



**ANNUAL  
REPORT  
2017-2018**



***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  
Dr. K. Paranjothy  
Ms. K.M. Ganga  
Shri B.P. Thyagaraj  
Shri Sunil B. Gundewar

Chairman  
Director  
Director (upto 29.05.2018)  
Director  
Director (upto 11.08.2017)  
Director (from 27.07.2017)  
Director (from 27.07.2017)  
A.V.P. (Finance) & Secretary  
Manager (from 01.06.2017)

**BANKERS**

Axis Bank Ltd.  
Corporate Banking Branch, Bangalore

**AUDITORS**

M/s. B.K. Ramadhyani & CO LLP,  
4B, Chitrapure Bhavan  
No 68, 8<sup>th</sup> Main 15<sup>th</sup> Cross  
Malleshwaram, Bangalore-560 055.

**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 2017-18)

**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 28<sup>th</sup> 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 Saturday, the 27<sup>th</sup> October 2018 at 10.00 am to transact the following business:

### ORDINARY BUSINESS

#### 1. Adoption of Financial Statements

To receive, consider and adopt the audited Financial Statements for the year ended March 31, 2018 and the Reports of the Directors and Auditors thereon.

#### 2. Appointment of Mr. Mr.S.T.Raghavendra Mady as a Director liable to retire by rotation

To 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.

### SPECIAL BUSINESS

#### 3. Appointment of Ms.K.M.Ganga as an Independent Director

To consider and if thought fit, to pass with or without modification[s], the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable Provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms.Ganga Muthukumar Karuppaswamy [DIN 07894677], who was appointed by the Board of Directors of the Company as an Additional Director (Independent) and who holds office as such upto the date of this AGM and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office upto the date of AGM to be held during the calendar year 2023, not liable to retire by rotation.”

#### 4. Appointment of Dr.K.Paranjothy as an Independent Director

To consider and if thought fit, to pass with or without modification[s], the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable Provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr.Kanni Laksmanier Krishnamachary Paranjothy [DIN 02004861], who was appointed by the Board of Directors of the Company as an Additional Director (Independent) and who holds office as such up to the date of this AGM and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office up to the date of AGM to be held during the calendar year 2023, not liable to retire by rotation.”

#### 5. Appointment of Mr.R.A.Thirumoorti as an Independent Director

To consider and if thought fit, to pass with or without modification[s], the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr.Ramasamy Anbarasi Thirumoorti [DIN02157286], who was appointed by the Board of Directors of the Company as an Additional Director (Independent) and who holds office as such up to the date of this AGM and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold office up to the date of AGM to be held during the calendar year 2023, not liable to retire by rotation.”

By Order of the Board of Directors  
For Wintac Limited

Date : 26.09.2018

Place: Bangalore

B.P.THYAGARAJ  
ASST.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.3 to 4 setting out all material facts is annexed hereto.
2. The Company has obtained necessary Extension pursuant to Section 96(1) of the Companies Act, 2013 for holding the AGM upto October 31, 2018 from the Registrar of Karnataka vide his Letter dated 24.08.2018.
3. **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.**
4. 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.
5. 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.
6. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member entity.
7. 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.
8. 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.
9. **The Register of Members and Share Transfer Books of the Company will remain closed from 20-10-2018 to 27-10-2018 (both days inclusive).**
10. 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 the 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 23.10.2018 (9:00 a.m. IST) and ends on 26.10.2018 (5:00p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on 20.10.2018, **(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 is as under:

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.co.in** mentioning your demat account number/folio number, your PAN, your name and your registered address.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - Now, you will have to click on "Login" button.
  - After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

- 1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **hegdeandhegdecs@gmail.com** with a copy marked to **evoting@nsdl.co.in**.
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/ Password?**” or “**Physical User Reset Password?**” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of **www.evoting.nsdl.com** or call on toll free no.: 1800-222-990 or send a request at **evoting@nsdl.co.in**
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11. 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.
  12. 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.
  13. 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 and 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
  14. 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. 27.10.2018.
  15. A copy of the Annual Report along with the Notice of the 28<sup>th</sup> 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 are 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.
  16. The Annual Report along with the Notice of the 28<sup>th</sup> 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.
  17. 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.
  18. 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.
  19. 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.
  20. 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.
  21. 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.
  22. 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.



23. 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.
24. 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.
25. 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	27.09.2016	B'Pharma	BPRL Pvt.Ltd Shastha Pharma Lab.P.Ltd	7,97,300
Ms.K.M.Ganga	07.09.1996	27.07.2017	B'Com	Nil	Nil
Dr.K.Paranjothy	14.09.1947	27.07.2017	M'Pharm, Phd	Yasaha Lab.(P) Ltd.	Nil
Mr.R.A. Thirumoorti	20.04.1973	23-05-2018	BBM	Nil	Nil

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

By Order of the Board of Directors  
For Wintac Limited

Date : 26.09.2018  
Place : Bangalore.

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

### **STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

#### **Item No.3**

Ms.K.M.Ganga, who was appointed by the Board of Directors of the Company on 27.07.2017 as Additional Director of the Company to hold office up to the date of AGM to be held during the calendar year 2018 pursuant to the provisions of the Companies Act, 2013. The Nomination and Compensation Committee of the Board of Directors, based on evaluation of her performance during the year and considering her skills, knowledge and expertise, has recommended appointment of Ms.K.M.Ganga as an Independent Director of the Company for a term of five years from the conclusion of ensuing AGM upto the conclusion of the 33<sup>rd</sup> AGM to be held during the calendar year 2023.

The Company has, in terms of Section 160(1) of the Companies Act, 2013, received in writing a notice from a shareholder proposing her candidature for the office of Director.

The resolution seeks the approval of the shareholders for appointment of Ms.K.M.Ganga as an Independent Director of the Company for a term of five years up to the date of AGM to be held during the calendar year 2023 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She shall not be liable to retire by rotation.

The Company has received from Ms.K.M.Ganga (i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification Of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming her eligibility for such appointment, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Ms.K.M.Ganga fulfils the conditions specified in the Companies Act, 2013 and rules made there under for her appointment as an Independent Director of the Company and is independent of the management.

A copy of the draft letter of appointment of Ms.K.M.Ganga as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day up to the date of Annual General Meeting.

Except Ms.K.M.Ganga who may be regarded as interested or concerned since resolution relates to her own appointment no other director, key managerial personnel or their relative is interested or concerned in the resolution.



**Item No.4**

Dr.K.Paranjothy who was appointed by the Board of Directors of the Company on 27.07.2017 as Additional Director of the Company to hold office upto the date of AGM to be held during the calendar year 2018 pursuant to the provisions of the Companies Act, 2013. The Nomination and Compensation Committee of the Board of Directors, based on evaluation of his performance during the year and considering his skills, knowledge, experience and expertise, has recommended appointment of Dr.K.Paranjothy as an Independent Director of the Company for a term of five years from the conclusion of ensuing AGM up to the conclusion of the 33<sup>rd</sup> AGM to be held during the calendar year 2023.

The Company has, in terms of Section 160(1) of the Companies Act, 2013, received in writing a notice from a shareholder proposing his candidature for the office of Director.

The resolution seeks the approval of the shareholders for appointment of Dr.K.Paranjothy as an Independent Director of the Company for a term of five years upto the date of AGM to be held during the calendar year 2023 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He shall not be liable to retire by rotation.

The Company has received from Dr.K.Paranjothy (i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification Of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such appointment, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Dr.K.Paranjothy fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management.

A copy of the draft letter of appointment of Dr.K.Paranjothy as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day up to the date of Annual General Meeting.

Except Dr.K.Paranjothy, who may be regarded as interested or concerned since resolution relates to his own appointment, no other director, key managerial personnel or their relative is interested or concerned in the resolution.

**Item No.5**

Mr.R.A.Thirumoorti who was appointed by the Board of Directors of the Company on 23.05.2018 as Additional Director of the Company to hold office up to the date of AGM to be held during the calendar year 2018 pursuant to the provisions of the Companies Act, 2013. The Nomination and Compensation Committee of the Board of Directors, based on evaluation of his performance during the year and considering his skills, knowledge, experience and expertise, has recommended appointment of Mr.R.A.Thirumoorti as an Independent Director of the Company for a term of five years from the conclusion of ensuing AGM up to the conclusion of the 33<sup>rd</sup> AGM to be held during the calendar year 2023.

The Company has, in terms of Section 160(1) of the Companies Act, 2013, received in writing a notice from a shareholder proposing his candidature for the office of Director.

The resolution seeks the approval of the shareholders for appointment of Mr.R.A.Thirumoorti as an Independent Director of the Company for a term of five years upto the date of AGM to be held during the calendar year 2023 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He shall not be liable to retire by rotation.

The Company has received from Mr.R.A.Thirumoorti (i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification Of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such appointment, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr.R.A.Thirumoorti fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management.

A copy of the draft letter of appointment of Mr.R.A.Thirumoorti as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day up to the date of Annual General Meeting.

Except Mr.R.A.Thirumoorti, who may be regarded as interested or concerned since resolution relates to his own appointment, no other director, key managerial personnel or their relative is interested or concerned in the resolution.

By Order of the Board of Directors  
For Wintac Limited

Date : 26.09.2018  
Place : Bangalore.

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

### Attendance Slip

Folio No./Client Id :

No of Shares :

Name and address of First/Sole Share holder :

I, hereby record my presence at the 28th Annual General Meeting of the Company to be held on 27<sup>th</sup> October, 2018 at 10.00 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 28<sup>th</sup> Annual General Meeting of the Company to be held on 27.10.2018 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	Adoption of Financial Statements	For	Against	Abstain
2	Appointment of Mr.S.T.Raghavendra Mady as a Direcor liable to retire by rotation.			
3	Appointment of Ms.K.M.Ganga as an Independent Direcor.			
4	Appointment of Dr.K.Paranjothy as an Independent Direcor.			
5	Appointment of Mr.R.A.Thirumoorti as Independent Director			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Signature of the Shareholder

Signature of the Proxyholder(s)

Affix Rs.  
1  
Revenue  
Stamp