Wintac LIMITED

NOTICE

Notice is hereby given that the Twenty-Fifth 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 26th September 2015 at 10.30 am to transact the following business:

ORIDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2015 and the Profit and Loss Account for the period ended on that date and the Reports of the Directors and the Auditors thereon.
2. 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.
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 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 0031055), 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 26th 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 appoint Ms.Kavitha Krishnamoorthy as an Independent Director**

   To consider and if thought fit to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to provisions of sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 ("Act") read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and clause 49 of the Listing Agreement Ms.Kavitha Krishnamoorthy [DIN 06993732], who was appointed as an Additional Director of the Company w.e.f.13.10.2014 and who holds office until the date of the AGM in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intention to propose her as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years until the conclusion of the 30th Annual General Meeting to be held in the calendar year 2020, not liable to retire by rotation."

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

By Order of the Board of Directors
For Wintac Limited

Date : 8th August, 2015
Place : Bengaluru.

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 21.09.2015 to 26.09.2015 (both days inclusive).**

9. In compliance with the provisions of Section 108 of the Companies Act 2013 and Rule 20 of Companies (Management and Administration) Rules 2013 (Amendment Rules 2015) and Clause 35B of Listing Agreement, 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 23.09.2015 (9:00 a.m. IST) and ends on 25.09.2015 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form as on 19.09.2015, (**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. September 26, 2015.

14. A copy of the Annual Report along with the Notice of the 25th 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 25th 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 to 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 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 Clause 49 of the Listing Agreement).

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.	4,07,750
Ms. Kavitha. K	29.05.1983	13.10.2014	B.Tech(IT)	None	Nil

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

By Order of the Board of Directors
For Wintac Limited

Date : 8th August, 2015
Place : Bengaluru.

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

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

Item No.4

Mrs.Kavitha Krishnamoorthy was appointed by the Board of Directors as an Additional Director of the Company with effect from 13.10.2014 and in terms of Section 161 of the Companies Act 2013, she holds office up to the date of this Annual General Meeting.

Ms. Kavitha Krishnamoorthy is a B.Tech (Information Technology) from Vellore Institute of Technology, Vellore. She has over 9 years of experience in IT Industries and has worked with TCS and Wipro and has good managerial skills. Ms. Kavitha Krishnamoorthi is a Woman director on the Board of the Company.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member along with a requisite amount of deposit proposing the candidature of Ms.Kavitha Krishnamoorthy for the office of Independent Director, to be appointed as such under the provisions of Section 149, 152 read with Schedule IV of the Companies Act, 2013.

The Company has received from Ms.Kavitha Krishnamoorthy (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. Ms.Kavitha Krishnamoorthy does not hold any equity shares in the Company.

In the opinion of the Board, Ms.Kavitha Krishnamoorthy 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.Kavitha Krishnamoorthy as an Independent Director setting out the terms and conditions will 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.

The resolution seeks the approval of the shareholders for appointment of Ms.Kavitha Krishnamoorthy as an Independent Director of the Company for a term of five years pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, read with Schedule IV and the Rules made there under. She will not be liable to retire by rotation.

No director, key managerial personnel or their relatives except Ms.Kavitha Krishnamoorthy to whom the resolution relates, is interested or concerned in the resolution.

The Board considers that her continued association would be of immense benefit to the Company and accordingly the Board recommends the resolution for appointment of Ms.Kavitha Krishnamoorthy as an Independent Director, for the approval by the shareholders of the Company.

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By Order of the Board of Directors
For Wintac Limited

Date : 8th August, 2015
Place : Bengaluru.

A.V.P. (FINANCE) & SECRETARY

PROCESS AND MANNER FOR REMOTE E-VOTING:

I. The remote e-voting period commences on 23.09.2015 (9:00 a.m. IST) and ends on 25.09.2015 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form as on 19.09.2015, (**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 remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(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@wintacliimited .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 Participants(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.

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. 19th September 2015, 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:
No. 54/1, Boodihal Village,
Nelamangala,
Bangalore - 562 123.

Date : 8th August, 2015
Place : Bengaluru.

By Order of the Board of Directors
For Wintac Limited

A.V.P. (FINANCE) & SECRETARY

NOTES

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 25th Annual General Meeting of the Company to be held on Saturday, 26 September 2015 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

Wintac LIMITED

PROXY FORM

Name of the Shareholder(s) : _____

Registered Address : _____

Email ID: _____ Folio No./Client ID: _____ DP ID : _____

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

A. Name :
Address :
E-mail ID : Signature
Or failing him

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

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 25th Annual General Meeting of the Company to be held on 26.09.2015 at No.54/1, Boodihal 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	Approval of Balance sheet as at 31.03.2015 and Profit & Loss account for the period ended on that date and the Reports of the Directors and Auditors thereon.			
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 Rao & Swamy, Chartered Accounts as Statutory Auditors and fix remuneration.			
4	To appoint Ms. Kavitha Krishnamoorthy as Independent Director			

Signed this _____ day of _____ 2015.

Affix
₹ 1
Revenue Stamp

Signature of the Shareholder

Signature of the Proxyholder(s)

Wintac
LIMITED

ANNUAL REPORT 2014-2015

Winning Technologies

Wintac LIMITED

BOARD OF DIRECTORS

Shri S.T.R. Mady	Chairman
Shri S.Jayaprakash Mady	Managing Director
Shri. Arun Eashwar	Director
Shri. R.A.Thirumoorti	Director
Ms. Kavitha Krishnamoorthy	Director (From 13.10.2014)
Dr. K.Paranjothy	Director (Upto 23.08.2014)
Shri B.P. Thyagaraj	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 2014-15)

REGISTERED OFFICE & MANUFACTURING UNIT

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

CORPORATE IDENTITY NUMBER (CIN)

L85110KA1990PLC011166

DIRECTORS' REPORT

To the Members

Your Directors have pleasure in presenting the Twenty Fifth Annual Report together with the Audited Accounts for the Financial Year ended March 31, 2015.

1. Financial Summary and Performance of the Company **₹ Lakhs**

	For the year ended 31st March 2014	**For the year ended 31st March 2015**
Gross Sales	3269.95	**3058.08**
Excise Duty	222.19	**110.84**
Net Sales	3047.76	**2947.24**
Other Income	58.45	**13.66**
Total Revenue	3106.21	**2960.90**
Total Expenditure	3188.23	**3146.87**
Operating Profit/(Loss)	(82.02)	**(185.97)**
Interest	27.87	**6.73**
Profit/(Loss)before Depreciation (PBDT)	(109.89)	**(192.70)**
Depreciation	187.97	**363.70**
Loss before exceptional expenditure	(297.86)	**(556.40)**
Exceptional expenditure	349.16	**311.73**
Extraordinary Income	-	**101.60**
Profit/(Loss) before Tax	(647.02)	**(766.53)**
Deferred tax	52.42	**151.05**
Net Profit/(Loss) after Tax	(699.44)	**(615.48)**

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 current year was ₹ 2960.90 lakhs as compared to ₹ 3106.21 lakhs during the previous year, a decline of 4.67%. The net loss before exceptional and extraordinary items during the current year was ₹ 556.40 lakhs as against the loss of ₹ 297.86 lakhs during the previous year. The increase in the depreciation expenses by ₹ 175 lakhs as compared to the previous year, was one of the reason for the increase in the operating losses and this increase was due to change in method of computing the depreciation as per the New Companies Act, 2013. Further the delay in commencement of export sales subsequent to the revocation of warning letter by USFDA, was also another reason for the continued losses. The total net loss, after the exceptional expense (₹ 312 lakhs) and extraordinary income of ₹ 101 lakhs, during the year was ₹ 766.53 lakhs as compares to ₹ 647.02 lakhs during the previous year. The major exceptional expense during year was write off of inventory of ₹ 200 lakhs and depreciation of fixed assets of ₹ 100 lakhs which have completed the useful life prior to 01.04.2014 as per the provisions of new Companies Act 2013. The extraordinary profit of ₹ 101.60 lakhs was on sale of Oncology Business during the year. The net loss for the year, after the recognition of the deferred tax asset, was ₹ 615.48 lakhs as compared to ₹ 699.44 lakhs during the previous year. Your Directors are hopeful of commencement of export business to US Market during the current year and turn around the operations.