

2019-2020

34<sup>th</sup>  
**ANNUAL REPORT**



SUPERTEX  
INDUSTRIES  
LIMITED





## BOARD OF DIRECTORS

R K MISHRA	..	Chairman and Managing Director
S K MISHRA	..	Director and CFO
H V MISHRA	..	Director
Y V MISHRA	..	Director
P R KAPADIA	..	Independent Director
M A SHARMA	..	Independent Director
G R TOSHNIWAL	..	Independent Director
MEETA SHINGALA	..	Independent 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  
PUNJAB NATIONAL BANK

## REGISTERED OFFICE

Plot No. 45/46, Phase II  
Piperia Industrial Estate  
Silvassa 396 230, Dadra & Nagar Haveli

## HEAD OFFICE

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

## WORKS

- Unit I & II : Plot No. 45 & 46  
Phase II, Piperia Industrial Estate  
Silvassa 396 230, Dadra & Nagar Haveli
- Unit III : 213, Kharvel  
Behind Kharvel Sub-Station  
Dharampur 396 050  
Dist. Valsad, Gujarat

## REGISTRAR AND SHARE TRANSFER AGENT

SHAREX DYNAMIC (INDIA) PVT. LTD.  
(Now merged with LINK INTIME INDIA PVT. LTD.)  
C 101, 247 Park, LBS Marg  
Vikhroli - West, Mumbai 400 083



### NOTICE

Notice is hereby given that the 34th Annual General Meeting of members of SUPERTEX INDUSTRIES LIMITED will be held on Wednesday, the 30th day of December, 2020 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, 2020 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 2020-21, 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 resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, Mr. Yashvardhan Mishra (DIN 07159645) who was appointed as an Additional Director in the meeting of the Board of Directors held on 11th November, 2020 and in respect of whom the Company has received a notice in writing proposing his candidature, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board of Directors 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. To consider and, if thought fit, to pass the following as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with Schedule V to the Companies Act, 2013 and Regulation 17 (6) (e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment thereof for the time being in force), the consent of the Company, be and is hereby accorded to the appointment of Mr. Yashvardhan Mishra (DIN 07159645) as a Whole Time Director of the Company for a period of three years commencing from 11th November, 2020 up to 10th November, 2023, 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 of Directors 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.”

6. To consider and, if thought fit, to pass the following as a Special 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 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Meeta Shingala (DIN: 02210202), Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in the Act and Regulation 16(1)(b) of the Securities and Exchange



Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years with effect from 10th February, 2020 to 09th February, 2025".

**By Order of the Board**

**R K Mishra**  
**Chairman & Managing Director**

Mumbai, 12th November, 2020

**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 AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY SO APPOINTED 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. M/s. Sharex Dynamic (India) Pvt. Ltd. now merged with Link Intime India Pvt Ltd, C 101, 247 Park, LBS Marg, Vikhroli – West, Mumbai – 400083, are the Registrar and Share Transfer Agents of the Company. You are requested to forward all your correspondence relating to the shares of the Company to them directly at the aforesaid address.
5. 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. Link Intime India Pvt Ltd., Registrar and Share Transfer Agent of the Company.
6. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from 1st April, 2019. In view of the above, members are advised to dematerialise shares held by them in physical form.
7. In view of relaxation given by MCA circulars and SEBI circular dated 12th May, 2020, the Annual Report including Financial Statements, Auditor's Report, Board Report, Notice of AGM, along with the all annexure and attachments thereof is being sent through email to those Members whose email addresses are registered with the Company /Depositories and no physical copy of the same will be sent by the Company. Members may note that the Notice and Annual Report of the Company for the financial year 2019-20 will also be made available on the Company's website at [www.supertex.in](http://www.supertex.in) and on website of the Bombay Stock Exchange.
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 Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, the 23rd December, 2020 to Wednesday, the 30th December, 2020 (both days inclusive).
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 him 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 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 and 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 Sunday, 27th December, 2020 at 9.00 am and ends on Tuesday, 29th December, 2020 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 23rd December, 2020 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](http://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](http://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"> <li>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.</li> <li>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.</li> </ul>
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"> <li>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).</li> </ul>



- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](http://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 2020-21. 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, 2021 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 & 5

The Board of Directors of the Company in their meeting held on 11th November, 2020, on the recommendation of the Nomination and Remuneration Committee ('the Committee'), approved the appointment of Mr. Yashvardhan Mishra as an Additional Director of the Company (In the category of Whole Time Director) for a period of three years commencing from 11th November, 2020 up to 10th November, 2023, on the following terms and conditions:

#### (A) Remuneration:

##### (1) Salary:

Rs. 31,000/- per month in the scale of Rs. 31,000-2,500-36,000 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) Medical Reimbursement: Reimbursement of actual medical expenses incurred in India and/or abroad for self and family.
- b) House Rent Allowance of Rs. 3,500/- per month in the scale of Rs. 3,500-1,500-6,500 per month.
- 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 director.
- h) Mediclaim Policy: For self and family, premium not exceeding Rs. 50,000/- per annum.
- i) Life insurance policy including Unit Linked/ Keyman Insurance Policy, premium not exceeding Rs. 3,00,000/- per annum.
- k) Bonus : As per Company's policy

#### (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.

Except Mr Yashvardhan Mishra, being an appointee, and Mr S K Mishra, Mr R K Mishra and Mr Harshvardhan 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 the resolutions set out at Item No.4 and 5. The Board recommends the resolution set out at Item 4 as Ordinary Resolution and the resolution set out at Item 5 as Special Resolution for your approval.

#### **ITEM 6**

The Members of the Company on 26th September, 2015 approved the appointment of Mrs. Meeta Shingala as an Independent Director of the Company for a period of five years with effect from 10th February, 2015.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by members of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 13th February, 2020, subject to approval of the Members at the Annual General Meeting, Mrs. Meeta Shingala re-appointed as an Independent Director of the Company for a period of five years with effect from 10th February, 2020, in terms of Section 149 read with Schedule IV of the Companies Act, 2013, as set out in the Resolution relating to her re-appointment.

The Committee and the Board are of the view that, given the knowledge, experience and performance of Mrs. Meeta Shingala, her continued association would benefit the Company. Declarations have been received from Mrs. Meeta Shingala that she meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. Requisite Notices under Section 160 of the Act proposing the re-appointment of Mrs. Meeta Shingala have been received by the Company. Consent of the Members by way of Special Resolution is required for re-appointment of Mrs. Meeta Shingala in terms of Section 149 of the Act.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution. The Board recommends this Special Resolution for your approval.



### ANNEXURE - I

#### DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

Name of the Director	Re-Appointment Mr S K Mishra	Appointment Mr Yashvardhan Mishra	Re-Appointment Mrs. Meeta Shingala
DIN	00304796	07159645	02210202
Age	53 years	28 years	55 years
Date of First Appointment on the Board	01/04/2008	11/11/2020	10/02/2015
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 27 years in the finance sector.	Mr Yashvardhan Mishra is a graduate from Mumbai University and completed the Post Graduate Programme in Family Managed Business certificate course from The S.P. Jain Institute of Management and Research, Mumbai (2020). He joined Supertex Industries Limited in the year 2013 as an Export/accounts trainee. Since 2017, he has been looking over the operations and marketing of Units I and II (Silvassa) of the Company and currently he is Vice President of the Texturising Division of the Company.	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	Nil
Memberships / Chairmanships of Committees of other Public Companies	Nil	Nil	Nil
Number of shares held in the Company	89029	Nil	Nil

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, 12th November, 2020