

Wintac LIMITED

ANNUAL REPORT 2015-2016



Winning Technologies

BOARD OF DIRECTORS

Shri S.T.R. Mady
Shri S. Jayaprakash Mady
Shri B.R. Arun Eashwar
Shri R.A. Thirumoorti
Ms. Kavitha Krishnamoorthy
Shri B.P. Thyagaraj

Chairman
Managing Director
Director
Director
Director
A.V.P. (Finance) & Secretary

BANKERS

State Bank of India
S.M.E. Branch, Peenya, Bangalore

AUDITORS

M/s. Rao & Swami, Chartered Accountants, 2/1
Connaught Road, Bangalore-560 052.

SHARE TRANSFER AGENT

Canbank Computer Services Ltd.,
No.218, J.P. Royale, I Floor, II Main,
Sampige Road, (Near 14th Cross),
Malleshwaram, Bangalore-560003.
Phone No. : 080-23469661 / 9662

SHARES LISTED AT

Bombay Stock Exchange Limited
(Listing fee paid for the year 2015-16)

**REGISTERED OFFICE &
MANUFACTURING UNIT**

54/1, Boodihal Village, Nelamangala Taluk,
Bangalore District, Karnataka - 562 123

CORPORATE IDENTITY NUMBER (CIN)

L85110KA1990PLC011166

NOTICE

Notice is hereby given that the Twenty-Sixth Annual General Meeting (AGM) of the Members of Wintac Limited will be held at the Registered Office of the Company at No.54/1, Boodihal Village, Nelamangala, Bangalore-562 123 on Tuesday, the 27th September 2016 at 10.30 am to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss for the period ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri.S.T.Raghavendra Mady (DIN No.00065918) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company and to fix their remuneration and to pass the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, M/s. Rao & Swami, Chartered Accountants (FRN 003105S), be and are hereby appointed as Statutory Auditors of the Company, for a term of one year to hold office from the conclusion of this Annual General Meeting till the conclusion of 27th Annual General Meeting on such remuneration, as may be recommended by the Audit Committee and fixed by the Board of Directors of the Company”

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass, the following as a Special Resolution:

“RESOLVED THAT subject to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to such approvals as are necessary, consent of the Company be and is hereby accorded to the re-appointment of Shri.S.Jayaprakash Mady as the Managing Director of the Company for a further period of one year with effect from 1st February, 2016 on the following terms and conditions:

Salary - ₹1,70,000 per month

Perquisites:

- i. Housing: Managing Director shall be provided with a furnished company leased accommodation subject to a maximum amount of ₹30,000 per month.
- ii. Personal Accident Insurance: As per the policy of the Company.
- iii. Provision of Car with driver for official use and also provision of telephone at residence will not be considered as perquisites. However, personal long distance calls will be billed by the Company.
- iv. Provision of Security Services at the residence.

FURTHER RESOLVED THAT in the event of inadequacy or absence of profits in any financial year during his tenure, he shall be paid the above remuneration as a minimum remuneration subject to the limits prescribed under Schedule V of the Companies Act, 2013.”

Regd. Office:
No. 54/1, Boodihal Village,
Nelamangala,
Bengaluru - 562 123

Date : 5th August 2016
Place : Bengaluru

By Order of the Board of Directors
For Wintac Limited

B.P.THYAGARAJ
A.V.P.(FINANCE) & SECRETARY

NOTES:

1. The statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the special business under item no.4 setting out all material facts is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
3. The instrument appointing Proxy (in the form attached to the Notice) should be deposited at the Registered Office of the Company not less than FORTY-EIGHT HOURS before commencement of the Meeting.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a member.
5. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member entity.
6. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. A member shall be entitled, during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 'three days' of notice in writing is given to the Company.
8. **The Register of Members and Share Transfer Books of the Company will remain closed from 21st September 2016 to 27th September 2016 (both days inclusive).**
9. In compliance with the provisions of Section 108 of the Companies Act 2013 and the Rule 20 of Companies (Management and Administration) Rules 2013 (Amendment Rules 2015) and Regulation-44 of SEBI (LODR) Regulations, 2015, Members are provided with the facility to cast their vote electronically, through the remote e-voting facility being provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice. The remote e-voting period commences on 24.09.2016 (9:00 a.m. IST) and ends on 26.09.2016 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on 20.09.2016, (**Cut-off date**) may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he shall not be allowed to change it subsequently. The process and manner for e-voting are attached.
10. The facility for voting, **either through poll by electronic voting or by use of ballots** shall also be made available at the meeting and members attending the meeting who have not already cast their votes by remote e-voting shall be entitled to exercise their right at the meeting. Members who have cast their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their votes again.
11. The Board of Directors of the Company have appointed Mr. Parameshwar G Hegde, Practising Company Secretary, as the Scrutinizer, for conducting both remote e-voting and Poll voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the purpose.
12. The Scrutinizer, after scrutinizing the votes cast at the meeting by Poll and remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. **The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company www.wintaclimited.com and on the website of www.canbankrta.com. The results shall simultaneously be communicated to the Stock Exchange.**
13. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Meeting i.e. 27.09.2016.
14. A copy of the Annual Report along with the Notice of the 26th Annual General Meeting, stating the process and a manner of e-voting at the AGM, Attendance slip and Proxy form are sent by electronic mode to all those members whose email address is registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. In respect of members who have not registered their email address, physical copies of the documents are sent by permitted mode.

15. The Annual Report along with the Notice of the 26th Annual General Meeting and other attachments would also be available on the Company's website at www.wintaclimited.com for download by the members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours on working days.
16. SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission/transposition of shares. Members are requested to submit the PAN details to their Depository Participant in case of holdings in dematerialized form and to the Company's Registrars and Transfer Agents, mentioning your correct reference folio number in case of holdings in physical form.
17. In case any member, holding shares in Physical Form, is desirous to receive communication from the Company in electronic form, they may register their email address on canbankrta@ccsl.co.in and members holding shares in Demat Mode, with their depository participant along with their folio no. and valid email address for registration respectively.
18. Members are requested to kindly bring their copy of the Annual Report with them at the Annual General Meeting, as no extra copy of Annual Report would be made available at the Annual General Meeting. Members/proxies should also bring the attached Attendance Slip, duly filled and hand it over at the entrance of the venue.
19. Members are requested to intimate immediately, any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts or to the Company's Registrar & Share Transfer Agent, M/s.Canbank Computer Services Ltd., Bangalore if the shares are held by them in physical form.
20. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
21. The Register of contracts or arrangements maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
22. Members who hold shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. Members desirous of making a nomination are requested to send their requests in Form No. SH.13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 (which will be made available on request) to the Registrar and Share Transfer Agent of the Company.
23. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's Registrars and Transfer Agents, for consolidation into a single folio.
24. Pursuant to the provisions of Companies Act 2013, w.e.f. July 1, 2015 the companies are prohibited to distribute any gifts, gift coupons or cash in lieu of gifts to members at or in connection with any general meeting and accordingly no gifts shall be distributed to the members at the meeting.

Additional Information on Directors seeking appointment/re-appointment in forthcoming Annual General Meeting (in pursuance of Reg. 36(3) of SEBI (Listing Obligations and Disclosure) Regulations.

Name	Date of Birth	Date of Appointment	Qualifications	Directorships/Committee Memberships	No. of Shares Held
Mr. S.T.R. Mady	10.12.1936	04.02.1993	B'Pharma	BPRL Pvt.Ltd. Shastha Pharma Lab.P.Ltd.	8,09,950
Mr. S. Jayaprakash Mady	05.09.1963	04.02.1993	B'Pharma	Shastha Pharma Lab.P.Ltd.	4,90,131

None of the aforesaid Directors are related to other Directors on the Board in terms of Section 2(77) of the Companies Act, 2013.

Regd. Office:
No. 54/1, Boodihal Village,
Nelamangala,
Bengaluru - 562 123

By Order of the Board of Directors
For Wintac Limited

Date : 5th August 2016
Place : Bengaluru

B.P.THYAGARAJ
A.V.P.(FINANCE) & SECRETARY

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**Item No.4**

The Board of Directors at their Meeting held on 30th January 2016, on the recommendation of the Remuneration Committee, re-appointed Sri.S.Jayaprakash Mady as the Managing Director of the Company for a further period of one (1) year with effect from 01.02.2016 on the remuneration and other terms and conditions stated below:

The Managing Director shall be entitled to the salary and perquisites as in the Resolution placed before the members subject to the limits laid down in Section 198, 309 and Schedule V of the Companies Act, 2013.

He shall be liable to retire by rotation as a Director and he shall cease to be a managing director ipso facto if he ceases to be a director. His appointment is terminable by One month notice in writing on either side.

The information as required under Clause B iv, Section II of Schedule-V is as under:

I General Information

- i. Nature of Industry – Pharmaceutical Formulations – Contract Manufacturing of Sterile Injectables and Ophthalmic products.
- ii. Expected date of commencement of commercial production – Existing operating company.
- iii. Financial Performance – The company during the financial year 2015-16 has reported a turnover of ₹1828.33 lakhs and a net loss of ₹1513.20 lakhs.
- iv. Foreign investments or collaborations – GAVIS Pharma LLC, USA holds the controlling Equity Stake in the company.

II Information about the appointee:

- i. Back Ground details - Shri.S.Jayaprakash Mady is a Graduate in Pharmacy, an industrialist and has more than 20 years of industrial experience.
- ii. Past Remuneration – His remuneration prior to this appointment was ₹2.00 lakhs per month and same remuneration is proposed for this current tenure also.
- iii. Recognition or awards – None
- iv. Job profile and his suitability - The Managing Director shall be responsible for the day to day management, subject to the super-intendence, direction and control of the Board of Directors of the Company. The Managing Director shall have the general control of the business of the Company with powers to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts and things which in the ordinary course of business he may consider necessary or proper in the interest of the Company and carry out such duties as may be entrusted and/or delegated to him by the Board from time to time.
- v. Remuneration proposed is ₹1,70,000/- per month and a furnished company leased accommodation subject to a maximum amount of ₹30,000 per month and other perks as provided in the Resolution proposed in the notice of the meeting. The remuneration proposed is commensurate with the nature of duty, size of the Company and the profile of the Managing Director and is below the industry standards.
- vi. Pecuniary relationship – Except for the shareholding of the Managing Director and his relatives in the Company, the Managing Director has no other pecuniary relationship directly or indirectly with the Company or with any of the managerial personnel.

III Other Information:

Reasons of loss or inadequate profits – The Company has incurred substantial losses due to shut-down of the manufacturing facility for around three months during the financial year for the replacement of Water Distribution System to meet the current GMP requirements. With the commencement of production after the shut-down, USFDA approval of ANDA's for few products, the Management expects to turn around the operations towards end of the current financial year.

The agreement entered into between the Company and Sri S.Jayaprakash Mady is open for inspection by the members at the Registered Office of the Company on any working day during the business hours of the Company till 26th September 2016.

Except Mr.S.Jayaprakash Mady, to whom the resolution relates, no other director or key managerial personnel or their relative is interested or concerned in the said resolution.

In terms of the provisions of Section 196, 197 & 198 read with Schedule V of the Companies Act, 2013, the appointment of Mr.S.Jayaprakash Mady as Managing Director of the Company and payment of remuneration to him are subject to the approval of the Members in the General Meeting. The resolution seeks such approval of the members.

The Board recommends the resolution to the members for their approval.

Regd. Office:
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Bengaluru - 562 123

By Order of the Board of Directors
For Wintac Limited

Date : 5th August 2016
Place : Bengaluru

B.P.THYAGARAJ
A.V.P.(FINANCE) & SECRETARY

PROCESS AND MANNER FOR REMOTE E-VOTING

I. The process and manner for remote e-voting are as under:

The remote e-voting period commences on 24.09.2016 (9:00 a.m. IST) and ends on 26.09.2016 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form as on 20.09.2016, (**Cut-off date**) may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he shall not be allowed to change it subsequently.

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participant(s)] :

- i. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- iii. Click on Shareholder - Login
- iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- vii. Select "EVEN" of Wintac Limited.
- viii. Now you are ready for remote e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@wintaclimited.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

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- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- III. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th September 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

Regd. Office:
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Nelamangala,
Bengaluru - 562 123

By Order of the Board of Directors
For Wintac Limited

Date : 5th August 2016
Place : Bengaluru

B.P.THYAGARAJ
A.V.P.(FINANCE) & SECRETARY

NOTES

Attendance Slip

Folio No./Client Id :

No of Shares :

Name and address of First/Sole Share holder :

I, hereby record my presence at the 26th Annual General Meeting of the Company to be held on 27th September 2016 at 10.30 am at 54/1, Boodhihal Village, Nelamangala, Bangalore-562 123.

Name of the Member/Proxy
(Block letters)

Signature of the Member/Proxy

PROXY FORM

Name of the Shareholder(s):

Registered Address :

Email ID: Folio No./Client ID: DPID:

I/We, being member(s) of Wintac Limited, holding shares of the Company, hereby appoint:

A. Name
Address
E-mail ID
Or failing him

Signature

B. Name
Address
E-mail ID
Or failing him

Signature

C. Name
Address
E-mail ID

Signature

as my/our proxy to attend and vote (on poll) for me/us, on my/our behalf at the 26th Annual General Meeting of the Company to be held on 27.09.2016 at No.54/1, Boodhihal Village, Nelamangala, Bangalore-562123 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No	Resolutions	Vote (Please mention No. of shares)		
1	Approval of Balance sheet as at 31.03.2016 and Profit & Loss account for the period ended on that date and the Reports of the Directors and Auditors thereon.	For	Against	Abstain
2	Appoint a Director in place of Mr.S.T.Raghavendra Mady (DIN No.00065918) who retires by rotation and being eligible offers himself for re-appointment.			
3	Appoint the retiring Auditors M/s. Rao & Swamy, Chartered Accountants as Statutory Auditors and fix remuneration.			
4	Re-appointment of Mr.S.Jayaprakash Mady as Managing Director			

Signed this day of 2016.

Signature of the Shareholder

Signature of the Proxyholder(s)

Affix
₹1
Revenue Stamp

DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting the Twenty Sixth Annual Report on the business and operations of the Company for the Financial Year ended March 31, 2016.

1. Financial summary and Performance of the Company	₹ Lakhs	
	For the year ended 31 st March 2015	For the year Ended 31 st March 2016
Gross Sales	3058.08	2011.17
Excise Duty	110.84	201.32
Net Sales	2947.24	1809.85
Other Income	13.66	18.48
Total Revenue	2960.90	1828.33
Total Expenditure	3146.87	3162.63
Operating Profit/(Loss)	(185.97)	(1334.30)
Interest	6.73	73.95
Profit/(Loss) before Depreciation (PBDT)	(192.70)	(1408.25)
Depreciation	363.70	386.74
Loss before exceptional expenditure	(556.40)	(1794.99)
Exceptional Expenditure	311.73	(160.92)
Extraordinary Income	101.60	-
Profit/(Loss) before Tax	(766.53)	(1634.07)
Deferred tax	151.05	120.86
Net Profit/(Loss) after Tax	(615.48)	(1513.21)

2. **Dividend & Transfer to Reserves**

In view of the operating losses, no dividend is considered during the year under review and no amount is transferred to reserves.

3. **Brief description of the Company's working during the year**

The total revenue from the operations during the year under review was ₹ 1809.85 lakhs as compared to ₹ 2947.25 lakhs during the previous year, a decline of 38.59%. The net loss before tax during the current year was ₹ 1634.07 lakhs as against the loss of ₹ 766.53 lakhs during the previous year, an increase in loss by 113%. The decline in revenue is due to shut-down of the manufacturing plant for nearly four months (from January 2016 to April 2016) for upgradation purposes before the commencement of commercial production to the Regulated markets. Further, there was also a reduced off-take from couple of customers for Ophthalmic Products during the year. This has resulted in substantial reduction of turnover during the year and as there was no corresponding reduction in expenses, the losses during the year was high at ₹ 1634 lakhs. Although GAVIS Pharma has received the approval of ANDA's for some products, the commercial manufacturing could not be commenced due to shut-down of the Plant. The commercial Manufacturing operations for both domestic and export market were resumed in May 2016. The Order Bank position of the Company for both domestic and export market is good and expect the operations to turnaround during the Second Quarter of Financial year 2016-17.

There is no other material changes and commitments affecting the financial position between the end of the financial year and date of report.

4. The Company during the year has not provided any loans, guarantees or investments in terms section 186 of the Companies Act 2013.