

**INVICTA MEDITEK LIMITED**

**INVICTA MEDITEK LIMITED**

**2015 - 2016**

**24<sup>th</sup> ANNUAL REPORT**

## INVICTA MEDITEK LIMITED

CIN NO : L51102TN1992PLC022948

| Board of Directors          |                          |
|-----------------------------|--------------------------|
| Mr. R. Sundararaghavan      | Managing Director        |
| Mr. Sathish kumar           | Non – Executive Director |
| Mr. Naveen Lakshmanan       | Independent Director     |
| Mr. Sekar Somasundaram      | Independent Director     |
| Mrs. Swapna Sundararaghavan | Non – Executive Director |

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

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

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

| Registrar & Share Transfer Agents   |
|---|
| M/s. Cameo Corporate Services Ltd<br>No.2, Subramanian Building, Club House Road ,<br>Chennai – 600 002 |

# INVICTA MEDITEK LIMITED

## NOTICE TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT THE 24<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON FRIDAY, THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2016 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 31<sup>st</sup> March 2016 and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sathish Kumar (DIN:00198625), Director who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint **M/s. P.B. Vijayaraghavan & Co.,** Chartered Accountants, Chennai (FRN: 004721S) as Statutory Auditors of the Company from the conclusion of this Meeting till the conclusion of next Annual General Meeting and fix their remuneration.

### **SPECIAL BUSINESS:**

#### **4. To consider and if thought fit, to pass the following Resolution with or without modification(s) as a SPECIAL RESOLUTION:**

“RESOLVED that pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Naveen Lakshmanan (DIN:00425385), Independent Director of the Company, whose term of office expires on 30.09.2016 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company for a period of **2 (Two) years** with effect from 30.09.2016.”

“RESOLVED FURTHER THAT Mr. R SUNDARARAGHAVAN (DIN: 01197824), Managing Director, 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”.

#### **5. . To consider and if thought fit, to pass the following Resolution with or without modification(s) as a SPECIAL RESOLUTION:**

“RESOLVED that pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sekar Somasundaram (DIN:06430166), Independent Director of the Company, whose term of office expires on 30.09.2016 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company for a period of **5 (Five) years** with effect from 30.09.2016.”

“RESOLVED FURTHER THAT Mr.Rajamani Ragavachari Sundararaghavan (DIN: 01197824), Managing Director, 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: 06.09.2016

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 Register of members and the share transfer books of the company will remain closed from Saturday, the **24<sup>th</sup> day of September, 2016 to Friday, the 30<sup>th</sup> day of September, 2016** (Both Days Inclusive) for the purpose of Annual General Meeting.
4. Members are requested to notify immediately any changes in their registered address to the Company's share transfer agents / Company's Registered Office.
5. 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.
6. 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.
7. As a Green Initiative the Company during the previous year had sent the Annual Report / Notice / Communications to the Shareholders through E-mail. The Company wishes to maintain the same in future. Hence, members are requested to send their e-mail id mentioning their membership / folio numbers to the Company. Electronic copy of the Annual Report for 2015 – 2016 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(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 2015-2016 is being sent in the permitted mode.
8. **Information required under Regulation 36(3) of the SEBI (LODR) Regulation, 2016:**

Directors seeking re-appointment at the ensuing Annual General Meeting, are detailed hereunder. The Directors have furnished the requisite declarations for their appointment.

| Name   | Mr. Sathish Kumar  | Mr. Naveen Lakshmanan                                    | Mr. Sekar Somasundaram   |
|--|--|--|--|
| Date of Birth  | 21.09.1966   | 20.09.1974   | 09.10.1951   |
| Qualification  | ME, MBA.,  | BE.,   | B. Sc., B.L  |
| Nature of Expertise  | More than 20 years of experience in engineering and Manufacturing services | More than 10 years of experience in Manufacturing field. | More than 35 years of Experience in administration and other legal Services. |
| Date of First Appointment  | 01.07.2005   | 05.01.2011   | 26.11.2012   |
| Name of the other Public Limited Companies in which He / She holds | NIL  | The Malabar Dyeing And Finishing Mills Ltd               | NIL  |

## INVICTA MEDITEK LIMITED

|   |           |     |     |
|---|-----------|-----|-----|
| Directorship  |           |     |     |
| Chairman/Membership of the committees of other public limited companies | NIL       | NIL | NIL |
| No. Of Shares held in the Company                                       | 10,30,683 | NIL | NIL |

### 9. 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 26<sup>th</sup> day of September, 2016 (09.00 a.m. IST) and ends on Thursday the 29<sup>th</sup> day of September, 2016 (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, 23<sup>rd</sup> day of September, 2016 may cast their vote electronically. The e-voting module shall be disabled by Central Depository Services Limited (CDSL) for voting thereafter.

- (i) The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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"> <li>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 Label</li> <li>In 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.</li> </ul> |
| DOB | 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.   |

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|                       |   |
|-----------------------|---|
| 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"> <li>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).</li> </ul> |
|-----------------------|---|

- (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 "**INVICTA MEDITEK LIMITED**" on which you choose to vote.
- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) **Other instructions:**
- (a) The e-voting period begins on Monday **the 26th day of September, 2016 (09.00 a.m. IST) and ends on Thursday the 29th day of September, 2016 (05.00 p.m. IST).** During this period shareholders' of the Company, holding shares either in physical form

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or in dematerialized form, as on the **cut-off date 23<sup>rd</sup> September, 2016** 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 Friday, 23<sup>rd</sup> day of September, 2016.
- (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 at least 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.

Place: Chennai  
Date: 06.09.2016

For and on behalf of Board  
**Invicta Meditek Limited**  
-sd-  
R. Sundararaghavan  
Managing Director  
(DIN: 01197824)

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

#### ITEM NO.4:

Mr. Naveen Lakshmanan (DIN: 00425385), aged 42 years, is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in January, 2011. He is the Chairman of the Nomination and Remuneration Committee and Audit Committee of the Board of the Company. Also he is a member of Share Transfer/ Investors Grievance Committee.

Mr. Naveen Lakshmanan holds Bachelor Degree in Engineering. He is having more than 10 years of experience in the field of manufacturing. Having such experience, he has provided guidance and supported the Board at the time of decision making.

Mr. Naveen Lakshmanan, was appointed as an Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013, for a period of two years effective from the conclusion of Annual General Meeting of the Company held on 30.09.2014. In the opinion of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Naveen Lakshmanan fulfills the conditions specified in the Act and rules made there under for his re-appointment as an Independent Director of the Company and is independent of the management. The Company has received consent from him to continue as an Independent Director of the Company and a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Naveen Lakshmanan for the office of Director of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Naveen Lakshmanan as an Independent Director. As per Section 149(11) and other applicable provisions, if any, of the Companies Act, 2013, the re-appointment of Independent Director requires consent of the shareholders by way of Special resolution. Hence, the members are requested to re-appoint Mr. Naveen Lakshmanan as an Independent Director of the Company, not liable to retire by rotation, for a period of 2 ( two years ) with effect from 30.09.2016.

Except Mr. Naveen Lakshmanan, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 04.

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### **ITEM NO.5:**

Mr. Sekar Somasundaram (DIN: 06430166), aged 65 years, is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in November, 2012. He is a member of Nomination and Remuneration Committee and Share Transfer / Investors Grievance Committee of the Board of the Company. Mr. Sekar Somasundaram holds Bachelor Degree in Law and Science. He is having more than 35 years of experience in legal and general administration.

Mr. Sekar Somasundaram, was appointed as an Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013, for a period of two years effective from the conclusion of Annual General Meeting of the Company held on 30.09.2014. In the opinion of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Sekar Somasundaram fulfills the conditions specified in the Act and rules made there under for his re-appointment as an Independent Director of the Company and is independent of the management. The Company has received consent from him to continue as an Independent Director of the Company and a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Sekar Somasundaram for the office of Director of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sekar Somasundaram as an Independent Director. As per Section 149(11) and other applicable provisions, if any, of the Companies Act, 2013, the re-appointment of Independent Director requires consent of the shareholders by way of Special resolution. Hence, the members are requested to re-appoint Mr. Sekar Somasundaram as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 ( five years) with effect from 30.09.2016.

Except Mr. Sekar Somasundaram, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 05.

### **DIRECTORS REPORT TO THE MEMBERS**

Your Directors take pleasure in presenting the Twenty Fourth Annual Report and that of the Auditors' together with the audited Balance Sheet as at 31<sup>st</sup> March 2016 and the Profit/ Loss Account for the year ended on that date.

#### **1. FINANCIAL PERFORMANCE**

| Particulars                                      | Rupees in Rs.     |                   |
|--|-------------------|-------------------|
|  | 2015-2016         | 2014-2015         |
| Total Income                                     | 0.00              | 0.00              |
| Total Expenses                                   | 8,71,874          | 8,64,650          |
| <b>Profit /(Loss) before Tax</b>                 | <b>(8,71,874)</b> | <b>(8,64,650)</b> |
| Less: Tax Expenses                               | -                 | -                 |
| <b>Profit /(Loss) after Depreciation and Tax</b> | <b>(8,71,874)</b> | <b>(8,64,650)</b> |

#### **2. DIVIDEND:**

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

#### **3. RESERVES:**

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

#### **4. 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

#### **5. AUDITORS:**

M/s. P.B. Vijayaraghavan & Co., Chartered Accountants, Chennai (FRN: 004721S), were appointed as Statutory Auditors of the company in the 23<sup>rd</sup> Annual General Meeting of the Company held on 31.12.2015 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 2016-2017. The Statutory Auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013 and rules framed there under for their appointment as



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Statutory Auditors of the Company. The necessary resolution is being placed before the shareholders for approval.

### 6. COMMENTS ON AUDITORS' REPORT:

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

| Qualification   | Reply  |
|---|--|
| The Company's Short term loans and advances includes an amount of Rs.70,47,151 (amount sanctioned during the year Rs. Nil) being outstanding of loans given to one of the Director, without obtaining the prior approval of Central Government as per Section 185 of the Companies Act, 2013. | Your Management is taking necessary steps to comply with the provisions of the Act.                                    |
| An amount of Rs.56,618 pending preferential allotment is required to be transferred, to the Investor Education and Protection Fund by the Company.  | The management is taking necessary steps to transfer the required amount to the Investor Education and Protection Fund |

### 7. 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, 2016. 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 is taking necessary steps for the same. |
| In absence of Company Secretary the Company has not complied with Regulation 6 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, viz., appointment of Company Secretary as Compliance officer.                                       | The Company is in the process of identifying suitable candidate for the designation of Company Secretary and is taking necessary steps for the same.                             |
| 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 31.03.2016 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.  | The Board noted the same and accordingly will take necessary steps to comply with the provisions of the Act.   |
| The Company has not appointed Internal Auditor, which is not in compliance with Section 138 of the Companies Act, 2013.   | The Board is taking necessary steps to appoint the Internal Auditor.   |
| The Company has not paid listing fees to the stock exchange for the financial year 2015-2016.   | The Company is taking necessary steps to pay the listing fees.   |
| The Company has not published the notice of meeting of the board of directors where financial results shall be discussed in the newspaper which is not in compliance with Regulation 47 of Securities and Exchange Board of India (Listing  | The Company in upcoming years will publish the same.   |

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|   |  |
|---|--|
| Obligations and Disclosure Requirements) Regulations, 2015.   |  |
| The Company has not transferred Rs.56,618/- pending preferential allotment to the Investor Education And Protection Fund. | The management is taking necessary steps to transfer the required amount to the Investor Education and Protection Fund |

### 8. 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

### 9. CORPORATE GOVERNANCE:

Regulation (15) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, does not apply to our Company as our company's Equity capital and Net worth is below the Threshold limit prescribed under the said regulation and hence the report on Corporate Governance is not provided.

### 10. 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.

### 11. RELATED PARTY TRANSACTIONS:

All transaction with Related Parties entered during the financial year were in the ordinary course of business and on an arm's length basis. The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, in Form AOC -2 is appended as **Annexure – "B"**.

### 12. 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.

Mr. Sathish kumar (DIN: 00198625), Director, retires by rotation and being eligible, offers himself for re-appointment.

The Company had appointed Mr. Naveen Lakshmanan and Mr. Sekar Somasundaram were appointed as Independent Directors of the Company in the 22<sup>nd</sup> Annual General Meeting of the Company held on 30th September, 2014 for a period of 2 years. Pursuant to Section – 149 of Companies Act, 2013 they holds the office upto 29.09.2016. The Company has received notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of the Independent Directors for the office of Director of the Company. The Board recommends their continuation as Independent Director.

### 13. BOARD MEETINGS:

Five Board Meetings were held during the year under review on 30.05.2015, 14.08.2015, 14.11.2015, 01.12.2015 and 12.02.2016 and the gap between two Board meetings were not more than 120 days.

| Name of the Director       | No. of Board Meetings Attended | No. of Directorship & Committee Membership in other Public |                      |
|----------------------------|--------------------------------|--|----------------------|
|                            |                                | Directorship   | Committee Membership |
| Mr.R.Sundararaghavan       | 5                              | Nil  | Nil                  |
| Mr .Sathish Kumar          | 1                              | Nil  | Nil                  |
| Mr. Naveen Lakshmanan      | 5                              | Nil  | Nil                  |
| Mr. Sekar Somasundaram     | 5                              | Nil  | Nil                  |
| Mrs.Swapna Sundararaghavan | 5                              | Nil  | Nil                  |

## INVICTA MEDITEK LIMITED

### 14. COMMITTEES OF THE BOARD:

#### a) *Audit Committee*

Pursuant to provisions of Section 177 of the Companies Act, 2013, the terms of reference of Audit Committee of the Board was revised in accordance with terms of reference prescribed therein.

During the financial year ended 31st March 2016, four Audit Committee Meetings were held on 30.05.2015, 14.08.2015, 14.11.2015 and 12.02.2016. Detailed disclosure on compositions and the details of meetings attended by the Members are as follows:

| Name of the Person    | Category | No. of Meetings |          |
|-----------------------|----------|-----------------|----------|
|                       |          | Held            | Attended |
| Mr Naeen Lakshmanan.  | Chairman | 4               | 4        |
| Mr.R Sundararaghavan  | Member   | 4               | 4        |
| Mr.Sekar Somasundaram | Member   | 4               | 4        |

#### 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 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 Nomination and Remuneration Committee Comprises of the following Directors as on March 31, 2016:

| Name of the Person         | Category    |
|----------------------------|-------------|
| Mr.Sekar Somasundaram      | Chairperson |
| Mr Naeen Lakshmanan        | Member      |
| Mrs.Swapna Sundararaghavan | Member      |

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.

The Committee during the year under review met on 14.11.2015. All the members were present in the said meeting.

#### c) *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   |

## **INVICTA MEDITEK LIMITED**

The member of Share Transfer Committee met 3 times on 10.04.2015, 10.06.2015, and 20.06.2015.

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

### **15. EXTRACTS OF THE ANNUAL RETURN:**

Extracts of Annual Return of the Company in prescribed Form MGT – 9 for the Financial Year Ended 31<sup>st</sup> March, 2016 is attached to the report by way of **Annexure – C**.

### **16. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:**

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.

### **17. 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.

### **18. PARTICULARS OF EMPLOYEES:**

None of the employees draws remuneration of Rs. 8,50,000/- or above per month and Rs. 1,02,00,000/- 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.

### **19. 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 – D**.

### **20. 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.

### **21. LISTING WITH STOCK EXCHANGE**

The Company's equity shares are listed in Bombay Stock Exchange. The Company has not paid the Listing Fees for the Financial year 2015-2016. The Company is taking necessary steps to pay the Listing Fees in the Financial year 2016-2017.

### **22. 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.

### **23. VIGIL MECHANISM:**

In Compliance of Section 177 of Companies Act, 2013, 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.

## **INVICTA MEDITEK LIMITED**

### **24. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL), ACT, 2013:**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal), Act, 2013. During the year under review no complaints have been received.

### **25. 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.

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.

### **26. DIRECTORS' RESPONSIBILITY STATEMENT:**

To the best of their knowledge, belief and according to the information 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 2016 and of the Loss of the Company for the year ended 31<sup>st</sup> March 2016
- 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.

### **27. ANNUAL EVALUATION BY THE BOARD:**

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- a) Attendance of Board Meetings and Board Committee Meetings;
- b) Quality of contribution to Board deliberations;
- c) Strategic perspectives or inputs regarding future growth of Company and its performance;
- d) Providing perspectives and feedback going beyond information provided by the management;
- e) Commitment to shareholder and other stakeholder interests.

The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his / her evaluation.

### **28. INVESTOR EDUCATION AND PROTECTION FUND:**

An amount of Rs.56,618/- pending preferential allotment is required to be transferred, to the Investor Education And Protection Fund

## INVICTA MEDITEK LIMITED

### 29. 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.

Place: Chennai  
Date: 06.09.2016.

On Behalf of the Board  
For **INVICTA MEDITEK LTD**

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

-sd-  
Swapna Sundararaghavan  
Director  
(DIN: 01925157)

### ANNEXURE - A

#### Form No. MR-3

#### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2016

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

To  
The Members,  
INVICTA MEDITEK LIMITED  
Spencer Plaza, G-27, Ground Floor,  
Phase 1, Anna Salai, Chennai - 600002

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"). The secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company'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 31.03.2016, complied with the statutory provisions listed hereunder 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 the Company for the financial year ended on 31.03.2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the 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 (up to 14<sup>th</sup> May, 2015) and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective 15<sup>th</sup> May, 2015);
- (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 (Depositories and Participants) Regulations, 1996;
- (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective 1<sup>st</sup> December, 2015).

## INVICTA MEDITEK LIMITED

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (effective 1<sup>st</sup> July, 2015).

(ii) The Listing Agreements entered into by the Company with BSE Limited (BSE). (effective upto 30<sup>th</sup> November, 2015).

We report that, the provisions of the following regulations are not applicable to the Company during the audit period:-

- (a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We further report that, the Company has no Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing during the year.

We further report that, having regard to the compliance system prevailing in the Company and based on the written representations received from the officials/executives of the Company, we state that there are adequate systems and processes commensurate with the size and operations of the company to monitor and ensure compliance of the following laws applicable specifically to the Company;

- (a) The Water (Prevention and Control of Pollution) Act, 1974.
- (b) The Air (Prevention and Control of Pollution) Act, 1981.

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

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

- (i) ***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.***
- (ii) ***In absence of Company Secretary the Company has not complied with Regulation 6 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, viz., appointment of Company Secretary as Compliance officer.***
- (iii) ***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/-.***
- (iv) ***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.***
- (v) ***The Company has not appointed Internal Auditor, which is not in compliance with Section 138 of the Companies Act, 2013.***
- (vi) ***The Company has not paid listing fees to the stock exchange for the financial year 2015-2016.***
- (vii) ***The Company has not published the notice of meeting of the board of directors where financial results shall be discussed in the newspaper which is not in compliance with Regulation 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.***

## INVICTA MEDITEK LIMITED

(viii) *The Company has not transferred Rs.56,618/- towards pending preferential allotment to the Investor Education And Protection Fund.*

### We further report that

- (a) the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- (b) adequate notice is given to all the 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.
- (c) Majority decision is carried through while there were no dissenting members.
- (d) 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.

**For A.K.JAIN & ASSOCIATES**  
Company Secretaries

Place: Chennai  
Date: 02-09-2016.

-sd-  
**BALU SRIDHAR**  
Partner  
M.No. F5869  
C.P. No. 3550

**This report is to be read with our letter of even dated which is annexed as Annexure A and form an integral part of this report.**

### Annexure A

To,  
The Members,  
INVICTA MEDITEK LIMITED  
Spencer Plaza, G-27, Ground Floor,  
Phase 1, Anna Salai, Chennai – 600 002

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial Records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliances of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.



## INVICTA MEDITEK LIMITED

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For A.K.JAIN & ASSOCIATES

Company Secretaries

Place: Chennai

Date: 02-09-2016.

-sd-

**BALU SRIDHAR**

Partner

M.No. F5869

C.P. No. 3550

**ANNEXURE-B**

### Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

**1. Details of contracts or arrangements or transactions not at arm's length basis: NIL**

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

| Sl. No | Particulars  | Details  |
|--------|--|--|
| (a)    | Name(s) of the related party and nature of relationship                                    | Tvisha Capital Investments Consultancy Private Limited<br>(Interested Director)  |
| (b)    | Nature of contracts / arrangements / transactions  | To take on lease of property.  |
| (c)    | Duration of the contracts / arrangements/transactions                                      | 14.11.2015 - 13.09.2016  |
| (d)    | Salient terms of the contracts or arrangements or transactions including the value, if any | Taken on lease the property owned by M/s. Tvisha Capital Investments Consultancy Private Limited situated at Spencer Plaza, G-27, Ground Floor, Phase 1, Anna Salai, Chennai -600 002.<br><br>Rs.10,000/-Per month towards monthly rent. |
| (e)    | Date(s) of approval by the Board   | 14.11.2015   |
| (f)    | Amount paid as advances, if any  | Lease advance of Rs.1,00,000/- paid towards security deposit   |

Place: Chennai

Date:06.09.2016.

On Behalf of the Board.

**INVICTA MEDITEK LIMITED.,**

-sd-

R.Sundararaghavan  
Managing Director  
(DIN: 01197824)

-sd-

Swapna Sndararaghavan  
Director  
(DIN" 01925157)

# INVICTA MEDITEK LIMITED

ANNEXURE - C

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**as on the financial year ended on 31/03/2016**  
**Of**  
**INVICTA MEDITEK LIMITED**

[Pursuant to Section 92(3) of the Companies Act, 2013  
And  
Rule 12(1) of the Companies (Mgt. and Administration) Rules, 2014]

## I. REGISTRATION AND OTHER DETAILS:

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

## 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-2015] |          |          |                   | No. of Shares held at the end of the year[As on 31-March-2016] |          |        |                   | % Change during the year |
|--------------------------|--|----------|----------|-------------------|--|----------|--------|-------------------|--------------------------|
|                          | Demat  | Physical | Total    | % of Total Shares | Demat  | Physical | Total  | % of Total Shares |                          |
| <b>A. Promoters</b>      |  |          |          |                   |  |          |        |                   |                          |
| <b>(1) Indian</b>        |  |          |          |                   |  |          |        |                   |                          |
| a) Individual/HUF        | 1,73,544   | 0        | 1,73,544 | 2.41              | 52,781   | 0        | 52,781 | 0.73              | (1.68)                   |
| 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                        |

# INVICTA MEDITEK LIMITED

|  |                  |                 |                  |              |                 |                 |                  |              |               |
|--|------------------|-----------------|------------------|--------------|-----------------|-----------------|------------------|--------------|---------------|
| f) Any other   |                  |                 |                  |              |                 |                 |                  |              |               |
| <b>Sub Total (A)(1)</b>  | <b>1,73,544</b>  | <b>0</b>        | <b>1,73,544</b>  | <b>2.41</b>  | <b>52,781</b>   | <b>0</b>        | <b>52,781</b>    | <b>0.73</b>  | <b>(1.68)</b> |
| <b>(2) Foreign</b>   |                  |                 |                  |              |                 |                 |                  |              |               |
| a) NRI Individuals -   | 8,30,597         | 2,85,086        | 11,15,683        | 15.49        | 8,30,597        | 2,85,086        | 11,15,683        | 15.48        | 0             |
| 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             |
| <b>Subtotal (A)(2)</b>   | <b>8,30,597</b>  | <b>2,85,086</b> | <b>11,15,683</b> | <b>15.49</b> | <b>8,30,597</b> | <b>2,85,086</b> | <b>11,15,683</b> | <b>15.48</b> | <b>0</b>      |
| <b>Total shareholding of Promoter (A) = (A)(1) + (A)(2)</b>              | <b>10,04,141</b> | <b>2,85,086</b> | <b>12,89,227</b> | <b>17.89</b> | <b>8,83,378</b> | <b>2,85,086</b> | <b>11,68,464</b> | <b>16.21</b> | <b>(1.68)</b> |
| <b>B. Public Shareholding</b>  |                  |                 |                  |              |                 |                 |                  |              |               |
| <b>1. Institutions</b>   |                  |                 |                  |              |                 |                 |                  |              |               |
| 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             |
| 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             |
| <b>Sub-total (B)(1):-</b>  | <b>0</b>         | <b>0</b>        | <b>0</b>         | <b>0</b>     | <b>0</b>        | <b>0</b>        | <b>0</b>         | <b>0</b>     | <b>0</b>      |
| <b>2. Non-Institutions</b>   |                  |                 |                  |              |                 |                 |                  |              |               |
| <b>a) Bodies Corp.</b>   |                  |                 |                  |              |                 |                 |                  |              |               |
| i) Indian  | 8,74,273         | 2,400           | 8,76,673         | 12.16        | 6,91,723        | 2,400           | 6,94,123         | 9.63         | (2.53)        |
| ii) Overseas   | 0                | 0               | 0                | 0            | 0               | 0               | 0                | 0            | 0             |
| <b>b) Individuals</b>  |                  |                 |                  |              |                 |                 |                  |              |               |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 7,72,384         | 5,90,223        | 13,62,607        | 18.90        | 8,65,562        | 5,90,023        | 14,55,585        | 20.19        | 1.29          |

## INVICTA MEDITEK LIMITED

|  |                  |                  |                  |              |                  |                  |                  |              |             |
|--|------------------|------------------|------------------|--------------|------------------|------------------|------------------|--------------|-------------|
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 14,09,073        | 1,01,400         | 15,10,473        | 20.95        | 16,13,332        | 2,31,333         | 18,44,665        | 25.59        | 4.64        |
| <b>c) Others (specify)</b>   |                  |                  |                  |              |                  |                  |                  |              |             |
| Hindu Undivided Families   | 99,700           | 0                | 99,700           | 1.38         | 1,06,226         | 0                | 1,06,226         | 1.47         | 0.09        |
| Foreign Nationals  | 0                | 9,88,947         | 9,88,947         | 13.72        | 0                | 8,59,014         | 8,59,014         | 11.92        | (1.80)      |
| Non Resident Indians   | 1,43,672         | 9,37,742         | 10,81,414        | 15.00        | 2,28,222         | 8,52,742         | 10,80,964        | 14.99        | (0.01)      |
| Clearing Members   | 0                | 0                | 0                | 0            | 0                | 0                | 0                | 0            | 0           |
| Any Others   | 0                | 0                | 0                | 0            | 0                | 0                | 0                | 0            | 0           |
| <b>Sub-total (B)(2):-</b>  | <b>3299102</b>   | <b>26,20,712</b> | <b>59,19,814</b> | <b>82.11</b> | <b>35,05,065</b> | <b>25,35,512</b> | <b>60,40,577</b> | <b>83.79</b> | <b>1.68</b> |
| <b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>                               | <b>32,99,102</b> | <b>26,20,712</b> | <b>59,19,814</b> | <b>82.11</b> | <b>35,05,065</b> | <b>25,35,512</b> | <b>60,40,577</b> | <b>83.79</b> | <b>1.68</b> |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                           | <b>0</b>         | <b>0</b>         | <b>0</b>         | <b>0</b>     | <b>0</b>         | <b>0</b>         | <b>0</b>         | <b>0</b>     | <b>0</b>    |
| <b>Grand Total (A+B+C)</b>   | <b>43,03,243</b> | <b>29,05,798</b> | <b>72,09,041</b> | <b>100</b>   | <b>43,88,443</b> | <b>28,20,598</b> | <b>72,09,041</b> | <b>100</b>   | <b>0</b>    |

### 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      | 1030683                                   | 14.29                            | 0  | 1030683                              | 14.29                            | 0  | 0   |
| 2.  | Dr .Smitha Kumar   | 85000                                     | 1.18                             | 0  | 85000                                | 1.18                             | 0  | 0   |
| 3.  | R. Sundararaghavan | 173544                                    | 2.41                             | 0  | 52781                                | 0.73                             | 0  | -0.67                                     |

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

| S No | Name | Shareholding at the beginning of the year (as on 01.04.2015) |                      | Date | Increase / Decrease in Shareholding | % of Total Shares of the Company | Reason For Increase / Decrease | Cumulative Shareholding during the year (01.04.2015 - 31.03.2016) |                      |
|------|------|--|----------------------|------|-------------------------------------|----------------------------------|--------------------------------|---|----------------------|
|      |      | No. of shares  | % of total shares of |      |                                     |                                  |                                | No. of shares   | % of total shares of |

# **INVICTA MEDITEK LIMITED**

|    |                    |        | the<br>company |            |          |         |                 |        | the<br>company |
|----|--------------------|--------|----------------|------------|----------|---------|-----------------|--------|----------------|
| 1. | R. Sundararaghavan | 173544 | 2.41           | 24.04.2015 | (116221) | (1.61)  | Market Sales    | 57323  | 0.79           |
|    |                    |        |                | 24.04.2015 | 445      | 0.01    | Market Purchase | 57768  | 0.80           |
|    |                    |        |                | 24.04.2015 | 66221    | 0.92    | Market Purchase | 123989 | 1.71           |
|    |                    |        |                | 08.05.2015 | (48407)  | (0.67)  | Market Sales    | 75582  | 1.04           |
|    |                    |        |                | 28.08.2015 | (2501)   | (0.03)  | Market Sales    | 73081  | 1.01           |
|    |                    |        |                | 04.09.2015 | (300)    | (0.004) | Market Sales    | 72781  | 1.01           |
|    |                    |        |                | 20.11.2015 | (20000)  | (0.28)  | Market Sales    | 52781  | 0.73           |

## **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 01.04.2015) |                                  | Date       | Increase / Decrease in Shareholding | % of Total Shares of the Company | Reason For Increase / Decrease | Cumulative Shareholding during the year (01.04.2015 – 31.03.2016) |                                  |
|------|-----------------------------------|--|----------------------------------|------------|-------------------------------------|----------------------------------|--------------------------------|---|----------------------------------|
|      |                                   | No. of shares  | % of total shares of the company |            |                                     |                                  |                                | No. of shares   | % of total shares of the company |
| 1.   | Abhilash J Mayur                  | 539333   | 7.48                             | --         | --                                  | --                               | --                             | 539333  | 7.4813                           |
| 2.   | Hemendra Ratilal Mehta            | 218145   | 3.03                             | 11.12.2015 | (11000)                             | 0.15                             | Market sale                    | 207145  | 2.87                             |
|      |                                   |  |                                  | 18.12.2015 | (1500)                              | (0.02)                           | Market sale                    | 205645  | 2.85                             |
|      |                                   |  |                                  | 31.12.2015 | (10111)                             | (0.14)                           | Market sale                    | 195534  | 2.71                             |
|      |                                   |  |                                  | 01.01.2016 | (10000)                             | (0.14)                           | Market sale                    | 185534  | 2.57                             |
|      |                                   |  |                                  | 08.01.2016 | (10250)                             | (0.14)                           | Market sale                    | 175284  | 2.43                             |
|      |                                   |  |                                  | 26.02.2016 | (50)                                | (0.006)                          | Market sale                    | 175234  | 2.43                             |
| 3.   | Brian Boisseree                   | 268333   | 3.72                             | --         | --                                  | --                               | --                             | --  | 3.72                             |
| 4.   | Christopher Schott                | 260000   | 3.60                             | --         | --                                  | --                               | --                             | --  | 3.60                             |
| 5.   | P shobha JT1 : Padam J Challani   | 252827   | 3.50                             | --         | --                                  | --                               | --                             | --  | 3.50                             |
| 6.   | T P Anandh                        | 175000   | 2.42                             | --         | --                                  | --                               | --                             | --  | 2.42                             |
| 7.   | Michael Joseph Sullivan           | 129933   | 1.80                             | 19.06.2015 | (129933)                            | (1.80)                           | Market sale                    | --  | --                               |
| 8.   | SSJ Finance & Securities Pvt. Ltd | 417421   | 5.79                             | 17.07.2015 | 500                                 | 0.006                            | Market purchase                | 417921  | 5.7971                           |
|      |                                   |  |                                  | 31.12.2015 | 2611                                | 0.036                            | Market purchase                | 420532  | 5.8333                           |
|      |                                   |  |                                  | 08.01.2016 | 6000                                | 0.083                            | Market purchase                | 426532  | 5.91                             |
|      |                                   |  |                                  | 15.01.2016 | 500                                 | 0.006                            | Market purchase                | 427032  | 5.92                             |
|      |                                   |  |                                  | 19.02.2016 | (1500)                              | (0.0208)                         | Market sales                   | 425532  | 5.90                             |
|      |                                   |  |                                  | 26.02.2016 | 1600                                | 0.0221                           | Market purchase                | 427132  | 5.92                             |
|      |                                   |  |                                  | 11.03.2016 | 100                                 | 0.0013                           | Market purchase                | 427232  | 5.92                             |
| 9.   | Sundaram Raman Sathiswaren        | 136803   | 1.89                             | 07.08.2015 | 1300                                | 0.018                            | Market purchase                | 138103  | 1.91                             |
|      |                                   |  |                                  | 14.08.2015 | 11900                               | 0.16                             | Market purchase                | 150003  | 2.07                             |
|      |                                   |  |                                  | 21.08.2015 | 10667                               | 0.15                             | Market purchase                | 160670  | 2.22                             |
|      |                                   |  |                                  | 28.08.2015 | 2833                                | 0.04                             | Market purchase                | 163503  | 2.26                             |
|      |                                   |  |                                  | 25.03.2016 | (27)                                | (0.0003)                         | Market sales                   | 163476  | 2.26                             |

### INVICTA MEDITEK LIMITED

|     |                  |        |      |            |         |          |                 |        |      |
|-----|------------------|--------|------|------------|---------|----------|-----------------|--------|------|
|     |                  |        |      | 12.02.2016 | (2551)  | (0.035)  | Market sales    | 160925 | 2.23 |
|     |                  |        |      | 31.03.2016 | (10)    | (0.0001) | Market purchase | 160915 | 2.23 |
| 10. | Mahesh Narayanan | 218330 | 3.02 | 19.06.2015 | 129933  | 1.80     | Market purchase | 348263 | 4.83 |
| 11. | Leena H Mehta    | 0      | 0    | 01.05.2015 | 4323    | 0.06     | Market purchase | 4323   | 0.06 |
|     |                  |        |      | 08.05.2015 | 87084   | 1.20     | Market purchase | 91407  | 1.26 |
|     |                  |        |      | 15.05.2015 | 86593   | 1.20     | Market purchase | 178000 | 2.46 |
|     |                  |        |      | 11.12.2015 | (12162) | (0.16)   | Market sales    | 165838 | 2.30 |
|     |                  |        |      | 18.12.2015 | (10140) | (0.14)   | Market sales    | 155698 | 2.16 |

#### E) Shareholding of Directors and Key Managerial Personnel:

| S No | Name               | Shareholding at the beginning of the year (as on 01.04.2015) |                                  | Date       | Increase / Decrease in Shareholding | % of Total Shares of the Company | Reason For Increase / Decrease | Cumulative Shareholding during the year (01.04.2015 - 31.03.2016) |                                  |
|------|--------------------|--|----------------------------------|------------|-------------------------------------|----------------------------------|--------------------------------|---|----------------------------------|
|      |                    | No. of shares  | % of total shares of the company |            |                                     |                                  |                                | No. of shares   | % of total shares of the company |
| 1.   | R. Sundararaghavan | 173544   | 2.41                             | 24.04.2015 | (116221)                            | (1.61)                           | Market Sales                   | 57323   | 0.79                             |
|      |                    |  |                                  | 24.04.2015 | 445                                 | 0.01                             | Market Purchase                | 57768   | 0.80                             |
|      |                    |  |                                  | 24.04.2015 | 66221                               | 0.92                             | Market Purchase                | 123989  | 1.71                             |
|      |                    |  |                                  | 08.05.2015 | (48407)                             | (0.67)                           | Market Sales                   | 75582   | 1.04                             |
|      |                    |  |                                  | 28.08.2015 | (2501)                              | (0.03)                           | Market Sales                   | 73081   | 1.01                             |
|      |                    |  |                                  | 04.09.2015 | (300)                               | (0.004)                          | Market Sales                   | 72781   | 1.01                             |
|      |                    |  |                                  | 20.11.2015 | (20000)                             | (0.28)                           | Market Sales                   | 52781   | 0.73                             |
| 2.   | Sathish Kumar      | 1030683  | 14.29                            | --         | --                                  | --                               | --                             | 1030683   | 14.29                            |

#### V. INDEBTEDNESS: NIL

#### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

B. Remuneration to other directors: Nil

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

#### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NONE

Place: Chennai  
Date: 06.09.2016.

On Behalf of the Board.  
**INVICTA MEDITEK LIMITED.,**

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

-sd-  
Swapna Sndararaghavan  
Director  
(DIN" 01925157)

**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 utilizing 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: 06.09.2016

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

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

# **INVICTA MEDITEK LIMITED**

## **Independent Auditor's Report**

**To the members of INVICTA MEDITEK LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying standalone financial statements of M/s. Invicta Meditek Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated 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 maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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 adequate internal financial controls, that were operating 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 standalone financial statements based on our audit. We have taken into account the provisions 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 thereunder.

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.

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the 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 standalone financial statements.



## **INVICTA MEDITEK LIMITED**

### **Basis of Qualified Opinion**

**Short term loans and advances includes an amount of Rs.70,47,151/- ( amount sanctioned during the year Rs.NIL) being outstanding of loans given to one of the Director, without obtaining the prior approval of Central Government as per section 185 of the Companies Act 2013.**

### **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 a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2016, and its loss and its 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**

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in Annexure - I a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. 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 purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164 of the Act.
  - f) With respect to the adequacy of internal financial control systems and the operating effectiveness of such controls, we give our Report in Annexure – II
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations and hence there has been no disclosure on its financial position in its financial statements.

## **INVICTA MEDITEK LIMITED**

- ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. An amount of Rs.56,618 pending preferential allotment is required to be transferred, to the Investor Education and Protection Fund by the Company.

**Place:** Chennai  
**Date:** 30.05.2016

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

### **Annexure - I to Independent Auditor's Report**

#### **Statement of matters specified in Para 3 & 4 of the order referred to in sub-section (11) of section 143**

##### **1) Fixed Assets**

- a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- b) As per the information and explanation given to us, all the fixed assets have been physically verified by the management at regular intervals, which in our opinion, is reasonable. According to the information and explanations given to us, no material discrepancies were noticed on such verification
- c) The company has been maintaining title deeds of immovable properties and the same are held in the name of the company.

##### **2) Inventory**

The company has physically verified the inventories during the year in accordance. According to the information and explanations given to us, no material discrepancies were noticed on such verification

##### **3) Transactions with parties covered by register referred to in section 189**

The company has not granted loan to any of its directors during the year that has to be entered in the register maintained under section 189 of Companies Act 2013.

##### **4) Loans by company to persons covered by section 185 & 186**

The company has not made any loan, investment or granted loan guarantees, and security during the year to persons referred to in section 185 and/or section 186 of the Companies Act, 2013. However, Short Term Loans and advances includes an 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 as per section 185 of Companies Act 2013.

##### **5) Public Deposits**

In our opinion and according to the information and explanations given to us, the company has not accepted deposits from public and hence the provisions of sections 73 to 76 or any other

## **INVICTA MEDITEK LIMITED**

provisions of the Companies Act and the rules made there under are not applicable to the company.

### **6) Maintenance of Cost Records**

Maintenance of cost records specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 is not applicable to the company

### **7) Statutory dues**

- a) The company has generally been regular in depositing Provident Fund dues of its employees. Based on information and explanation given to us, no undisputed amounts payable in respect of Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and any other statutory dues were outstanding as at 31st March 2016 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Customs duty, Wealth Tax, Excise Duty, Value Added Tax and Cess which have not been deposited on account of any dispute.

### **8) Repayment of Loans**

The company has not defaulted in repayment of loans or borrowing to a financial institution, bank, government or dues to debenture holders during the relevant financial year.

### **9) Raising of monies through Public Offer and/or Term Loans**

The company has not raised monies by way of initial public offer or further public offer (including debt instruments) during the period covered the relevant financial year. Also the company has not taken any term loans during the relevant financial year.

### **10) Frauds**

According to the information and explanations given to us no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year

### **11) Managerial Remuneration**

Managerial remuneration has been paid/provided by the Company in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act

### **12) Compliance with Net Owned Funds Ratio & unencumbered term deposits**

The company is not a Nidhi company and hence the provisions relating maintenance of ratio of Net Owned Funds to Deposits and maintenance of minimum prescribed percentage of unencumbered term deposits are not applicable to the Company

### **13) Transaction with Related Parties**

In our opinion all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards

### **14) Preferential Allotment or Private Placement**

## INVICTA MEDITEK LIMITED

The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review as referred to in section 42 of the Companies Act, 2013

### 15) Non-cash transactions

The company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Companies Act, 2013

### 16) Registration with Reserve Bank of India

The company not carrying any activities which require registration under section 45-IA of the Reserve Bank of India Act, 1934

Place: Chennai  
Date: 30.05.2016

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

## Annexure – II to Independent Auditor's Report

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Invicta Meditek Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls

## **INVICTA MEDITEK LIMITED**

over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of

internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Place:** Chennai  
**Date:** 30.05.2016

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

## INVICTA MEDITEK LIMITED

### AUDITORS CERTIFICATE

We have examined the attached Cash flow Statement of **Invicta Meditek Limited** for the year ended 31<sup>st</sup> March 2016. 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 31.03.2016 to the members of the company.

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

Place: Chennai  
Date: 30-05-2016.

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

# INVICTA MEDITEK LIMITED

BALANCE SHEET AS AT 31.03.2016

( Amount in Rs. )

|           | PARTICULARS                               | SCH | 31-03-2016         | 31-03-2015         |
|-----------|---|-----|--------------------|--------------------|
| <b>I</b>  | <b><u>EQUITY &amp; LIABILITIES</u></b>    |     |                    |                    |
| <b>1</b>  | <b><u>Shareholders' funds .</u></b>       |     |                    |                    |
|           | a)Share capital                           | 1   | 7,20,90,410        | 7,20,90,410        |
|           | b.Reserves& Surplus                       | 2   | -6,53,63,511       | -6,44,91,637       |
| <b>2</b>  | Share application money pending allotment |     |                    |                    |
| <b>3</b>  | <b><u>Non Current Liabilities</u></b>     |     |                    |                    |
| <b>4</b>  | <b><u>Current Liabilities</u></b>         |     |                    |                    |
|           | (a)Trade Payables                         |     | 3,65,782           | 86,965             |
|           | (b) Other Current Liabilities             | 3   | 57,69,991          | 51,88,435          |
|           | (c) Short Term Provisions                 | 4   | 16,12,354          | 16,12,354          |
|           | <b>Total</b>                              |     | <b>1,44,75,026</b> | <b>1,44,86,527</b> |
|           | <b><u>ASSETS</u></b>                      |     |                    |                    |
|           | <b><u>Non-currentAssets</u></b>           |     |                    |                    |
| <b>II</b> | (a) <u>Fixed assets</u>                   |     |                    |                    |
|           | (1)Tangible assets                        |     |                    |                    |
| <b>1</b>  | (b) Long-term loans and advances          | 5   | 3,311              | 5,461              |
|           | <b><u>CurrentAssets</u></b>               | 6   | 5,72,054           | 5,76,074           |
|           | (a) Inventores                            |     | 18,92,763          | 18,92,763          |
| <b>2</b>  | (b)Trade receivables                      | 7   | -                  | -                  |
|           | (c) Cash and cash equivalents             | 8   | 15,430             | 17,761             |
|           | (d) Short-term loans and advances         | 9   | 1,19,79,420        | 1,19,82,420        |
|           | (e) Other current assets                  | 10  | 12,047             | 12,047             |
|           | <b>Total</b>                              |     | <b>1,44,75,026</b> | <b>1,44,86,527</b> |
|           |   |     |                    |                    |
|           |   |     |                    |                    |

For INVICTA MEDITEK LIMITED.,

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

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**R.Sundararaghavan**  
Managing Director  
(DIN : 01197824)

**Swapna Sundararaghavan.**  
Director  
(DIN : 01925157)

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

Place : Chennai  
Date : 30.05.2016

# INVICTA MEDITEK LIMITED

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2016

(Amount in Rs )

|     | Particulars   | Note No. | For the year ended 31st March 2016 | For the year ended 31st March 2015 |
|-----|---|----------|------------------------------------|------------------------------------|
| 1.  | <b><u>Revenue from operations</u></b>   | 11       | 0.00                               | 0.00                               |
| 2.  | <b><u>Other Income</u></b>  | 12       | 0.00                               | 0.00                               |
| 3.  | <b>Total Revenue (I + II)</b>   |          |                                    |                                    |
| 4.  | <b>Expenses :</b>   |          | 0.00                               | 0.00                               |
|     | Purchases of Stock-in-Trade Changes in inventories of finished goods, work-in-progress and Stock-in-Trade |          | 0.00                               | 0.00                               |
|     | Employee benefits expense   |          | 2,73,600                           | 2,48,400                           |
|     | Depreciation and amortization expense   |          | 2,150                              | 12,893                             |
|     | Other expenses  | 13       | 5,96,124                           | 6,03,357                           |
|     | <b>Total expenses</b>   |          | <b>8,71,874</b>                    | <b>8,64,650</b>                    |
| 5.  | Profit before exceptional and Extraordinary items and tax (III-IV)  |          | -8,71,874                          | -8,64,650                          |
| 6.  | Exceptional items   |          | -                                  | -                                  |
| 7.  | Profit before extraordinary items and tax (V-VI)  |          | -8,71,874                          | -8,64,650                          |
| 8.  | Extraordinary items   |          | -                                  | -                                  |
| 9.  | Profit before tax (VII-VIII)  |          | -8,71,874                          | -8,64,650                          |
| 10. | Tax expenses:<br>(a) Current tax<br>(b) Deferred tax  |          | -<br>-                             | -<br>-                             |
| 11. | Profit (Loss) for the period from continuing operations:(VII-VIII)  |          | -8,71,874                          | -8,64,650                          |
| 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)   |          | <b>-8,71,874</b>                   | <b>-8,64,650</b>                   |

Earning Per Shares

-0.12

-0.12

**For INVICTA MEDITEK LIMITED.,**

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

-sd-

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-sd-

**R.Sundararaghavan  
Managing Director  
(DIN : 01197824)**

**Swapna Sundararaghavan.  
Director.  
(DIN : 01925157)**

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

Place : Chennai  
Date : 30.05.2016



# INVICTA MEDITEK LIMITED

## Notes No.1 SHARE CAPITAL :

(Amount t in Rs.)

| Share Capital  | As at 31 March 2016 |                    | As at 31 March 2015 |                    |
|--|---------------------|--------------------|---------------------|--------------------|
|  | Number              | Rs.                | Number              | Rs.                |
| <b><u>Authorised</u></b><br>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       |
| <b><u>Issued</u></b><br>72,09,041 Equity shares of Rs.10 each                  | 72,09,041           | 7,20,90,410        | 72,09,041           | 7,20,90,410        |
| <b><u>Subscribed &amp; Paidup</u></b><br>72,09,041 Equity shares of Rs.10 each | 72,09,041           | 7,20,90,410        | 72,09,041           | 7,20,90,410        |
| <b>Total</b>   | <b>72,09,041</b>    | <b>7,20,90,410</b> | <b>72,09,041</b>    | <b>7,20,90,410</b> |

| 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 2016 |              | As at 31 March 2015 |              |
|   | No of Shares held   | % of Holding | No of Shares held   | % of Holding |
| Mr.SATHISH KUMAR                                | 10,30,683           | 14.30        | 10,30,683           | 14.30        |

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

| Reserves & Surplus   | As at 31 <sup>st</sup> March 2016 | As at 31 <sup>st</sup> March 2015 |
|--|-----------------------------------|-----------------------------------|
|  | Rs.                               | Rs.                               |
| <b>a. Capital Reserves</b>                                   |                                   |                                   |
| Opening Balance  | 52,81,355                         | 52,81,355                         |
| (+) Current Year Transfer                                    |                                   |                                   |
| (-) Written Back in Current Year                             |                                   |                                   |
| Closing Balance  | <b>52,81,355</b>                  | <b>52,81,355</b>                  |
| <b>b. Securities Premium Account</b>                         |                                   |                                   |
| 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  | <b>1,50,45,205</b>                | <b>1,50,45,205</b>                |
| <b>c. Surplus</b>  |                                   |                                   |
| Opening Balance  | - 8,48,18,197                     | - 8,39,53,547                     |
| (+ ) Net Profit / (Net Loss) For the current year            | - 8,71,874                        | - 8,64,650                        |
| (-) Transfer from Reserves                                   |                                   |                                   |
| (-) Proposed Dividends                                       |                                   |                                   |
| (-) Interim Dividends  |                                   |                                   |
| (-) Transfer to Reserves                                     |                                   | -                                 |
| Closing Balance  | <b>-8,56,90,071</b>               | <b>-8,48,18,197</b>               |
| <b>Total</b>   | <b>- 6,53,63,511</b>              | <b>-6,44,91,637</b>               |

**Note No.3 Other Current Liabilities :**

| Other Current Liabilities                         | As at 31 March 2016 | As at 31 March 2015 |
|---|---------------------|---------------------|
|   | Rs.                 | Rs.                 |
| TDS Payable                                       | 30,674              | 10,674              |
| Loan from Tvisha Capital Consultancy Private Ltd. | 14,06,986           | 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                       | 4,53,030            | -                   |
| <b>Total</b>                                      | <b>57,69,991</b>    | <b>43,52,475</b>    |

**Note No 4. SHORT TERM PROVISIONS :**

| Short Term Provisions | As at 31 March 2016 | As at 31 March 2015 |
|-----------------------|---------------------|---------------------|
|                       | Rs.                 | Rs.                 |
| Provision – Others    | 16,12,354           | 16,12,354           |
| <b>Total</b>          | <b>16,12,354</b>    | <b>16,12,354</b>    |

# INVICTA MEDITEK LIMITED

## Note No.5 (Fixed Assets)

(Amount in Rs)

|    | Fixed Assets    | Gross Block                |                        |                             | Accumulated Depreciation   |                                  |                             | Net Block                  |                             |
|----|-----------------|----------------------------|------------------------|-----------------------------|----------------------------|----------------------------------|-----------------------------|----------------------------|-----------------------------|
|    |                 | Balance as at 1 April 2015 | Additions/ (Disposals) | Balance as at 31 March 2016 | Balance as at 1 April 2015 | Depreciation charge for the year | Balance as at 31 March 2016 | Balance as at 1 April 2015 | Balance as at 31 March 2016 |
| a  | Tangible Assets |                            |                        |                             |                            |                                  |                             |                            |                             |
| 1. | Samsung Printer | 5,461                      | -                      | 5,461                       | -                          | 2,150                            | -                           | 5,461                      | 3,311                       |
|    | <b>Total</b>    | <b>5,461</b>               | <b>-</b>               | <b>5,461</b>                | <b>-</b>                   | <b>2,150</b>                     | <b>-</b>                    | <b>5,461</b>               | <b>3,311</b>                |

## Note: No.6 Long term Loans and Advances

(Amount in Rs.)

| Long Term Loans and Advances          | As at 31 March 2016 |                  | As at 31 March 2015 |                 |
|---------------------------------------|---------------------|------------------|---------------------|-----------------|
|                                       |                     | Rs.              |                     | Rs.             |
| a.) Security Deposits                 |                     |                  |                     |                 |
| Secured ,considered good              |                     |                  |                     |                 |
| Unsecured, considered good            |                     | 5,72,054         |                     | 5,76,074        |
| Doubtful                              |                     | -                |                     | -               |
| Less: Provision for doubtful deposits |                     | -                |                     | -               |
|                                       |                     | <b>5,72,0574</b> |                     | <b>5,76,074</b> |

## Note No. 7 Trade Receivables

(Amount in Rs.)

| Trade Receivables  | As at 31 March 2016 | As at 31 March 2015 |
|--|---------------------|---------------------|
|  | 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   | -                   | -                   |
|  | <b>-</b>            | <b>-</b>            |

# INVICTA MEDITEK LIMITED

(Amount in Rs.)

## Note No.8 Cash and cash equivalents

| Cash and cash equivalents  | As at 31 March 2016 | As at 31 March 2015 |
|----------------------------|---------------------|---------------------|
|                            | Rs.                 | Rs.                 |
| a. Balances with banks*    | 8,095               | 10,426              |
| b. Cheques, drafts on hand | -                   | -                   |
| c. Cash on hand *          | 7,335               | 7,335               |
| d. Others (specify nature) | -                   | -                   |
| <b>Grand Total</b>         | <b>15,430</b>       | <b>17,761</b>       |

## Note No.9 Short term loans and Advances

| Short-term loans and advances            | As at 31 March 2016 | As at 31 March 2015 |
|--|---------------------|---------------------|
|  | Rs.                 | Rs.                 |
| a. Loans and advances to related parties |                     |                     |
| Unsecured, considered good               | 70,47,151           | 70,47,151           |
| (Loan to Mr. Sathish Kumar - Director)   |                     |                     |
|  | <b>70,47,151</b>    | <b>70,47,151</b>    |
| b. Others                                |                     |                     |
| Unsecured, considered good               | 49,32,269           | 49,35,269           |
|  | <b>49,32,269</b>    | <b>49,35,269</b>    |
|  |                     |                     |
| <b>Grand Total</b>                       | <b>1,19,79,420</b>  | <b>1,19,82,420</b>  |

|   | As at 31 March 2016 | As at 31 March 2015 |
|---|---------------------|---------------------|
|   | Rs.                 | Rs.                 |
| Directors *                                   | 70,47,151           | 70,47,151           |
| Other officers of the Company *               |                     |                     |
| Firm in which director is a partner *         |                     |                     |
| Private Company in which director is a member |                     |                     |
| <b>Grand Total</b>                            | <b>70,47,151</b>    | <b>70,47,151</b>    |

## Note No.10 Other Current Assets

| Other current assets | For the year ended 31 March 2016 | For the year ended 31 March 2015 |
|----------------------|----------------------------------|----------------------------------|
|                      | Rs.                              | Rs.                              |
| Input Vat Credit     | 12,047                           | 12,047                           |
| <b>Total</b>         | <b>12,047</b>                    | <b>12,047</b>                    |

# INVICTA MEDITEK LIMITED

## Note No.11 Revenue from Operations

(Amount in Rs.)

| Particulars              | For the year ended<br>31 March 2016 | For the year ended<br>31 March 2015 |
|--------------------------|-------------------------------------|-------------------------------------|
|                          | Rs.                                 | Rs.                                 |
| Sale of products         | -                                   | -                                   |
| Sale of services         | -                                   | -                                   |
| Other operating revenues | -                                   | -                                   |
| <u>Less:</u>             |                                     |                                     |
| Excise duty              | -                                   | -                                   |
| <b>Total</b>             | -                                   | -                                   |

## Note No.12 Other Income

| Particulars   | For the year ended<br>31 March 2016 | For the year ended<br>31 March 2015 |
|---|-------------------------------------|-------------------------------------|
|   | 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) | -                                   | -                                   |
| <b>Total</b>  | -                                   | -                                   |

## Note No.13 Other Expenses

| Particulars                        | For the year ended<br>31 March 2016 | For the year ended<br>31 March 2015 |
|------------------------------------|-------------------------------------|-------------------------------------|
|                                    | Rs.                                 | Rs.                                 |
| Printing & Stationery              | 20,200                              | 17,625                              |
| Advertisement                      | 19,680                              | 49,748                              |
| Annual Custodial Charges - (Cameo) | 37,020                              | 47,190                              |
| Audit Fee                          | 17,175                              | 16,854                              |
| AGM Expenses                       | 2,150                               | 2,500                               |
| Bank Charges                       | 3,180                               | 2,361                               |
| Fees and Subscription - MCA        | 5,400                               | 15,400                              |
| E-Voting Charges- (CDSL)           | 5,725                               | 11,236                              |
| Postage and courier                | 3,201                               | 54,780                              |
| Professional & Consultancy Charges | 1,10,355                            | 1,14,550                            |
| Rent - Office                      | 1,20,000                            | 1,20,000                            |
| Repair & Maintenance - (Computer)  | -                                   | 12,700                              |
| Service Charges - (NSDL & CDSL)    | 20,610                              | 15,103                              |
| Listing Fees - (BSE Ltd)           | 2,27,453                            | 1,12,360                            |
| Website Developments               | 3,975                               | 10,950                              |
| <b>Total</b>                       | <b>5,96,124</b>                     | <b>6,03,357</b>                     |

# INVICTA MEDITEK LIMITED

## Additional Information

(Amount in  
Rs.)

| Employee Benefits Expense   | For the year<br>ended 31 March<br>2016 | For the year<br>ended 31<br>March 2015 |
|---|--|--|
|   | Rs.                                    | Rs.                                    |
| (a) Salaries and incentives   | 2,73,600                               | 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  | -                                      | -                                      |
| <b>Total</b>  | <b>2,73,600</b>                        | <b>2,48,400</b>                        |

| Payments to the auditor as       | For the year ended 31<br>March 2016 | For the year<br>ended 31 March<br>2015 |
|----------------------------------|-------------------------------------|--|
|                                  | Rs.                                 | Rs.                                    |
| a. auditor                       | 27,480                              | 16,854                                 |
| b. for taxation matters          |                                     |  |
| c. for company law matters       | 17,175                              | 16,854                                 |
| d. for management services       |                                     | -                                      |
| e. for other services            | 5,700                               | 6,742                                  |
| f. for reimbursement of expenses |                                     | -                                      |
| <b>Total</b>                     | <b>50,355</b>                       | <b>40,450</b>                          |

# INVICTA MEDITEK LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

| Particulars  |              | 31st March 2016  | 31st March 2015 |
|--|--------------|------------------|-----------------|
| <b><u>Cash Flow from Operating Activities</u></b>              |              |                  |                 |
| Net Profit after Tax and Depreciation                          |              | - (8,71,874)     | - (8,64,650)    |
| Adjustment for Tax   |              |                  |                 |
| Adjustment for Depreciation                                    |              | 2,150            | 12,893          |
| 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                         |              | 2,150            | 12,983          |
|  |              | (8,69,724)       | (8,51,757)      |
| Sundry Debtors   |              |                  |                 |
| Loans & Advances   |              | 7,020            | 79,678          |
| Other Current Assets   |              | -                | -               |
| Current Liabilities  |              | 8,60,373         | 7,68,536        |
|  |              | 8,67,392         | 8,48,214        |
| <b>Net Cash Flow from Operations</b>                           | <b>(A)</b>   | <b>(2,333)</b>   | <b>(3,544)</b>  |
| <b><u>Cash Flow from Investing Activities</u></b>              |              |                  |                 |
| Purchase of Fixed Assets                                       |              |                  | ( 5,950)        |
| Sale of Fixed Assets   |              | -                | -               |
| <b>Net Cash Flow from Investing Activities</b>                 | <b>( B )</b> |                  | <b>(5,950)</b>  |
| <b><u>Cash Flow from Financing Activities</u></b>              |              |                  |                 |
| Increase in Share Capital                                      |              | -                |                 |
| Increase in Share Premium                                      |              | -                |                 |
| Increase in Loan Funds   |              | -                |                 |
| <b>Net Cash Flow from Financing Activities</b>                 | <b>( C )</b> | <b>-</b>         | <b>-</b>        |
| <b>Net Increase in Cash &amp; Cash Equivalents (A+ B + C )</b> |              | <b>( 2,333 )</b> | <b>(9,494 )</b> |
| Add Cash and Cash Equivalents in the Beginning of the Period   |              | 17,761           | 27,254          |
| <b>Cash and Cash Equivalents at the end of the Period</b>      |              | <b>15,430</b>    | <b>17,761</b>   |

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

For Invicta Meditek Ltd.,

Sd-  
**R.Sundararaghavan.**  
Managing Director .

Sd-  
**Swapna Sundararaghavan.**  
Director.

Sd-  
**P B.Srinivasan.**  
Partner

Place : Chennai  
Date : 30.05.2016

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

#### B) Notes on Accounts

#### 2) Discontinued Operation

The company has discontinued its operations since 24<sup>th</sup> 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.8,56,90,071 which is more than 50% of its net worth, and had incurred cash losses of Rs.8,69,724 during the Financial year 2015-16 ( FY 2014-15 – Rs.8,51,757/-). Hence all the assets and liabilities are adjusted to its net realizable value.

#### 3) Loan to Directors

Short Term Loans and advances includes an 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 section 185 of Companies Act 2013.

#### 4) 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.

Place : Chennai  
Date :30.05.2016.

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 31-03-2016

#### 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 | 8.65 |
|------------------------|---|-------------------|------|

|                        |      |                       |       |
|------------------------|------|-----------------------|-------|
| Profit/Loss before Tax | -865 | Profit/Loss after Tax | -8.65 |
|------------------------|------|-----------------------|-------|

( 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 : 30.05.2016

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) of .....shares 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 24<sup>th</sup> Annual general meeting of the company, to be held on the Friday 30<sup>th</sup> day of September, 2016 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  |
|----------------|--|
|                | <b>Ordinary Business</b>   |
| 1              | Adoption of Financial Statements for the year ended 31 <sup>st</sup> March 2016.   |
| 2              | Re-Appointment Mr. Sathish Kumar, who retires by rotation and being eligible offers himself for re-appointment.                            |
| 3              | To ratify the appointment of M/s. P.B. Vijayaraghavan & Co, Chartered Accountants, as Statutory Auditors for the Financial year 2016-2017. |
|                | <b>Special Business</b>  |
| 4              | To re-appoint Mr. Naveen Lakshmanan (DIN:00425385) as Independent Director of the Company for a period of Two (2) consecutive years.       |
| 5              | To re-appoint Mr. Sekar Somasundaram (DIN:06430166) as Independent Director of the Company for a period of Five (5) consecutive years.     |

Signed this..... day of \_\_\_\_\_ 2016

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 24<sup>th</sup> Annual general meeting of the Company held on Friday 30<sup>th</sup> day of September, 2016 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

Signature of Shareholder / Proxy

**INVICTA MEDITEK LIMITED**

**REGD. POST**

If undelivered please return to

**INVICTA MEDITEK LIMITED**

Spencer Plaza, G-27, Ground  
Floor, Phase – I, #768/769,  
Anna Salai, Chennai-600002  
Ph : 044 - 42109265