

**SUPERTEX
INDUSTRIES
LIMITED**

**TWENTY NINTH
ANNUAL REPORT
2014-2015**

**BOARD OF DIRECTORS**

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

COMPANY SECRETARY

VAISHALI NAIK

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 Pool
Andheri (E), Mumbai 400 072



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NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of members of SUPERTEX INDUSTRIES LIMITED will be held on Saturday, the 26th day of September 2015 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, 2015 and the Audited statement of Profit & Loss 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. K. Mishra, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. M.B. Agrawal & Co., Chartered Accountants, Mumbai (Regn. No. 100137W) and M/s. N.G. Thakrar & Co., Chartered Accountants, Mumbai (Regn. No. 110907W) as 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 pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Mrs. Meeta Shingala (DIN 02210202), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10th February, 2015, in terms of Section 161 of the Act whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 9th February, 2020."

By Order of the Board

R K MISHRA
Managing Director

Mumbai, 26th August, 2015

Registered Office :

Plot No. 45-46, Phase II
Piperia Industrial Estate
Silvassa - 396230
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.
3. The Notice of AGM, Annual Report and Attendance Slip is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report for 2015 is being sent in the permitted mode.
4. The Annual Report of the Company circulated to the Members of the Company, will be made available on the Company's website at www.supertex.in and also on website of the Bombay Stock Exchange.
5. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
6. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/reappointment at the Annual General Meeting, forms integral part of the notice.



7. 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.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, the 18th September, 2015 to Friday, the 25th September, 2015 (both days inclusive).
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members desirous of obtaining any information concerning the Accounts and Operations of the Company are requested to address their queries to the Company Secretary at the Registered Office of the Company, so as to reach at least seven days before the date of Meeting.
11. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Share Registrars and Transfer Agents/ their Depository Participants, in respect of shares held in physical/ electronic mode respectively.
12. Voting through electronic means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 23rd September, 2015 (9:00 am) and ends on 25th September, 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - i. Open email and open PDF file viz; "Supertex Industries remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder - Login
 - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii. Select "REVEN" of "Supertex Industries Limited".
 - viii. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy



(PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to info@vrca.co.in with a copy marked to evoting@nsdl.co.in

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
REVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
 - Please follow all steps from Sl. No. ii to Sl. No. xii above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of 19th September, 2015.
- X. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19th September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or evoting@sharexindia.com or sharexindia@vsnl.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Vikas Chomal of M/s Vikas R. Chomal & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.supertex.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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

ITEM NO. 4

The Board of Directors at their meeting held on February 10, 2015, on the recommendation of Nomination and Remuneration Committee, appointed Mrs. Meeta Shingala as an Additional Director under Section 161 of the Companies Act, 2013.

In terms of Section 161 of the Companies Act, 2013, Mrs. Meeta Shingala holds office upto the date of this Annual General Meeting but is eligible for the appointment as an Independent Director. The Company has received a Notice from a member in writing along with requisite deposit under Section 160 of the Act, proposing her candidature for the office of Director.

Mrs. Meeta Shingala has furnished a declaration to the Company under Section 149(7) of the Act, confirming that she meets



the criteria prescribed for Independent Directors under Section 149(6) of the Act.

Mrs. Meeta Shingala, is a qualified Textile Chemist. She possesses Diploma in Man Made Textile Chemistry (D.M.T.C.) and Diploma in Marketing and Management of Textiles (D.M.M.T.) both from SASMIRA, Mumbai. She is professionally qualified for Laboratory Quality Management System and Internal Audit as per ISO/IEC 17025 conducted by National Accreditation Board for testing and calibration Laboratories (NABL). She has undergone training in Europe for testing of banned amines. She is associated with testing of Physical, Chemical and Eco parameters of Fabric, Garment, Madeups, Dyes and Chemicals alongwith Consultancy for over two decades. She is corporate member of SDC and Senior Member of AATCC. She is also a member of BIS Technical Committee.

The Board accordingly recommends the resolution at Item No. 4 of this Notice for the approval of the Members.

Except Mrs. Meeta Shingala, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE:

Name of the Director	Re-Appointment Mr. Sanjay Kumar Mishra	Appointment Mrs. Meeta Shingala
DIN	00304796	02210202
Age	48 years	49 years
Date of Appointment on the Board	01/04/2008	10/02/2015
Qualification, nature of expertise in functional areas	Mr. Sanjay Kumar Mishra is a qualified Chartered Accountant and also holds a Bachelor's Degree in Commerce from Mumbai University. He has been working as an executive since 1991. He has worked in various capacities with our Company. He currently looks after the financial accounts and taxation of our Company. He is well versed in corporate finance, taxation and office administration.	Mrs. Meeta Shingala, is a qualified Textile Chemist. She possesses Diploma in Man Made Textile Chemistry (D.M.T.C.) and Diploma in Marketing and Management of Textiles (D.M.M.T.) both from SASMIRA, Mumbai. She is professionally qualified for Laboratory Quality Management System and Internal Audit as per ISO/IEC 17025 conducted by National Accreditation Board for testing and calibration Laboratories (NABL). She is associated with testing of Physical, Chemical and Eco parameters of Fabric, Garment, Madeups, Dyes and Chemicals alongwith Consultancy for over two decades.
Directorships held in other public Companies [excluding foreign and private Companies]	Super Polyester Yarns Limited	Nil
Memberships / Chairmanships of Committees of other Public Companies	Nil	Nil
Number of shares held in the Company	1390	Nil

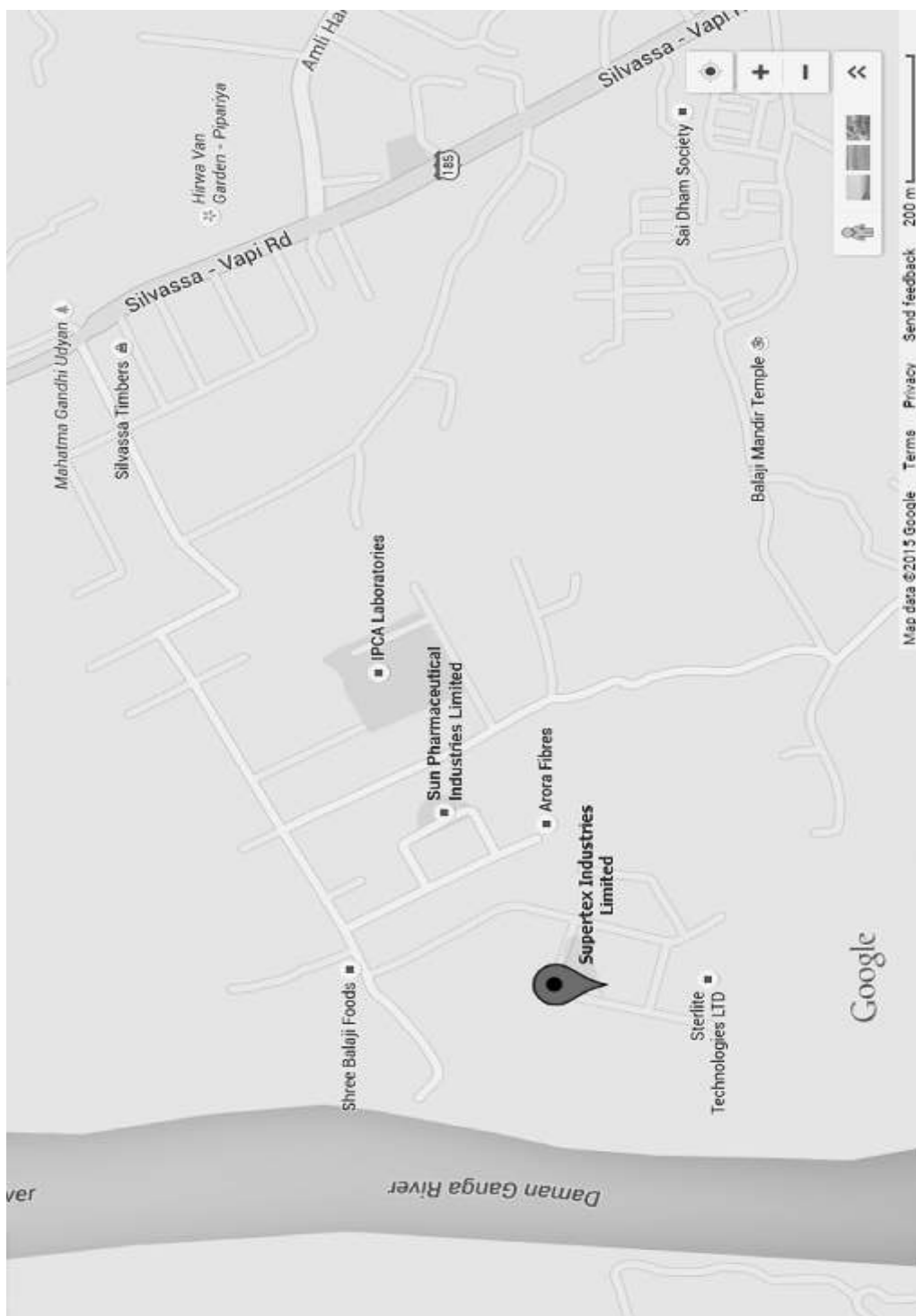
By Order of the Board

R K Mishra
Managing Director

Mumbai, 26th August, 2015



ROUTE MAP TO THE VENUE OF AGM



**DIRECTORS' REPORT**

Dear Members,

The Directors are pleased to present herewith the twenty-ninth Annual Report together with the audited statement of accounts of your Company for the year ended 31st March, 2015.

FINANCIAL RESULTS

	Year ended 31.03.2015 ₹ in lacs	Year ended 31.03.2014 ₹ in lacs
Turnover	7,339.10	6,533.85
Other Income	84.23	60.50
Income from Operation / Profit before Interest and Depreciation	282.37	201.15
Interest	130.74	56.58
Profit before Depreciation	151.63	144.57
Depreciation	30.41	38.60
Profit Before Tax	121.22	105.97
Deferred Tax	(43.20)	(92.82)
Profit After Tax and before exceptional items	78.03	13.15
Exceptional Items	(1.18)	(29.82)
Profit / Loss for the year	76.85	(16.67)

In order to meet the growing funding requirements of the Company it has been decided to retain profits of the business in the Company, as such your directors have not recommended any dividend for the year under report.

WORKING

The production improved during the year by 9% and was higher at 4362 M.T. as against 4014 M.T. last year. The turnover was higher by 12.32% at Rs. 7339.10 lacs as against Rs. 6533.85 lacs. This is due to the rise in exports which constitute 54 % of total sales made during the year and exports are made on CIF basis sans duties and taxes. The company has also continued to manufacture nylon yarns under its agreement for processing speciality yarns. The processing charges increased by 21% from Rs 79 lacs last year to Rs. 95.31 lacs. The Company has modified some of its machinery and enhanced its capacity to facilitate manufacture of newer products. The export turnover was higher at Rs. 3958.52 lacs as against Rs. 3911.11 lacs last year.

The profits before taxation increased to Rs. 121.22 lacs as against Rs 105.97 lacs in the past year. The Company had upgraded many of its production facilities, improved capacity utilization and used better marketing strategies which improved the overall performance of the Company during the year. The management is working hard to improve the capacity utilization further. The draw warping and sizing activity remained on a low key as the margins remained under pressure due to lack of demand in the segment in the domestic market. The prices remained volatile during the year due to the fluctuation in the crude oil prices. The Company is expecting to augment its capacity to balance its existing capacity and meet, domestic as well as the exports market requirement.

EXPORTS

The company continued exports of its products and it has exported about 54 % of the total sales during the year. The Company expects to explore other global markets owing to positive response from international customers. The products are well received by the market.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

No company has become/ceased to be a joint venture partner or associate of the Company during the financial year 2014-15.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company is annexed herewith as Annexure I to this Report.

**DIRECTORS**

Mr. S. K. Mishra, Director of the Company retires by rotation and being eligible offers himself for reappointment at this Annual General Meeting. The Board of Directors has recommended his reappointment for consideration of the shareholders.

Mrs. Meeta Shingala was appointed as an Additional Director of the Company on 10th February, 2015 and holds office upto the date of the ensuing Annual General Meeting. Her appointment as an Independent Director is proposed for a term of 5 years. The Company has received a Notice as per the Provisions of the Section 160(1) of the Companies Act, 2013, from a member of the Company sponsoring her candidature as a Director of the Company. The Board of Directors recommends her appointment.

All independent directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and clause 49 of the Listing Agreement.

KEY MANAGERIAL PERSON

During the year under review, the company has appointed Ms. Vaishali Naik as Company Secretary of the company.

BOARD EVALUATION

In compliance with the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the performance evaluation of the Board was carried out during the year under review. The Board of Directors expressed their satisfaction with the evaluation process.

MEETINGS

During the year four Board Meetings, four Audit Committee Meetings, One Stakeholders Relationship Committee Meeting, One Nomination and Remuneration Committee Meeting and One Independent Directors Meeting were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

Pursuant to Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges the company has established a vigil mechanism which may be called "Whistle Blower Policy" for employees and Directors to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct. More details on the same are given in the Corporate Governance Report.

REMUNERATION POLICY

The company follows a policy on remuneration of Directors and Senior Management employees. The Policy is approved by the Nomination & Remuneration Committee and the Board. The Remuneration Policy is stated in the Corporate Governance Report.

FIXED DEPOSITS

The outstanding amount of Deposits with your Company was Nil. During the year your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the related party transactions policy of the company.

The Policy on dealing with related party transactions as approved by the Board may be accessed on the Company's website. Your Directors draw attention of the members to Note 29 to the financial statement which sets out related party disclosures.

RISK MANAGEMENT

Business risk evaluation and management is an ongoing process within the company. The assessment is periodically examined by the Board.