# TWENTY EIGHTH
# ANNUAL REPORT
# 2013-2014

SUPERTEX
INDUSTRIES
LIMITED

## IMPORTANT COMMUNICATION TO MEMBERS

Dear Members,

The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies vide circular Nos. 17 and 18 dated April 21, 2011 and April 29, 2011 respectively, stating that a company would have complied with section 53 of the Companies Act relating to dispatch of Annual Report and other Notices etc, if the service of document has been made through electronic mode. In such case, the company is required to obtain email addresses of its members for sending the notice / documents through email by giving an advance opportunity to every shareholder to register his/ her email address and changes therein, if any, from time to time with the company

To support this green initiative, members holding shares in demat form are requested to provide their email ID to the depository through their concerned depository participant and members holding shares in physical form are requested to provide e-mail ID to the Company's RTA, M/s Sharex Dynamic India Pvt Ltd at Unit no.1, Luthra Industrial Premises, Andheri Kurla Road, Safed Phool, Andheri (E), Mumbai-400072 or alternatively send an email to the Company at supertex@vsnl.com and also update your e-mail addresses as and when there is any change.

**BOARD OF DIRECTORS**

| | | |
|---|---|---|
| S. S. MISHRA | .. | Chairman |
| M. A. SHARMA | .. | Director |
| G. R. TOSHNIWAL | .. | Director |
| P. R. KAPADIA | .. | Director |
| R. K. MISHRA | .. | Managing Director |
| S. K. MISHRA | .. | Director Finance |

**AUDITORS**

M. B. AGRAWAL & CO.,
Chartered Accountants

N. G. THAKRAR & CO.,
Chartered Accountants

**SOLICITORS**

CRAWFORD BAYLEY & COMPANY

RAJANI, SINGHANIA & PARTNERS

**BANKERS**

AXIS BANK

**REGISTERED OFFICE**

Plot No 45/46 Phase II
Piperia Industrial Estate
Silvassa, D & N H

**HEAD OFFICE**

Balkrishna Krupa, 2nd Floor
45/49 Babu Genu Road
Princess Street, Mumbai 400 002

**WORKS**

1. Unit I & II : Plot No 45 & 46
Phase II, Piperia Industrial Estate
Silvassa, Dadra & Nagar Haveli

2. Unit III : 213, Kharvel
Behind Kharvel Sub-Station
Taluka Dharampur
Dist. Valsad, Gujarat

**REGISTRARS AND SHARE TRANSFER AGENTS**

SHAREX DYNAMIC (INDIA) PVT. LTD.
Unit No1, Luthra Industrial Premises
Andheri Kurla Road, Safed Phool
Andheri (E), Mumbai 400 072

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## NOTICE

Notice is hereby given that the Twenty Eighth Annual General Meeting of members of SUPERTEX INDUSTRIES LTD. will be held on Friday, the 26th day of September 2014 at 10.30 a.m., at the Registered Office of the Company at Plot No. 45-46 Phase II, Piperia Industrial Estate, Silvassa (Dadra & Nagar Haveli) to transact the following business:

1. To receive and adopt the audited Balance Sheet as at 31st March, 2014 and the Audited Profit & Loss Account for the year ended as on that date along with the Auditors' Report and the Directors' Report thereon;
2. To appoint a Director in place of Mr. S. S. Mishra, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint auditors and fix their remuneration.

**SPECIAL BUSINESS**

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
   "RESOLVED THAT Mr. M. A. Sharma (DIN 02309138), already an Independent Director pursuant to clause 49 of the Listing Agreement and who is eligible to continue as an Independent Director pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made hereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and in whose respect the Company has received a written notice from a member proposing his candidature for appointment as an Independent Director, shall continue and be and is hereby appointed as an Independent Director for a term of 5 (five) consecutive years with effect from 01st April, 2014 to 31st March, 2019 and shall not be liable to retire by rotation."
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
   "RESOLVED THAT Mr. G. R. Toshniwal (DIN 00217071), already an Independent Director pursuant to clause 49 of the Listing Agreement and who is eligible to continue as an Independent Director pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and in whose respect the Company has received a written notice from a member proposing his candidature for appointment as an Independent Director, shall continue and be and is hereby appointed as an Independent Director for a term of 5 (five) consecutive years with effect from 01st April, 2014 to 31st March, 2019 and shall not be liable to retire by rotation."
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
   "RESOLVED THAT Mr. P. R. Kapadia (DIN 03332411), already an Independent Director pursuant to clause 49 of the Listing Agreement and who is eligible to continue as an Independent Director pursuant to Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and in whose respect the Company has received a written notice from a member proposing his candidature for appointment as an Independent Director, shall continue and be and is hereby appointed as an Independent Director for a term of 5 (five) consecutive years with effect from 01st April, 2014 to 31st March, 2019 and shall not be liable to retire by rotation."

**By Order of the Board,**

**R. K. MISHRA**
**Managing Director**

Mumbai, 1st September, 2014
**Registered Office :**
Plot No. 45-46, Phase II
Piperia Industrial Estate
Silvassa, Dadra & Nagar Haveli.

**Notes:**

1. The statement pursuant to Sec. 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE ON BEHALF OF SELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE ENCLOSED PROXY FORM SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
   Proxy shall not vote except on Poll.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday the 19th September, 2014 to Friday, the 26th September, 2014 (both days inclusive).
4. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
5. M/s. Sharex Dynamic (India) Pvt. Ltd., Unit – I, Luthra Indl. Premises, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai – 400 072 are the Share Transfer Agents of the Company for transfer of shares. You are requested to forward all your share transfer applications or any correspondence relating to the shares of the Company to them directly at the aforesaid address.
6. Members are requested to notify any change in their address to the Share Transfer Agents.
7. Vide SEBI Circular No. SMDRP/POLICY/CIR-23/2000 dated 20th May, 2000, it has been made mandatory for all investors in your Company to settle the trade in demat form with effect from 25th September, 2000.
8. In terms of provisions of Section 72 of the Companies Act, 2013 nomination facility is available to individual shareholders. The shareholders who are holding shares in physical form and are desirous of availing this facility may kindly write to the Company's Share Transfer Agents, M/s. Sharex Dynamic (India) Pvt. Ltd., Unit – I, Luthra Indl. Premises, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai – 400072 for nomination form quoting their folio number. The shareholders, who are holding shares in dematerialized form, should write to their Depository Participant for the purpose.
9. In view of the 'Green Initiative in Corporate Governance' introduced by the Ministry of Corporate Affairs and in terms of the provisions of the Companies Act, 2013, all Members who are holding shares of the Company in physical mode, are required to register their E-mail ids, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc. through E-mails, in the electronic mode instead of receiving physical copies of the same. Members holding shares in demat mode, who have not registered their E-mail ids with Depository Participant, are requested to register/update their E-mail ids with their Depository Participant(s).
10. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is providing e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-Voting. The detailed process, instructions and manner for availing e-Voting facility is enclosed herewith.

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

    (1) In case of members receiving e-mail:
        - (i) Log on to the e-voting website www.evotingindia.com
        - (ii) Click on "Shareholders" tab.
        - (iii) Now Enter your User ID
            - a. For CDSL: 16 digits beneficiary ID,
            - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
            - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
        - (iv) Next enter the Image Verification as displayed and Click on Login.
        - (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form 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)<br>• 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 last 8 digits of the demat account/folio number in the PAN field.<br>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field. |
| **DOB#** | Enter the Date of Birth as recorded in your demat account in dd/mm/yyyy format. If the shares are in physical form, enter the folio number. |
| **Dividend Bank Details#** | Enter the dividend bank details as recorded in your demat account. If the shares are in physical form, enter the dividend bank details as given to the company. |
| # If the details of DOB or Dividend Bank Details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field. | |

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' 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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for "SUPERTEX INDUSTRIES LIMITED" on which you choose to vote.

(xi) 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.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- 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.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to 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.

(2) In case of members receiving the physical copy:
Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

(3) The voting period begins on 20th September, 2014 at 9.00 a.m. and ends on 22nd September, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 30th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(4) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

(5) In case of Members who are attending the Annual General Meeting and are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company will order a poll on his own motion for all businesses specified in the accompanying Notice. For clarity, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

(6) Mr. Vikas Chomal of M/s. Vikas R. Chomal & Associates, Practising Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process (including the ballot cast by the Members at the Annual General Meeting) in a fair and transparent manner.

(7) The Scrutinizer shall within a period not exceeding three working days from the date of close of e-voting unlock the votes in the presence of atleast two witnesses, not in the employment of the Company and make Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.

(8) The results of e-voting and poll on resolutions shall be aggregated and declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the resolutions.

(9) The results declared alongwith the Scrutinizer's report shall be placed on the Company's website www.supertex.in and on the website of CDSL viz www.cdslindia.com within two days of passing of the resolutions at the AGM of the Company and communicated to BSE.

**ADDITIONAL INFORMATION ABOUT THE DIRECTORS SEEKING RE-APPOINTMENT AT THE 28TH ANNUAL GENERAL MEETING:**

1. Mr. S.S.Mishra, 84, is a B. Com., L.L.B. and F.C.S, has been Director of the Company right from its inception. He has varied experience and is well-versed in law and business administration. He has worked with the Company right from its inception for last many years as Company's Executive Chairman. He continues as Non-executive Chairman since 26.3.2011. Looking to his vast experience in various fields, the Board commends his re-appointment. He is a Chairman of Remuneration Committee and member of Audit Committee and Share Transfers & Shareholders' Grievance Committee of the company.
2. Mr. M. A. Sharma, 70, is a M. Sc from Mumbai University and a fellow of the Institute of Environmental Engineers (India). He has varied experience of teaching textile chemistry and allied subjects at Victoria Jubilee Technical Institute for eight years. He has served with Century Textile & Industries Ltd., Mumbai in senior positions for more than twenty years. He is a Chairman of Share Transfers & Shareholders' Grievance Committee and member of Remuneration Committee and Audit Committee of the company.
3. Mr. G. R. Toshniwal, 47, is a B.com from Rajasthan University and a Fellow member of Institute of Chartered Accountants of India. He is a Practicing Chartered Accountant and is a partner in M/s NGS & Co., Chartered Accountants. He is a Chairman of Audit Committee and member of Remuneration Committee and Share Transfers & Shareholders' Grievance Committee of the company.
4. Mr. P. R. Kapadia, 56, is a B.com from Mumbai University and a Fellow member of Institute of Chartered Accountants of India. He is a Proprietor of M/s. P. R. Kapadia & Associates, Chartered Accountants and has a practice of Sales tax and Company law matters. He is also involved with educational committee of the Institute of Chartered Accountants of India. He is a member of Remuneration Committee and Audit Committee of the company.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NOS. 4,5,6**

The Company had appointed each of Mr. M. A. Sharma, Mr. G. R. Toshniwal, and Mr. P. R. Kapadia as Independent Directors of the Company pursuant to Clause 49 of the Listing Agreement.

In accordance with Section 149 and 152 read with Schedule IV of the Companies Act, 2013 that have come into effect from 1 April, 2014 the Company is required to appoint its Independent Directors, including its existing Independent Directors in accordance with the provisions of the Companies Act, 2013. Further, pursuant to the above provisions, the term of such Independent Directors is not liable to determination by rotation.

Accordingly, it is proposed to appoint Mr. M. A. Sharma, Mr. G. R. Toshniwal, and Mr. P. R. Kapadia as Independent Directors of the Company in accordance with Section 149 of the Companies Act, 2013, not liable to retire by rotation and to hold office as under:

The Company has received from each of Mr. M. A. Sharma, Mr. G. R. Toshniwal, and Mr. P. R. Kapadia (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received notices from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of the above Directors for the office of Directors of the Company.

In the opinion of the Board, Mr. M. A. Sharma, Mr. G. R. Toshniwal, and Mr. P. R. Kapadia fulfill the conditions for their appointment as Independent Directors as specified in the Companies Act, 2013 and the Listing Agreement and are independent of the management.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of Mr. M. A. Sharma, Mr. G. R. Toshniwal, and Mr. P. R. Kapadia is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days up to the date of the AGM.

**By Order of the Board**

**R. K. Mishra**
**Managing Director**

Mumbai, 1st September, 2014

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