



SUPERTEX
INDUSTRIES
LIMITED

**THIRTIETH
ANNUAL REPORT
2015-2016**

**BOARD OF DIRECTORS**

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

COMPANY SECRETARY

VAISHALI NAIK

AUDITORS

M. B. AGRAWAL & CO
Chartered Accountants

N. G. THAKRAR & CO
Chartered Accountants

SOLICITORS

CRAWFORD BAYLEY & COMPANY
RAJANI ASSOCIATES

BANKERS

AXIS BANK

REGISTERED OFFICE

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

HEAD OFFICE

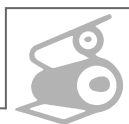
Balkrishna Krupa, 2nd Floor
45/49 Babu Genu Road
Princess Street, Mumbai 400 002

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 No.1, Luthra Industrial Premises
Andheri Kurla Road, Safed Pool
Andheri (E), Mumbai 400 072



NOTICE

Notice is hereby given that the Thirtieth Annual General Meeting of members of SUPERTEX INDUSTRIES LIMITED will be held on Friday, the 23rd day of September 2016 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, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon;
2. To appoint M/s. M.B. Agrawal & Co., Chartered Accountants, Mumbai (Regn. No. 100137W) as Statutory Auditors of the Company and fix their remuneration.

SPECIAL BUSINESS

3. Retirement by rotation of Director, Mr S S Mishra:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:-
 “RESOLVED THAT Mr S S Mishra (DIN: 00304707), a Director liable to retire by rotation, who does not offer himself for re-appointment, be not reappointed as a Director of the Company and the vacancy, so caused on the Board of the Company, be not filled up.”

4. Re-appointment of Mr R K Mishra as Managing Director of the Company:

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 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company, be and is hereby accorded to the re-appointment of Mr R K Mishra (holding DIN 00245600) as Managing Director of the Company with effect from 26th March, 2016 to 25th March, 2021, liable to retire by rotation, on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution.”

5. Re-appointment of Mr S K Mishra as Whole Time Director designated as Executive Director and CFO of the Company:

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 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company, be and is hereby accorded to the re-appointment of Mr S K Mishra (holding DIN 00304796) as Whole Time Director designated as Executive Director & CFO of the Company with effect from 1st April, 2016 to 31st March, 2021, liable to retire by rotation, on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution.”

By Order of the Board

R K Mishra
Chairman & Managing Director

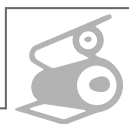
Mumbai, 22nd August, 2016

Registered Office

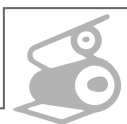
Plot No. 45-46, Phase II
 Piperia Industrial Estate
 Silvassa-396230,
 Dadra & Nagar Haveli.

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. Corporate members intending to authorise its representatives to attend the Meeting are requested to submit to the Company at its Registered Office, a certified copy of Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. 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 2016 is being sent in the permitted mode.
5. 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. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days upto and including the date of the Annual General Meeting.
6. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
7. Details under Regulation 36 (3) of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 in respect of the Directors seeking appointment/ reappointment at the Annual General Meeting, forms integral part of the notice.
8. 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.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, the 16th September, 2016 to Friday, the 23rd September, 2016 (both days inclusive).
10. 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.
11. 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 him at least seven days before the date of Meeting.
12. 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.
13. 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 and amendments thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Central Depository Services (India) Limited (CDSL).
 - 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. 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.
 - V. The process and manner for remote e-voting is as under:



The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 20th September, 2016 and ends on Thursday, 22nd September, 2016. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 8 digits of the sequence number 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 in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company for which you choose to vote i.e. Supertex Industries Limited.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.



- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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

Declaration of Results:

- 1) 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.
- 2) 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 forty eight hours 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.
- 3) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.supertex.in and on the website of CDSL 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. 3

Mr S S Mishra is a Non-Executive Director of the Company. He has been on the Board since the formation of the Company. He retires by rotation at this Annual General Meeting and does not seek re-appointment due to reasons of his health and age. The Board proposes not to fill, for the time being, the vacancy caused due to his retirement.

The Board accordingly recommends the resolution at Item Nos. 3 of this Notice for the approval of the Members.

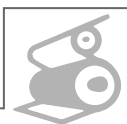
Except Mr S S Mishra, himself and Mr R K Mishra and Mr S K Mishra, being relatives, none of the other directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution set out at Item No. 3.

ITEM NO. 4

Mr R K Mishra is a qualified chartered accountant and a company secretary. He is also an MBIM from British Institute of Management, London. He is a dynamic entrepreneur having an experience of around 36 years in the industry. He joined the Company in 1987 as a Director and was appointed Deputy Managing Director and the Company Secretary in 1992. He was appointed as Managing Director of the Company in the year 2005. He was instrumental in the various expansion projects undertaken by the Company in the years following its formation. He was also instrumental in our Company's public issue of shares in 1993 and its turnaround in 2006-07.

The Board of Directors at its meeting held on 25th March, 2016, on the recommendation of Nomination and Remuneration Committee, approved the re-appointment of Mr R K Mishra as the Managing Director of the Company for a period of five years w.e.f. 26th March, 2016 and appointment as Chairman of the Company.

As the terms of re-appointment and the remuneration proposed are in conformity with the relevant provisions of the



Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not required for this re-appointment.

The details of remuneration payable to Mr R K Mishra and the terms and conditions of the re-appointment are given below:

(A) Remuneration:

- (1) Salary:
Rs. 1,00,200/- per month in the scale of Rs.1,00,200-7,700-1,31,000 per month.
- (2) Commission:
Commission as may be decided by the Board of Directors based on the net profit of the Company in each year, not exceeding 1% of Net Profits.
- (3) Perquisites:
 - a) House Rent Allowance of Rs. 25,000/- per month.
 - b) Medical Reimbursement: Reimbursement of actual medical expenses incurred in India and/or abroad for self and family.
 - c) Leave Travel Concession: For self and family once in a year incurred in accordance with the rules of the Company.
 - d) Personal Accident Insurance for which Premium shall not exceed Rs. 7,000/- per annum.
 - e) Company's contribution towards Provident Fund, Superannuation Fund or annuity as per the Rules of the Company.
 - f) Gratuity, not exceeding one half month's salary for each completed year of service.
 - g) Provision of car for use on Company's business and telephone at residence which will not be considered as perquisites. However, the use of office car for personal purpose and personal long distance calls on telephone will be billed by the Company to the Managing Director.
 - h) Mediclaim Policy: For self and family, premium not exceeding Rs. 1,00,000/- per annum.
 - i) Life insurance policy including Unit Linked/ Keyman Insurance Policy, premium not exceeding Rs. 3,00,000/- per annum.
 - j) Reimbursement of servant's(s) salary upto Rs. 3,500/- per month.

(B) Minimum Remuneration:

Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profit in any financial year, during the terms of office of the Managing Director, the remuneration by way of salary, perquisites, commissions and other benefits shall not, without the permission of Central Government (if required) exceed the limits prescribed under the Act including Section II of Part II of Schedule V thereof and rules made hereunder or any amendment, modification, variation or re-enactment thereof.

(C) Leave :

Earned/Privilege leave on full pay and allowance as per rules of the Company, but not exceeding one month's leave for every 11 (eleven) months of service. Unavailed leave at the end of the tenure will be allowed to be encashed.

(D) The appointment will be subject to termination by three months notice in writing by either side.

(E) Subject to such approval(s) as may be required, the terms and conditions of the above appointment may be altered, enhanced or varied from time to time by the Board as it may, in its discretion, deem fit, within the limits specified and in accordance with the provisions of the Companies Act, 2013 or otherwise as may be permissible at law.

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

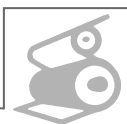
The details of Mr R K Mishra as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in Annexure - I to this Notice.

Except Mr R K Mishra, being an appointee, and Mr S S Mishra and Mr S K Mishra, being relatives, none of the other directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution set out at Item No.4.

ITEM NO. 5

Mr S K Mishra is a qualified Chartered Accountant and also holds a Bachelor's Degree in Commerce from Mumbai University. He has worked in various positions in the Company starting as an executive since 1991. He was appointed as Whole Time Director-Finance of the Company in the year 2008. He has an experience spanning over 25 years in the finance sector. He is well versed in corporate finance, taxation and office administration.

The Board of Directors at its meeting held on 25th March, 2016, on the recommendation of Nomination and Remuneration



Committee, approved the re-appointment of Mr S K Mishra as Whole Time Director of the Company designated as Executive Director and Chief Financial Officer of the Company for a period of five years w.e.f. 1st April, 2016.

As the terms of re-appointment and the remuneration proposed are in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not required for this re-appointment.

The details of remuneration payable to Mr S K Mishra and the terms and conditions of the re-appointment are given below:

(A) Remuneration:

(1) Salary:

Rs.78,000/- per month in the scale of Rs.78,000-6,000-1,02,000 per month.

(2) Commission:

Commission as may be decided by the Board of Directors based on the net profit of the Company in each year, not exceeding 1% of Net Profits.

(3) Perquisites:

- a) House Rent Allowance of Rs. 20,000/- per month.
- b) Medical Reimbursement: Reimbursement of actual medical expenses incurred in India and/or abroad for self and family.
- c) Leave Travel Concession: For self and family once in a year incurred in accordance with the rules of the Company.
- d) Personal Accident Insurance for which Premium shall not exceed Rs. 7,000/- per annum.
- e) Company's contribution towards Provident Fund, Superannuation Fund or annuity as per the Rules of the Company.
- f) Gratuity, not exceeding one half month's salary for each completed year of service.
- g) Provision of car for use on Company's business and telephone at residence which will not be considered as perquisites. However, the use of office car for personal purpose and personal long distance calls on telephone will be billed by the Company to the Whole Time Director and CFO.
- h) Mediclaim Policy: For self and family, premium not exceeding Rs.1,00,000/- per annum.
- i) Life insurance policy including Unit Linked/ Keyman Insurance Policy, premium not exceeding Rs. 3,00,000/- per annum.
- j) Reimbursement of servant's(s) salary upto Rs. 3,000/- per month.

(B) Minimum Remuneration:

Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profit in any financial year, during the terms of office of the Whole Time Director, the remuneration by way of salary, perquisites, commissions and other benefits shall not, without the permission of Central Government (if required) exceed the limits prescribed under the Act including Section II of Part II of Schedule V thereof and rules made hereunder or any amendment, modification, variation or re-enactment thereof.

(C) Leave :

Earned/Privilege leave on full pay and allowance as per rules of the Company, but not exceeding one month's leave for every 11 (eleven) months of service. Unavailed leave at the end of the tenure will be allowed to be encashed.

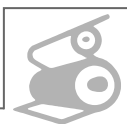
(D) The appointment will be subject to termination by three months notice in writing by either side.

(E) Subject to such approval(s) as may be required, the terms and conditions of the above appointment may be altered, enhanced or varied from time to time by the Board as it may, in its discretion, deem fit, within the limits specified and in accordance with the provisions of the Companies Act, 2013 or otherwise as may be permissible at law.

The Board accordingly recommends the resolution at Item No. 5 of this Notice for the approval of the Members.

The details of Mr S K Mishra as required under the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are provided in Annexure - I to this Notice.

Except Mr S K Mishra, being an appointee, and Mr S S Mishra and Mr R K Mishra, being relatives, none of the other directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution set out at Item No.5.

**ANNEXURE - I****DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT**

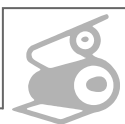
Name of the Director	Re-Appointment Mr R K Mishra	Re-Appointment Mr S K Mishra
DIN	00245600	00304796
Age	56 years	49 years
Date of Appointment on the Board	30/04/1987	01/04/2008
Qualification, nature of expertise in functional areas	Mr R K Mishra is B COM, FCA, ACS and MBIM (LOND). He has 36 years of varied experience of having worked in very senior positions in the Company and is well versed in corporate finance, law and business administration.	Mr S K Mishra is B COM, FCA, is well versed in corporate finance, taxation and office administration. He has an experience spanning over 25 years in the finance sector.
Directorships held in other public Companies [excluding foreign and private Companies]	Super Polyester Yarns Limited	Super Polyester Yarns Limited
Memberships / Chairmanships of Committees of other Public Companies	Nil	Nil
Number of shares held in the Company	761225	1390

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel, please refer to the Corporate Governance Report.

By Order of the Board

R K Mishra
Chairman & Managing Director

Mumbai, 22nd August, 2016

**ROUTE MAP TO THE VENUE OF AGM**