

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED 31<sup>st</sup> MARCH, 2019**

<b>General information about company</b>	
Scrip code	526133
ISIN	INE881B01054
Name of the entity	SUPERTEX INDUSTRIES LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

## I. Composition of Board of Directors

Title (Mr./Mrs.)	Name of the Director	DIN & PAN	Category (Chairperson /Executive/Non-Executive /Independent/Nominee)	Date of Appointment in the current term	Date of cessation	Tenure ( in months)*	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.	Harshvardhan Mishra	02819207 ATZPM8364R	Non Executive- Non Independent Director	11/02/2019	-	-	1	0	0
Mr.	Maheshchandra A. Sharma	02309138 AALPS7186C	Non Executive- Independent Director	01/04/2014	-	60	1	2	1
Mr.	Ganesh R. Toshniwal	00217071 AABPT2227P	Non Executive- Independent Director	01/04/2014	-	60	1	2	0
Mr.	Pradip R. Kapadia	03332411 AAPPK6059A	Non Executive- Independent Director	01/04/2014	-	60	1	2	1
Mrs.	Meeta Shingala	02210202 AMEPS2912H	Non Executive- Independent Director	10/02/2015	-	60	1	2	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.

<b>II. Composition of Committees</b>				
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)		
1. Audit Committee	Pradip R. Kapadia	Chairperson- Non Executive-Independent Director		
	Ganesh R. Toshniwal	Non Executive-Independent Director		
	Maheshchandra A. Sharma	Non Executive-Independent Director		
	Meeta Shingala	Non Executive-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		
	Meeta Shingala	Non Executive-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		
	Meeta Shingala	Non Executive-Independent Director		
<b>III. Meeting of Board of Directors</b>				
Date(s) of Meeting (if any) in the previous quarter		Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
14-11-2018		11-02-2019	88	
<b>IV. Meeting of Committees</b>				
Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter*	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	11-02-2019	Yes, 3 members were present.	14-11-2018	88
Stakeholders Relationship Committee	11-02-2019	Yes, 3 members were present.		
Nomination and Remuneration Committee	11-02-2019	Yes, 3 members were present.		
* 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>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
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>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>2. 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>a. Audit Committee</li> <li>b. Nomination &amp; Remuneration Committee</li> <li>c. Stakeholders Relationship Committee</li> </ol> </li> <li>3. 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>4. 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>5. 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> <b>Place: Mumbai</b> <b>Date: 09/04/2019</b>	

## ANNEXURE II

### Annual Compliance Report on Corporate Governance for the year ended 31<sup>st</sup> March, 2019

<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		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		NA
Details of familiarization programmes imparted to independent directors		Yes
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
<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)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
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

**III. Affirmations:**

The Company does not have any material subsidiary and hence provisions relating to material subsidiary policy are not applicable.

**For Supertex Industries Limited**

Sd/-

**Vaishali Naik**

**Company Secretary**

**Place: Mumbai**

**Date: 09/04/2019**