NOTICE

Notice is hereby given that the 29th Annual General Meeting (AGM) of the Members of Wintac Limited will be held at the Registered Office of the Company at No. 54/1. Budhihal Village, Nelamangala, Bangalore-562 123 on Wednesday the 25th September 2019 at 10.00 am to transact the following business.

ORIDINARY BUSINESS

1. Adoption of Financial Statements

To receive, consider and adopt the audited Financial Statements for the year ended March 31, 2019 and the Reports of the Directors and Auditors thereon.

2. Appointment of Mr.S.Jayaprakash Mady as a Director liable to retire by rotation

To appoint a Director in place of Mr.S.Jayaprakash Mady (DIN:00240744) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

3. Approval for continuation of appointment of Mr. S. T. Raghavendra Mady (DIN:00065918) as Non-executive Director

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

"RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and is hereby accorded to **Mr.S.T.Raghavendra Mady (DIN: 00065918),** Non-executive Director of the Company to continue to hold his office as such until the end of his current tenure at the Annual General Meeting to be held during the calendar year 2020 not with standing he having attained/above the age of 75 years".

By Order of the Board of Directors
For Wintac Limited

Date : 12.08.2019
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 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 20.09.2019 to 25.09.2019 (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 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 22.09.2019 (9:00 a.m. IST) and ends on 24.09.2019 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on 19.09.2019, **(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:
   a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b. 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.
   c. How to retrieve your 'initial password'?
      i. 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'.
      ii. 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:
   a. 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.**
   b. **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c. 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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box..
8. Now, you will have to click on "Login" button.
9. 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?

1. 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.
2. 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.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page..
8. 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 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**

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 or in his absence Mr.M.V.Bhat, 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.25.09.2019.
14. A copy of the Annual Report along with the Notice of the 29th 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.
15. The Annual Report along with the Notice of the 29th 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 01, 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	No.of Shares Held
Mr.S.T.R.Mady	10.12.1936	27.10.2018	B'Pharma	BPRL Pvt.Ltd Shastha Pharma Lab.P.Ltd.	7,97,300
Mr.S.Jayaprakash Mady	05.09.1963	10.08.2017	B'Pharma	Shastha Pharma Lab.P.Ltd.	4,38,140

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 : 12.08.2019
Place : Bangalore.

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

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

Item No.3

Mr. S. T. Raghavendra Mady was appointed as non-executive Director liable to retire by rotation w.e.f 27.10.2018 in the AGM held on 27.10.2018 in accordance with the applicable provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and holds office up to the date of 30th AGM to be held during the year 2020.

Pursuant to new Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements),2015 (LODR) no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Since Mr. S.T. Raghavendra Mady has attained the age of 75 years, and his being an existing appointment, the approval of the shareholders by special resolution is sought to continue his directorship till the end of his current tenure in compliance of the Regulation 17(1A) of SEBI (LODR).

Except Mr. S. T. Raghavendra Mady, who may be regarded as interested or concerned since resolution relates to his own appointment, no other director, key managerial personnel or their relatives is interested or concerned in the resolution.

Considering his vast experience in the field of manufacturing of Pharmaceutical Products in sterile injections and ophthalmic products, the Board commends the resolution for approval of the members.

By Order of the Board of Directors
For Wintac Limited

Date : 12.08.2019
Place : Bangalore.

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

Wintac LIMITED

Attendance Slip

Folio No./Client Id :	No of Shares :

Name and address of First/Sole Share holder :

I hereby record my presence at the 29th Annual General Meeting of the Company to be held on 25th September, 2019 at 10.00 am at 54/1, Boodhihal Village, Nelamangala, Bangalore-562 123.

Name of the Member/Proxy

Signature oftheMember/Proxy (Blockletters)

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 — Signature
Address
E-mail ID
Or failing him

B. Name — Signature
Address
E-mail ID
Or failing him

C. Name — Signature
Address
E-mail ID

As my/our proxy to attend and vote (on poll) for me/us, on my/our behalf at the 29th Annual General Meeting of the Company to be held on 25.09.2019 at 54/1, Budihal 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)		
		For	Against	Abstain
1	Adoption of Financial Statements			
2	Appointment of Mr.S.Jayaprakash Madyas a Director liable to retire by rotation.			
3	Continuation of appointment of Mr.S.T.Raghavendra Mad y as Director.			

Signed this _____ day of _____ 2019.

Signature of the Shareholder

Signature of the Proxyholder(s)

Affix Rs. 1 Revenue Stamp

Wintac
LIMITED

ANNUAL REPORT
2018-2019

Winning Technologies