured by first pari pasu charges on current assets and second
- 2 charges on all fixed assets. Term loan from banks are secured by first pari passu charge on all
- 3 fixed assets and second charge on current assets of the company. Term loan/Working capital facilities are further secured by personal guarantee of three promoter's directors.

	31.03.2015	31.03.2014
<b>10. Trade Payables</b>		
Sundry Creditors	142,665	425,041
	<b>142,665</b>	<b>425,041</b>

The Company has not received information from vendors regarding their status under the Micro Small and Medium Enterprises Development Act, 2006. Hence disclosures relating to amounts un-paid as at yearly end together with interest paid / payable under this Act have not been given.

**NOTES to the consolidated financial statements for the year ended 31st March, 2015 (Contd....)**  
**(All amounts in ₹ unless otherwise stated)**

	31.03.2015	31.03.2014
<b>11 Other Current Liabilities</b>		
Unclaimed Dividend	3,967	445
Advance from Customers	16,835	33,246
Employees Benefits Payables	77,618	79,373
TDS Payable	4,087	3,304
	<b>102,508</b>	<b>116,368</b>
<b>12 Short Term Provisions</b>		
Proposed Equity Dividend	13,625	0
Provision For Tax On Proposed Equity Dividend	2,600	0
Provision for Income Tax	24,729	424,475
Provision for Employees Benefits	5,121	6,748
	<b>46,076</b>	<b>431,223</b>

**SCHEDULE - 13: Fixed Assets**

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Gross Value as on 31.03.2014	Additions During the Year	Sold During the Year	Total Gross Value as on 31.03.2015	As on 01.04.2014	For the Year	Less Written off	Total 31.03.2015	Net Value as on 31.03.2015	Net Value as on 31.03.2014
Plot	150,351	2,260	-	152,611	-	-	-	-	152,611	150,351
Factory Premises	601,004	165,285	-	766,289	72,995	20,347	-	93,342	672,947	528,009
Plant & Machinery	1,106,219	158,898	-	1,265,117	601,229	43,162	-	644,391	620,726	504,991
Furniture & Fixtures	65,560	10,528	-	76,088	25,071	10,916	-	35,987	40,102	40,490
Electrical Installations	129,542	29,077	-	158,619	23,118	25,918	-	49,036	109,583	106,424
Office Equipments	57,545	9,616	-	67,161	40,438	9,572	-	50,011	17,150	17,106
Vehicles	34,962	8,426	10,314	33,074	8,536	3,660	2,918	9,278	23,795	26,426
<b>TOTAL</b>	<b>2,145,183</b>	<b>384,091</b>	<b>10,314</b>	<b>2,518,960</b>	<b>771,387</b>	<b>113,576</b>	<b>2,918</b>	<b>882,045</b>	<b>1,636,915</b>	<b>1,373,797</b>
Previous Year	1,638,543	519,857	13,217	2,145,183	648,428	128,667	5,708	771,387	1,373,796	990,115

**SCHEDULE - 14: Intangible Assets**

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Gross Value as on 31.04.2014	Additions During the Year	Sold/Trf. During the Year	Total Gross Value as on 31.03.2015	As on 01.04.2014	For the Year	Less Written off	Total	Net Value as on 31.03.2015	Net Value as on 31.03.2014
Goodwill	39,915	-	1,946	37,969	3,992	7,752	-	11,744	26,225	35,923
Software	17,780	-	-	17,780	2,531	6,739	-	9,270	8,510	15,249
<b>Total</b>	<b>57,695</b>	<b>-</b>	<b>1,946</b>	<b>55,749</b>	<b>6,523</b>	<b>14,491</b>	<b>-</b>	<b>21,014</b>	<b>34,735</b>	<b>51,172</b>

**SCHEDULE - 15: Capital Work-in-progress**

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Gross Value as on 31.03.2014	Additions During the Year	Transfer During the Year	Total Gross Value as on 31.03.2015	As on 01.04.2014	For the Year	Less Written off	Total	Net Value as on 31.03.2015	Net Value as on 31.03.2013
Work-in-progress	66,380	268	66,648	-	-	-	-	-	-	66,380
<b>Total</b>	<b>66,380</b>	<b>268</b>	<b>66,648</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>66,380</b>

**NOTES to the consolidated financial statements for the year ended 31st March, 2015 (Contd....)**  
**(All amounts in ₹ unless otherwise stated)**

**16 Long Term Loans and Advances**

Particulars	31.03.2015	31.03.2014
Loans and Advances to Related Parties	1,060	1,060
Securities Deposits	8,801	6,536
Loans and Advances to Parties	-	5,974
Loans and Advances to Employees	4,786	4,430
Advance Tax (net of Provision)	35,000	384,851
Interest Receivables	-	-
Receivable from Government Departments	39,044	39,044
	<b>88,690</b>	<b>441,895</b>

**Note:** In the opinion of the Board of Directors, the Current assets, Loans and Advances are approximately of the values stated, if realized in the ordinary course of business. The Provision for depreciation and all known liabilities are adequate and not in excess of the amount reasonably necessary.

**17 Other Non-current Assets**

Particulars	31.03.2015	31.03.2014
Product Development Expenditure (Unsecured , Considered good unless stated otherwise )	80,000	155,172
Preliminary Expenditure	384	700
	<b>80,384</b>	<b>155,872</b>

**18 Current Investment**

Particulars	31.03.2015			31.03.2014	
	Units	Face Value	Total Value	Units	Total Value
<b>Un-Quoted Fully Paid up (At Cost)</b>					
<b>Investment in Mutual Funds</b>					
<b>A HDFC MUTUAL FUND</b>					
HDFC FMP 378 D Regular	500,000	10	5,000	500,000	5,000
HDFC Liquid Growth Fund	1,205,596	10	18,000	1,205,596	30,000
<b>SUB TOTAL</b>			<b>23,000</b>		<b>35,000</b>
<b>KOTAK MUTUAL FUND</b>					
Kotak FMP Series 137 371 Days Growth	500,000	10	5,000	500,000	5,000
IDFC Fixed Term Plan Series 79 Regular Plan Growth	500,000	10	5,000	500,000	5,000
ICICI Prudential FMP Series 72 425 Days Plan N Regular Plan Cumulative	500,000	10	5,000	500,000	5,000
ICICI Prudential FMP Series 73378 Days Plan O Regular Plan Cumulative	500,000	10	5,000	500,000	5,000
IDFC Arbitrage Fund Regular Plan Dividend	-	-	-	326,222	4,114
Kotak Equity Arbitrage Fund Monthly- Dividend	-	-	-	383,577	4,106
Kotak Floater Short Term Daily Dividend	59,473	1,000	43,022.86	59,473	60,164
ICICI Prudential Blended Plan A - Regular Plan - Dividend	-	-	-	304,703	4,119
ICICI Prudential Liquid - Regular Plan - Daily Dividend	-	-	-	940	94
Sundaram Flexible Fund Short Term Plan Regular Growth	455,323	10	9,000	455,323	9,000
<b>SUB TOTAL</b>			<b>72,023</b>		<b>101,597</b>
<b>B SBI MUTUAL FUND</b>					
SBI Premiere Liquid Fund- Regular Plan - Daily Dividend	35,493	-	34,450.58	8,671	8,699
<b>SUB TOTAL</b>			<b>34,451</b>		<b>8,699</b>
<b>TOTAL CURRENT INVESTMENTS</b>			<b>129,473</b>		<b>145,296</b>

**NOTE :**AGGREGATE VALUE OF QUOTED INVESTMENT ` 129,473,438/- PREVIOUS YEAR 145,296,000.  
MARKET VALUE OF INVESTMENT ` 13,731,960/- PREVIOUS YEAR ` 13,391960/-

**NOTES to the consolidated financial statements for the year ended 31st March, 2015 (Contd....)**  
**(All amounts in ₹ unless otherwise stated)**

**19 Inventories** (At lower of cost and net realisable value)

Particulars	31.03.2015	31.03.2014
Raw Material	127,304	128,313
Work-in-progress	52,081	44,751
Finished Goods	158,378	139,693
Stores and Spares	126,369	161,735
Packing Materials	3,431	4,160
Trading Stock	93,201	76,745
	<b>560,763</b>	<b>555,397</b>

**Note:** The Value of Stocks is as per inventory taken, prepared, valued and certified by the Management.

**20 Trade Receivables**

Particulars	31.03.2015	31.03.2014
<b>Unsecured Considered Good</b>		
Outstanding for a period exceeding six months from the date they are due to payment	17,521	115,837
Others	467,636	450,137
	<b>485,157</b>	<b>565,974</b>

**21 Cash & Cash Equivalent**

Particulars	31.03.2015	31.03.2014
<b>A. Cash in Hand</b>	418	172
<b>B. Bank Balances</b>		
On Current Account	19,148	38,011
On Term Deposit (with original maturity more than 12 months)	124,130	141,091
Margin Money Deposit	15,058	15,885
	<b>158,754</b>	<b>195,159</b>

**22 Short Term Loans and Advances**

Particulars	31.03.2015	31.03.2014
Unsecured Advances Considered Good	40,163	93,150
Advance Tax	-	12,216
Security Deposit	1,715	2,466
Balance with Central Excise	47,039	70,020
Receivables from Government Department/Others	15,503	14,736
Interest Receivables	780	
ADVANCES RECOVERABLE IN CASH IN KIND OR VALUE OF RECEIVED	3,360	
Staff Advances	-	337
	<b>108,560</b>	<b>192,925</b>

**23 Other Current Assets**

Particulars	31.03.2015	31.03.2014
Interest Receivables	0	19926
Pre-paid Expenses	5,044	3464
	<b>5,044</b>	<b>23,390</b>

**NOTES to the consolidated financial statements for the year ended 31st March, 2015 (Contd....)**  
**(All amounts in ₹ unless otherwise stated)**

**24 Revenue from Operation**

Particulars	31.03.2015	31.03.2014
A. Sale of Products	2,192,403	2,069,198
	<b>2,192,403</b>	<b>2,069,198</b>

**25 Other Income**

Particulars	31.03.2015	31.03.2014
Interest Income	24,261	30,599
Dividend Income	1,941	6,100
Insurance Claim	-	-
Incentive Written Back	-	-
Others	34	115
	<b>26,235</b>	<b>36,814</b>

**26 Cost of Materials Consumed**

Particulars	31.03.2015	31.03.2014
<b>Opening Inventories</b>		
Raw Materials	128,313	156,046
Packing Materials	4,159	3,573
Stores and Spares	161,735	123,711
Trading Goods	76,745	16,645
	<b>370,952</b>	<b>299,975</b>
<b>Purchases</b>		
Raw Materials	734,888	714,232
Packing Materials	21,217	20,409
Stores and Spares	66,577	66,029
Trading Goods	53,366	142,654
	<b>876,047</b>	<b>943,324</b>
<b>Closing Inventories</b>		
Raw Materials	127,304	128,313
Packing Materials	3,431	4,159
Stores and Spares	126,369	161,735
Trading Goods	114,132	76,745
Transfer to M/s Parker Hanniffin India Pvt. Ltd.	-	-
	<b>371,236</b>	<b>370,952</b>
<b>Consumption</b>	<b>875,763</b>	<b>872,347</b>

**27 Change in Inventories**

Particulars	31.03.2015	31.03.2014
<b>Opening Inventories</b>		
Work-in-Progress	44,751	46,894
Finished Goods	139,693	210,536
	<b>184,444</b>	<b>257,430</b>
<b>Closing Inventories</b>		
Work-in-Progress	52,081	44,751
Finished Goods	158,378	139,693
Transfer to M/s Parker Hanniffin India Pvt. Ltd.	-	0
	<b>210,459</b>	<b>184,444</b>
<b>Total Change</b>	<b>(26,014)</b>	<b>72,986</b>

**NOTES to the consolidated financial statements for the year ended 31st March, 2015 (Contd....)**  
**(All amounts in ₹ unless otherwise stated)**

**28 Employee Benefits Expense**

Particulars	31.03.2015	31.03.2014
i. Salaries	182,589	131,453
ii. Wages	195,697	203,213
iii. Contribution to Provident Fund	15,447	13,458
iv. Contribution to Gratuity Fund	11,408	6,121
v. Staff Welfare Expense	11,414	14,446
vi. E.S.I.C.	6,618	5,513
	<b>423,173</b>	<b>374,204</b>

**29 Other Expenses**

Particulars	31.03.2015	31.03.2014
Advertisement	4,104	2,488
Auditor's Remuneration		
- Audit Fees	3,049	551
- Tax Audit Fees	125	100
Bank Commission	11,294	13,589
Cess	1,220	938
Commission & Brokerage	3,230	2,299
Turnover Discount	13,812	5,780
Director's Remuneration	46,630	34,343
Travelling Expenses	49,183	36,847
Discount	61,330	59,257
Power Expenses	52,203	52,082
Export Expenses	10,542	3,551
Freight & Transportation	85,616	64,495
Insurance	5,930	4,399
Legal & Professional Fees	25,658	15,483
Rent	16,153	10,192
CSR EXPENSES	1,313	5
Printing & Stationery	1,403	887
Repairs & Maintenance	16,691	21,747
Car & Scooter Expenses	11,475	7,452
Miscellaneous Expenses	78,361	75,373
Parker Settlement	19,600	-
Telephone Telex & Postage	5,348	4,930
Bad Debts	37,182	13,701
Preliminary Expenses Written off	316	316
	<b>561,766</b>	<b>430,804</b>



**NOTES to the consolidated financial statements for the year ended 31st March, 2015 (Contd....)**  
**(All amounts in ₹ unless otherwise stated)**

**30 Finance Cost**

Particulars	31.03.2015	31.03.2014
Discounts	775	4,182
Interest	190,251	150,678
	<b>191,026</b>	<b>154,860</b>

**31 Depreciation**

Particulars	31.03.2015	31.03.2014
Factory Premises	20,347	12,847
Plant & Machinery	43,162	102,730
Furnitures & Fixtures	10,916	3,913
Electrical Installations	25,918	4,843
Office Equipments	9,572	989
Vehicles	3,660	3,345
Intangible Assets	14,491	6,523
	<b>128,067</b>	<b>135,190</b>

**32 Earning Per Share (EPS)**

Particulars	31.03.2015	31.03.2014
Profit for the year	39,103	75,222
Weighted average number of Equity shares outstanding	13,625,200	13,625,200
Basic Earning Per Share	2.87	5.52
Weighted average number of potential equity shares outstanding	NIL	NIL
Weighted average number of Equity shares outstanding (including dilutive shares)	13,625,200	13,625,200
Diluted Earning Per Share	2.87	5.52

**33 Contingent Liabilities**

Particulars	31.03.2015	31.03.2014
Letters of Credit	62,765	112,489
Bill Discounting	NIL	NIL
Bank Guarantee	7,286	339

34 Depreciation on the Assets added/deducted during the year has been provided on pro-rata basis with reference to the months of addition/deduction.

35 The Company has received loans from Directors. The same has been grouped under long term borrowings.

36 The company has incurred expenditure on development of production of various new belts for local and Export market. The company intends to develop manufacture of speciality belts for the hitec applications and innovations that are coming in the power transmissions industry and Maintenance Free type belts for the new generation packaging machines and EPDM rubber cover belts for automotive industries. These would be able to withstand higher temperature and perform longer.

**NOTES to the consolidated financial statements for the year ended 31st March, 2015 (Contd....)**  
**(All amounts in ₹ unless otherwise stated)**

All the above are new generation products that the company is now proceeding to manufacture to take care of the future needs of the power transmissions industry.

Until last year, the Company has incurred expenditure on development of new products that yet to be manufactured commercially. These have been carried forward in Product Development Expenditures, which are shown under Other Non-Current Assets.

Particulars	31.03.2015	31.03.2014
Opening Balance	155,172	155,172
Addition/(Deletion) during the year	(75,172)	-
<b>Total</b>	<b>80,000</b>	<b>155,172</b>

- 37** The Accounting Standard 15 (Revised 2005) on “Employee Benefits” issued by the Institute of Chartered Accountants of India (ICAI) has been adopted by the Company as under:

Defined Contribution Plans – The Company has recognized the following amounts in the Profit and Loss Account for the year

Particulars	31.03.2015	31.03.2014
Contribution to Employees Provident Fund	15,447	13,458

**38 Defined Benefit Plan –**

The following figures as per actuarial valuation as at the Balance Sheet date have been debited to profit and loss account:

**A. Gratuity**

Particulars	31.03.2015	31.03.2014
Opening: Actuarial value of Projected Benefit Obligations (PBO)	51,278	49,276
Interest cost for the year	4,102	3,942
Service Cost for the year	4,169	3,629
Benefits paid for the year	(4,081)	(4,119)
Actuarial Gain / (Loss) on obligations	3,138	(1,449)
Closing: Actuarial value of Projected Benefit Obligations (PBO)	58,605	51,278
<b>Balance Sheet Statement</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
Present value of the obligation at 31.03.15	58,605	51,278
Fair value of plan assets 31.03.15	NIL	NIL
Un-funded liability 31.03.15	58,605	51,278
Un-recognized gains / losses in opening balance	NIL	NIL
Un-funded liability recognized in Balance sheet	58,605	51,278
<b>Profit &amp; Loss Account Statement</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
Interest cost for the year	4,102	3,942
Service Cost for the year	4,169	3,629
Actual return on plan assets from 01.04.14 to 31.03.15	NIL	NIL
Actuarial Gain / (Loss) on obligations	3,138	(1,449)
Gratuity to be provided as expenses in Profit & Loss a/c.	11,408	6,121

**NOTES to the consolidated financial statements for the year ended 31st March, 2015 (Contd....)**  
**(All amounts in ₹ unless otherwise stated)**

**B Leave Encashment**  
**Changes in Benefit Obligation**

Particulars	31.03.2015	31.03.2014
Opening: Actuarial value of Projected Benefit Obligations (PBO)	6,748	3,385
Interest cost for the year	540	271
Service Cost for the year	2,936	2,675
Benefits paid for the year	(3,403)	(2,635)
Actuarial Gain / (Loss) on obligations	(1,700)	3,053
Closing: Actuarial value of Projected Benefit Obligations (PBO)	5,121	6,748
<b>Balance Sheet Statement</b>		
	<b>31.03.2015</b>	<b>31.03.2014</b>
Present value of the obligation at 31.03.15	5,121	6,748
Fair value of plan Assets 31.03.15	NIL	NIL
Un-funded liability 31.03.15	5,121	6,748
Un-recognized gains / losses in opening balance	NIL	NIL
Un-funded liability recognized in Balance sheet	5,121	6,748
<b>Profit &amp; Loss Account Statement</b>		
	<b>31.03.2015</b>	<b>31.03.2014</b>
Interest cost for the year	540	271
Service Cost for the year	2,936	2,675
Actual return on plan assets from 01.04.14 to 31.03.15	NIL	NIL
Actuarial (Gain) / Loss on obligations	(1,700)	3,053
Gratuity to be provided as expenses in Profit & Loss a/c.	1,776	5,999

**39 Segment Reporting:**

The Company is engaged in the business of Industrial Rubber Products and there is no reportable segment as per Accounting Standard (AS 17) 'Segment Reporting'.

The company identified geographical locations as secondary segments. The products of the company are sold both in the domestic & export markets, which are considered different geographical segments. Segment-wise revenues are as under:

Revenue	31.03.2015	31.03.2014
Domestic	1,254,982	1,114,341
Export	949,411	954,857
<b>Total</b>	<b>2,204,393</b>	<b>2,069,198</b>

The company has manufacturing facilities at Nagpur, India. It is not possible to directly attribute or allocate on a reasonable basis, the expenses, assets and liabilities to these geographical segments.

**40 Deferred Tax:**

Deferred Tax has been provided in accordance with Accounting Standard 22- Accounting for Taxes on income issued by the Institute of Chartered Accountants of India.

The major components of the net deferred tax liability as on 31.03.2015 are as under:

**NOTES to the consolidated financial statements for the year ended 31st March, 2015 (Contd....)**  
**(All amounts in ₹ unless otherwise stated)**

Particulars	31.03.2014	During the Year	31.03.2015
<b>DEFERRED TAX LIABILITY</b>			
Depreciation	108,137	15,724	123,861
<b>DEFERRED TAX ASSETS</b>			
Provision for Employees Benefits	(22,720)	(2,469)	(25,190)
<b>Net Deferred Tax Liability</b>	<b>85,417</b>		<b>98,672</b>

**DEPRICIATION**

The company has provided Depreciation on Fixed Assets, as prescribed by "PART C" of schedule II to the Companies Act 2013. The carrying values have been depreciated over the remaining useful lives of the assets and recognised in the statement of profit and loss account. Due to change in method of depreceiation, depreciation is lowered by ` 272 lakhs for the year ended 31/03/2015.

**40 Related Parties' Disclosures:**

**i. Names of Related parties with whom transactions have taken place during the year :**

**A. Key Management Personnel:**

- i Mr. Sukhpal Singh Sethi
- ii. Mr. Amarpal Sethi
- iii. Mr. Sonopal Sethi
- iv. Mr. Rishipal Sethi
- v. Mr. Karanpal Sethi
- vi. Mr. Joe Paul
- vii. Miss Shirley Paul

**B. Enterprises over which key Management Personnel or Relatives have influence**

- I. Amit Beneficiary Trust
- ii. K. S. Beneficiary Trust
- iii. R. S. Beneficiary Trust

**ii. Transactions with related parties for the year ended March 31, 2015**

Particulars	31.03.2015	31.03.2014
Remuneration Paid	43,156	37,079
Interest Paid	18,161	8,629
Perquisites/Allowances Paid	3,095	332
Rent Paid	402	

**NOTES to the consolidated financial statements for the year ended 31st March, 2015 (Contd....)**  
**(All amounts in ₹ unless otherwise stated)**

	31.03.2015	31.03.2014
<b>B Enterprises over which Key Management Personnel or Relatives have influence</b>		
Rent Paid	2,574	2,574
<b>iii. Balance at the end of the year 31st March 2015</b>		
<b>A Key Management Personnel:</b>		
Payables	165,716	141,215

**42** The figures of current year are not comparable with those of previous year in view of consolidated of accounts of Pix Transmissions Europe Limited and PIX QCS limited in the current year.

**43** The previous year figures are regrouped, where ever necessary to confirm with this year's classification.

**ATTENDANCE SLIP****PIX TRANSMISSIONS LIMITED****Registered Office: J-7, M.I.D.C., Hingna Road, Nagpur – 440 016**

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL, Joint Shareholders may obtain additional attendance slips on request.

NAME &amp; ADDRESS OF THE SHARE HOLDERS

Regd. Folio No.	No. of Shares

I hereby record my presence at the 33rd ANNUAL GENERAL MEETING of the Company at J-7, M.I.D.C., Hingna, Nagpur–440 016, on Wednesday, 23rd September, 2015 at 9.30 a.m.

SIGNATURE OF THE SHARE HOLDER OR THE PROXY ATTENDING THE MEETING

If shareholder, please sign here	If proxy, please sign here

## PIX TRANSMISSIONS LIMITED

Registered Office: J-7, M.I.D.C., Hingna Road, Nagpur – 440 016  
 CIN: L25192MH1981PLC024837 WEB: www.pixtrans.com E-Mail Cosecretary@pixtrans.com TEL : 07104-669000

### Form No. MGT-11

### PROXY FORM

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

Name of the Member(s): _____
Registered address: _____
E-mail ID: _____ Folio No. / DP ID and Client ID: _____

I/We, being the Member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name: \_\_\_\_\_ E-mail ID: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_ Signature: , or failing him/her

2. Name: \_\_\_\_\_ E-mail ID: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_ Signature:

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Wednesday, the 23rd day of Sept, 2015 at 9.30 p.m. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Reso. No.	Description	For*	Against*
1.	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2015.	<input type="checkbox"/>	<input type="checkbox"/>
2.	Declaration of dividend.	<input type="checkbox"/>	<input type="checkbox"/>
3.	Re-election of Mr. Amarpal Sethi as Director :	<input type="checkbox"/>	<input type="checkbox"/>
4.	Re-election of Mr. Rishipal Sethi as Director :	<input type="checkbox"/>	<input type="checkbox"/>
5.	Re-election of Mr. Karanpal Sethi as Director :	<input type="checkbox"/>	<input type="checkbox"/>
6.	Appointment of M/s. S.C.Bandi & Co, as Statutory Auditors of the Company and to fix their remuneration for the financial year ending 31st March, 2016.	<input type="checkbox"/>	<input type="checkbox"/>
7.	Re-appointment of Mr. Amarpal Sethi as Chairman and Managing Director :	<input type="checkbox"/>	<input type="checkbox"/>
8.	Re-appointment of Mr. Sukhpal Singh Sethi as Whole Time Director :	<input type="checkbox"/>	<input type="checkbox"/>
9.	Re-appointment of Mr. Sonopal Sethi as Joint Managing Director :	<input type="checkbox"/>	<input type="checkbox"/>
10.	Re-appointment of Mr. Karanpal Sethi as Whole Time Director :	<input type="checkbox"/>	<input type="checkbox"/>
11.	Re-appointment of Mr. Joe Paul as Whole Time Director :	<input type="checkbox"/>	<input type="checkbox"/>
12.	Appointment of Mr. Aqueel Ahmed Mulla as an Independent Director :	<input type="checkbox"/>	<input type="checkbox"/>

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signature \_\_\_\_\_

Affix  
 Revenue  
 Stamp

**Notes:**

- \* 1. Please put a "✓" in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 2. A 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 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 proxy for any other Member.
- 3. This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at J-7, MIDC, HINGNA ROAD, NAGPUR – 440016 not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.

To,

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*If undelivered, please return to:*  
**PIX Transmissions Limited**  
J-7 M.I.D.C., Hingna Road,  
Nagpur - 440 016  
Maharashtra. India