

SUPERTEX
INDUSTRIES
LIMITED

**THIRTY FIRST
ANNUAL REPORT
2016-2017**

**BOARD OF DIRECTORS**

R K MISHRA	..	Chairman and Managing Director
S K MISHRA	..	Director and CFO
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

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

REGISTRAR AND SHARE TRANSFER AGENT

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 Thirty-first Annual General Meeting of members of SUPERTEX INDUSTRIES LIMITED will be held on Friday, the 29th day of September 2017 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, 2017 together with the Reports of the Board of Directors and Auditors thereon;
2. To appoint M/s. S M Gupta & Co., Chartered Accountants, Mumbai (Regn. No. 310015E) as Statutory Auditors of the Company and fix their remuneration;
3. To appoint a Director in place of Mr. R. K. Mishra, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To approve Borrowing limits of the Company:

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution –

“RESOLVED THAT in supersession of the resolution passed under Section 293(1)(d) of the erstwhile Companies Act, 1956 and pursuant to section 180(1)(c) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow by way of loan (whether secured or unsecured) /fund based/non fund based limits/guarantee for the purpose of the business of the Company any sum or sums of money either in Indian or foreign currency from time to time from any bank(s) or any financial institution(s) or any other institutions(s), firm(s), body corporate(s) or other person(s), provided that the sum or sums so borrowed under this resolution and remaining outstanding at any time (apart from the temporary loans obtained from the Company's Banker(s) in the ordinary course of business) shall not exceed in the aggregate Rs. 100 Crore (Rupees One Hundred Crore only).”

“RESOLVED FURTHER THAT in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby given to the Board of Directors of the Company for above mentioned purpose to create such charges, mortgages and hypothecations, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of Banks/ Financial Institutions, other investing agencies to secure money availed/to be availed by way of loan by the Company from time to time.”

“RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute such documents or writings as it may in its absolute discretion consider necessary, expedient or proper for the purpose of giving effect of this resolution.”

By Order of the Board

R K Mishra
Chairman & Managing Director

Mumbai, 28th August, 2017

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, Proxy Form 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 2017 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 22nd September, 2017 to Friday, the 29th September, 2017 (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, 26th September, 2017 at 9.00 am and ends on Thursday, 28th



September, 2017 at 5.00 pm.

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 21st September, 2017 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 4

The Members of the Company, at the Annual General Meeting held on 22nd August, 2009 had accorded by way of an Ordinary resolution, their approval to the Board of Directors of the Company for borrowing monies on behalf of the Company, from time to time, exceeding the paid up capital and free reserves upto an aggregate amount to Rs.100 crore under section 293(1)(d) of the erstwhile Companies Act, 1956. Now with the enactment of new Companies Act, 2013, the provisions of the earlier Act ceased to exist. Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 the Board of Directors of the Company shall not except with the consent of the Company in General Meeting by way of special resolution, borrow, together with the money already borrowed by the company in excess of the paid-up capital and free reserves of the Company and therefore it is necessary to pass a special resolution under section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company and also to enable the Company under Section 180(1)(a) of the Companies Act, 2013 for creation of charges/mortgages/hypothecations for the said purpose.

The Board recommends the Resolution as set out at Item no.4 of the Notice as a Special Resolution, for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

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

Name of the Director	Mr R K Mishra
DIN	00245600
Age	58 years
Date of Appointment on the Board	30/04/1987
Qualification, nature of expertise in functional areas	Mr R K Mishra is B COM, FCA, ACS and MBIM (LOND). He has 37 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.
Directorships held in other public Companies [excluding foreign and private Companies]	Super Polyester Yarns Limited
Memberships / Chairmanships of Committees of other Public Companies	Nil
Number of shares held in the Company	761225

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.

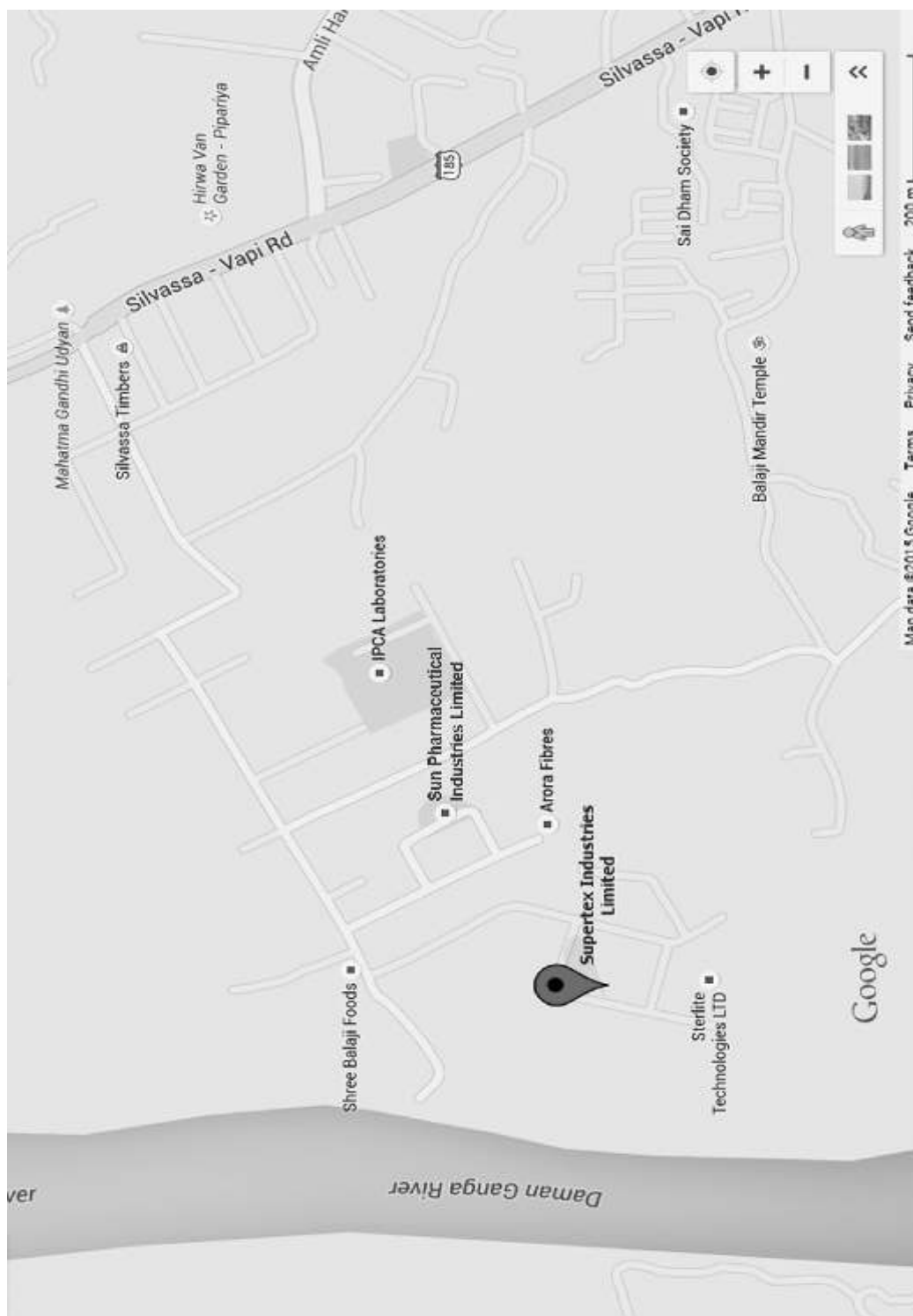
By Order of the Board

R K Mishra
Chairman & Managing Director

Mumbai, 28th August, 2017



ROUTE MAP TO THE VENUE OF AGM



**DIRECTORS' REPORT**

Dear Members,

The Directors are pleased to present herewith the Thirty-first Annual Report together with the audited statement of accounts of your Company for the year ended 31st March, 2017.

FINANCIAL RESULTS

	Year ended 31.03.2017 in lacs	Year ended 31.03.2016 in lacs
Turnover	9447.13	9156.26
Other Income	86.71	91.50
Income from Operations/ Profit before Interest and Depreciation	299.94	232.81
Interest	199.13	147.68
Profit before Depreciation	100.81	85.13
Depreciation	49.35	41.41
Profit Before Tax	51.46	43.72
Deferred Tax	14.15	(12.27)
Profit After Tax and before exceptional items	65.61	31.45
Exceptional Items	(3.11)	(11.30)
Profit for the year	62.50	20.15

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

During the year the oil prices dropped substantially, bringing down the yarn prices. The production improved during the year by 8% and was higher at 5344 MT as against 4903 MT last year. The turnover however was higher only by 3% at Rs. 9447.13 lacs as against Rs. 9156.26 lacs last year due to the lower yarn and raw material prices. Exports constitute 38% of total sales made during the year. The exports are recorded on CIF basis, sans duties and taxes. The processing charges increased by 13% to Rs. 54.73 lacs from Rs 48.57 lacs, last year.

The Company modernized its texturising division by replacing older machinery. This is expected to enhance the productivity and lower the cost of manufacturing. Moreover, the upgraded technology is in tune with the international market's requirements. The exercise kept the department affected for over a month which has reflected in its working but the same is likely to enhance the Company's production and profitability in the future.

The Company is looking forward to setting up more facilities to meet its varied domestic and international demand. It wants to manufacture several additional high end, value added products developed in consultation with some niche customers. This is expected to improve the margins in future. The export turnover was Rs. 3613 lacs as against Rs. 3716 lacs last year, although the quantity exported is higher at 3684 MT as against 3522 MT in the last year.

The profit after taxation increased to Rs 62.50 lacs as against Rs. 20.14 lacs in the past year. The upgraded production facilities are likely to improve the current year profitability and improve the overall performance of the Company during the current year. The management is working hard to improve the capacity utilization further. The prices remained volatile as per the fluctuation of the crude oil prices.

EXPORTS

The Company continued exports of its products and it has exported about 38% of the total sales during the year. Quantitatively, however, it has exported 3684 MT out of 5344 MT production which is equal to 69%. The Company is selling to other global markets apart from Turkey and is receiving positive response from international customers. The products are well received by the market and the exports are expected to grow.

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 2016-17.

**EXTRACT OF ANNUAL RETURN**

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

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Directors regret to report the sad demise of Mr. S S Mishra, Chairman Emeritus of the Company (retired from the position of Non-Executive Director at last AGM) on 27th March, 2017. Mr. S S Mishra was the founder of the Company and provided valuable guidance and vision to the Company. He shall be an inspiration for all of us.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. R K Mishra, Chairman and Managing Director retires by rotation at the forthcoming Annual General Meeting and, being eligible offers himself for re-appointment. The Board recommends his re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting.

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 Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

There was no change in the Key Managerial Personnel (KMP) during the year under review.

BOARD EVALUATION

In compliance with the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by SEBI Listing Regulations, 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, two Stakeholders Relationship Committee Meetings, 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 exceeding the limit prescribed under the provisions of section 186 of the Companies Act, 2013.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a Whistle Blower Policy for directors and employees to report concerns about unethical behavior, genuine concerns or grievances. The said policy has been posted on the website of the Company.

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 details of this policy are explained 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 33 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.

CORPORATE GOVERNANCE

Your Company attaches considerable significance to compliance with the conditions of Corporate Governance stipulated in Clause 'C' of Schedule V on Annual Report pursuant to Regulations 34(3) of SEBI Listing Regulations. A Report on Corporate Governance is hereto annexed.