

INVICTA MEDITEK LIMITED

INVICTA MEDITEK LIMITED

2014-2015

23rd ANNUAL REPORT

INVICTA MEDITEK LIMITED

Board of Directors	
Mr. R.Sundararaghavan	Managing Director
Mr. M.R. Sathish kumar	Director
Mr. Naveen Lakshmanan	Independent Director
Mr. Sekar Somasundaram	Independent Director
Mrs. Swapna Sundararaghavan	Addl. Director

Registered Office
Spencer Plaza, G-27, Phase 1, Ground Floor ,Anna Salai, Chennai - 600 002. Tel : 044-28492056 / 4210 9265 Email id:invictamedi@gmail.com

BANKERS	
The Ratnakar Bank Ltd Hmh Plaza, New No.56, G N Chetty Road, T.Nagar, Chennai – 600 017.	State Bank of India 5A,Sidco Industrial Estate, Ambattur, Chennai – 98.

Auditor
M/s. P B Vijayaraghavan & Co., Chartered Accountants, No.14. Cathedral Garden Road Nungambakkam , Chennai – 34

Registrar & Share Transfer Agents
M/s.Cameo Corporate Services Ltd No. 2, Subrmanian Building, Club House Road , Chennai – 600 002.

INVICTA MEDITEK LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 23RD ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON THURSDAY, THE 31ST DAY OF DECEMBER, 2015 AT THE REGISTERED OFFICE OF THE COMPANY AT SPENCER PLAZA, G-27, GROUND FLOOR, PHASE 1, ANNA SALAI, CHENNAI -600002 AT 10.30 A.M TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance sheet, Statement of Profit and Loss Account and Cash Flow Statement for the year ended 31st March 2015 and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. R. Sundararaghavan (DIN: 01197824), Director who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors of the Company who shall hold office from the conclusion of this Meeting till the conclusion of next Annual General Meeting and fix their remuneration. **M/s. P.B. Vijayaraghavan & Co.,** Chartered Accountants, Chennai (FRN: 004721S) being the retiring auditors are eligible for re-appointment.

SPECIAL BUSINESS:

4. To Consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mrs. Swapna Sundararaghavan (DIN: 01925157), who was appointed as an Additional Director of the Company by the Board of Directors of the Company w.e.f 23.03.2015 pursuant to Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this AGM, be and is hereby appointed as director of the Company”.

“RESOLVED FURTHER THAT Mr. Rajamani Ragavachari Sundararaghavan (DIN: 01197824), Managing Director of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

Place: Chennai
Date: 01.12.2015

For and on behalf of the Board of Directors
INVICTA MEDITEK LIMITED.,
-sd-
R. Sundararaghavan
Managing Director
(DIN : 01197824)

INVICTA MEDITEK LIMITED

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY OR PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A PERSON SHALL NOT ACT AS A PROXY FOR MORE THAN 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL VOTING SHARE CAPITAL OF THE COMPANY. HOWEVER, A SINGLE PERSON MAY ACT AS A PROXY FOR A MEMBER HOLDING MORE THAN 10% OF THE TOTAL VOTING SHARE CAPITAL OF THE COMPANY PROVIDED THAT SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON.

The Instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

2. Revenue stamp should be affixed on the Proxy form. Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's Signature may also be furnished in the Proxy Form, for identification purpose.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses is annexed hereto.
4. The Register of members and the share transfer books of the company will remain closed from Saturday, the 26th day of December 2015 to Thursday, the 31st day of December 2015 (Both Days Inclusive) for the purpose of Annual General Meeting.
5. Members are requested to notify immediately any changes in their registered address to the Company's share transfer agents / Company's Registered Office.
6. Members are informed that copy of annual report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the annual report to the meeting.
7. Members are requested to affix their signature in the space provided on the attendance sheet and hand over the slip at the entrance of the meeting hall.
8. Electronic copy of the Annual Report for 2014 – 2015 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-2015 is being sent in the permitted mode. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.
9. The listing fee to Bombay Stock Exchange has not been paid for the year ending 31st March, 2016.
10. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment.
11. **Voting through electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.

The instructions for shareholders voting electronically are as under:

The voting period begins on Monday the 28th day of December 2015 (09.00 a.m. IST) and ends on Tuesday 30th day of December, 2015 (05.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 25th day

INVICTA MEDITEK LIMITED

of December, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii)
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.(Sequence number has been provided as Serial Number (SL NO.) in the Address LabelIn case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant "INVICTA MEDITEK LIMITED" on which you choose to vote.

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- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) **Other instructions:**
- (a) The e-voting period begins on Monday 28th day of December 2015 (09.00 a.m. IST) and ends on Wednesday 30th day of December, 2015 (05.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 25th December, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (b) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 25th December, 2015.
 - (c) Mr. Balu Sridhar, Partner A K Jain & Associates, Practicing Company Secretaries (Membership No.F5869), has been appointed as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - (d) The Scrutinizer shall after the conclusion of voting at the general meeting, first account the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and shall declare the results forthwith.
 - (e). The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL and shall be immediately forwarded to the Stock exchange in which the shares of the Company are listed.

12. Information pursuant to Clause 49 of the Listing Agreement for the director seeking re- appointment:

INVICTA MEDITEK LIMITED

Name	Mr. R. Sundararaghavan	Mrs. Swapna sundararaghavan
Date of Birth	10.02.1973	06.09.1982
Qualification	BSc.-Maths Madras University	B. Com – Madras University
Nature of Expertise	More than 20 years in management consultancy, financial consultancy and marketing.	Ten years Experience in Management and Administration.
Date of First Appointment	05.01.2011	23.03.2015
Name of the other Public Limited Companies in which He / She holds Directorship	NIL	NIL
Chairman/Membership of the committees of other public limited companies	NIL	NIL
No. Of Shares held in the Company	173544	23461

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

ITEM NO.4

Mrs. Swapna Sundararaghavan was appointed as an Additional Director of the Company with effect from 23.03.2015. Pursuant to Section 161 and other applicable provisions, if any, of the Companies Act, 2013 she holds office till the conclusion of ensuring Annual General Meeting of the Company. The Company has received a notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Swapna Sundararaghavan for the office of Director of the Company. Mrs. Swapna Sundararaghavan, has given her consent to act as the Director of the Company in the form DIR – 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and declaration to the Board to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013. Therefore, it is proposed to confirm the appointment of Mrs. Swapna Sundararaghavan as an Woman Director of the company. Hence the Board recommends the appointment of Mrs. Swapna Sundararaghavan as a Director of the Company as set forth in Item No.04 for the approval of Members.

Mrs. Swapna Sundararaghavan, being an appointee and Mr. R Sundararaghavan being the relative are considered to be concerned or interested, in the resolution set out at Item No. 04. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Place: Chennai

Date: 01.12.2015

For and on behalf of Board
Invicta Meditek Limited

-sd-

R. Sundararaghavan
Managing Director
(DIN : 01197824)

INVICTA MEDITEK LIMITED

DIRECTORS REPORT TO THE MEMBERS

Your Directors take pleasure in presenting the Twenty Third Annual Report and that of the Auditors' together with the audited Balance Sheet as at **31st March 2015** and the Profit/ Loss Account for the year ended on that date.

FINANCIAL PERFORMANCE

Particulars	Amount in Rs.	
	2014-2015	2013-2014
Total Income	--	--
Total Expenses	8,64,650	6,03,359
Profit /(Loss) before Tax	(8,64,650)	(6,03,359)
Less: Tax Expenses	--	--
Profit /(Loss) after Depreciation and Tax	(8,64,650)	(6,03,359)

FUTURE PROSPECTS

In order to revive the Company, your Board of Directors made a proposal to acquire 100% stakes of M/S. COREM PHARMA PRIVATE LIMITED, a Company incorporated under the Companies Act, 1956 having its registered office at 07/D/730/2/SF, D.NO.305, 3rd Floor, SRR Arcade, Trimulgherry, Secunderabad, Telangana – 500015 subject to feasibility. But, the proposal was cancelled by the Board of Directors of the Company due to its non-feasibility. Your Board of Directors are now looking for prospects to revive the Company with a new business plan.

DIVIDEND:

In view of loss, your directors are unable to recommend any dividend for the year.

RELATED PARTY TRANSACTIONS:

The Company has not entered into any contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013. Hence the reporting under this Clause does not arise.

RESERVES:

The Company has not transferred any amount to the General reserve account.

SHARE CAPITAL:

The Company during the year under review has not issued any Sweat Equity Shares or Shares with Differential Rights or under Employee Stock Option Scheme nor did it Buy Back any shares. The Authorised Capital and the Paid-Up Capital remained the same as previous year

AUDITORS:

M/s. P.B. Vijayaraghavan & Co., Chartered Accountants, Chennai (FRN: 004721S), were appointed as Statutory Auditors of the company in the 22nd Annual General Meeting of the Company held on 30.09.2014 until the conclusion of ensuing Annual General Meeting. The Directors recommend appointing M/s. P.B. Vijayaraghavan & Co., Chartered Accountants as Statutory Auditors, to carry out the audit for the financial year 2015-2016. The Statutory Auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013 and rules framed there under for their appointment as Statutory Auditors of the Company. The necessary resolution is being placed before the shareholders for approval.

COMMENTS ON AUDITORS' REPORT:

With regard to loan to Director, Your Management is taking necessary steps to comply with the provisions of the Act.

With respect to remarks relating to accumulated losses, your management is evaluating new business proposals and confident of wiping of accumulated losses and earn profits in the years to come. Other remarks made by the Statutory Auditors of the Company in their report are self-explanatory.

INVICTA MEDITEK LIMITED

SECRETARIAL AUDIT

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, your Company has appointed Shri. Balu Sridhar, Practicing Company Secretary as secretarial auditor to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2015. The Secretarial Audit Report attached with this report as Annexure – A.

Reply to the qualifications made in Secretarial Auditor's report:

The Company has not appointed a Company Secretary and Chief Financial Officer as required under the first proviso of sub-section 1 of Section 203 of the Companies Act 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.	The Company is in the process of identifying suitable candidate for the designation of Company Secretary and Chief Financial Officer and has taken necessary steps for the same.
The Chairman of the Board being an Executive Director, the requirement of one half of the Board consisting of Independent Directors is not in compliance with Clause 49 of the Listing Agreement.	The Company is taking necessary steps to comply with the provisions of the Act and Listing Agreement.
The Company has granted loan to Mr. Sathish Kumar, Director of the Company under Section 295 of the Companies Act, 1956, without obtaining prior approval from Central Government. As per Section 185 of the Companies Act, 2013 the outstanding loan amount as on 31.03.2015 is Rs. 70,47,151/-.	The Company is taking necessary steps to comply with the provisions of the Act.
Mr. R. Sundararaghavan, Managing Director of the Company is the Chairman of the Stakeholders Relationship Committee, which is not in compliance with Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.	The Board noted the same and accordingly will take necessary steps to comply with the provisions of the Act.

DEPOSITS:

The Company has not accepted any deposits during the period under review as envisaged under Section 73, 74 & 76 of the Companies Act, 2013

LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The Company has not provided loans and guarantees and nor made investments pursuant to Section 186 of the Companies Act, 2013 during the year ended review.

RELATED PARTY TRANSACTIONS:

The Company has not entered into any contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013. Hence the reporting under this Clause does not arise.

DIRECTORS & KEY MANAGERIAL PERSONNEL:

The Board of the Company comprises of Five Directors out of which two are Independent Directors, one Managing Director and two Non-executive Directors. As per Section 149 of the Companies Act, 2013 the Company needs to have atleast two Independent Directors and One Woman Director. Accordingly Mr. Naveen Lakshmanan and Mr. Sekar Somasundaram were appointed as Independent Directors of the Company in the 22nd Annual General Meeting of the Company held on 30th September, 2014 for a period of 2 years.

Appointment / Re-Appointment:

In order to comply with provisions of Section 149 and Clause 49 of the Listing Agreement, the Board of Directors at their meeting held on 23rd March, 2015 and based on the recommendation of the

INVICTA MEDITEK LIMITED

Nomination and Remuneration Committee, appointed Ms. Swapna Sundararaghavan as Woman Director of the Company with effect from 23rd March, 2015.

We seek your approval for appointment & re-appointment of Smt. Swapna Sundararaghavan as Director of the Company.

Mr. R. Sundararaghavan, Managing Director, retires by rotation and being eligible, offers himself for reappointment. Your Board recommends his continuation.

Key Managerial Personnel:

In order to comply with the provisions of Section 203 of Companies Act, Shri. R. Sundararaghavan, Managing Director of the Company was designated as Key Managerial Personnel.

BOARD MEETINGS:

Seven Board Meetings were held during the year under review and the gap between two Board meetings were not more than 120 days.

DECLARATION RECEIVED FROM INDEPENDENT DIRECTOR ON ANNUAL BASIS:

As required under Section 149(7) all the Independent Directors of the Company have submitted their annual declaration stating that they meet the criteria of independence as stated Section 149(6) of the Companies Act, 2013.

COMMITTEES OF THE BOARD:

a) Audit Committee

Pursuant to provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the terms of reference of Audit Committee of the Board was revised in accordance with terms of reference prescribed therein. Detailed disclosure on compositions, terms of reference and meetings of the Audit Committee are furnished in the Corporate Governance Report.

b) Nomination and Remuneration Committee

The Nomination and Remuneration Committee has been empowered and authorized to exercise powers as entrusted under the provisions of Section 178 of the Companies Act, 2013. In compliance with Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has framed a policy for selection and appointment of Directors, Senior Management and their remuneration and including criteria for determining qualifications, positive attributes, independence of Directors and other matters.

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selecting candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management Employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board. In reviewing the overall remuneration of the Board of Directors and Senior Management, the Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short term and long term objectives of the Company.

EXTRACTS OF THE ANNUAL RETURN:

The extracts of Annual Return of the Company in prescribed Form MGT – 9 for the Financial Year Ended 31st March, 2015 is attached to the report by way of Annexure – B.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

INVICTA MEDITEK LIMITED

The Company has not received any significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

No material changes and commitments were made, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

PARTICULARS OF EMPLOYEES:

None of the employees draws remuneration of Rs. 500,000/- or above per month and Rs. 6,000,000/- or above per year. Hence, details of the employees of the Company as required pursuant to 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not furnished.

Having regard to the provisions of Section 136(1) read with its relevant proviso of the Companies Act, 2013, the disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, forming part of the Annual Report, is available for inspection at the registered office of the company during working hours.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EARNINGS AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is annexed herewith as Annexure – C.

MANAGEMENT DISCUSSION & ANALYSIS

Since the Company is not having any major activity, the question of Discussions & Analysis Report does not arise. As and when the Company resumes activity, a formal Report will be published in the Annual Report

CORPORATE GOVERNANCE

The Report on Corporate Governance and Auditors certificate on Compliance with the Code of Corporate Governance are provided and forms part of this report.

LISTING WITH STOCK EXCHANGE

The Company's equity shares are listed in Bombay Stock Exchange. The Company has paid the Listing Fees for the Financial year 2014-2015. The Company is taking necessary steps to pay the Listing Fees for the year 2015-2016.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

The provisions of Section 135 of the Companies Act 2013 pertaining to Corporate Social Responsibility are not applicable to the Company.

VIGIL MECHANISM:

In Compliance of Section 177 of Companies Act, 2013 and in terms of Clause 49 of the Listing Agreement, the Company has set up a Whistle Blower policy. In terms of the said policy the Directors and employees are given direct access to the Chairman of the Audit Committee to report genuine concerns or grievances. Adequate safeguards are in place against victimization of employees who availed the mechanism. The Company shall introduce Proper policy in respect of Prohibition of Sexual Harassment, in line with The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal), Act, 2013: as and when the company commences its activities.

RISK MANAGEMENT POLICY AND INTERNAL FINANCIAL CONTROL:

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company. The Audit Committee has also revisited the Risk Management Policy and has taken steps to strengthen the Risk Management process in keeping with the changes in the external environment and business needs.

INVICTA MEDITEK LIMITED

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. In addition to the Internal Control Systems, the Board has laid emphasis on adequate Internal Financial Controls to ensure that the financial affairs of the Company are carried out with due diligence. These are routinely tested and certified by the Internal Auditors. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of their knowledge, belief and according to the information's and explanations obtained by them, the Directors pursuant to Section 134 of the Companies Act, 2013 hereby state that:

- 1) in the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made for the same.
- 2) the directors had selected appropriate accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March 2015 and of the Loss of the Company for the year ended 31st March 2015
- 3) the directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities,
- 4) the annual accounts have been prepared the annual accounts on a going concern basis
- 5) the directors, had laid down proper and sufficient internal financial controls and policies and procedures of such internal financial controls are adequate and operating effectively.
- 6) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ANNUAL EVALUATION BY THE BOARD

Pursuant to Section 134 of Companies Act, 2013 and in compliance with the Listing Agreement the Board of Directors has carried out an annual performance evaluation of the Board, its Committees, and Directors individually, is carried out as per the criteria laid down by the Nomination and Remuneration Committee.

Accordingly, as per Schedule V of Companies Act, 2013 and Clause 49 of the Listing Agreement the Independent Directors of the Company at their separate meeting evaluated the performance of non independent directors and the Board as a whole. They also evaluated the performance of Chairman of the Company and flow of information from the Management to the Board.

ACKNOWLEDGEMENT:

Your Directors take this opportunity to express their thanks to the Shareholders, Customers, Suppliers Banks and Government for their valuable assistance and support.

Your Directors wish to place on record their appreciation of the sincere efforts put in by the employees of the Company at all levels.

On Behalf of the Board.
For INVICTA MEDITEK LTD.

Place: Chennai
Date: 01.12.2015

-sd-
R.Sundararaghavan
Managing Director
(DIN: 01197824)

-sd-
Swapna Sundararaghavan.
Director
(DIN: 01925157)

INVICTA MEDITEK LIMITED

ANNEXURE - A

Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
M/s. INVICTA MEDITEK LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. INVICTA MEDITEK LIMITED. (hereinafter called as "the Company"). Secretarial Audit was conducted in a manner that provided a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Invicta Meditek Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Invicta Meditek Limited ("the Company") for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 and rules made thereunder;
- (iii) The Depositories Act, 1996 and regulations and bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

We have been informed that, for the Financial year ended on 31st March, 2015, the following Acts & Regulations and Guidelines prescribed under SEBI Act are not applicable to the Company.

- a. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct and External Commercial Borrowings;
- b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- c. The Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- d. The Securities and Exchange Board of India (Issue and Listing of debt securities) Regulations, 2008;
- e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., subject to the following:

- 1. The Company has not appointed a Company Secretary and Chief Financial Officer as required under the first proviso of sub-section 1 of Section 203 of the Companies Act 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

INVICTA MEDITEK LIMITED

2. *The Chairman of the Board being an Executive Director, the requirement of one half of the Board consisting of Independent Directors is not in compliance with Clause 49 of the Listing Agreement.*
3. *The Company has granted loan to Mr. Sathish Kumar, Director of the Company during earlier period without obtaining prior approval from Central Government which is not in compliance with Section 295 of the Companies Act, 1956 (Section 185 of Companies Act, 2013). The outstanding loan amount as on 31.03.2015 is Rs. 70,47,151/-.*
4. *Mr. R.Sundararaghavan, Managing Director of the Company is the Chairman of the Stakeholders Relationship Committee, which is not in compliance with Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.*

We further report that there are no other laws specifically applicable to the company.

We further report that the applicable financial laws, such as the Direct and other Tax Laws, have not been reviewed under our audit as the same falls under the review of statutory audit and by other designated professionals.

We have also examined the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India **(Not applicable for the year 2014-15)**
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange.

We further report that:

- i) the board of directors of the Company is duly constituted with proper balance of executive directors, non-executive directors and Independent directors as per Section 149 of Companies Act, 2013. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013.
- ii) adequate notice is given to all directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting and other business which are not included in the Agenda are considered vide supplementary agenda subject to consent of the Board of Directors.
- iii) all the decisions at Board meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.
- iv) there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- v) the shareholders of the company have given their consent to borrow money in excess of paid up capital and free reserves and to create charge or mortgage the assets of the Company to an extent of Rs. 25 Crores in the Annual General meeting held on 30.09.2014.

We further report that during the audit period, there were no instances of:

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities.
- (iii) Foreign technical collaborations.

Place : Chennai
Date : 01.12.2015

For A.K JAIN & ASSOCIATES
Company Secretaries

-sd-

Balu Sridhar
Partner
FCS No. 5869
C. P. No. 3550

INVICTA MEDITEK LIMITED

ANNEXURE - C

STATEMENT CONTAINING PARTICULARS PURSUANT TO SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF DIRECTORS' REPORT

1. CONSERVATION OF ENERGY

(i) the steps taken or impact on conservation of energy;

The Company has been laying emphasis on the conservation of energy and taking several measures like effective control on utilization of energy and regular monitoring of its consumption etc. The adoption of energy conservation measures has helped the Company in reduction of cost and reduced machine down-time.

(ii) the steps taken by the Company for utilising alternate sources of energy;

During the year the Company has not taken any steps for utilizing alternate sources of energy. However the Company is exploring the opportunities to use alternate sources of energy such as solar power, LED lights, etc.

(iii) the capital investment on energy conservation equipments;

During the year the Company has not made any capital investment on energy conservation equipments.

II. TECHNOLOGY ABSORPTION

Research and Development

Though the Company does not have separate R&D establishment, activities are carried out by the design and quality control departments.

Technology absorption, adaptation and innovation

The manufacturing activity is confined to simple cutting and stitching of leather garments and hence absorption, adaptation and innovation of technology do not arise.

III. FOREIGN EXCHANGE EARNINGS AND OUTGO EARNINGS:

F O B Value of Exports. : NIL

Out Go:

Selling Expenses in Foreign Currencies: : NIL

Foreign Travel : NIL

On Behalf of the Board.
INVICTA MEDITEK LIMITED.,

Place: Chennai
Date: 01.12.2015

-sd-
R.Sundararaghavan
Managing Director
(DIN : 01197824)

-sd-
Swapna Sundararaghavan.
Director
(DIN : 01925157)

INVICTA MEDITEK LIMITED

CORPORATE GOVERNANCE **REPORT ON CORPORATE GOVERNANCE**

1. Introduction

The Company is complying with the mandatory requirements of the Code of Corporate Governance introduced by the SEBI and incorporated in Clause 49 of the Listing Agreement in all material respect effective from financial year 2002-2003.

2. Company Philosophy on Code of Corporate Governance:

The basic philosophy of the Company towards Corporate Governance is to protect and enhance the long-term value of all the stakeholders, shareholders, clients, creditors and employees. The Company is committed to achieve these objectives within the regulatory framework through transparency in dealings.

3. Board of Directors:

The Composition and category of the Board of Directors are detailed hereunder:

Name of Directors	Category
Mr. R Sundararaghavan	Promoter/Managing Director
Mr. M R Sathishkumar	Promoter/ Director
Mr. Naveen Lakshmanan	Independent Director
Mr. Sekar Somasundaram	Independent Director
Mrs. Swapna Sundararaghavan	Additional Director

During the year financial year ended 31st March 2015, the meetings of Board of Directors were held on 21.04.2014, 30.05.2014, 14.08.2014, 14.11.2014, 28.01.2015, 02.03.2015 and 23.03.2015.

The last AGM was held on **30.09.2014**.

The composition of Board of directors and their attendance at the meeting during the year and at the last annual general meeting as also number of other directorships/ memberships of committees are as follows:

Name of the Directors	Designation Category	No. of Board Meeting held in the year		Attendance in Last AGM	No. of Directorship held in other Public Limited Company	No. of Board Committee memberships held in other Public limited
		Held	Attended			
R.Sundararaghavan	Chairman & Executive	7	7	Yes	Nil	Nil
M R Sathishkumar	Director & Non Executive	7	1	No	Nil	Nil
Sekar Somasundaram	Director & Non Executive & Independent	7	6	No	Nil	Nil
Naveen Lakshmanan	Director & Non Executive & Independent	7	6	No	1	Nil
Swapna Sundararaghavan*	Additional Director	7	1	No	Nil	Nil

*Appointed as an Additional Director with effect from 23.03.2015.

Further the Board of Directors would like to inform the members that none of the Directors are disqualified to act as directors of this Company of any other Public Company under Section 164 and other applicable provisions of the Companies Act, 2013.

INVICTA MEDITEK LIMITED

4. Audit Committee:

The following are the members of the Audit Committee and their attendance in the meeting.

Name of Directors	Status	Held	Attended
Mr. Naveen Lakshmanan	Chairman	4	4
Mr R Sundararaghavan	Member	4	4
Mr. Sekar Somasundaram	Member	4	4

The Members of the Audit Committee met 4 times on **30.05.2014, 14.08.2014, 14.11.2014, and 28.01.2015.**

The terms of reference of the Audit committee cover the matter specified under Clause 49 of the Listing Agreement.

5. Nomination & Remuneration Committee:

The following are the members of the Remuneration Committee.

Name of Directors	Status
Mr. Sekar Somasundaram	Chairman
Mr Naveen Lakshmanan	Member
Mr R Sundararaghavan*	Member
Ms. Swapna Sundararaghavan**	Member

*Mr.Sundararaghavan has been resigned from the Committee with effect from 23.03.2015.

**Mr.Swapna Sundararaghavan has been appointed as the Chairman of the Committee with effect from 23.03.2015

The Committee did not meet during the year under review as no remuneration was paid to any of the Directors.

6. Stake Holders Relationship Committee:

The Committee is to look after transfer of shares and the investor's complaints, if any, and to redress the same expeditiously. The following are the Compositions of the members of Committee:

Name of Directors	Status
R Sundararaghavan	Chairman
Mr. Naveen Lakshmanan	Member
Mr. Sekar Somasundaram	Member

The member of Share Transfer Committee met 4 times on 10.07.2014, 30.09.2014, 10.12.2014 and 28.02.2015 .

No Complaints of any material nature were received during the year under review.

7. General Body Meetings:

The Last three AGM held as follows:

Financial Year ended	Location	Date	Time
31-03-2012	No.21/11, Second Floor, First Main Road, CIT Colony, Mylaopre , Chennai – 600 004.	28.09.2012	11.00 A.M
31.03.2013	No.21/11, Second Floor, First Main Road, CIT Colony, Mylaopre, Chennai – 600 004.	28.09.2013	10.30 A.M
31.03.2014	No.21/11, Second Floor , First Main Road, CIT Colony, Mylaopre, Chennai – 600 004.	30.09.2014	10.30 A.M

8. Disclosures:

(i) Related Party Disclosures:

INVICTA MEDITEK LIMITED

No transaction of material nature has been entered into by the Company with related Parties (i.e.) Directors, or Management, their subsidiaries or relatives conflicting with the Company's interest subject to that extent specified in the notes of Accounts.

(ii) Compliances by the Company

There were no instances of non-compliance by the Company on any matter related to Capital markets during the last three years.

9. Means of Communication:

Your company publishes the quarterly results, book closure/record dates in Trinity Mirror, an English daily and Makkal Kural, a Tamil daily being vernacular daily newspaper. These results are submitted to the Stock Exchanges to enable them to display the same on their website.

10. General Shareholder's information:

1.	Financial reporting for the First Quarter Second quarter Third quarter Fourth quarter	By Second Week of August 2015 By Fourth Week of October 2015 By Fourth Week of January 2016 By Fourth Week of April 2016
2.	Book Closure Date	From 26.12.2015 to 31.12.2015(Both days inclusive).
3.	Venue of AGM	On Thursday , the 31 st day of December, 2015 at 10.30 AM, Spencer Plaza, G-27, Ground Floor, Phase 1, Anna Salai, Chennai - 600002
4.	Dividend payment date	N. A.
5.	Listing on Stock Exchange	The Bombay Stock Exchange Ltd, Mumbai The Company has paid the Listing Fees for the year 2014-2015. Annual Listing Fees for the year 2015-16 is yet to be paid.
6.	Stock Code	523844

Stock Market data

The Shares of the Company are not frequently traded.

Distribution of shareholding as on **31.03.2015**:

No. of Equity Shares held	31st March 2015		
	No. of shares	No. of Share Holders	% of Share Holdings
Upto 500	440536	2815	84.4584
501 to 1,000	150244	176	5.2805
1,001 to 2,000	185035	119	3.5703
2,001 to 3,000	118874	46	1.3801
3,001 to 4,000	80425	23	0.6900
4,001 to 5,000	167030	35	1.0501
5,001 to 10,000	366322	46	1.3801
10,001 and above	5700575	73	2.1902
Total	7,209,041	3,333	100.0000

Shares dematerialized up to March 2015:

The shares of the Company are held both in physical and demat form. The shareholders of the Company are requested to dematerialize their shares so as to enable them to trade in the Stock Exchanges as our Company's shares are in compulsory demat list.

INVICTA MEDITEK LIMITED

A. Compliance Officer:

Mr. R. Sundararaghavan is the Compliance Officer. Shareholders may contact him at the following address.

INVICTA MEDITEK LIMITED

Spencer Plaza, G-27, Ground Floor, Phase – I

Anna Salai , Chennai – 600 002.

E-Mail: invictamedi@gmail.com Ph.No: 044-2849 2056 / 4210 9265

B. Investor Grievances: The Company has a regular system of attending to investor grievances. These grievances are promptly attended to and there is no complaint pending as on date.

C. Registrar and Share Transfer Agents: (Physical and Demat)

M/s. Cameo Corporate Services Limited

No. 1, Club House Road, Subramaniam Building, V-Floor, Chennai - 600 002

Share transfers are registered and returned in the normal course within a period of 15 days from the date of receipt, if the documents are order in all respects. Request for dematerialization of shares are processed and confirmation is given to the respective depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CSDL) within 15 days.

D. Investor Correspondence:

Shareholders can send in their correspondence to the Regd. Office at Spencer Plaza, G-27, Ground Floor, Phase – I, Anna Salai, Chennai - 600 002 of the company at or to the share transfer agents at the above address.

E. Intimation of Change of address, Bank details etc.

All the members are requested to notify immediately any change in their address, email id, bank details, bank mandate and nominate details to the Registrar and Share transfer agent of the Company

M/s. Cameo Corporate Services Limited

No.2, Club House Road, "Subramaniam Building V- Floor ,Chennai - 600 002

F. Share Holding Pattern

Share holding pattern as on **31.03.2015**

Category	No. of Shares	% of Share Holding
1. Promoters		
Indian Promoters	173544	2.41
Foreign Promoters & Directors	1,115,683	15.48
2. Persons Acting in Concert	0.00	0.00
Sub Total (1+ 2)	1,289,227	17.88
3. Institutional Investors		
a. Mutual Funds and UTI	NIL	NIL
b. Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/ Non Govt. Institutions	NIL	NIL
c. Foreign Institutional Investors	NIL	NIL
Sub Total (3)	NIL	NIL
4. Others		
a. Body Corporates	8,76,673	12.16
b. Indian Public	28,73,080	39.85
c. NRIs / OCBs	10,81,414	15.00
d. Foreign Nationals & HUF	10,88,647	15.10
e. Foreign Collaborators		
Sub Total (4)	5,919,814	82.12
GRAND TOTAL	7,209,041	100.00

G. Legal Proceedings:

There are no legal proceedings pending against the Company.

11. SUBSIDIARY COMPANY

The Company does not have any subsidiary company.

INVICTA MEDITEK LIMITED

12. CAUTIONARY STATEMENT

Details given herein above relating to various activities and future plans may be forward looking statements within the meaning of applicable laws and regulations. The actual performance may differ from those expressed or implied.

All material requirements with respect to Corporate Governance as stipulated in the Listing Agreement have been complied with.

Place: Chennai
Date: 30.05.2015

On behalf of the Board
For **INVICTAMEDITEKLIMITED**

-SD-
R. Sundararaghavan
Managing Director
(DIN : 01197824)

CORPORATE GOVERNANCE REPORTS

To
The Members of
Invicta Meditek Limited.

1. We have examined the compliance of conditions of Corporate Governance by Invicta Meditek Limited for the year ended **on 31st March 2015** as stipulated in **Clause 49** of the Listing Agreements of the said Company with Stock Exchange(s)
2. The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of procedures and implementation thereof, adopted by the company for ensuring the compliance of the Corporate Governance. It is neither the audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the condition of Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. As required by the Guidance Note issued by the Institute of Chartered Accountant of India, we state that as per the records maintained and certified by the Registrars of the Company, there were no investors grievances remaining unattended / pending for more than 30 days as at 31st March 2015.
5. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For P B Vijayaraghavan & Co.,
Chartered Accountants.
Firm Regd. No : 004721S.

-sd-
P.B.Srinivasan.
Partner.
M No:203774

Place : Chennai.
Date : 30.05.2015

INVICTA MEDITEK LIMITED

AUDITORS CERTIFICATE.

We have examined the attached Cash flow Statement of **Invicta Meditek Limited** for the year ended **31st March 2015**. The statement has been prepared by the Company in accordance with the requirements of clause 32 of the listing agreement(s) and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the company covered by our report of **31.03.2015** to the members of the Company.

**For P B Vijayaraghavan & Co.,
Chartered Accountants.,
Firm Regd. No : 004721S.**

**-sd-
P.B.Srinivasan.
Partner.
M No:203774.**

**Place : Chennai.
Date : 30.05.2015**

ANNEXURE - B

<p align="center">Form No. MGT-9</p> <p align="center">EXTRACT OF ANNUAL RETURN</p> <p align="center">as on the financial year ended on 31/03/2015</p> <p align="center">Of</p> <p align="center">INVICTA MEDITEK LIMITED</p> <p align="center">[Pursuant to Section 92(3) of the Companies Act, 2013 And Rule 12(1) of the Companies (Mgt. and Administration) Rules, 2014]</p>

I. REGISTRATION AND OTHER DETAILS:

(i)	CIN:	L51102TN1992PLC022948						
(ii)	Registration Date	25.06.1992						
(iii)	Name of the Company	INVICTA MEDITEK LIMITED						
(iv)	Category / Sub-category of the Company	Public Company / Having a Share Capital						
(v)	Address of the Registered office and contact details	Spencer Plaza, G-27 ,Ground Floor , Phase – I , Anna Salai, Chennai- 600 002. Tel: 044-2849 2056 / 42109265						
(vi)	Whether listed Company	Yes						
	If yes, details of stock exchanges where shares are listed	<table><tr><th>S.No</th><th>Stock Exchange Name</th><th>Code</th></tr><tr><td>1</td><td>Bombay Stock Exchange</td><td>INE537B01101</td></tr></table>	S.No	Stock Exchange Name	Code	1	Bombay Stock Exchange	INE537B01101
S.No	Stock Exchange Name	Code						
1	Bombay Stock Exchange	INE537B01101						
(vii)	Name and Address of Registrar & Transfer Agents (RTA)	Cameo Corporate Services Ltd No.1.Club House Road, Chennai, Tamilnadu – 600002 Tel: 044 - 28460390 Email id: cameo@cameoindia.com						

INVICTA MEDITEK LIMITED

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S.No	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Medical Equipments & Sale of Pharmaceuticals	325	NIL

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - NIL

IV. SHARE HOLDING PATTERN (EQUITY)

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	11962	0	11962	0.16	173544	0	173544	2.40	2.24
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other									
Sub Total (A)(1)	11962	0	11962	0.16	173544	0	173544	2.40	2.24
(2) Foreign									
a) NRI - Individuals	0	218430	218430	3.04	830597	285086	1115683	15.47	12.44
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies corporate	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Subtotal (A)(2)	0	218430	218430	3.04	830597	285086	1115683	15.47	12.44
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	11962	218430	230392	3.20	1004141	285086	1289227	17.88	14.68
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0

INVICTA MEDITEK LIMITED

d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (individual)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	525433	2400	527833	7.33	874273	2400	876673	12.16	4.83
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	720380	590823	1311203	18.18	772384	590223	1362607	18.90	0.72
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1956002	101400	2057402	28.53	1409073	101400	1510473	20.95	(7.58)
c) Others (specify)									
Hindu Undivided Families	116627	0	116627	1.61	99700	0	99700	1.38	(0.23)
Foreign Nationals	0	1188933	1188933	16.49	0	988947	988947	13.72	(2.77)
Non Resident Indians	837657	937742	1775399	24.62	143672	937742	1081414	15.00	(9.62)
Clearing Members	1252	0	1252	0.017	0	0	0	0.0000	(0.017)
Any Others	0	400	400	0.00	0	400	400	0.00	0
Sub-total (B)(2):-	4157351	2821298	6978649	96.80	3299102	2620712	5919814	82.11	(14.68)
Total Public Shareholding (B)=(B)(1)+(B)(2)	4157351	2821298	6978649	96.80	3299102	2620712	5919814	82.11	(14.68)

INVICTA MEDITEK LIMITED

C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	4169313	3039728	7209041	100	4303243	2905798	7209041	100	0

B) Shareholding of Promoter-

S. N	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Sathish Kumar	964027	13.37	0	1030683	14.29	0	0.92
2.	Dr .Smitha Kumar	85000	1.17	0	85000	1.17	0	0
3.	R .Sundararaghavan	20830	0.29	0	173544	2.40	0	2.11

C) Change in Promoters' Shareholding (please specify, if there is no change)

S No	Name	Shareholding at the beginning of the year (as on 01.04.2014)		Date	Increase / Decrease in Shareholding	% of Total Shares of the Company	Reason For Increase / Decrease	Cumulative Shareholding during the year (01.04.2014 - 31.03.2015)	
		No. of shares	% of total shares of the company					No. of shares	% of total shares of the company
1.	Sathish Kumar	964027	13.37	30.09.2014	199986	2.77	Market purchase	1164013	16.14
				05.12.2014	(133330)	(1.85)	Market sale	1030683	14.29
2.	R. Sundararaghavan	20830	0.29	30.06.2014	9460	0.13	Market purchase	30290	0.42
				12.09.2014	5540	0.07	Market purchase	35830	0.49
				30.09.2014	4214	0.05	Market purchase	40044	0.54
				19.12.2014	42650	0.59	Market purchase	82694	1.13
				27.03.2015	90850	1.26	Market purchase	173544	2.40

D) Shareholding Pattern of top ten Shareholders: (other than Directors, Promoters and Holders of GDRs and ADRs):

S No	Name	Shareholding at the beginning of the year (as on 01.04.2014)		Date	Increase / Decrease in Shareholding	% of Total Shares of the Company	Reason For Increase / Decrease	Cumulative Shareholding during the year (01.04.2014 - 31.03.2015)	
		No. of shares	% of total shares					No. of shares	% of total shares of the

INVICTA MEDITEK LIMITED

			of the compan y						company
1.	Abhilash J Mayur	539333	7.48	--	--	--	--	539333	7.4813
2.	Hemendra Ratilal Mehta	400053	5.54	30.06.2014	(42200)	(0.58)	Market sale	357853	4.96
				04.07.2014	(28200)	(0.39)	Market sale	329653	4.57
				11.07.2014	(28103)	(0.38)	Market sale	301550	4.1829
				14.08.2014	(28000)	(0.38)	Market sale	273550	3.7945
				29.08.2014	(10000)	(0.13)	Market sale	263550	3.6558
				19.09.2014	(17405)	(0.24)	Market sale	246145	3.4143
				25.09.2014	(12000)	(0.16)	Market sale	234145	3.2479
				30.09.2014	(16000)	(0.22)	Market sale	218145	3.0259
3.	Brian Boisseree	268333	3.72	--	--	--	--	268333	3.72
4.	Christopher Schott	260000	3.60	--	--	--	--	260000	3.60
5.	P shobha JT1 : Padam J Challani	252827	3.50	--	--	--	--	252827	3.50
6.	T P Anandh	175000	2.42	--	--	--	--	175000	2.42
7.	Michael Joseph Sullivan	129933	1.80	--	--	--	--	129933	1.80
8.	Muralidharan	129861	1.80	30.09.2014	(129861)	(1.80)	Market sale	0	0
9.	Master Capital Services Ltd	97948	1.35	25.07.2014	(11010)	(0.15)	Market sale	86938	1.20
				09.01.2015	(6015)	(0.08)	Market sale	80923	1.12
				23.01.2015	(42053)	(0.58)	Market sale	38870	0.54
				13.02.2015	(23870)	(0.33)	Market sale	15000	0.21
10.	SSJ Finance & Securities Pvt. Ltd	3800	0.05	19.09.2014	101703	1.4107	Market purchase	105503	1.4634
				25.09.2014	34201	0.4744	Market purchase	139704	1.9378
				30.09.2014	16448	0.2281	Market purchase	156152	2.1660
				10.10.2014	30200	0.4189	Market purchase	186352	2.5849
				17.10.2014	37050	0.5139	Market purchase	223402	3.0989
				31.10.2014	97954	1.3587	Market purchase	321356	4.4576
				14.11.2014	33000	0.4577	Market purchase	354356	4.9154
				21.11.2014	11500	0.1595	Market purchase	365856	5.0749
				28.11.2014	24500	0.3398	Market purchase	390356	5.4148
				31.12.2014	390356	5.4148	Market purchase	417321	5.7888
				16.01.2015	100	0.0013	Market purchase	417421	5.7902

E) Shareholding of Directors and Key Managerial Personnel:

S No	Name	Shareholding at the beginning of the year (as on 01.04.2014)		Date	Increase / Decrease in Sharehold ing	% of Total Shares of the Company	Cumulative Shareholding during the year (01.04.2014 - 31.03.2015)	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the compa

INVICTA MEDITEK LIMITED

								ny
1.	Sathish Kumar	964027	13.37	30.09.2014	199986	2.77	1164013	16.14
				05.12.2014	(133330)	(1.85)	1030683	14.29
2.	R. Sundararaghavan	20830	0.29	30.06.2014	9460	0.13	30290	0.42
				12.09.2014	5540	0.07	35830	0.49
				30.09.2014	4214	0.05	40044	0.54
				19.12.2014	42650	0.59	82694	1.13
				27.03.2015	90850	1.26	173544	2.40

V. INDEBTEDNESS: NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

B. Remuneration to other directors :

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NONE

Place: Chennai Date: 01.12.2015	-sd- R.Sundararaghavan Managing Director (DIN: 01197824)	On Behalf of the Board. INVICTA MEDITEK LIMITED., -sd- Swapna Sundararaghavan. Director (DIN" 01925157)
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INDEPENDENT AUDITOR'S REPORT

To the Members of INVICTA MEDITEK LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of INVICTA MEDITEK LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operated effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provision of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

INVICTA MEDITEK LIMITED

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Basis of Qualified Opinion

Short term loans and advances includes an amount of Rs. 70,47,151/- (amount sanctioned during the year Rs.Nil) beind outstanding of loans given to one the Director, without obtaining the prior approval of Central Government as per Sec.295 of the erstwhile Companies Act, 1956.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis of Qualified Opinion Paragraph, the financial statements give the information required by the Act in the manner so required and give true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- (b) in the case of the Statement of Profit and Loss, of the **loss** for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of Matter

Attention of the shareholders is drawn to Note No. 1 of Notes to accounts which elaborate the ability of the company to continue as a going concern. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

As required by section 143(3) of the Act, We report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b) In our opinion proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books (and proper returns adequate for the purpose of our audit have been received from the branches not visited by us.
- c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
- e) The going concern matter described in sub-paragraph(b) under the Emphasis of Matter paragraph above, in our Opinion, may have an adverse effect on the functioning of the Company.
- f) On the basis of written representation received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the director is disqualified as on 31 March, 2015 from being appointed as a director in terms of Section 164(2) of the Act.

**For P.B. Vijayaraghavan & Co.
Chartered Accountants
Firm Regn No. 004721S**

**Place:- Chennai
Date:- 30.05.2015**

-sd-

**P.B. Srinivasan
Partner
M No. 203774**

INVICTA MEDITEK LIMITED

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

Re: INVICTA MEDITEK LIMITED,

Referred to in paragraph 1 of our report of even date,

- i)
 - (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) Fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- ii)
 - (a) Physical verification of inventory has been conducted at reasonable intervals by the management;
 - (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- iii)
 - (a) The company has not given any loan to any of its directors during the year that has to be entered in the register maintained under section 189 of Companies Act.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business, for the purchase of inventory, fixed assets and for sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- v) The company has not accepted any deposits from public during the year. Hence the provisions of section 73 to 76 or other relevant provisions of the Companies Act, 2013 are not applicable.
- vi) The Central Government has not prescribed maintenance of cost records under section 148(1) of the Companies Act, 2013.
- vii) The company has generally been regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Income-Tax, Sales-Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable were in arrears, for a period more than six months from the date they become payable. The Employees' State Insurance Act does not apply to the company.
- viii) ***The company has accumulated losses more than 50% of its net worth and has incurred cash loss of Rs.8,51,757/- during the year and Rs.5,98,785/- during the preceding year.***
- ix) In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution, bank or debenture holders.
- x) The Company has not given any guarantee for loans taken by others from banks or financial institutions based on the record produced to us.

INVICTA MEDITEK LIMITED

- xi) The company has not taken any loans from the banks; hence this clause is not applicable.
- xii) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

Place - Chennai
Date - 30.05.2015

For P.B. Vijayaraghavan & Co.
Chartered Accountants.,
Firm Registration No. 004721S

-sd-
P.B. Srinivasan.
Partner.
M No. 203774.

INVICTA MEDITEK LIMITED

BALANCE SHEET AS AT 31.03.2015

(Amount in Rs.)

	PARTICULARS	SCH	31-03-2015	31-03-2014
I	<u>EQUITY & LIABILITIES</u>			
1	<u>Shareholders' funds.</u>			
	a)Share capital	1	7,20,90,410	7,20,90,410
	b.Reserves& Surplus	2	-6,44,91,637	-6,36,26,987
2	Share application money pending allotment			
3	<u>Non Current Liabilities</u>			
4	<u>Current Liabilities</u>			
	(a)Trade Payables		86,965	1,54,389
	(b) Other Current Liabilities		51,88,435	43,52,475
	(c) Short Term Provisions	3	16,12,354	16,12,354
	Total	4		
	<u>ASSETS</u>		1,44,86,527	1,45,82,640
	<u>Non-currentAssets</u>			
II	(a) <u>Fixed assets</u>			
	(1)Tangible assets	5		
1	(b) Long-term loans and advances	6	5,461	12,404
	<u>CurrentAssets</u>		5,76,074	5,76,074
	(a) Inventores	7	1,892,763	18,92,763
2	(b)Trade receivables	8	-	-
	(c) Cash and cash equivalents	9	17,761	27,254
	(d) Short-term loans and advances	10	1,19,82,420	1,20,62,098
	(e) Other current assets		12,047	12,047
	Total		1,44,86,527	1,45,82,640

For INVICTA MEDITEK LIMITED.,

-sd-
R.Sundararaghavan
Managing Director
(DIN : 01197824)

-sd-
Swapna Sundararaghavan.
Director
(DIN : 01925157)

For P.B.Vijayaraghavan & Co.,
Chartered Accountants
FRN : 004721S
-sd-
P.B.Srinivasan
Partner
M.No.203774

Place : Chennai
Date : 30.05.2015

INVICTA MEDITEK LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2015 (Amount in Rs)

	Particulars	Note No.	For the year ended 31st March 2015	For the year ended 31st March 2014
1.	<u>Revenue from operations</u>	11	0.00	0.00
2.	<u>Other Income</u>	12	0.00	0.00
3.	Total Revenue (I + II)			
4.	Expenses :		0.00	0.00
	Purchases of Stock-in-Trade Changes in inventories of finished goods, work-in-progress and		0.00	0.00
	Stock-in-Trade		0.00	0.00
	Employee benefits expense		248,400	2,48,400
	Depreciation and amortization expense		12, 893	4,574
	Other expenses	13	6,03,357	3,50,385
	Total expenses		8,64,650	6,03,359
5.	Profit before exceptional and extraordinary items and tax (III-IV)		-8,64,650	-6,03,359
6.	Exceptional items		-	-
7.	Profit before extraordinary items and tax (V-VI)		- 8,64,650	- 6,03,359
8.	Extraordinary items		-	-
9.	Profit before tax (VII-VIII)		-8,64,650	-6,03,359
10.	Tax expenses:		-	-
	(a) Current tax		-	-
	(b) Deferred tax		-	-
11.	Profit (Loss) for the period from continuing operations:(VII-VIII)		-8,64,650	-6,03,359
12.	Profit/(Loss) from discontinuing operations		-	-
13.	Tax expense of discontinuing operations		-	-
14.	Profit/(Loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
15.	Profit (Loss) for the period (XI-XIV)		-8,64,650	-6,03,359

Earning Per Shares

-0.12

-0.08

For INVICTA MEDITEK LIMITED.,

-sd-
R.Sundararaghavan
Managing Director
(DIN : 01197824)
Place : Chennai
Date : 30.05.2015

-sd-
Swapna Sundararaghavan.
Director
(DIN : 01925157)

For P.B.Vijayaraghavan & Co.,
Chartered Accountants
FRN : 004721S
-sd-
P.B.Srinivasan
Partner
M.No.203774

INVICTA MEDITEK LIMITED

Notes No.1 SHARE CAPITAL :

(Amount t in Rs.)

ShareCapital	As at 31March 2015		As at 31March 2014	
	Number	Rs.	Number	Rs.
<u>Authorised</u> 2,50,00,000 Equity shares of Rs.10 each	2,50,00,000	25,00,00,000	2,50,00,000	25,00,00,000
<u>Issued</u> 72,09,041 Equity shares of Rs.10 each	72,09,041	7,20,90,410	72,09,041	7,20,90,410
<u>Subscribed & Paidup</u> 72,09,041 Equity shares of Rs.10 each	72,09,041	7,20,90,410	72,09,041	7,20,90,410
Total	72,09,041	7,20,90,410	72,09,041	7,20,90,410

Particulars	Equity Shares			
	Number		Rs.	
Shares outstanding at the beginning of the year	72,09,041		7,20,90,410	
Shares Issued during the year	-		-	
Shares bought back during the year	-		-	
Shares outstanding at the end of the year	72,09,041		7,20,90,410	
Name of Shareholder	As at 31 March 2015		As at 31 March 2014	
	No of Shares held	% of Holding	No of Shares held	% of Holding
Mr.SATHISH KUMAR	10,30,693	14.30	9,64,027	13.37

Note No.2 Reserves & Surplus : INVICTA MEDITEK LIMITED (Amount in Rs.)

Reserves & Surplus	As at 31 st March 2015	As at 31 st March 2014
	Rs.	Rs.
a. Capital Reserves		
Opening Balance	52,81,355	52,81,355
(+) Current Year Transfer		
(-) Written Back in Current Year		
Closing Balance	52,81,355	52,81,355
b. Securities Premium Account		
Opening Balance	1,50,45,205	1,50,45,205
Add: Securities premium credited on Share issue	-	-
Less: <u>Premium Utilised for various reasons</u>	-	-
Premium on Redemption of Debentures for issuing Bonus Shares		
Closing Balance	1,50,45,205	1,50,45,205
c. Surplus		
Opening Balance	- 8,39,53,547	- 8,33,50,188
(+) Net Profit / (Net Loss) For the current year	- 8,64,650	- 6,03,359
(-) Transfer from Reserves		
(-) Proposed Dividends		
(-) Interim Dividends		
(-) Transfer to Reserves		-
Closing Balance	-8,48,18,197	-8,39,53,547
Total	- 6,44,91,637	-6,36,26,987

Note No.3 Other Current Liabilities :

Other Current Liabilities	As at 31 March 2015	As at 31 March 2014
	Rs.	Rs.
TDS Payable	10,674	10,674
Loan from Tvisha Capital Consultancy Private Ltd.	9,89,138	5,68,548
Loan from PHLP Computer Technologies Pvt. Ltd.	26,65,448	25,59,400
Other Payables	11,57,235	11,57,235
Excess Receipt on Preference Allotment	56,618	56,618
Loan From R Sundararaghavan	3,09,322	-
Total	51,88,435	43,52,475

Note No 4. SHORT TERM PROVISIONS :

Short Term Provisions	As at 31 March 2015	As at 31 March 2014
	Rs.	Rs.
Provision - Others	16,12,354	16,12,354
Total	16,12,354	16,12,354

INVICTA MEDITEK LIMITED

Note No.5 (Fixed Assets)

(Amount in Rs)

	Fixed Assets	Gross Block			Accumulated Depreciation			Net Block	
		Balance as at 1 April 2014	Additions/ (Disposals)	Balance as at 31 March 2015	Balance as at 1 April 2014	Depreciation charge for the year	Balance as at 31 March 2015	Balance as at 1 April 2014	Balance as at 31 March 2015
a	Tangible Assets								
1.	Computers	34,650	-	34,650	22,246	12,404	34,650	12,404	-
2.	Samsung Printer	-	5950	5,950	-	489	489	-	5,461
	Total	34,650	5,950	40,600	22,246	12,893	35,139	12,404	5,461

Note: No.6 Long term Loans and Advances

(Amount in Rs.)

Long Term Loans and Advances	As at 31 March 2015		As at 31 March 2014	
		Rs.		Rs.
a.) Security Deposits				
Secured ,considered good				
Unsecured, considered good				
Doubtful		5,76,074		5,76,074
Less: Provision for doubtful deposits		-		-
		-		-
		5,76,074		5,76,074

Note No. 7 Trade Receivables

(Amount in Rs.)

Trade Receivables	As at 31 March 2015	As at 31 March 2014
	Rs.	Rs.
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Secured, considered good	-	-
Unsecured, considered good	-	-
Unsecured, considered doubtful	-	-
Less: Provision for doubtful debts	-	-
	-	-

INVICTA MEDITEK LIMITED

Note No.8 Cash and cash equivalents

(Amount in Rs.)

Cash and cash equivalents	As at 31 March 2015	As at 31 March 2014
	Rs.	Rs.
a. Balances with banks*	10,426	19,919
b. Cheques, drafts on hand	-	-
c. Cash on hand	7,335	7,335
d. Others (specify nature)	-	-
Grand Total	17,761	27,254

Note No.9 Short term loans and Advances

Short-term loans and advances	As at 31 March 2015	As at 31 March 2014
	Rs.	Rs.
a. Loans and advances to related parties		
Unsecured, considered good	70,47,151	82,72,151
(Loan to Mr. Sathish Kumar - Director)		
	70,47,151	82,72,151
b. Others		
Unsecured, considered good	49,35,269	37,89,947
	49,35,269	37,89,947
Grand Total	1,19,82,420	1,20,62,098

	As at 31 March 2015	As at 31 March 2014
	Rs.	Rs.
Directors *	70,47,151	82,72,151
Other officers of the Company *		
Firm in which director is a partner *		
Private Company in which director is a member		
Grand Total	70,47,151	82,72,151

Note No.10 Other Current Assets

Other current assets	For the year ended 31 March 2015	For the year ended 31 March 2014
	Rs.	Rs.
Input Vat Credit	12,047	12,047

INVICTA MEDITEK LIMITED

Total	12,047	12,047
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Note No.11 Revenue from Operations

(Amount in Rs.)

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
	Rs.	Rs.
Sale of products	-	-
Sale of services	-	-
Other operating revenues	-	-
<u>Less:</u>		
Excise duty	-	-
Total	-	-

Note No.12 Other Income

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
	Rs.	Rs.
Interest Income (in case of a company other than a finance company)	-	-
Dividend Income	-	-
Net gain/loss on sale of investments	-	-
Other non-operating income (net of expenses directly attributable to such income)	-	-
Total	-	-

Note No.13 Other Expenses

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	Rs.	Rs.
Printing & Stationery	17,625	523
Advertisement	49,748	-
Annual Custodial Charges - Cameo	47,190	-
Audit Fee	16,854	16,854
AGM Expenses	2,500	0
Bank Charges	2,361	9,137
Fees and Subscription - MCA	15,400	2,000
E-Voting Charges	11,236	-
Postage and courier	54,780	429
Prior period expenses	-	56,372
Professional & Consultancy Charges	1,14,550	81,026
Rent - Office	1,20,000	1,20,000
Repair & Maintenance - (Computer)	12,700	-
Service Charges - (Cameo)	15,103	47,190
Listing Fees - (BSE Ltd)	1,12,360	16,854
Website Developments	10,950	-
Total	6,03,357	3,50,385

INVICTA MEDITEK LIMITED

Additional Information

(Amount
in Rs.)

Employee Benefits Expense	For the year ended 31 March 2015	For the year ended 31 March 2014
	Rs.	Rs.
(a) Salaries and incentives	248,400	2,48,400
(b) Contributions to -		
(i) Provident Fund		
(ii) Superannuation scheme	-	-
(c) Gratuity fund contributions	-	-
(d) Social security and other benefit plans for overseas employees	-	-
(e) expense on Employee Stock Option Scheme (ESOP) and Employee Stock Purchase Plan (ESPP),	-	-
(f) Staff welfare expenses	-	-
Total	248,400	2,48,400

Payments to the auditor as	For the year ended 31 March 2015	For the year ended 31 March 2014
	Rs.	Rs.
a. auditor	16,854	16,854
b. for taxation matters	-	-
c. for company law matters	16,854	56,180
d. for management services	-	-
e. for other services	6,742	6,742
f. for reimbursement of expenses	-	-
Total	40,450	79,776

INVICTA MEDITEK LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

Particulars		31st March 2015	31st March 2014
<u>Cash Flow from Operating Activities</u>			
Net Profit after Tax and Depreciation		- (8,64,650)	- (6,03,359)
Adjustment for Tax			
Adjustment for Depreciation		12,893 -	4,574
Assets Written Off		-	-
Impairment Loss on Fixed Assets		-	-
Asset Appreciation Loss/Profit on sale of Assets		-	-
Deferred Tax		-	-
Assets Written Off		-	-
Provision for Slow / Non Moving Stocks		12,893 -	4,574
		(8,51,757)	(5,98,785)
Sundry Debtors			
Loans & Advances		79,678	98,072
Other Current Assets		-	-
Current Liabilities		7,68,536	3,30,636
		8,48,214	4,28,708
Net Cash Flow from Operations	(A)	(3,543)	(1,70,078)
<u>Cash Flow from Investing Activities</u>			
Purchase of Fixed Assets		(5,950)	-
Sale of Fixed Assets		-	-
Net Cash Flow from Investing Activities	(B)	(5,950)	-
<u>Cash Flow from Financing Activities</u>			
Increase in Share Capital		-	
Increase in Share Premium		-	
Increase in Loan Funds		-	
Net Cash Flow from Financing Activities	(C)	-	-
Net Increase in Cash & Cash Equivalents (A+ B + C)		(9,493)	(1,70,078)
Add Cash and Cash Equivalents in the Beginning of the Period		27,254	1,97,332
Cash and Cash Equivalents at the end of the Period		17,761	27,254

For P.B.Vijayaraghavan & Co.,
Chartered Accountants
FRN : 004721S.

For Invicta Meditek Ltd.,

Sd-
R.Sundararaghavan.
Managing Director .

Place : Chennai
Date : 30.05.2015

-Sd-
Swapna Sundararaghavan.
Director.

-Sd-
P B.Srinivasan.
Partner

M.NO.203774.

INVICTA MEDITEK LIMITED

Notes on Accounts and Significant Accounting Policies

A) Significant Accounting Policies:

1) Basis of preparation:

The financial statements have been prepared in accordance with the Accounting Standards issued by the Institute of Chartered Accountant of India and the relevant provisions of the Companies Act, 2013.

2) Revenue Recognition:

Sales are recognized when the property in the goods passes to the buyer.

3) Fixed Assets:

Fixed Assets have been stated at cost less accumulated depreciation less impairment loss. Cost comprises of purchase price and any cost attributable to bring the assets into its working condition or its intended use.

4) Depreciation:

Depreciation is provided on Straight Line Basis and in accordance with the life prescribed in Schedule II to the Companies Act, 2013.

5) Inventories:

Inventories are valued at Cost and net realisable value whichever is lower.

6) Employees Benefits :

The company has registered itself with provident Fund Authorities and accordingly contributions are charged of to revenue.

B) Notes on Accounts

1) Discontinued Operation

The company has discontinued its operation since 24th of February 2009 and has sold its entire asset pursuant to sale agreement with TTK Healthcare Limited in the FY 2009-10. The company has accumulated losses of Rs.8,48,18,197/- which is more than 50% of its net worth, and had incurred cash losses of Rs.8,51,757/- during the financial year 2014-15 (FY 2013-14 Rs.5,98,785/-). Hence, all the assets and liabilities are adjusted to its net realisable value.

2) Loan to Directors

Short Term loans and advances includes as amount of Rs.70,47,151/- (amount sanctioned during the year Rs.Nil) being outstanding of loans given to one of the directors , without obtaining the prior approval of Central Government as per Sec.295 of erstwhile Companies Act 1956.

3) Previous year figures have been regrouped and recast to confirm with current year classification.

For Invicta Meditek Ltd.,

-sd-

R.Sundararaghavan.
Managing Director.

-sd-

Swapna Sundararaghavan.
Director.

As per our report of even date
For P.B.Vijayaraghavan &Co.,
Chartered Accountants.

FRN : 004721S.

-Sd-

P.B.Srinivasan.
Partner.
M.No. 203774.

INVICTA MEDITEK LIMITED

INVICTA MEDITEK LIMITED

BALANCE SHEET ABSTRACT AND COMPANIES GENERAL BUSINESS PROFILE

I Registration Details

Registration No.18-22948/1992 State Code 18
Balance Sheet Date 31-03-2015

II Capital raised during the year (Amount in Rs. 000')

Public Issue NIL
Right Issue NIL
Bonus Issue NIL
Private Placement NIL

III Position of Mobilisation and Deployment of Funds (Amount in Rs.000')

Total Liabilities 14486 Total Assets : 14486

Sources of Funds

Paid up Capital 72090
Reserves & Surplus -644.91
Secured Loans 0
Unsecured Loans 39639

Application of Funds

Net Fixed Assets 00005
Investments
Net Current Assets 14470
Accumulated Losses -84818
Deferred Tax Asset 0

IV Performance of Company

Turnover(Total Income) 0 Total Expenditure 865
Profit/Loss before Tax -865 Profit/Loss after Tax -865
(Please tick appropriate box + for profit - for loss)
Earning per share -0.12 Dividend % NIL

V Generic Names of Three Principal Products / Services of Company

(as per monetary terms)

Item Code NA
Product Description
Item Code NA
Product Description
Item Code NA
Product Description

For Invicta Meditek Limited

-Sd-

- -Sd-

Place: Chennai

R.Sundararaghavan.

Swapna Sundararaghavan.

Date : 30.05.2015

MANAGING DIRECTOR.

DIRECTOR.

INVICTA MEDITEK LIMITED

INVICTA MEDITEK LIMITED

CIN: L51102TN1992PLC022948

Spencer Plaza, G-27, Ground Floor, Phase 1, Anna Salai, Chennai -600 002

Tel: 044-2849 2056, e-mail: invictamedi@gmail.com

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered address:

E-mail Id:

Folio No./Client Id & DP. Id:

I/We, being the Member(s) ofshares of the above named Company, hereby appoint

1. Name : _____ Address : _____
Email Id : _____ Signature : _____, or failing him
2. Name : _____ Address : _____
Email Id : _____ Signature : _____, or failing him
3. Name : _____ Address : _____
Email Id : _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual general meeting of the company, to be held on the 31st day of December, 2015 at 10.30 A.M. at Spencer Plaza, G-27, Phase - I , Ground Floor , Anna Salai , Chennai - 600 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
1	Adoption of Financial Statements for the year ended 31 st March 2015.
2	Re-Appointment Mr. R. Sundararaghavan, who retires by rotation and being eligible offers himself for re-appointment.
3	Appointment of M/s. P.B. Vijayaraghavan & Co, Chartered Accountants, as Statutory Auditors.
4	Appointment of Mrs. Swapna Sundararaghavan, as Director of the Company

Signed this..... day of December 2015

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

INVICTA MEDITEK LIMITED

INVICTA MEDITEK LIMITED
CIN: L51102TN1992PLC022948
Spencer Plaza, G-27, Ground Floor, Phase 1, Anna Salai, Chennai -600002
Tel: 044-28492056 e-mail: invictamedi@gmail.com

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

*DP ID :	Folio No :
*Client Id:	No. of Shares :

Name and Address of the Shareholder :

I hereby record my presence at the 23rd Annual general meeting of the Company held on Thursday the 31st day of December, 2015 At 10.30 A.M. at . Spencer Plaza, G-27, Phase – I , Ground Floor , Anna Salai , Chennai – 600 002.

*Applicable for investors holding shares in electronic form
Proxy

Signature of Shareholder /

INVICTA MEDITEK LIMITED

REGD. POST / UCP

If undelivered please return to

INVICTA MEDITEK LIMITED

Spencer Plaza, G-27, Ground
Floor, Phase – I, #768/769,
Anna Salai, Chennai-600002

Ph : 044 28492056 / 044
42109265