



PIX



PIX TRANSMISSIONS LIMITED

J-7, M.I.D.C. HINGNA ROAD, NAGPUR - 440 016.

Report  junction.com

27th
ANNUAL REPORT

2008-2009



Pix Transmissions Limited**PIX TRANSMISSIONS LIMITED**

BOARD OF DIRECTORS : SHRI AMARPAL SETHI (Chairman & Managing Director)
 SHRI SONEPAL SETHI (Joint Managing Director)
 SHRI SUKHPAL SINGH SETHI
 SHRI RISHIPAL SETHI
 SHRI JOE PAUL
 SHRI DARSHAN SINGH CHADHA
 SHRI JOSE JACOB
 SHRI HARESH EIDNANI
 SHRI PRADEEP HAVNUR
 SHRI AQUEELA. MULLA
 SHRI KARANPAL SETHI [w.e.f. 01/06/2009]
 SHRI OM PRAKASH ARORA [w.e.f. 01/06/2009]

COMPANY SECRETARY SHRI SHYBU VARGHESE

AUDITORS M/s. S. C. BANDI & CO.
 [Chartered Accountants, Mumbai]

BANKERS

1. STATE BANK OF INDIA
2. STATE BANK OF HYDERABAD
3. IDBI BANK LTD.

REGISTERED OFFICE & WORKS :

(UNIT NO. 1) J-7, MIDC, HINGNA ROAD, NAGPUR - 440 016
 Tel. : (07104) 236501-504 Fax : (07104) 236505/506
 Website : <http://www.pixtrans.com>

(UNIT NO. 2) K-36, K-37 & K-38, MIDC, HINGNA ROAD, NAGPUR-440 016

(UNIT NO. 3) BAZARGAON, AMRAVATI ROAD, NAGPUR-440 023

(UNIT NO. 4) KHASRA NO.57, MOUZA NAGALWADI,
 TEHSIL – HINGNA NAGPUR- 440016

MUMBAI OFFICE : PALS BUILDING, 1ST ROAD, TPS IV,
 BANDRA – [WEST], MUMBAI – 400 050
 TEL. : (022) 26404556 / 26402229
 FAX : (022) 26402225

SHARE TRANSFER AGENT LINK INTIMEINDIA PVT. LTD.
 C-13, PANNALAL SILK MILLS COMPOUND,
 L.B.S. MARG, BHANDUP (WEST), MUMBAI - 400 078.
 TEL. : (022) 25963838, FAX : 25946969
 E-MAIL : isrl@linkintime.co.in

Pix Transmissions Limited**NOTICE**

Notice is hereby given that the TWENTY SEVENTH 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 30th September 2009 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit and Loss Account for the Year ended 31st March, 2009 and the Balance Sheet as on that date together with Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Amarpal Sethi who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Shri Sonopal Sethi who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Shri Sukhpal Singh Sethi who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Shri Darshan Singh Chadha who retires by rotation and being eligible offers himself for re-appointment.
6. To appoint Auditors and to fix their Remuneration.

SPECIAL BUSINESS

7. To consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution:

To appoint Shri Karanpal Sethi [who was appointed as an Executive Promoter Director] by the Board of Directors of the Company under Article 91 of the Articles of Association of the Company and who holds office under the said article and Section 260 of the Companies Act, 1956 upto the date of this Annual General Meeting, and in respect of whom the Company has received Notice in writing pursuant to the Provisions of Section 257 of the Companies Act, 1956 from a member signifying his intention to propose Shri Karanpal Sethi as candidate for the office of Director and in that behalf to consider and if thought fit, to pass, with or without modification, the following resolution which will be proposed as an ordinary resolution.

"RESOLVED THAT, pursuant to the relevant provisions of the Companies Act, 1956 including Section 257, Shri Karanpal Sethi be hereby elected and appointed as Director of the Company liable to retire by rotation."

8. To consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution :

To appoint Shri Om Prakash Arora [who was appointed as an Independent Non-Executive Director] by the Board of Directors of the Company under Article 91 of the Articles of Association of the Company and who holds office under the said article and Section 260 of the Companies Act, 1956 upto the date of this Annual General Meeting, and in respect of whom the Company has received Notice in writing pursuant to the Provisions of Section 257 of the Companies Act, 1956 from a member signifying his intention to propose Shri Om Prakash Arora as candidate for the office of Director and in that behalf to consider and if thought fit, to pass, with or without modification, the following resolution which will be proposed as an ordinary resolution.

"RESOLVED THAT, pursuant to the relevant provisions of the Companies Act, 1956 including Section 257, Shri Om Prakash Arora be hereby elected and appointed as Director of the Company liable to retire by rotation."

9. Re-appointment of Chairman and Managing Director and payment of remuneration:

"Resolved that pursuant to Section 198, 269, 309 and Schedule XIII of the Companies Act, 1956 the approval be and is hereby accorded to re-appointment and of remuneration of Shri Amarpal Sethi as Chairman and Managing Director with effect from 1st April 2009 till 31st March 2012 on terms and conditions as contained in the draft Agreement, a copy whereof initiated by the Chairman for the purpose of identification is placed before the meeting with liberty to the Board of Directors to vary, alter and modify such terms of remuneration so as to not exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any statutory modification, substitutions or reenactments thereof, as may be agreed to by the Board of Directors and acceptable to Shri Amarpal Sethi.

RESOLVED FURTHER that where in any financial year during his term of office, the company makes no or inadequate profits, the company may pay him remuneration by way of salary and perquisites not exceeding the limits laid down in Section II Part II of Schedule XIII of the Companies Act, 1956 or any statutory modifications, substitutions or reenactments thereof, as may be agreed to by the Board of Directors and acceptable to Shri Amarpal Sethi.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to take such steps from time to time as may be necessary or desirable to give effect to this Resolution."

10. Re-appointment of Joint Managing Director and payment of remuneration:

"Resolved that pursuant to Section 198, 269, 309 and Schedule XIII of the Companies Act, 1956 the approval be and is hereby accorded to re-appointment and of remuneration of Shri Sonopal Sethi as Joint Managing Director with effect from 1st April

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2009 till 31st March 2012 on terms and conditions as contained in the draft Agreement, a copy whereof initiated by the Chairman for the purpose of identification is placed before the meeting with liberty to the Board of Directors to vary, alter and modify such terms of remuneration so as to not exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any statutory modification, substitutions or reenactments thereof, as may be agreed to by the Board of Directors and acceptable to Shri Sonpal Sethi.

RESOLVED FURTHER that where in any financial year during his term of office, the company makes no or inadequate profits, the company may pay him remuneration by way of salary and perquisites not exceeding the limits laid down in Section II Part II of Schedule XIII of the Companies Act, 1956 or any statutory modifications, substitutions or reenactments thereof, as may be agreed to by the Board of Directors and acceptable to Shri Sonpal Sethi.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to take such steps from time to time as may be necessary or desirable to give effect to this Resolution."

11. Re-appointment of Whole-time Director and payment of remuneration:

"Resolved that pursuant to Section 198, 269, 309 and Schedule XIII of the Companies Act, 1956 the approval be and is hereby accorded to re-appointment and of remuneration of Shri Sukhpal Singh Sethi as Director with effect from 1st April 2009 till 31st March 2012 on terms and conditions as contained in the draft Agreement, a copy whereof initiated by the Chairman for the purpose of identification is placed before the meeting with liberty to the Board of Directors to vary, alter and modify such terms of remuneration so as to not exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any statutory modification, substitutions or reenactments thereof, as may be agreed to by the Board of Directors and acceptable to Shri Sukhpal Singh Sethi.

RESOLVED FURTHER that where in any financial year during his term of office, the company makes no or inadequate profits, the company may pay him remuneration by way of salary and perquisites not exceeding the limits laid down in Section II Part II of Schedule XIII of the Companies Act, 1956 or any statutory modifications, substitutions or reenactments thereof, as may be agreed to by the Board of Directors and acceptable to Shri Sukhpal Singh Sethi.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to take such steps from time to time as may be necessary or desirable to give effect to this Resolution."

12. Re-Appointment of Whole-time Director and payment of remuneration:

"Resolved that pursuant to Section 198, 269, 309 and Schedule XIII of the Companies Act, 1956 the approval be and is hereby accorded to Re-appointment and of remuneration of Shri Joe Paul as a Whole-time Director with effect from 1st April 2009 till 31st March 2012 on terms and conditions as contained in the draft Agreement, a copy whereof initiated by the Chairman for the purpose of identification is placed before the meeting with liberty to the Board of Directors to vary, alter and modify such terms of remuneration so as to not exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any statutory modification, substitutions or reenactments thereof, as may be agreed to by the Board of Directors and acceptable to Shri Joe Paul.

RESOLVED FURTHER that where in any financial year during his term of office, the company makes no or inadequate profits, the company may pay him remuneration by way of salary and perquisites not exceeding the limits laid down in Section II Part II of Schedule XIII of the Companies Act, 1956 or any statutory modifications, substitutions or reenactments thereof, as may be agreed to by the Board of Directors and acceptable to Shri Joe Paul.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to take such steps from time to time as may be necessary or desirable to give effect to this Resolution."

13. Appointment of Whole-time Director and payment of remuneration:

"Resolved that pursuant to Section 198, 269, 309 and Schedule XIII of the Companies Act, 1956 the approval be and is hereby accorded to appointment and of remuneration of Shri Karanpal Sethi as a Whole-time Director with effect from 1st June 2009 till 31st March 2012 on terms and conditions as contained in the draft Agreement, a copy whereof initiated by the Chairman for the purpose of identification is placed before the meeting with liberty to the Board of Directors to vary, alter and modify such terms of remuneration so as to not exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any statutory modification, substitutions or reenactments thereof, as may be agreed to by the Board of Directors and acceptable to Shri Karanpal Sethi.

RESOLVED FURTHER that where in any financial year during his term of office, the company makes no or inadequate profits, the company may pay him remuneration by way of salary and perquisites not exceeding the limits laid down in Section II Part II of Schedule XIII of the Companies Act, 1956 or any statutory modifications, substitutions or reenactments thereof, as may be agreed to by the Board of Directors and acceptable to Shri Karanpal Sethi.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to take such steps from time to time as may be necessary or desirable to give effect to this Resolution."

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14. "RESOLVED THAT pursuant to the provisions of Section 293(1)(d) and other applicable provisions, if any of the Companies act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow such sum or sums of money in any manner, as the Board of Directors may think fit, from time to time with or without security and upon such terms and conditions as they may think fit, notwithstanding that the money borrowed together with the money already borrowed by the Company (apart from temporary loans and short term loans obtained from its Bankers and Financial Institutions in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs.500 Crores."
15. "RESOLVED THAT, pursuant to the provision 293(1)(a) and all other applicable provisions of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging and/or charging on such terms and conditions for borrowing upto Rs.500.00 crores at such time or times and from time to time and in such form or manner as they may think fit, the whole or substantially the whole of the Company's any one or more of the undertaking including the present and/or future properties, whether movable or immovable comprised in any existing or new undertaking or undertakings of the Company, as the case may be in favour of Financial institutions, Corporations, Banks, Government/ other Agencies of any other person(s), entities which give provide or extend loans to the Company or in favour of trustees if any, of such lenders to secure the said amount of loans together with interest thereon, commitment charges liquidated damages, premium on redemption, trustees remuneration, costs, charges, expenses expedient by the Board of Directors and in such manner as may be agreed to between the Board of Directors and the party or parties concerned."

For and on behalf of the Board of Directors

Amarpal Sethi
Chairman & Managing Director

Place : Mumbai
Dated : 26.06.2009

NOTES

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at the registered office not less than 48 hours before the time of the Meeting.
2. Register of Members and the transfer books of the Company will remain closed from Monday 28th day of September 2009 to Wednesday 30th day of September 2009 (Both days inclusive)
3. An Explanatory statement pursuant to Section 173 of the Companies Act, 1956 in respect of business under Item Nos.10 to 15 set out of above is annexed hereto.
4. Members desiring any information on the Accounts are requested to write to the Company at least one week before the Meeting so as to enable the management to keep the information ready. Replies will be provided only at the meeting.
5. Information pursuant to Clause 49 of the Listing agreement for Re-appointment of Directors.

Name of the Directors	Date of Birth	Date of Appointment	Qualification	Directorship in other Companies incorporate in India	Chairman / Member of other committees of Companies
Shri Amarpal Sethi	29.12.1950	22.07.1981	I.Sc.	No	No
Shri Sonopal Sethi	06.09.1966	31.03.1993	B.Sc. Grad PRI (UK)	No	No
Shri Sukhpal Singh Sethi	11.06.1942	31.03.1993	I.Sc.	No	No
Shri Darshan Singh Chadha	28.02.1942	29.12.2004	B.Com.	No	No.
Shri Karanpal Sethi	19.08.1986	01.06.2009	B.S. in Finance & Accounting (New York, USA)	No	No
Shri Om Prakash Arora	09.12.1939	01.06.2009	B.Com.	No	No

For and on behalf of the Board of Directors

Amarpal Sethi
Chairman & Managing Director

Place : Mumbai
Dated : 26.06.2009

Pix Transmissions Limited**ANNEXURE TO NOTICE****Explanatory Statement**

Explanatory statement set out all material facts relating to business under Item Nos.10 to 18 of the accompanying notice dated 26th June 2009.

Item No.7

Shri Karanpal Sethi was appointed as an Executive Promoter Director by the Board of Directors of the Company under Article 91 of the Articles of Association of the Company and who holds office under the said article and Section 260 of the Companies Act, 1956 upto the date of this Annual General Meeting, and in respect of whom the Company has received Notice in writing pursuant to the Provisions of Section 257 of the Companies Act, 1956 from a member signifying his intention to propose Shri Karanpal Sethi as candidate for the office of Director.

Shri Karanpal Sethi is B.S. in Finance & Accounting, New York, USA, He has three years experience in finance and accounting. The Board of Directors of the Company are of the view that the experience of Shri Karanpal Sethi would be of immense benefit to the company for adopting new accounting standards and good accounting practices and therefore recommend the Resolution contained in Item No. 7 of the Notice convening the Annual General Meeting.

None of the directors except Shri Karanpal Sethi and Shri Amarpal Sethi being father of Shri Karanpal Sethi is interested or concerned in Item No.7 of the Notice.

Item No.8

Shri Om Prakash Arora was appointed as an Independent Non-Executive Director by the Board of Directors of the Company under Article 91 of the Articles of Association of the Company and who holds office under the said article and Section 260 of the Companies Act, 1956 upto the date of this Annual General Meeting, and in respect of whom the Company has received Notice in writing pursuant to the Provisions of Section 257 of the Companies Act, 1956 from a member signifying his intention to propose Shri Om Prakash Arora as candidate for the office of Director.

Shri Om Prakash Arora is B. Com, He has forty five years experience in Trading Business. The Board of Directors of the Company are of the view that the experience of Shri Om Prakash Arora would be of great benefit to the company in marketing and sales and therefore recommend the Resolution contained in Item No. 8 of the Notice convening the Annual General Meeting.

None of the directors except Shri Om Prakash Arora is interested or concerned in Item No.8 of the Notice.

Item No.9 to 13

The remuneration committee at its meeting held on 31st March, 2009, recommended the re-appointment of Shri Amarpal Sethi, Shri Sonopal Sethi, Shri Sukhpal Singh Sethi and Shri Joe Paul as Executive Directors of the Company for the period of 3 years from 1st April, 2009 till 31st March, 2012.

In pursuance of the recommendations of the remuneration committee, the Board of directors at its meeting held on 31st March, 2009, re-appointed the following directors for the period of three years with effect from 1st April, 2009 to 31st March, 2012:

The Board also appointed Shri Karanpal Sethi as Whole-time Director for a period of three years from 1st June 2009 to 31st May 2012

Name of the Director**Re-appointed as**

Shri Amarpal Sethi

Chairman & Managing Director

Shri Sonopal Sethi

Joint Managing Director

Shri Sukhpal Singh Sethi

Whole-time Director

Shri Joe Paul

Executive Director

Shri Karanpal Sethi

Whole-time Director

Nature of Duties

Shri Amarpal Sethi has an overall experience of about thirty five years in business. He looks after overall operation and administration of the Company.

Shri Sonopal Sethi has has overall seventeen years experience in business. He looks after export sales, import, raw material procurements of the company.

Shri Sukhpal Singh Sethi has an experience of over forty three years in the business and looks after domestic sales and purchases, raw material procurements of the Company.

Shri Joe Paul has an experience of over twenty four years and looks after production and factory operation of the Company.

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Shri Karanpal Sethi has an experience of three years in accounting and finance and he looks after accounts and finance of the company.

Remuneration

The directors shall be entitled to the following emoluments, benefits and perquisites during the period of their employment subject to the ceiling limits laid down in Section 198, Section 309 and Schedule XIII of the Companies Act, 1956.

Salary

Name of the Director	Salary scale
Shri Amarpal Sethi	Rs.4.00 Lacs to Rs.6.00 Lacs
Shri Sonopal Sethi	Rs.3.75 Lacs to Rs.5.50 Lacs
Shri Sukhpal Singh Sethi	Rs.3.75 Lacs to Rs.5.50 Lacs
Shri Joe Paul	Rs.1.75 Lacs to Rs.3.00 Lacs
Shri Karanpal Sethi	Rs.3.25 Lacs to Rs.5.00 Lacs

Perquisites

Perquisites shall be restricted to an amount equal to annual salary. The perquisites payable to the appointees are as under :

Contribution to the provident and pension 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 Rs.350000/- (Rupees Three lacs fifty thousand only)

Ex-Gratia :

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

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 director, 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 Rs.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 XIII to the Companies Act, 1956, 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 meetings of the Board of Directors or committees thereof of the Company.

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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-imbursement of all actual travelling, 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.

As regards to re-appointment of Shri Amarpal Sethi, Chairman and Managing Director, Shri Sonopal Sethi, Joint Managing Director, Shri Sukhpal Singh Sethi, Whole-time Director, Shri Joe Paul, Executive Director and appointment of Shri Karanpal Sethi, Whole-time Director of the Company in compliance with the applicable provisions of the Companies Act, 1956, Ordinary Resolutions in terms as set out in item no. 9 to 13 of the accompanying Notice are now being placed before the Members in the Annual General Meeting for their approval.

Except Shri Amarpal Sethi, Shri Sonopal Sethi, Shri Sukhpal Singh Sethi, Shri Joe Paul and Shri Karanpal Sethi no other Director of the Company is concerned or interested in the said Ordinary Resolutions.

This Explanatory Statement is and should be treated as an abstract under section 302 of the Companies Act, 1956, of the Agreements to be entered into between the Company and Shri Amarpal Sethi, Shri Sonopal Sethi, Shri Sukhpal Singh Sethi, Shri Joe Paul and Shri Karanpal Sethi

The agreements between the Company and Shri Amarpal Sethi, Shri Sonopal Sethi, Shri Sukhpal Singh Sethi, Shri Joe Paul and Shri Karanpal Sethi are available for inspection by the members of the Company at its Registered office between 10.00 a.m. to 1.00 p.m. on all working days of the Company.

The Board commends Item Nos. 9 to 13 of the accompanying notice for approval of the members.

Item Nos. 14 & 15

Considering the expanding business activities and increase in the financial requirements of the Company, the Board of Directors may be required to resort to borrowing of funds from banks, financial institutions and such other parties as the Board may deem fit, from time to time subject to such borrowing not exceeding Rs.400 crores in aggregate. For borrowing funds beyond the aggregate of the paid-up share capital and free reserves of the Company, the Board is required to be empowered by way of passing of an Ordinary Resolution by the members of the Company under Section 293(1)(d) of the Companies Act, 1956.

In view of the proposed borrowings, the company would be required to mortgage and/or charge the properties of the company in favour of Bankers, Term Lending institutions or such other agencies and bodies for securing the loans sanctioned to the company.

Since mortgage and/or charging of the assets, properties and/or undertakings(s) of the company may be regarded as disposal thereof, consent of the members of the company is necessary under section 293 (1) (a) of the Companies Act, 1956 by passing an Ordinary Resolution.

None of the Directors is concerned or interested in the resolution at Item No.14 & 15 of the Notice.

Your Directors recommend the above resolutions for approval of members.

For and on behalf of the Board of Directors

Amarpal Sethi
Chairman & Managing Director

Place : Mumbai
Dated : 26.06.2009

Pix Transmissions Limited**DIRECTORS' REPORT**

To

The members of Pix Transmissions Ltd.,

The directors are pleased to present the TWENTY SEVENTH ANNUAL REPORT and the Audited Statement of Accounts for the year ended 31st March 2009, together with notice of Annual General Meeting.

Financial Results

Given below is the financial performance as reflected in the Audited Accounts for the year ended 31st March 2009

	As on 31.03.2009	Rs. In Lacs As on 31.03.2008
Sales	18708.76	16545.16
Other income	—	23.14
	<u>18708.76</u>	<u>16568.30</u>
Profit before Depreciation	1349.06	1416.70
Depreciation	1253.35	1139.18
Profit before tax after depreciation	<u>95.71</u>	<u>277.52</u>
Extra ordinary item		
(Foreign Exchange loss)	(473.24)	—
(Loss)/Profit for the year after extra Ordinary item	<u>—</u>	<u>—</u>
(Foreign Exchange Loss)	(377.53)	277.52
Less : Provision for taxation		
a) Current year	—	30.00
b) Fringe Benefit Tax	22.00	20.00
c) Deferred Tax	(0.87)	76.40
	<u>21.13</u>	<u>126.40</u>
	(398.66)	151.12
Less : Wealth Tax paid	—	0.37
Total :	<u>(398.66)</u>	<u>150.75</u>
Balance of Profit Brought down	1502.09	1351.34
Amount available for appropriation & carried to		
Balance sheet	<u>1103.42</u>	<u>1502.09</u>

The Company's Sales & Income during the Financial Year 2008-09 computed of the following;

	Figure in Lacs	
	Current Year	Previous Year
1. Belts	12952.08	10392.00
2. Hoses	5156.64	5559.00
3. End Fittings	72.26	21.34
4. Other items	527.78	595.96
	<u>18708.76</u>	<u>16568.30</u>

Dividend

The company has not declared dividend since huge investments are required for the massive expansion

programme. Also no dividend is being given on preference shares.

Increase in Share Capital

The Directors and Promoters were granted convertible warrants during the year under review, consequent to the above, the issued, subscribed and paid up share capital of the company increased from 10125200 Equity Shares of Rs.10/- each aggregating to Rs.101252000/- to 10540200 Equity Shares of Rs.10/- each aggregating to Rs 105402000/- as on 31.03.2009.

Proceeds of Preferential Issue

The company issued shares and warrants on preferential basis to Promoters and Promoters group. The company has mobilised total funds to the extent of Rs.112.05 Lacs (Previous year Rs.182.11 Lacs), which were deployed towards expansion of R&D, manufacturing facilities and acquisition of a new plot of land.

Subsidiaries

1. Pix Europe Limited, U.K. - Joint Venture
Pix Qcs Limited, Ireland - Joint Venture

2. Pix South America Importacao E Exportacao De Correias E Mangueiras Ltda, Brazil and Pix Middle East FZC, UAE are Subsidiaries of the Company.

Corporate Governance

Pursuant to clause 49 of the listing Agreement with the Stock Exchange, Management Discussion and Analysis Report, Corporate Governance Report and Certificate on Corporate Governance are annexed to this report.

Directors' Responsibility statement

Pursuant to the requirement of section 217(2AA) of the Companies Act, 1956, the Board of Directors hereby state that:

- i) In preparation of the annual accounts, the applicable accounting standards, have been followed (along with proper explanation relating to material departures) and that there are no material departures;
- ii) they have selected the 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 at the end of the financial year and of the profit of the Company for that period.
- 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,

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1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- iv) They have prepared the annual accounts on a going concern basis.

Public Deposits

The Company has not invited and accepted deposits from the public during the financial year ended 31st March 2009.

Insurance

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

Particular of Employees

Under the provision of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended, the names and other particulars of employees are set out in the Annexure to the Directors' Report.

Directors

To appoint Directors in place of Shri Amarpal Sethi, Shri Sonpal Sethi, Shri Sukhpal Singh Sethi and Shri Darshan Singh Chadha Directors of the Company who retire by rotation and being eligible offer themselves for re-appointment.

Shri Karanpal Sethi was appointed as an Executive Promoter Director by the Board of Directors of the Company under Article 91 of the Articles of Association of the Company and who holds office under the said article and Section 260 of the Companies Act, 1956 upto the date of this Annual General Meeting, and in respect of whom the Company has received Notice in writing pursuant to the Provisions of Section 257 of the Companies Act, 1956 from a member signifying his intention to propose Shri Karanpal Sethi as candidate for the office of Director. In accordance with the provisions of the Companies Act, 1956, resolution seeking approval of the Members for appointment of Shri Karanpal Sethi as a Director has been incorporated in the Notice of the forthcoming Annual General Meeting of the Company.

Shri Om Prakash Arora was appointed as an Independent Non-Executive Director by the Board of Directors of the Company under Article 91 of the Articles of Association of the Company and who holds office under the said article and Section 260 of the Companies Act, 1956 upto the date of this Annual General Meeting, and in respect of whom the Company has received Notice in writing pursuant to the Provisions of Section 257 of the Companies Act, 1956 from a member signifying his intention to propose Shri Om Prakash Arora as candidate for the office of Director. In accordance with provisions of the Companies Act, 1956, Resolution seeking approval of the Members for appointment of Shri Om Prakash Arora as a Director has been incorporated in the Notice of the forthcoming Annual General Meeting of the Company.

Auditor

M/s S. C. Bandi & Co. Chartered Accountants, who are the Statutory Auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. It is proposed to re-appoint them as Statutory Auditor of the Company for the year 2009-10. The members are requested to consider their appointment and authorize the Board of Directors to fix their remuneration.

Auditors' Report

The notes forming part of the accounts are self-explanatory and do not call for any further clarifications under Section 217(3) of the Companies Act, 1956.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

A Conservation of Energy

Company is always looking towards every step in the direction of conservation of energy, mainly from following major energy sources:

1.0	Water
2.0	Steam
3.0	Electricity

1.0 Conservation of water

- 1.1. By setting up a new sewage treatment plant & upgrading the effluent treatment plant, treated water is used for gardening, floor washing, toilets etc which resulted in reduction of fresh water consumption.
- 1.2. Installation of cooling towers for recirculation of water used for machines cooling, conserve the ample quantity of fresh water.
- 1.3. 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 provides good quality of drinking water.
- 1.4. Collection of maximum amount of steam condensate, reduce the feed water consumption in Boilers.
- 1.5. Company is introducing rain water harvesting systems which will help to retain the rainwater in our area and conserve the water.

2.0 Conservation of Steam

- 2.1 Reuse of condensate has reduced the consumption of furnace oil.
- 2.2 Heating of water by using flash steam in process area has reduced the steam consumption.

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