

# PIX TRANSMISSIONS LIMITED

(CIN: L25192MH1981PLC024837)

Regd. Office: J-7, MIDC, Hingna Road Nagpur-440016, India

Corporate Office: Pals Building, 1<sup>st</sup> Floor, 1<sup>st</sup> Road, TPS IV, Bandra(W), Mumbai – 400 050, India

Regd. Office Tel.: (07104) 669000 Fax: (07104) 669007/08 Corp. Office Tel.: (91-22) 26404556 Fax: (91-22) 26402225

Website: [www.pixtrans.com](http://www.pixtrans.com) Email: [cosecretary@pixtrans.com](mailto:cosecretary@pixtrans.com)

## POSTAL BALLOT NOTICE

### NOTICE TO SHAREHOLDERS PURSUANT TO PROVISIONS OF SECTION 110 OF COMPANIES ACT, 2013

Dear Shareholders,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, that the resolutions appended below are proposed to be passed by postal ballot for the purpose of:

- (i) Authorization for borrowings under Section 180(1)(c) of the Companies Act, 2013
- (ii) Creation of Security under Section 180(1)(a) of the Companies Act, 2013
- (iii) Adoption of new set of Articles of Association of the Company
- (iv) Appointment of Mr. Nigel Savio Lobo as an Independent Director of the company for the period of 5 Years
- (v) Appointment of Mr. Prakash Chand Khasgiwala as an Independent Director of the company for the period of 5 Years
- (vi) Appointment of Dr. Manoj Mohan Sajani as an Independent Director of the company for the period of 5 Years

The Company seeks the consent of the Members for the aforesaid proposals through Special Resolutions and ordinary resolution as specified herein. A Statement explaining the reasons for passing of the said Resolution is also annexed.

Accordingly, draft of the proposed Resolutions together with the said Statement setting out material facts and reasons for the Resolution is being sent to you along with a Postal Ballot Form for your consideration.

The Company has appointed Mr. Sahib Chauhan, a practicing Chartered Accountant of M/s Sahib Chauhan & Co, Chartered Accountant, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed, in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on **Monday, 23<sup>rd</sup> March, 2015.**

#### E-Voting option

We are pleased to offer e-voting facility as an alternate for our Members which would enable you to cast your votes electronically, instead of physical Postal Ballot Form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this Notice.

The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman or the Managing Director of the Company. The result of the voting by postal ballot will be declared in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 on **Wednesday, 25<sup>th</sup> March, 2015** at the Corporate Office of the Company at Pals Building, 1<sup>st</sup> Floor, 1<sup>st</sup> Road, TPS IV, Bandra (West), Mumbai-400050. The results of postal ballot will be put on Company's website [www.pixtrans.com](http://www.pixtrans.com) and will be communicated to BSE Limited, where the equity shares of the Company are listed. The result of postal ballot shall also be announced through newspaper advertisement.

#### ITEM NO. 1:

##### Authorization for borrowings under Section 180(1)(c) of the Companies Act, 2013.

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **SPECIAL RESOLUTION:-**

**"RESOLVED THAT** in supersession to the earlier resolutions passed by the members of the Company at the 27<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2009 and pursuant to the provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby given to the Board of Directors of the Company to borrow for and on behalf of the Company from time to time as they may consider fit, any sum or sums of money in any manner, and without prejudice to the generally thereof, by way of loans, advances, credits, acceptance of deposits in the form of either fund based or non-fund based facility or otherwise in Indian Rupees or any other foreign currency from any bank or banks or any financial institutions, central Government or State Government, Body corporate, firms, other person or persons, and the money to be borrowed together with the money, if any, already borrowed by the Company (apart from temporary loans and credit obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free

reserves i.e. reserves not set apart for any specific purpose, provided however that, the total amount so borrowed by the Board of directors shall not exceed 550 crores (Rupees Five Hundred and Fifty Crores only) or equivalent amount in foreign currency.

**RESOLVED FURTHER THAT** the Board of Directors may do all such acts, deeds and things as may be necessary or delegate the powers in respect thereof as permissible under applicable provisions of the Companies Act, 2013."

**ITEM NO. 2:**

**Creation of Security under Section 180(1)(a) of the Companies act, 2013**

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **SPECIAL RESOLUTION:-**

**RESOLVED THAT** in pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/ financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to equity shares and/or rupee/foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of Loans, shall not, at any time exceed 550 crores (Rupees Five Hundred and Fifty Crores only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board or any Committee thereof be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creation of mortgage / charge as aforesaid."

**ITEM NO. 3:**

**Adoption of new set of Articles of Association of the Company**

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **SPECIAL RESOLUTION:-**

**"RESOLVED THAT** pursuant to the provisions of Sections 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the draft regulations contained in the articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of the Association of the Company.

**RESOLVED FURTHER THAT** the Board of directors of the Company 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."

**ITEM NO. 4:**

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **ORDINARY RESOLUTION:-**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with Companies ( Appointment and Qualification of Directors) Rules 2014 and Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nigel Savio Lobo (DIN:06677817), appointed as an additional Director of the company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the company and who holds office up to the date of next Annual general Meeting , be and is hereby appointed as an Independent Director of the company to hold office for a term of 5 consecutive years from 20<sup>th</sup> September, 2014 upto 19<sup>th</sup> September, 2019."

**ITEM NO. 5:**

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **ORDINARY RESOLUTION:-**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with Companies ( Appointment and Qualification of Directors) Rules 2014 and Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Prakash Chand Khasgiwala (DIN:06972949), appointed as an additional Director of the company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the company and who holds office up to the date of next Annual general Meeting , be and is hereby appointed as an Independent Director of the company to hold office for a term of 5 consecutive years from 20<sup>th</sup> September, 2014 upto 19<sup>th</sup> September, 2019."

## ITEM NO. 6:

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **ORDINARY RESOLUTION:-**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules 2014 and Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Manoj Mohan Sajani (DIN:07039326), appointed as an additional Director of the company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the company and who holds office up to the date of next Annual general Meeting, be and is hereby appointed as an Independent Director of the company to hold office for a term of 5 consecutive years from 15<sup>th</sup> December, 2014 upto 14<sup>th</sup> December, 2019."

By Order of the Board of Directors  
**For PIX TRANSMISSIONS LIMITED**

Place : Mumbai  
Date : 07th February, 2015

**Amarpal Sethi**  
**Chairman & Managing Director**

### NOTES

1. **Voting period commences on and from Saturday, 21<sup>st</sup> February, 2015 at 9.00 a.m. and ends on Monday, 23<sup>rd</sup> March, 2015 by 5.00 pm.**
2. The Explanatory Statement for the proposed Special Resolution mentioned above pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 setting out material facts is annexed to the Notice.
3. The Notice is being sent to all the members by speed post (and also electronically by email to those members who have registered their email id with the Company), whose names appear in the Register of Members / Record of Depositories as on Friday, the 13<sup>th</sup> February, 2015.
4. The members, whose names appear in the Register of Members / Record of Depositories as on Friday, the 13<sup>th</sup> February, 2015 will be considered for voting.
5. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if the same has been passed in the General Meeting of the members.
6. The Board of Directors of the Company, at its meeting held on 7<sup>th</sup> February, 2015, has appointed Mr. Sahib Chauhan a practicing Chartered Accountant of M/s Sahib Chauhan & Co, Chartered Accountant, as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner. The Postal Ballot Form and the Self-addressed postage prepaid envelope are enclosed for use by the members.
7. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website [www.pixtrans.com](http://www.pixtrans.com) or seek duplicate Postal Ballot Form from M/s. Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078, Maharashtra, fill in the requisite details and send the same to the Scrutinizer at Link Intime India Pvt. Ltd., Mr. Sahib Chauhan (Scrutinizer) – Unit: Pix Transmissions Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup West, Mumbai - 400078.
8. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the Assent (For) or Dissent (Against) in the attached postage prepaid envelope so as to reach the Scrutinizer on or before Monday, 23<sup>rd</sup> March, 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. Hence the members are requested to send the duly completed Postal Ballot Forms well before Monday, 23<sup>rd</sup> March, 2015, being the last date for receipt of Postal Ballot Form by Scrutinizer, providing sufficient time for postal transit.
9. The results of the Postal Ballot will be announced on Wednesday, 25<sup>th</sup> March, 2015 and will also be informed to BSE Limited and will also be posted on the Company's website [www.pixtrans.com](http://www.pixtrans.com). The result of postal ballot shall also be announced through newspaper advertisement. The date of declaration of results of the Postal Ballot will be taken as the date of passing of the resolutions.
10. Members who are holding shares in electronic form are requested to notify any correction / change in their name / address including PIN CODE number immediately to the Depository Participant. In the event of non-availability of Members' latest address either in Company's records or in Depository Participant's records, members are likely to miss notices and other valuable correspondence sent by the Company.
11. Members who hold shares in physical form are requested to notify any change in their particulars like change in address, bank particulars, etc., to our Registrars viz., M/s. Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078, Maharashtra.
12. Members are requested to kindly mention their Folio Number / Client ID Number (in case of Demat shares) in all their correspondence with the Company's Registrar in order to reply to their queries promptly.

## INSTRUCTIONS FOR VOTING

### Voting in Physical Form:

1. A Shareholder desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. The self-addressed envelope bears the address of the Scrutinizer. Postage will be borne and paid by the Company. However, the envelope containing the Postal Ballot Form, if sent by courier at the expense of the shareholder, will also be accepted.
2. Duly completed Postal Ballot Form should reach directly to the Scrutinizer before close of working hours on Monday, 23<sup>rd</sup> March, 2015. Any Postal Ballot Form received after 23<sup>rd</sup> March, 2015 shall be treated as if reply from the member has not been received.
3. Assent or dissent to the proposed resolutions may be recorded by placing a (✓) in the appropriate columns in the Postal Ballot Form.
4. 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).
5. In case the Form is signed by the Power of Attorney holder for and on behalf of the shareholder, it must be accompanied by a certified true copy of the power of attorney. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authority.
6. Unsigned or incomplete Postal Ballot Form shall be liable to be rejected.
7. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope since all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
8. The attached self-addressed envelope is only for the limited purpose of this postal ballot process and the same should not be used by the shareholders for sending any other correspondence to the Company.

### Voting in Electronic Form (E-voting):

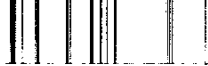
In compliance with provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clauses 35B of the Equity Listing Agreement with the Stock Exchanges, the Company is pleased to offer E-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through E-voting or through the Postal Ballot Form. If a member has opted for E-voting, then he/she should not vote by Postal Ballot also and vice-versa. **However, in case members cast their vote both via physical ballot and E-voting, then voting through physical ballot shall prevail and voting done by E-voting shall be treated as invalid.** For purpose of E-voting, the Company has signed an agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating E-voting.

The instructions for members for voting electronically are as under:-

#### **(A) In case of members receiving e-mail from CDSL:**

1. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
2. Click on "Shareholders" tab.
3. Enter your User Id (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Image Verification as displayed and Click on Login).
4. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given in points (5) and (6)
5. Fill up the following details in the appropriate boxes:

Both for Members holding shares in Demat and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB#	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
Dividend Bank Details#	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 first two letters of their name and the sequence number (Sequence number has been provided as Serial number in the address label) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

# Please enter any one of the details in order to login. In case both the details are not recorded with the depository and company please enter the member id / folio number in the Dividend Bank details field.

6. After entering these details appropriately, click on "SUBMIT" tab.
  7. Members holding shares in physical form will reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Set Password' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform.
  8. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  9. Click on the EVSN for Pix Transmissions Limited.
  10. 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.
  11. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
  12. 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.
  13. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  14. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  15. If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
  16. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (B) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).**

## ANNEXURE TO THE NOTICE

### Explanatory Statement as required by Section 102 of the Companies Act, 2013 and Explanation about reasons for the passing of the resolutions as required under Rule 22(1) of Companies (Management and Administration) Rules, 2014

#### **ITEM NO. 1 & 2**

The Company had earlier passed the Ordinary Resolution under Section 293(1)(d) and 293(1)(a) of the Companies Act, 1956 for borrowing money from any bank or banks or any financial institutions, Central Government or State Government, body corporate, firm, other person or persons in excess of the aggregate of the paid-up share capital of the Company and its free reserves and for creation of mortgage, charge, hypothecation, lien and other encumbrances, if any, by the Company, as the Board may deem fit, on the assets of the Company, both present and future, for securing the sum or sums of moneys aggregating to 500 Crores (Rupees Five Hundred Crores Only). With the enactment of Companies Act, 2013 and rules framed thereunder and as per provisions of the Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013 (corresponding to Section 293(1)(a) and 293(1)(d) of the Companies Act, 1956) with respect to creation of mortgage, charge, hypothecation, lien and other encumbrances, if any, or disposal of assets of the Company in any manner by the Company and to borrow money in excess of the aggregate of the paid-up share capital of the Company and its free reserves respectively, approval of the shareholders need to be obtained by way of Special Resolution.

The members had approved borrowing limit and authority to create charge, mortgage on the assets of the Company at the 27<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2009 by way of Ordinary Resolution. However, the resolutions as required under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 are required to be passed by the members as a Special Resolution.

Accordingly, the approval of the members by way of Special Resolutions is sought under Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013 to enable the Board of Directors to borrow moneys and for securing the sum or sums of moneys borrowed to the extent of 550 crores (Rupees Five Hundred and Fifty crores only).

Your Directors recommend the resolutions as set out under Item Nos. 1 and 2 in this Notice for your approval. None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way concerned or interested in the said resolutions. The proposed Resolutions do not relate to or affect any other company.

Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provisions of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Resolution under Item 1 and 2 as set in this Notice.

#### **ITEM NO. 3**

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to the specific sections of Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 ("the Act").

With the coming into force of the Act, several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

The proposed new draft of AoA as aforesaid is available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors/ Key Managerial Personnel of the Company, their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of the Notice.

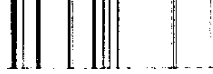
The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

#### **ITEM NO. 4**

The Board of Directors appointed Mr. Nigel Savio Lobo as an Additional Director with effect from 20<sup>th</sup> September 2014 pursuant to Section 161 of the Companies Act, 2013 read with the Company's Articles of Association.

Mr. Nigel Lobo aged- 28 years is a graduate in Commerce from Mumbai, MBA from USA, he has wide and varied experience in finance and management and business strategy. He is a director and CEO in QUIKCHEX PVT. LTD, and is focusing on finance and business strategy.

As on date of this Notice he holds directorship of QUIKCHEX PVT. LTD



As on the date of this notice he doesn't holds by himself or for any other person on a beneficial basis, any equity shares in the company. He is not related to any director of the company.

Mr. Nigel Lobo is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

In terms of Section 149 and other applicable provisions of the companies Act, 2013, Mr. Nigel Lobo being eligible is proposed to be appointed as an independent Director for a term of 5 consecutive years up to 19<sup>th</sup> September, 2019. The Company has received, along with the requisite deposit, a notice under Section 160 of the Companies Act, 2013 in writing from a member proposing his appointment as a Director of the company

In the opinion of the Board Mr. Nigel Lobo fulfils the conditions specified in the companies Act, 2013 and rules made there under for his appointment as an Independent Director of the company and he is Independent of Management. Copy of the draft letter of appointment of Mr. Nigel Lobo as Independent Director setting out terms and conditions is available for inspection at the Registered Office of the company during normal business hours on all working days.

Keeping in view his vast experience and knowledge, it will be in the interest of the company that Mr. Nigel Lobo is appointed as an Independent Director and therefore the Board recommends the resolution for the approval of the company.

Except Mr. Nigel Lobo, none of the other directors and key managerial personnel of the company and their relatives is concerned or interested, financial or otherwise, in the resolution.

This statement may be regarded as disclosure under Clause 49 of the Listing agreement.

#### **ITEM NO. 5**

The Board of Directors appointed Mr. Prakash Chand Khasgiwala as an Additional Director with effect from 20<sup>th</sup> September 2014 pursuant to Section 161 of the Companies Act, 2013 read with the Company's Articles of Association.

Mr. Prakash Chand Khasgiwala aged 64 years is a graduate in Science and holding Master degree in Arts from Bhopal University, he has wide and varied experience in finance and banking. He is a retired banker and at present focusing on banking and finance matters.

As on the date of this notice he doesn't holds by himself or for any other person on a beneficial basis, any equity shares in the company. He is not related to any director of the company.

Mr. Prakash Chand Khasgiwala is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

In terms of Section 149 and other applicable provisions of the companies Act, 2013, Mr. Prakash Chand Khasgiwala being eligible is proposed to be appointed as an Independent Director for a term of 5 consecutive years up to 19<sup>th</sup> September, 2019. The Company has received, along with the requisite deposit, a notice under Section 160 of the Companies Act, 2013 in writing from a member proposing his appointment as a Director of the company

In the opinion of the Board Mr. Prakash Chand Khasgiwala fulfils the conditions specified in the companies Act, 2013 and rules made there under for his appointment as an Independent Director of the company and he is Independent of Management. Copy of the draft letter of appointment of Mr. Prakash Chand Khasgiwala as Independent Director setting out terms and conditions is available for inspection at the Registered Office of the company during normal business hours on all working days.

Keeping in view his vast experience and knowledge, it will be in the interest of the company that Mr. Prakash Chnad Khasgiwala is appointed as an Independent Director and therefore the Board recommends the resolution for the approval of the company.

Except Mr. Prakash Chand Khasgiwala, none of the other directors and key managerial personnel of the company and their relatives is concerned or interested, financial or otherwise, in the resolution.

This statement may be regarded as disclosure under Clause 49 of the Listing agreement.

#### **ITEM NO. 6**

The Board of Directors appointed Dr. Manoj Mohan Sajnani as an Additional Director with effect from 15<sup>th</sup> December 2014 pursuant to Section 161 of the Companies Act, 2013 read with the Company's Articles of Association.

Dr. Manoj Sajnani aged 42 years is MBBS and FRCS specialized in Eye Surgery from Glassgow, U.K, he has wide and varied experience in medical science specialized in Eye surgery, and business strategy and administration.

As on the date of this notice he doesn't holds by himself or for any other person on a beneficial basis, any equity shares in the company. He is not related to any director of the company.

Dr. Manoj Sajnani is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

In terms of Section 149 and other applicable provisions of the companies Act, 2013, Dr. Manoj Sajnani being eligible is proposed to be appointed as an independent Director for a term of 5 consecutive years up to 14<sup>th</sup> December, 2019. The Company has received, along with the requisite deposit, a notice under Section 160 of the Companies Act, 2013 in writing from a member proposing his appointment as a Director of the company.

In the opinion of the Board Dr. Manoj Sajnani fulfils the conditions specified in the companies Act, 2013 and rules made there under for his appointment as an Independent Director of the company and he is Independent of Management. Copy of the draft letter of appointment of Dr. Manoj Sajnani as Independent Director setting out terms and conditions is available for inspection at the Registered Office of the company during normal business hours on all working days.

Keeping in view his vast experience and knowledge, it will be in the interest of the company that Dr. Manoj Sajnani is appointed as an Independent Director and therefore the Board recommends the resolution for the approval of the company.

Except Dr. Manoj Sajnani, none of the other directors and key managerial personnel of the company and their relatives is concerned or interested, financial or otherwise, in the resolution.

This statement may be regarded as disclosure under Clause 49 of the Listing agreement.

Place : Mumbai  
Date : 7th February, 2015

By Order of the Board of Directors  
**For PIX TRANSMISSIONS LIMITED**

**Amarpal Sethi**  
**Chairman & Managing Director**



# PIX TRANSMISSIONS LIMITED

REGISTERED OFFICE

J-7, M.I.D.C., HINGNA ROAD, NAGPUR

**PIX**

## POSTAL BALLOT NOTICE

Notice is hereby given under Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and relevant provisions of Listing Agreement, that the Company has completed the dispatch of Postal Ballot Notice along with explanatory statements, postal ballot form and self-addressed postage prepaid business reply envelop on 20th February, 2015 to those members whose e-mail IDs are not registered with the Company / Depository and electronically to all those members whose e-mail IDs are registered with the Company / Depository(ies), seeking approval of members for the matters as set out in the Postal Ballot Notice dated 7th February, 2015.

The notice has been sent to all the members whose names appear in the Register of Members / record of Depositories as on 13th February, 2015.

The business to be transacted through the Postal Ballot includes voting by electronic means. Members have the option to exercise their votes either electronically or by way of physical Postal Ballot. The voting process through postal

ballot form as well as e-voting shall commence on 21st February, 2015 from 9:00 AM and will remain open upto 23rd February, 2015 till 5:00 PM. Thereafter the e-voting facility shall be disabled. The e-voting facility provided by the Central Depository Services (India) Limited (CDSL) is available to the members at the link [www.evotingindia.com](http://www.evotingindia.com) which would enable them to cast their votes electronically. Instead of dispatching Postal Ballot Form.

Members desiring to exercise vote by way of Postal Ballot are requested to note that the duly signed and filled postal ballot form indicating their ascent or dissent should reach to the Scrutinizer not later than the close of the working hours on 23rd February, 2015. If any Postal Ballot Form is received after this date, it will be considered that no reply from such member has been received.

The Board of Directors of the Company has appointed Mr. Sahib Chauhan, a practicing Chartered Accountant of M/s Sahib Chauhan & Co, Chartered Accountants, as scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Member(s) who have not received the Postal Ballot Form or wish to receive the same physically may apply to the Compliance Officer of the Company to obtain a duplicate Postal Ballot Form. The notice of the Postal Ballot is also available on the Company's website at [www.pixtrans.com](http://www.pixtrans.com).

In case of any query or grievances connected with the voting by electronic means, members may refer to the Frequently Asked Questions (FAQs) and e-voting manual available at the download section of <http://www.evotingindia.com>. Members may also send their grievances or queries to the Compliance Officer of the Company at J-7, MIDC, Hingna Road, Nagpur - 440016, Maharashtra.

For Pix Transmissions Limited

Place: Nagpur

Date: 20.2.2015

Company Secretary

URE FRATERNITY

**SATURDAY**

**FEB 21 12 NOON**

**SUNDAY**

**FEB 22 6:00 PM**

**WEDNESDAY**

**FEB 25 9:00 PM**

**THURSDAY**

**FEB 26 11:00 PM**

**SUNDAY**

**MAR 1 6:00 PM**

**WEDNESDAY**

**MAR 4 11:00 PM**

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Indian Express - Nagpur

21-2-2015