

SUPERTEX
INDUSTRIES
LIMITED



32ND

ANNUAL REPORT
2017-2018

**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

S M GUPTA & CO.
Chartered Accountants

COST AUDITORS

NNT & CO.
Cost Accountants

SECRETARIAL AUDITORS

VIKAS R CHOMAL & ASSOCIATES
Practicing Company Secretaries

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-Second Annual General Meeting of members of SUPERTEX INDUSTRIES LIMITED will be held on Saturday, the 29th day of September, 2018 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, 2018 together with the Reports of the Board of Directors and Auditors 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.

SPECIAL BUSINESS

3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:
"RESOLVED THAT, in accordance with the provisions of Section 148 of the Companies Act, 2013, or any amendment thereto or modification thereof, the remuneration of M/s NNT & Co., Cost Accountants, (Firm Registration No. 100911) appointed by the Board of Directors of the Company as the Cost Auditor to conduct audit of Cost Records maintained by the Company in respect of Polyester Yarn for the financial year 2018-19, at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only), and reimbursement of out-of-pocket expenses, as may be incurred in the course of audit, be and is hereby ratified"
4. To consider and, if thought fit, to pass the following as a Special Resolution:
"RESOLVED THAT pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of members of the Company be and is hereby accorded for payment of remuneration to Mr R K Mishra, (DIN 00245600), Chairman and Managing Director of the Company, as already approved by the Members of the Company at the 30th AGM held on 23rd September, 2016, for the remainder of his tenure i.e. upto 25th March 2021;
RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."
5. To consider and, if thought fit, to pass the following as a Special Resolution:
"RESOLVED THAT pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of members of the Company be and is hereby accorded for payment of remuneration to Mr S K Mishra, (DIN 00304796), Executive Director and CFO of the Company, as already approved by the Members of the Company at the 30th AGM held on 23rd September, 2016, for the remainder of his tenure i.e. upto 31st March 2021;
RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board

R K Mishra
Chairman & Managing Director

Mumbai, 31st August, 2018

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. Members holding shares in electronic form are required to submit the PAN and bank account details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are required to submit their PAN and bank account details to M/s. Sharex Dynamic (India) Pvt. Ltd., Share Transfer Agent of the Company.
5. 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 2018 is being sent in the permitted mode.
6. 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.
7. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
8. 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.
9. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 29, 2017.
10. 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.
11. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, the 22nd September, 2018 to Saturday, the 29 September, 2018 (both days inclusive).
12. 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.
13. 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.
14. 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.
15. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, has mandated transfer of securities in dematerialized form only by making an amendment in Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which will come into effect from December 5, 2018. Therefore, it is hereby advised to get the securities dematerialized as early as possible, as requests for effecting transfer of securities shall not be processed w.e.f. December 05, 2018, unless the securities are held in the dematerialized form with a depository.
16. **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 Wednesday, 26th September, 2018 at 9.00 am and ends on Friday, 28th September, 2018 at 5.00pm. 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 22nd September, 2018 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, Windows and Apple smart phones. 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 3**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s NNT & Co., Cost Accountants (Firm Registration No. 100911), to conduct the audit of the cost records of the Company for the FY 2018-19.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company. Accordingly, ratification by the members is sought to the remuneration payable to



the Cost Auditors for the financial year ending March 31, 2019 by passing an Ordinary Resolution as set out at Item No. 3 of the Notice.

None of the 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 4

The members of the Company at the 30th Annual General Meeting of the Company held on 23rd September, 2016, had accorded by way of an ordinary resolution, their approval to the re-appointment Mr R K Mishra as a Managing Director of the Company, for a period of five years w.e.f. 26th March, 2016, at the terms of remuneration approved in the same AGM.

Regulation 17 (6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, which are effective from 1st April, 2019, requires the Company to obtain approval of members by way of a special resolution for payment of aggregate annual remuneration to the executive directors who are promoters or members of the promoter group, exceeding five per cent of the net profits of the Company. Hence the Board recommends this special resolution for approval of the members of the Company. The terms of remuneration of Mr. R K Mishra, as approved by the Members at the 30th Annual General Meeting held on 23rd September, 2016 remain unchanged, for the remainder of his tenure i.e. upto 25th March 2021.

Except 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.4.

ITEM 5

The members of the Company at the 30th Annual General Meeting of the Company held on 23rd September, 2016, had accorded by way of an ordinary resolution, their approval to the re-appointment Mr S K Mishra as a Whole Time Director designated as Executive Director & CFO of the Company, for a period of five years w.e.f. 1st April, 2016, at the terms of remuneration approved in the same AGM.

Regulation 17 (6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, which are effective from 1st April, 2019, requires the Company to obtain approval of members by way of a special resolution for payment of aggregate annual remuneration to the executive directors who are promoters or members of the promoter group, exceeding five per cent of the net profits of the Company. Hence the Board recommends this special resolution for approval of the members of the Company. The terms of remuneration of Mr. S K Mishra, as approved by the Members at the 30th Annual General Meeting held on 23rd September, 2016 remain unchanged, for the remainder of his tenure i.e. upto 31st March 2021.

Except Mr. S K 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 DIRECTOR SEEKING RE-APPOINTMENT**

Name of the Director	Re-Appointment Mr S K Mishra
DIN	00304796
Age	51 years
Date of Appointment on the Board	01/04/2008
Qualification, nature of expertise in functional areas	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
Memberships / Chairmanships of Committees of other Public Companies	Nil
Number of shares held in the Company	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.

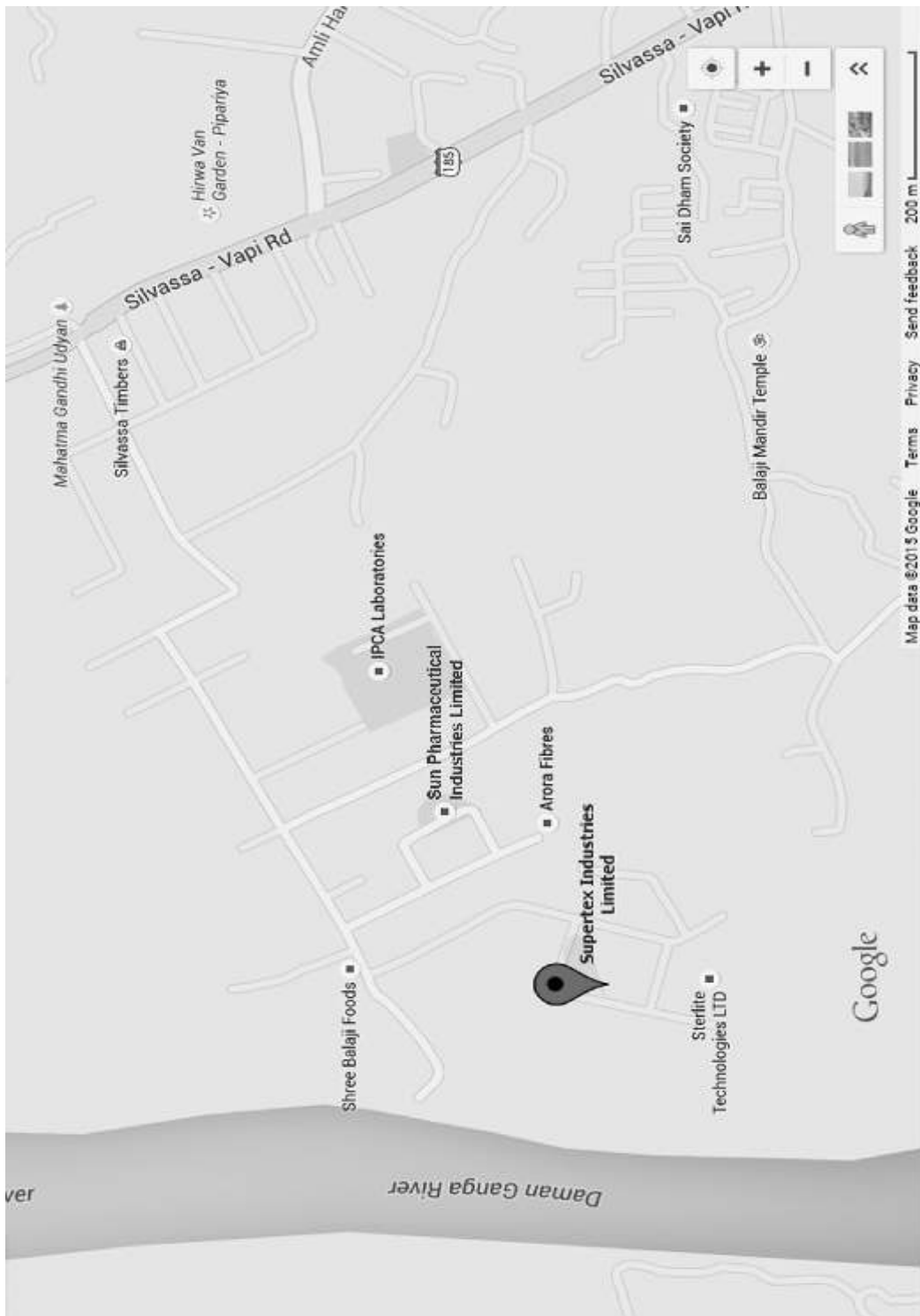
By Order of the Board

R K Mishra
Chairman and Managing Director

Mumbai, 31st August, 2018



ROUTE MAP TO THE VENUE OF AGM



**DIRECTORS' REPORT**

Dear Members,

The Directors are pleased to present herewith the Thirty-Second Annual Report together with the audited statement of accounts of your Company for the year ended 31st March, 2018.

FINANCIAL RESULTS

	Year ended 31.03.2018 in lacs	Year ended 31.03.2017 in lacs
Turnover	11394.48	9447.13
Other Income	24.84	87.52
Profit before Interest and Depreciation	377.96	291.34
Interest	221.66	199.13
Profit before Depreciation	156.30	92.21
Depreciation	54.17	49.35
Profit Before Tax	102.13	42.86
Tax for earlier year	-	(3.11)
Deferred Tax	(40.37)	14.15
Profit After Tax	61.76	53.90
Other Comprehensive Income	(1.35)	(6.59)
Total Comprehensive Income	60.41	47.31

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.

During the year under review, no amount has been transferred to General Reserves.

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on March 31, 2018 has been prepared in accordance with the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act. The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2018.

WORKING

During the year the polyester markets remain subdued due to introduction of GST regime in its first half, resulting in weaker demand and low rates. Demand revived post stabilisation of the GST regime. However, there was a sharp increase in imports due to higher GST rates on domestic production. Higher tax rates across the polyester chain also resulted in the shutdowns of textile units. Domestic markets were impacted by the increase in imports of fabrics after the implementation of GST as almost all categories of imports increased, compared to pre-GST levels.

Import duties on certain categories of fabrics and end products were increased subsequently, but imports continue to stay at a higher level.

The production improved during the year by 18% and was higher at 6384 MT as against 5426 MT last year. The turnover was higher by 21% at Rs. 11394.48 lacs as against Rs. 9447.13 lacs last year. Exports constitute 38% of total sales made during the year. The exports are recorded on CIF basis, sans duties and taxes.

The Company had modernized its texturising division last year. This has resulted in improved production and sales. In the current year also the Company is looking forward to setting up more facilities to meet its varied yarn and fabric demand. These are expected to improve the margins in future. The export turnover was higher by 22% at Rs. 4396 lacs as against Rs. 3613 lacs last year and the quantity exported is higher at 3921 MT as against 3684 MT in the last year.

The net profit before taxation was Rs 102.12 lacs as against Rs. 42.86 lacs in the past year. The profit after deferred tax and other items was Rs 60.41 lacs as against Rs 47.31 lacs last year. The management is focusing on improving the capacity