

Ref : Invicta/BSE/CI.31(a)/2017-18

09.09.2017

To
The Deputy Manager - DCS
Bombay Stock Exchange Ltd
25th Floor, P J Towers
Dalal Street,
Mumbai - 400 001

Dear Sir

Sub : Submission of pdf format of our Annual Report for the FY 2016-17

Ref : Our scrip Code : 523844 of Invicta Meditek Ltd.,

As per the listing agreements please find enclose PDF format of our companies Annual Reports for the FY 2016-17 for your kind reference and record.

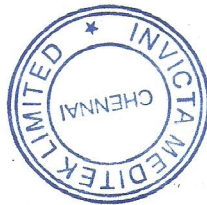
Kindly acknowledge the same.

Thanking you,

Yours truly,
For INVICTA MEDITEK LIMITED.,



R.Sundararaghavan.
Managing Director/ Compliance Officer.



Encl : A/a.

INVICTA MEDITEK LIMITED

INVICTA MEDTEK LIMITED

INVICTA MEDITEK LIMITED

2016 - 2017

25th ANNUAL REPORT

INVICTA MEDTEK LIMITED

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, Anna Salai, Chennai - 600 002 Tel : 044-28492056 / 4210 9265 Emailid:invictamedi@gmail.com

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

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

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

INVICTA MEDTEK LIMITED

NOTICE TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT THE 25TH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON FRIDAY, THE 29TH DAY OF SEPTEMBER, 2017, AT THE REGISTERED OFFICE OF THE COMPANY AT SPENCER PLAZA, G-27, GROUND FLOOR, PHASE 1, ANNA SALAI, CHENNAI – 600002 AT 9.30 A.M TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance sheet, Statement of Profit and Loss Account and Cash Flow Statement for the year ended 31st March 2017 and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Swapna Sundararaghavan (DIN: 01925157), Director who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint **M/s. Chandran & Raman.**, Chartered Accountants, Chennai (FRN: 00571S) as Statutory Auditors of the Company, in the place of M/s. P.B. Vijayaraghavan & Co from the conclusion of this Meeting till the conclusion of Thirtieth Annual General Meeting and fix their remuneration.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and Schedule V, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and other applicable provisions, if any, of the Companies Act, 2013, Mr. Rajamani Ragavachari Sundararaghavan (DIN: 01197824) be and is hereby re-appointed as Managing Director of the Company for a period of five years with effect from 26th November, 2017, liable to retire by rotation, without any remuneration.”

“RESOLVED FURTHER THAT any one of the Director of the Company be and is hereby authorized to do all such acts, deeds, matters or things as may be deemed necessary, appropriate, expedient or desirable to give effect to above resolution or otherwise considered by it in the best interest of the Company.”

Place: Chennai
Date: 29.08.2017

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

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 23rd day of September, 2017 to Friday, the 29th day of September, 2017 (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.

INVICTA MEDTEK LIMITED

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 2016 – 2017 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-2017 is being sent in the permitted mode.

8. Information required under Regulation 36(3) of the SEBI (LODR) Regulation, 2015:

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

Name	Mrs. Swapna Sundararaghavan	Mr. Rajamani Ragavachari Sundararaghavan
Date of Birth	06.09.1982	10.02.1973
Qualification	B. Com – Madras University	BSc.-Maths Madras University
Nature of Expertise	Ten years Experience in Management and Administration.	More than 20 years in management consultancy, financial consultancy and marketing.
Date of First Appointment	23.03.2015	05.01.2011
Name of the other Public Limited Companies in which He / She holds Directorship	NIL	NIL
Chairman/Membership of the committees of other public limited companies	NIL	NIL
No. Of Shares held in the Company	Nil	52781
Relationship between directors inter-se	Wife of Mr. Rajamani Ragavachari Sundararaghavan	Husband of Mrs. Swapna Sundararaghavan

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 25th day of September, 2017 (09.00 a.m. IST) and ends on Thursday the 28th day of September, 2017 (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, 22nd day of September, 2017 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.
- (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,
- (vi) Members holding shares in Physical Form should enter Folio Number registered with the Company.

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- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (ix) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.(Sequence number has been provided as Serial Number (SL NO.) in the Address Label 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.
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.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) 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.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for "INVICTA MEDITEK LIMITED" on which you choose to vote.
- (xiv) 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.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xix) 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.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) **Other instructions:**

INVICTA MEDTEK LIMITED

- (a) The e-voting period begins on Monday the 25th day of September, 2017 (09.00 a.m. IST) and ends on Thursday the 28th day of September, 2017 (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, 22nd day of September, 2017 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, 22nd day of September, 2017.
- (c) Mr. Balu Sridhar, Partner, A K Jain & Associates, Practicing Company Secretaries (Membership No.F5869), has been appointed as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (d) The Scrutinizer shall after the conclusion of voting at the general meeting, first account the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make, not later than two 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: 29.08.2017

For and on behalf of the Board of Directors

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. Rajamani Ragavachari Sundararaghavan (DIN: 01197824) has been Director of the company from 2011. He was appointed as Managing Director of the company in the Board meeting held on 26.11.2012 for the period of Five years with effect from 26.11.2012. His tenure as Managing Director is expiring on 25.11.2017, therefore the Board of Directors at its meeting held on 29.08.2017, based on the recommendation of Nomination & Remuneration committee and subject to approval of Members, re-appointed Mr. Rajamani Ragavachari Sundararaghavan (DIN: 01197824) as Managing Director of the company for a period of five years with effect from 26.11.2017 to 25.11.2022 (both days inclusive).

Mr. Rajamani Ragavachari Sundararaghavan (DIN: 01197824), a graduate is a veteran with almost two decades of experience in the management consultancy, financial consultancy and marketing. According to section 203 of the Companies Act, 2013, Mr. Rajamani Ragavachari Sundararaghavan (DIN: 01197824), being a Managing Director is also a key Managerial Personnel of the company. Mr. Rajamani Ragavachari Sundararaghavan (DIN: 01197824) has given his consent to continue as the Managing Director of the Company in the form DIR - 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and declaration to the Board to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013. Keeping in view of his experience in the Industry and his contribution to the company, the Board of Directors of the company recommends the re-appointment of Mr. Rajamani Ragavachari Sundararaghavan (DIN: 01197824) as Managing Director of the Company. The members are requested to ratify the acts of Mr. Rajamani Ragavachari Sundararaghavan as a Managing Director including his appointment as Managing Director of the Company.

Except Mr. Rajamani Ragavachari Sundararaghavan (DIN: 01197824), being an appointee, and Mrs. Swapna Sundararaghavan (DIN:01925157), being a relative, 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. 04.

DIRECTORS REPORT TO THE MEMBERS

Your Directors take pleasure in presenting the Twenty Fifth Annual Report and that of the Auditors' together with the audited Balance Sheet as at 31st March 2017 and the Profit/ Loss Account for the year ended on that date.

1. FINANCIAL PERFORMANCE

Particulars	Rupees In Rs.	
	2016-2017	2015-2016
Total Income	-	-
Total Expenses	9,05,033	8,71,874
Profit / (Loss) before Tax	(9,05,033)	(8,71,874)

INVICTA MEDTEK LIMITED

Less: Tax Expenses	-	-
Profit /(Loss) after Depreciation and Tax	(9,05,033)	(8,71,874)

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:

The Audit Committee and the Board of Directors in their respective meetings recommended the appointment of **M/s. Chandran & Raman, Chartered Accountants**, (FRN: 00571S) as statutory auditors of the Company, for a period of 5 years from the conclusion of this AGM until the conclusion of 30th Annual General Meeting, in place of existing Statutory Auditors **M/s. P.B.Vijayaraghavan & Co., Chartered Accountants**, Chennai, in compliance with the mandatory rotation of Auditors as per Companies Act, 2013. **M/s. Chandran & Raman.**, have given their consent for appointment and also confirmed that their appointment would be within the prescribed limits under Section 141 of the Companies Act, 2013. 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, Partner of A.K.JAIN & ASSOCIATES Practicing Company Secretary as secretarial auditor to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2017. 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 Company is taking necessary steps to comply with the provisions of the Act.

INVICTA MEDTEK LIMITED

the outstanding loan amount as on 31.03.2017 is Rs. 70,47,151/-.	
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 years 2015-2016 and 2016-2017	The Company is taking necessary steps to pay the listing fees.
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.

Mrs. Swapna Sundararaghavan (DIN: 01925157), Director, retires by rotation and being eligible, offers herself for re-appointment.

The Company had appointed Mr. Rajamani Ragavachari Sundararaghavan (DIN: 01197824) as Managing Director of the Company in the Board meeting held on 26.11.2012 for the period of Five years with effect from 26.11.2012. Pursuant to Section - 196 of Companies Act, 2013 he holds the office upto 25.11.2017. The Board recommends his continuation as Managing Director.

According to section 203 of the Companies Act, 2013, Mr. Rajamani Ragavachari Sundararaghavan, being a Managing Director is a key Managerial Personnel of the Company.

13. BOARD MEETINGS:

Six Board Meetings were held during the year under review on 30.05.2016, 13.08.2016, 26.08.2016, 06.09.2016, 14.11.2016, and 14.02.2017 and the gap between two Board meetings were not more than 120 days.

INVICTA MEDTEK LIMITED

Name of the Director	No. of Board Meetings Attended	No. of Directorship & Committee Membership in other Public Companies	
		Directorship	Committee Membership
Mr.R.Sundararaghavan	6	Nil	Nil
Mr .Sathish Kumar	0	Nil	Nil
Mr. Naveen Lakshmanan	6	Nil	Nil
Mr. Sekar Somasundaram	6	Nil	Nil
Mrs.Swapna Sundararaghavan	6	Nil	Nil

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 2017, four Audit Committee Meetings were held on 30.05.2016, 13.08.2016, 14.11.2016 and 14.02.2017. 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 Naveen 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, 2017:

Name of the Person	Category
Mr.Sekar Somasundaram	Chairperson
Mr Naveen Lakshmanan	Member
Ms.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

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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 06.09.2016. 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
Mr. R Sundararaghavan	Chairman
Mr. Naveen Lakshmanan	Member
Mr. Sekar Somasundaram	Member

There was no Stakeholders relationship committee meeting held during the year. 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 31st March, 2017 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.

The Company has not paid any remuneration to the Managing Director 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. Hence reporting under this provision does not arise.

The Company is paying remuneration to the following employee and the details of terms of remuneration drawn and his details pursuant to Rules 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014] is provided hereunder

Name	Mr. Karthikeyan
Designation	Manager Accounts
Remuneration	Rs.2,73,600/- PA
Nature of employment, whether contractual or otherwise	Permanent Employee
Date of commencement of employment	15.04.1995
Age of employee	52
The percentage of Equity Shares held by the	1000

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employee in the company	
Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager:	No

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 years 2015-2016 and 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.

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:

INVICTA MEDTEK LIMITED

- 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 2017 and of the Loss of the Company for the year ended 31st March 2017
- 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

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

For and on behalf of the Board of Directors

Date: 29.08.2017

INVICTA MEDITEK LIMITED

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

-sd
Swapna Sundararaghavan
Director
(DIN:01925157)

INVICTA MEDTEK LIMITED

ANNEXURE - A

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2017

[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 31.03.2017, 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 31.03.2017 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, 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.
- (f) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- (g) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (h) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (i) 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, there was no other law that was specifically applicable to the Company, considering the nature of its business. Hence the requirement to report on compliance with specific laws did not arise.

INVICTA MEDTEK LIMITED

We have also examined compliance with the applicable clauses of the 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.

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 31.03.2017 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 and for the financial year 2016-17, which is not in compliance with Regulation 14 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 .*
- (vii) 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.

Place: Chennai
Date: 20.08.2017

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

INVICTA MEDTEK LIMITED

Annexure A

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

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.
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: 20.08.2017

-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 (Interested Director)
(b)	Nature of contracts / arrangements / transactions	To take on lease of property.

INVICTA MEDTEK LIMITED

(c)	Duration of the contracts / arrangements/transactions	As per sub rental agreement entered with Tvisha Capital Investments Consultancy Private Limited.
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Taken on the property leased by M/s. Tvisha Capital Investments Consultancy Private Limited situated at Spencer Plaza, G-27, Ground Floor, Phase 1, Anna Salai, Chennai -600002. Rs.10,000/- per month towards rent.
(e)	Date(s) of approval by the Board	06.09.2016
(f)	Amount paid as advances, if any	Lease advance of Rs.1,00,000/- paid towards security deposit

Place: Chennai

For and on behalf of the Board of Directors

Date: 29.08.2017

INVICTA MEDITEK LIMITED

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

-sd-
Swapna Sundararaghavan
Director
(DIN:01925157)

ANNEXURE - C

<p>Form No. MGT-9 EXTRACT OF ANNUAL RETURN as on the financial year ended on 31/03/2017 Of INVICTA MEDITEK LIMITED</p> <p>[Pursuant to Section 92(3) of the Companies Act, 2013 <i>And</i> Rule 12(1) of the Companies (Mgt. and Administration) Rules, 2014]</p>
--

I. REGISTRATION AND OTHER DETAILS:

(i)	CIN:	L51102TN1992PLC022948						
(ii)	Registration Date	25.06.1992						
(iii)	Name of the Company	INVICTA MEDITEK LIMITED						
(iv)	Category / Sub-category of the Company	Public Company / Having a Share Capital						
(v)	Address of the Registered office and contact details	Spencer Plaza, G-27, Ground Floor, Phase - I, Anna Salai, Chennai- 600 002. Tel: 044-2849 2056 / 42109265						
(vi)	Whether listed Company	Yes						
	If yes, details of stock exchanges where shares are listed	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th>S.No</th><th>Stock Exchange Name</th><th>Code</th></tr> <tr> <td>1</td><td>Bombay Stock Exchange</td><td>INE537B01101</td></tr> </table>	S.No	Stock Exchange Name	Code	1	Bombay Stock Exchange	INE537B01101
S.No	Stock Exchange Name	Code						
1	Bombay Stock Exchange	INE537B01101						
(vii)	Name and Address of Registrar & Transfer Agents (RTA)	Cameo Corporate Services Ltd No.1.Club House Road, Chennai, Tamilnadu – 600002 Tel: 044 - 28460390 Email id: cameo@cameoindia.com						

INVICTA MEDTEK LIMITED

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

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

IV. SHARE HOLDING PATTERN (EQUITY)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	52,781	0	52,781	0.73	52,781	0	52,781	0.73	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other									
Sub Total (A)(1)	52,781	0	52,781	0.73	52,781	0	52,781	0.73	0
(2) Foreign									
a) NRI – Individuals	8,30,597	2,85,086	11,15,683	15.48	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
Subtotal (A)(2)	8,30,597	2,85,086	11,15,683	15.48	8,30,597	2,85,086	11,15,683	15.48	0
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	8,83,378	2,85,086	11,68,464	16.21	8,83,378	2,85,086	11,68,464	16.21	(1.68)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0

INVICTA MEDTEK LIMITED

e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (individual)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	6,91,723	2,400	6,94,123	9.63	7,00,781	2,400	7,03,181	9.75	0.13
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	8,65,562	5,90,023	14,55,585	20.19	8,33,593	5,89,723	14,23,316	19.74	(0.45)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	16,13,332	2,31,333	18,44,665	25.59	16,36,643	2,31,333	18,67,976	25.91	0.32
c) Others (specify)									
Hindu Undivided Families	1,06,226	0	1,06,226	1.47	1,08,076	0	1,08,076	1.50	0.03
Foreign Nationals	0	8,59,014	8,59,014	11.92	0	8,59,014	8,59,014	11.92	0
Non Resident Indians	2,28,222	8,52,742	10,80,964	14.99	2,26,272	8,52,742	10,79,014	14.96	-0.03
Clearing Members	0	0	0	0	0	0	0	0	0
Any Others	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	35,05,065	25,35,512	60,40,577	83.79	35,05,365	25,35,212	60,40,577	83.79	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	35,05,065	25,35,512	60,40,577	83.79	35,05,065	25,35,512	60,40,577	83.79	0

INVICTA MEDTEK LIMITED

C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	43,88,443	28,20,598	72,09,041	100	43,88,743	28,20,298	72,09,041	100	0

B) Shareholding of Promoter-

S.No.	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	10,30,683	14.29	0	10,30,683	14.29	0	0
2.	Dr .Smitha Kumar	85,000	1.18	0	85,000	1.18	0	0
3.	R. Sundararaghavan	52781	0.73	0	52781	0.73	0	0

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

S No	Name	Shareholding at the beginning of the year		Date	Increase / Decrease in Shareholding	% of Total Shares of the Company	Reason For Increase / Decrease	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company					No. of shares	% of total shares of the company
1.	R. Sundararaghavan	52781	0.73	01.04.2016	(37,768)	(0.52)	Market Sales	15013	0.21
				22.04.2016	37,768	0.52	Market Purchase	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		Date	Increase / Decrease in Shareholding	% of Total Shares of the Company	Reason For Increase / Decrease	Cumulative Shareholding during the year	
		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.	SSJ Finance & Securities Pvt. Ltd	427232	5.92	15.04.2016	(100)	0.0013	Market sale	427132	5.92
				15.07.2016	(1000)	0.013	Market sale	426132	5.91
				12.08.2016	11770	0.16	Market purchase	437902	6.07
3.	Brian Boisseree	268333	3.72	--	--	--	--	268333	3.72
4.	Christopher Schott	260000	3.60	--	--	--	--	260000	3.60
5.	P shobha	252827	3.50	01.04.2016	(252827)	(3.50)	Market sale	--	--

INVICTA MEDTEK LIMITED

	JT1 : Padam J Challani			22.04.2016	252827	3.50	Market purchase	252827	3.50
				22.04.2016	175000	2.42	Market purchase	175000	2.42
6	Mahesh Narayanan	348263	4.83	01.04.2016	(218330)	(3.02)	Market sale	129933	1.80
					218330	3.02	Market purchase	348263	4.83
7	Hemendra Ratilal Mehta	175234	2.43	--	--	--	--	175234	2.43
8	T P Anandh	175000	2.42	01.04.2016	(175000)	(2.42)	Market sale	--	2.42
9	Sundaram Raman Sathiswaren	160915	2.23	01.04.2016	(160915)	(2.23)	Market sale	--	--
				22.04.2016	160915	2.23	Market purchase	160915	2.23
				10.06.2016	(100)	(0.0013)	Market sales	160600	2.23
10	Leena H Mehta	155698	2.16					155698	2.16

E) Shareholding of Directors and Key Managerial Personnel:

S No	Name	Shareholding at the beginning of the year		Date	Increase / Decrease in Shareholding	% of Total Shares of the Company	Reason For Increase / Decrease	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company					No. of shares	% of total shares of the company
1.	Sathish Kumar	1030683	14.29	--	--	--	--	1030683	14.29
2.	R. Sundararaghavan	52781	0.73	01.04.2016	(37,768)	(0.52)	Market Sales	15013	0.21
				22.04.2016	37,768	0.52	Market Purchase	52781	0.73

V. INDEBTEDNESS:

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	45,25,464	0	45,25,464
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	45,25,464	0	45,25,464
Change in Indebtedness during the financial year				
* Addition	0	8,76,082	0	8,76,082
* Reduction	0	0	0	0
Net Change	0	8,76,082	0	8,76,082
Indebtedness at the end of the financial year				
i) Principal Amount	0	54,01,546	0	54,01,546
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	54,01,546	0	54,01,546

INVICTA MEDTEK LIMITED

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

For and on behalf of the Board of Directors

Date: 29.08.2017

INVICTA MEDITEK LIMITED

-sd-

R.Sundararaghavan
Managing Director
(DIN:01197824)

-sd

Swapna Sundararaghavan
Director
(DIN:01925157)

ANNEXURE - D

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

1. CONSERVATION OF ENERGY

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

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

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

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

(iii) the capital investment on energy conservation equipments;

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

II. TECHNOLOGY ABSORPTION

Research and Development

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

Technology absorption, adaptation and innovation

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

III. FOREIGN EXCHANGE EARNINGS AND OUTGO EARNINGS:

F O B Value of Exports.

: NIL

Out Go:

INVICTA MEDTEK LIMITED

Selling Expenses in Foreign Currencies: : NIL

Foreign Travel : NIL

Place: Chennai

For and on behalf of the Board of Directors

Date: 29.08.2017

INVICTA MEDITEK LIMITED

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

-sd
Swapna Sundararaghavan
Director
(DIN:01925157)

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 31st March, 2017, 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 there under.

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

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

INVICTA MEDTEK LIMITED

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.

Basis of Qualified Opinion

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.

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 31st March, 2017, 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, 2017 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, 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, 2016, 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.
 - 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.

INVICTA MEDTEK LIMITED

Place: Chennai
Date: 30.05.2017

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

Annexure - I to Independent Auditor's Report to the Members of Invicta Meditek Limited for the year ended 31st March 2017.

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 does not hold any immovable properties.

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 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 2017 for a period of more than six months from the date they became payable.

INVICTA MEDTEK LIMITED

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

No 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

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: 30.05.2017

P. B. Vijayaraghavan & Co.,

Chartered Accountants

FRN: 004721S

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P. B. Srinivasan

Partner

M. No. 203774

INVICTA MEDTEK LIMITED

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, 2017 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 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or

INVICTA MEDTEK LIMITED

timely detection of unauthorized 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, 2017, 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: 30.05.2017

P. B. Vijayaraghavan & Co.,

Chartered Accountants

FRN: 004721S

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P. B. Srinivasan

Partner

M. No. 203774

AUDITORS CERTIFICATE

We have examined the attached Cash flow Statement of **Invicta Meditek Limited** for the year ended 31st March 2017. 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 31.03.2017 to the members of the company.

Place: Chennai

Date: 30.05.2017

P. B. Vijayaraghavan & Co.,

Chartered Accountants

FRN: 004721S

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P. B. Srinivasan

Partner

M. No. 203774

INVICTA MEDTEK LIMITED

BALANCE SHEET AS AT 31.03.2017

(Amount in Rs.)

	PARTICULARS	SCH	31-03-2017	31-03-2016
I	<u>EQUITY & LIABILITIES</u>			
1	<u>Shareholders' funds .</u>			
	a)Share capital	1	7,20,90,410	7,20,90,410
	b.Reserves& Surplus	2	-6,62,68,544	-6,53,63,511
2	Share application money pending allotment			
3	<u>Non Current Liabilities</u>			
4	<u>Current Liabilities</u>			
	(a)Trade Payables		3,73,398	3,65,782
	(b) Other Current Liabilities	3	66,66,073	57,69,991
	(c) Short Term Provisions	4	16,12,354	16,12,354
	Total		1,44,73,691	1,44,75,026
II	<u>ASSETS</u>			
1	<u>Non-currentAssets</u>			
	(a) <u>Fixed assets</u>			
	(1)Tangible assets	5	1,127	3,311
	(b) Long-term loans and advances	6	5,72,054	5,72,054
	<u>CurrentAssets</u>		18,92,763	18,92,763
	(a) Inventores	7	-	-
2	(b)Trade receivables	8	16,281	15,430
	(c) Cash and cash equivalents	9	1,19,79,420	1,19,79,420
	(d) Short-term loans and advances	10	12,047	12,047
	(e) Other current assets			
	Total		1,44,73,691	1,44,75,026

For INVICTA MEDITEK LIMITED.,

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R.Sundararaghavan
Managing Director.
(DIN : 01197824)

-sd-

Swapna Sundararaghavan.
Director.
(DIN : 01925157)

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

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

Place : Chennai
Date : 30.05.2017

INVICTA MEDTEK LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2017

(Amount in Rs)

	Particulars	Note No.	For the year ended 31st March 2017	For the year ended 31st March 2016
1.	<u>Revenue from operations</u>	11	0.00	0.00
2.	<u>Other Income</u>	12	0.00	0.00
3.	Total Revenue (I + II)			
4.	Expenses :			
	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		0.00	0.00
	Depreciation and amortization expense		2,73,600	2,73,600
	Other expenses		2,184	2,150
		13	6,29,249	5,96,124
	Total expenses		9,05,033	8,71,874
5.	Profit before exceptional and Extraordinary items and tax (III-IV)		-9,05,33	-8,71,874
6.	Exceptional items		-	-
7.	Profit before extraordinary items and tax (V-VI)		-9,05,033	-8,71,874
8.	Extraordinary items		-	-
9.	Profit before tax (VII-VIII)		-9,05,033	-8,71,874
10.	Tax expenses:			
	(a) Current tax		-	-
	(b) Deferred tax		-	-
11.	Profit (Loss) for the period from continuing operations:(VII-VIII)		-9,05,033	-8,71,874
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)		-9,05,033	-8,71,874
	Earning Per Shares		-0.13	-0.12

F or INVICTA MEDITEK LIMITED.,

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R.Sundararaghavan
Managing Director
(DIN : 01197824)

-sd-

Swapna Sundararaghavan.
Director.
(DIN : 01925157)

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

-sd-

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

Place : Chennai
Date : 30.05.2017

INVICTA MEDTEK LIMITED

Notes No.1 SHARE CAPITAL :

(Amount t in Rs.)

Share Capital	As at 31 March 2017		As at 31 March 2016	
	Number	Rs.	Number	Rs.
<u>Authorised</u> 2,50,00,000 Equity shares of Rs.10 each	2,50,00,000	25,00,00,000	2,50,00,000	25,00,00,000
<u>Issued</u> 72,09,041 Equity shares of Rs.10 each	72,09,041	7,20,90,410	72,09,041	7,20,90,410
<u>Subscribed & Paidup</u> 72,09,041 Equity shares of Rs.10 each	72,09,041	7,20,90,410	72,09,041	7,20,90,410
Total	72,09,041	7,20,90,410	72,09,041	7,20,90,410

Particulars	Equity Shares			
	Number		Rs.	
Shares outstanding at the beginning of the year	72,09,041		7,20,90,410	
Shares Issued during the year	-		-	
Shares bought back during the year	-		-	
Shares outstanding at the end of the year	72,09,041		7,20,90,410	
Name of Shareholder	As at 31 March 2017		As at 31 March 2016	
	No of Shares held	% of Holding	No of Shares held	% of Holding
Mr.Sathish Kumar	10,30,683	14.30	10,30,693	14.30

INVICTA MEDTEK LIMITED

Note No.2 Reserves & Surplus :			(Amount in Rs.)
Reserves & Surplus	As at 31 st March 2017	As at 31 st March 2016	
	Rs.	Rs.	
a. Capital Reserves			
Opening Balance	52,81,355	52,81,355	
(+) Current Year Transfer			
(-) Written Back in Current Year			
Closing Balance	52,81,355	52,81,355	
b. Securities Premium Account			
Opening Balance	1,50,45,205	1,50,45,205	
Add: Securities premium credited on Share issue	-	-	
Less: <u>Premium Utilised for various reasons</u>	-	-	
Premium on Redemption of Debentures	-	-	
for issuing Bonus Shares	-	-	
Closing Balance	1,50,45,205	1,50,45,205	
c. Surplus			
Opening Balance	- 8,56,90,071	- 8,48,18,197	
(+) Net Profit / (Net Loss) For the current year	- 9,05,033	- 8,71,874	
(-) Transfer from Reserves	-	-	
(-) Proposed Dividends	-	-	
(-) Interim Dividends	-	-	
(-) Transfer to Reserves	-	-	
Closing Balance	-8,65,95,104	-8,56,90,071	
Total	- 6,62,68,544	-6,53,63,511	

Note No.3 Other Current Liabilities :

Other Current Liabilities	As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.
TDS Payable	50,674	30,674
Loan from Tvisha Capital Consultancy Private Ltd.	18,41,063	14,06,986
Loan from PHLP Computer Technologies Pvt. Ltd.	26,65,448	26,65,448
Other Payables	11,57,235	11,57,235
Excess Receipt on Preference Allotment	56,618	56,618
Loan From Director – Mr. R Sundararaghavan	8,95,035	4,53,030
Total	66,66,073	57,69,991

Note No 4. SHORT TERM PROVISIONS :

Short Term Provisions	As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.
Provision – Others	16,12,354	16,12,354
Total	16,12,354	16,12,354

INVICTA MEDTEK LIMITED

Note No.5 (Fixed Assets)

(Amount in Rs)

	Fixed Assets	Gross Block			Accumulated Depreciation			Net Block	
		Balance as at 1 April 2016	Additions/ (Disposals)	Balance as at 31 March 2017	Balance as at 1 April 2016	Depreciation charge for the year	Balance as at 31 March 2017	Balance as at 1 April 2016	Balance as at 31 March 2017
a	Tangible Assets								
1.	Samsung Printer	3,311	-	3,311	-	2,184	-	3,311	- 1,127
	Total	3,311	-	3,311	-	2,184	-	3,311	1,127

Note: No.6 Long term Loans and Advances

(Amount in Rs.)

Long Term Loans and Advances	As at 31 March 2017		As at 31 March 2016	
		Rs.		Rs.
a.) Security Deposits				
Secured ,considered good				
Unsecured, considered good		5,72,054		5,72,054
Doubtful		-		-
Less: Provision for doubtful deposits		-		-
		5,72,054		5,72,054

Note No. 7 Trade Receivables

(Amount in Rs.)

Trade Receivables	As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Secured, considered good	-	-
Unsecured, considered good	-	-
Unsecured, considered doubtful	-	-
Less: Provision for doubtful debts	-	-
	-	-

INVICTA MEDTEK LIMITED

Note No.8 Cash and cash equivalents

(Amount in Rs.)

Cash and cash equivalents	As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.
a. Balances with banks*	8,095	8,095
b. Cheques, drafts on hand	-	-
c. Cash on hand *	7,335	7,335
d. Others (specify nature)	-	-
Grand Total	15,430	15,430

Note No.9 Short term loans and Advances

Short-term loans and advances	As at 31 March 2017	As at 31 March 2016
	Rs.	Rs.
a. Loans and advances to related parties Unsecured, considered good (Loan to Mr. Sathish Kumar - Director)	70,47,151	70,47,151
	70,47,151	70,47,151
b. Others Unsecured, considered good	49,32,269	49,35,269
	49,32,269	49,35,269
Grand Total	1,19,79,420	1,19,82,420

	As at 31 March 2017	As at 31 March 2016
	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		
Grand Total	70,47,151	70,47,151

Note No.10 Other Current Assets

Other current assets	For the year ended 31 March 2017	For the year ended 31 March 2016
	Rs.	Rs.
Input Vat Credit	12,047	12,047
Total	12,047	12,047

INVICTA MEDTEK LIMITED

Note No.11 Revenue from Operations

(Amount in Rs.)

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
	Rs.	Rs.
Sale of products	-	-
Sale of services	-	-
Other operating revenues	-	-
<u>Less:</u>		
Excise duty	-	-
Total	-	-

Note No.12 Other Income

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
	Rs.	Rs.
Interest Income (in case of a company other than a finance company)	-	-
Dividend Income	-	-
Net gain/loss on sale of investments	-	-
Other non-operating income (net of expenses directly attributable to such income)	-	-
Total	-	-

Note No.13 Other Expenses

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
	Rs.	Rs.
Printing & Stationery	13,100	20,200
Advertisement	22,879	19,680
Annual Custodial Charges - (NSDL/CDSL)	27,480	37,020
Audit Fee	17,250	17,175
AGM Expenses	2,500	2,150
Bank Charges	2,307	3,180
Fees and Subscription - MCA	600	5,400
E-Voting Charges- (CDSL/CAMEO)	13,932	5,725
Postage and courier	3,177	3,201
Professional & Consultancy Charges	1,24,824	1,10,355
Rent - Office	1,20,000	1,20,000
Interest paid (BSE/NSDL/CDSL)	17,850	-
Service Charges - (CAMEO)	34,350	20,610
Listing Fees - (BSE Ltd)	2,29,000	2,27,453
Website Developments	-	3,975
Total	6,29,249	5,96,124

INVICTA MEDTEK LIMITED

Additional Information

(Amt in Rs.)

Employee Benefits Expense	For the year ended 31 March 2017	For the year ended 31 March 2016
	Rs.	Rs.
(a) Salaries and incentives	2,73,600	2,73,600
(b) Contributions to -		
(i) Provident Fund		
(ii) Superannuation scheme	-	-
(c) Gratuity fund contributions	-	-
(d) Social security and other benefit plans for overseas employees	-	-
(e) expense on Employee Stock Option Scheme (ESOP) and Employee Stock Purchase Plan (ESPP),	-	-
(f) Staff welfare expenses	-	-
Total	2,73,600	2,73,600

Payments to the auditor as	For the year ended 31 March 2017	For the year ended 31 March 2016
	Rs.	Rs.
a. auditor	33,049	27,480
b. for taxation matters		
c. for company law matters	17,250	17,175
d. for management services		
e. for other services	5,750	5,700
f. for reimbursement of expenses		-
Total	56,049	50,355

INVICTA MEDTEK LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

Particulars	31st March 2017	31st March 2016
<u>Cash Flow from Operating Activities</u>		
Net Profit after Tax and Depreciation	-	(9,05,033)
Adjustment for Tax		-
Adjustment for Depreciation	2,184	2,150
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	2,184	2,150
	(9,02,849)	(8,69,724)
Sundry Debtors		
Loans & Advances	-	7,020
Other Current Assets	-	-
Current Liabilities	9,03,698	8,60,373
	9,03,698	8,67,392
Net Cash Flow from Operations	(A)	851
<u>Cash Flow from Investing Activities</u>		
Purchase of Fixed Assets		(2333)
Sale of Fixed Assets	-	-
Net Cash Flow from Investing Activities	(B)	(2,333)
<u>Cash Flow from Financing Activities</u>		
Increase in Share Capital	-	
Increase in Share Premium	-	
Increase in Loan Funds	-	
Net Cash Flow from Financing Activities	(C)	-
Net Increase in Cash & Cash Equivalents (A+ B + C)	851	(2,333)
Add Cash and Cash Equivalents in the Beginning of the Period	15,430	17,761
Cash and Cash Equivalents at the end of the Period	16,281	15,430

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

For Invicta Meditek Limited,

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

Place : Chennai
Date : 30.05.2017

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

Sd-
P B.Srinivasan.
Partner

M.NO.203774.

INVICTA MEDTEK LIMITED

Notes on Accounts and Significant Accounting Policies

A) Significant Accounting Policies:

1) Basis of preparation:

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

2) Revenue Recognition:

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

3) Fixed Assets:

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

4) Depreciation:

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

5) Inventories:

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

6) Employees Benefits :

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

B) Notes on Accounts

1) Discontinued Operation

The company has discontinued its operation since 24th of February 2009 and has sold its entire asset pursuant to sale agreement with TTK Healthcare Limited in the FY 2009-10. The company has accumulated losses of Rs.8,65,95,104/- which is more than 50% of its net worth, and had incurred cash losses of Rs.9,05,033/- during the financial year 2016-17 (FY 2015-16 Rs.8,71,874/-). Hence, all the assets and liabilities are adjusted to its net realisable value.

2) Loan to Directors

The Company's Short Term loans and advances includes as amount of Rs.70,47,151/- (amount sanctioned during the year Rs.Nil) being outstanding of loans given to one of the directors , without obtaining the prior approval of Central Government as per Sec.185 of the Companies Act 2013.

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

For Invicta Meditek Ltd.,

-sd-

R.Sundararaghavan.
Managing Director.

(DIN:01197824)

Place : Chennai

Date :30.05.2017.

-sd-

Swapna Sundararaghavan.
Director.

(DIN:01925157)

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 MEDTEK LIMITED

INVICTA MEDITEK LIMITED		(Amt in ' 000)
BALANCE SHEET ABSTRACT AND COMPANIES GENERAL BUSINESS PROFILE		
I Registration Details		
Registration No.18-22948/1992	State Code 18	
Balance Sheet Date	31-03-2017	
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	14473	Total Assets : 14473
Sources of Funds		
Paid up Capital	72090	
Reserves & Surplus	-66269	
Secured Loans	0	
Unsecured Loans	5402	
Application of Funds		
Net Fixed Assets	1	
Investments		
Net Current Assets	11222	
Accumulated Losses	-86596	
Deferred Tax Asset	0	
IV Performance of Company		
Turnover(Total Income)	0	Total Expenditure 906
Profit/Loss before Tax	-906	Profit/Loss after Tax -906
(Please tick appropriate box + for profit - for loss)		
Earning per share	-0.13	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 <div style="display: flex; justify-content: space-around;"> <div style="text-align: center;"> -Sd- R.Sundararaghavan. MANAGING DIRECTOR. (DIN:01197824) </div> <div style="text-align: center;"> -Sd- Swapna Sundararaghavan. DIRECTOR. (DIN:01925157) </div> </div>		
Place: Chennai Date : 30.05.2017		

INVICTA MEDTEK LIMITED

INVICTA MEDITEK LIMITED

CIN: L51102TN1992PLC022948

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

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

Form No. MGT-11

Proxy form

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

Name of the Member(s):

Registered address:

E-mail Id:

Folio No./Client Id & DP. Id:

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the company, to be held on the Friday, the 29th day of September, 2017, at 09.30 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
	Ordinary Business
1	Adoption of Financial Statements for the year ended 31 st March 2017.
2	Re-Appointment Mrs. Swapna Sundararaghavan (DIN: 01925157) who retires by rotation and being eligible offers herself for re-appointment.
3	To appointment of M/s. Chandran & Raman, Chartered Accountants, as Statutory Auditors for period of five years, in the place of M/s. P.B. Vijayaraghavan & Co.
	Special Business
4	To re-appoint Mr. Rajamani Ragavachari Sundararaghavan (DIN: 01197824) as Managing Director of the Company for a period of Five (5) consecutive years.

Signed this..... day of _____ 2017

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 MEDTEK 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 25th Annual General Meeting of the company held on the Friday, the 29th day of September, 2017, at 09.30 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 MEDTEK 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