

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED 31<sup>ST</sup> MARCH, 2016**

**1. Name of Listed Entity :** **Supertex Industries Limited**

**2. Quarter Ending :** **March 31, 2016**

**I. Composition of Board of Directors**

Title (Mr. / Ms.)	Name of the Director	DIN & PAN	Category (Chairperson /Executive/Non-Executive /Independent/Nominee)	Date of Appointment in the current term /cessation	Tenure *	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Ramesh Kumar Mishra	00245600 AAJPM7143F	Chairperson- Executive Director- MD	26/03/2016	-	1	0	0
Mr.	Sanjay Kumar Mishra	00304796 AALPM2927R	Executive Director	01/04/2016	-	1	0	0
Mr.	Shyam Sundar Mishra	00304707 AALPM2924N	Non Executive- Non Independent Director	27/03/2011	-	1	3	0
Mr.	Maheshchandra A. Sharma	02309138 AALPS7186C	Non Executive- Independent Director	01/04/2014	5	1	3	1
Mr.	Ganesh R. Toshniwal	00217071 AABPT2227P	Non Executive- Independent Director	01/04/2014	5	1	3	2
Mr.	Pradip R. Kapadia	03332411 AAPPK6059A	Non Executive- Independent Director	01/04/2014	5	1	3	0
Mrs.	Meeta Shingala	02210202 AMEPS2912H	Non Executive- Independent Director	10/02/2015	5	1	0	0

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

**II. Composition of Committees**

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Ganesh R. Toshniwal	Chairperson- Non Executive-Independent Director
	Maheshchandra A. Sharma	Non Executive-Independent Director
	Pradip R. Kapadia	Non Executive-Independent Director
	Shyam Sundar Mishra	Non Executive-Non Independent Director
2. Nomination & Remuneration Committee	Ganesh R. Toshniwal	Chairperson- Non Executive-Independent Director
	Maheshchandra A. Sharma	Non Executive-Independent Director
	Pradip R. Kapadia	Non Executive-Independent Director
	Shyam Sundar Mishra	Non Executive-Non Independent Director
3. Risk Management Committee(if applicable)	Not Applicable	
4. Stakeholders Relationship Committee	Maheshchandra A. Sharma	Chairperson- Non Executive-Independent Director
	Ganesh R. Toshniwal	Non Executive-Independent Director
	Pradip R. Kapadia	Non Executive-Independent Director
	Shyam Sundar Mishra	Non Executive-Non Independent Director

<b>III. Meeting of Board of Directors</b>				
<i>Date(s) of Meeting (if any) in the previous quarter</i>		<i>Date(s) of Meeting (if any) in the relevant quarter</i>		<i>Maximum gap between any two consecutive (in number of days)</i>
03-11-2015		06-02-2016		94
		25-03-2016		47
<b>IV. Meeting of Committees</b>				
<i>Name of the Committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter*</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee	06-02-2016	Yes- Total 3 members out of 4 members were present including 2 non-executive Independent Directors	03-11-2015	95 days
Stakeholders Relationship Committee	06-02-2016	Yes- Total 3 members out of 4 members were present including 2 non-executive Independent Directors	-	-
Nomination and Remuneration Committee	25-03-2016	Yes- All the 4 members were present including 3 non-executive Independent Directors	-	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.				
<b>V. Related Party Transactions</b>				
<i>Subject</i>			<i>Compliance status (Yes/No/NA)</i>	
Whether prior approval of audit committee obtained			<b>Yes</b>	
Whether shareholder approval obtained for material RPT			<b>NA</b>	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			<b>Yes</b>	
<b>VI. Affirmations</b>				
<ol style="list-style-type: none"> <li>The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 : <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; remuneration committee</li> <li>Stakeholders relationship committee</li> </ol> </li> <li>The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>This report and/or the report submitted in the previous quarter have been placed before Board of Directors.</li> </ol>				
<b>For Supertex Industries Limited</b> <b>Sd/-</b> <b>Vaishali Naik</b> <b>Company Secretary</b>				

**ANNEXURE II**

**Annual Compliance Report on Corporate Governance for the year ended 31<sup>st</sup> March, 2016**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>		<b>Compliance status (Yes/No/NA)</b>
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		No*
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		NA
Details of familiarization programmes imparted to independent directors		No**
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		NA
New name and the old name of the listed entity		Yes
* Will be disclosed in the Annual Report for FY 2015-16		
** Independent directors of the Company are made aware of their role, responsibilities and liabilities at the time of their appointment/re-appointment, through a formal letter of appointment, which also stipulates various terms and conditions of their engagement. They are also made aware of Company's board and board committee framework, policies and procedures.		
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	NA
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<b>III Affirmations:</b>		
The Company does not have any material subsidiary and hence provisions relating to material subsidiary policy are not applicable.		
<b>For Supertex Industries Limited</b>		
<b>Sd/-</b>		
<b>Vaishali Naik</b>		
<b>Company Secretary</b>		