

INVICTA MEDITEK LIMITED

2012-2013

21st ANNUAL REPORT

Board of Directors	
Mr.R.Sundararaghavan Mr. M.R. Sathish Kumar Mr. Naveen Lakshmanan Mr.Soma Sekar *	Managing Director Independent Director Independent Director Independent Director

* Appointed w e f 26.11.2012.

Registered Office
21/11, II-Floor, I-Main Road, CIT Colony, Mylapore, Chennai - 600 004.

Bankers	
THE ROYAL BANK OF SCOTLAND N V KPM Towers - 2nd Floor, #1.Harrington Road, Chetpet, Chennai - 600 006.	STATE BANK OF INDIA 5 A. Sidco Industrial Estate Ambattur, Chennai 600 098.

Auditors	Registrar & Share Transfer Agents
M/s. P.B Vijayraghavan & Co. Chartered Accountants, No.14, Cathedral Garden Road Nungambakkam, Chennai 600 034.	M/s. Cameo Corporate Services Ltd. No.2 Subramaniam Bldg, Club House Rd, Chennai 600 002

INVICTA MEDITEK LIMITED

1. NOTICE

Notice is hereby given that the **21st Annual General Meeting** of the shareholders of **M/s. Invicta Meditek Limited** will be held at No.21/11, II Floor, I-Main Road , CIT Colony , Mylapore, Chennai –600 004, on Saturday , **the 28th day of September 2013** at 11.00 A.M to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet of the Company as on **31st March 2013** and the Profit and Loss Account of the Company for the year ended that date together with the Directors' Report and Auditors' reports thereon.
2. To appoint a director in place of **Mr.Sathish Kumar**, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of **Mr. Naveen Lakshmanan** , who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Statutory Auditors and fix their remuneration **M/s. P.B. Vijayaraghavan & Co.**, Chartered Accountants, Chennai, the retiring statutory auditors of the Company who are eligible for re-appointment.:

SPECIAL BUSINESS:

5. To Consider and, if thought fit, to pass with or without modification, the following resolution as a Ordinary Resolution

"RESOLVED THAT Mr. Soma.Sekar who was appointed as an Additional director of the company pursuant to Section 260 of the Companies Act, 1956 by the Board of Directors in their meeting held on 26.11.2012, and who holds office up to the date of this ensuing Annual General Meeting, be and is hereby appointed as director of the Company liable to retire by rotation.

Place : Chennai
Date: 30.06.2013

On behalf of the Board Place:
For **INVICTA MEDITEK LIMITED**
-sd-
R Sundararaghavan
Chairman

INVICTA MEDITEK LIMITED

NOTES :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy and the proxy need not be a member. The proxies should be lodged with the company not later than 48 hours before the time fixed for the commencement of the meeting.
2. The proxies should be lodged with the company not later than 48 hours before the time fixed for the commencement of the meeting.
3. Members/ Proxies should bring the attendance slip duly filled in for attending the meeting.
4. Members are requested to notify change of address, if any, to the company.
5. Members are requested to inform the Company their Income Tax Permanent Account Number (PAN), if any allotted to them by the Income Tax Department and the particulars of their Bank Account, in case the same have not been sent earlier.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from **26th September, 2013 to 28th September, 2013** (Both days inclusive).
7. Members desiring to have any clarification on account are requested to write to the company at an early date so as to enable to keep the Company keep the information ready.
8. The members are requested to intimate to the Company and / or to its Share Transfer Agent M/s. Cameo Corporate Services Limited for changes, if any, in their registered address along with Pin Code Number.
9. Members holding shares in physical form and desirous in making a nomination in respect of their shareholding in the Company, as permitted under section 109A of the company the prescribed Form 2B, which is attached for this purpose.

INVICTA MEDITEK LIMITED

10. Information pursuant to Clause 49 of the Listing Agreement for directors seeking appointment / re-appointment:-

Name of the Director	Mr. Naveen Lakshmanan	Mr. M R Sathish Kumar	Mr.Soma. Sekar
Date of Birth	20.09.1974	21.09.21966	09.10.1951
Date of Appointment	05.01.2011	01.07.2005	26.11.2012
Qualification	B E.,	ME M B A	B Sc.,B L.,
Experience	Having More than 10 year's experience in Manufacturing	More than 20 years experience in engineering and Manufacturing services	More than 20 years experience in legal & general administration
Directorship in other Public Limited Companies	The Malabar Dyeing and Finishing Mills Limited	Nil	Nil
Chairman/Membership of the committees of other public limited companies	Nil	Nil	Nil

Place: Chennai
Date: 30.06.2013

On behalf of the Board
For **INVICTA MEDITEK LIMITED**

sd-
R.Sundararaghavan
Chairman

INVICTA MEDITEK LIMITED

DIRECTOR'S REPORT :

DIRECTORS REPORT TO THE MEMBER'S

Dear Shareholders,

Your Directors have pleasure in submitting the 21st Annual Report along with audited Balance Sheet & Profit and Loss account for the year ended on **31st March 2013**.

FINANCIAL RESULTS:

The operation and working results are as detailed hereunder;

Particulars	Amount as on 31.03.2013 (in Rs. Lakhs)	Amount as on 31.03.2012 (in Rs. Lakhs)
Total Revenue	0.00	19.16
Less: Expenditure	6.44	24.25
Profit / (Loss) before Depreciation and Tax	(6.44)	(5.09)
Less: Depreciation	0.72	0.10
Less: Tax Expenses	Nil	Nil
Profit / (Loss) after Depreciation and Tax	(6.44)	(5.19)

FUTURE PROSPECTS

Your Board of Directors are now looking at prospects where we can revive the Company with a new business plan. A Couple of proposals have been evaluated. It is anticipated that the evaluation process will be completed at the earliest and a good decision shall be taken in the interest of the Shareholders.

DEPOSIT

The Company has not accepted any deposit pursuant to Section 58A of the Companies Act. 1956.

DIVIDEND

In view of the losses incurred by the company, no dividend is recommended for the year under review.

DIRECTORS

1. **Mr.Naveen Lakshmanan** and **Mr.SathishKumar**, Directors retires by rotation and being eligible, offers themselves for re-appointment. Your Board recommends their continuation.
2. Mr. Soma . Sekar who was appointed as an Additional director of the company pursuant to Section 260 of the Companies Act, 1956 by the Board of Directors in their meeting held on 26.11.2012, and who holds office up to the date of this ensuing Annual General Meeting. Your Board of Directors recommends their continuation for the prospects of the Company.
3. Mr. Harikumar J Menon & Mr. Abhilash J Mayur resigned from the Board during the year.

INVICTA MEDITEK LIMITED

AUDITORS

M/s. P. B. Vijayraghavan & Co., Chartered Accountants, Chennai, have expressed willingness to continue as Statutory Auditors of the Company. They have furnished to the Company a certificate of their eligibility for re-appointment as statutory auditors, pursuant to section 224 (1B) of the Companies Act, 1956. The Board of Directors recommend to the Members to appoint them as Statutory Auditors of the Company for the current year and fix their remuneration.

Reply to Auditor's Opinion:

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

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

Particulars of Employees

None of the employees is covered under Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

LISTING

The Company's Equity Shares are listed at Bombay Stock Exchange and the necessary listing fees have been paid to the stock exchanges.

DEPOSITORY SYSTEM

Company's Shares are under compulsory demat mode and members are requested to dematerialize their shares for operational convenience.

CORPORATE GOVERNANCE

Report on Corporate Governance along with Certificate thereon is annexed herewith and forms part of our report.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company is taking utmost care of the Conservation of Energy. The Company has no activity in relation to Technology absorption. The company has no foreign exchange outgo or inflow.

MANAGEMENT DISCUSSION & ANALYSIS:

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

INVICTA MEDITEK LIMITED

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY:

Your Company has in place, adequate internal control systems and procedures commensurate with the size and nature of our business.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956 the Board hereby confirms:

- a) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimate that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period ;
- c) that the Directors has taken proper and sufficient care for the 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 fraud and other irregularities;
- d) that the Directors had prepared the annual accounts on going concern basis.

ACKNOWLEDGEMENT.

Your Directors wish to place on record their appreciation for the co-operation received from the employees and support received from various authorities under the Government of Tamil Nadu, the Company's Bankers and Business Associates. Your Directors also place on record the whole-hearted support received from the Shareholders.

Place: Chennai.
Date: 30.06.2013

On behalf of the Board
For **INVICTA MEDITEK LIMITED.**

-sd-
R.Sundararaghavan
Chairman.

INVICTA MEDITEK LIMITED

CORPORATE GOVERNANCE

REPORT ON CORPORATE GOVERNANCE.

1. Introduction

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

2. Company Philosophy on Code of Corporate Governance:

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

3. Board of Directors:

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

Name of Directors	Category
Mr. R Sundararaghavan	Promoter / Managing Director
Mr.M R Sathishkumar	Promoter / Director
Mr.Naveen Lakshmanan	Independent Director
Mr. Soma . Sekar	Independent Director
Mr. Abhilash J Mayur*	Independent Director
Mr. Harikumar J Menon*	Independent Director

* Mr. Harikumar J Menon & Mr. Abhilash J Mayur resigned on 26.11.2012 & 11.03.2013 respectively from the Board. Mr.Soma Sekar, was appointed as a Director of the Company w.e.f 26.11.2012.

During the year financial year ended 31st March 2013, the meeting of Board Meeting were held on 09.04.2012, 15.05.2012, 14.08.2012, 28.09.2012, 15.11.2012, 26.11.2012, 15.02.2013 & 11.03.2013.

The last AGM was held on 28.09.2012.

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

INVICTA MEDITEK LIMITED

Name of the Directors	Designation & Category	No. of Board Meeting held in the year		Attendance of Last AGM	No. of Directorship held in other Public Limited Company	No. of Board Committee memberships held in other Public limited
		Held	Attended			
R.Sundararaghavan	Chairman & Executive	8	8	Yes	Nil	Nil
M R Sathishkumar	Director & Non Executive	8	0	Nil	Nil	Nil
Harikumar J Menon *	Director & Non Executive & Independent	8	0	Nil	Nil	Nil
Soma. Sekar	Director & Non Executive & Independent	8	2	Nil	Nil	Nil
Naveen Lakshmanan	Director Non Executive & Independent	8	7	Nil	1	Nil
Abhilash J Mayur	Director Non Executive & Independent	8	0	Nil	Nil	Nil

Further the Board of Directors would like to inform the members that none of the Directors are disqualified to act as directors of this Company of any other Public Company under Section 274 (1)(g) and other applicable provisions of the Companies Act, 1956

Information about the Directors proposed to be reappointed, required to be furnished pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, is forming part of the Notice of the 21st Annual General Meeting to the Shareholders of the Company

4. Audit Committee:

The Audit Committee was reconstituted twice during the year under review. The following are the members of the Audit Committee and their attendance in the meeting. The Members of the Audit Committee met 4 times on **15.05.2012, 14.08.2012, 15.11.2012, and 15.02.2013.**

Name of Directors	Status	Held	Attended
Mr R Sundararaghavan	Member	4	4
Mr. Soma. Sekar	Member	4	1
Mr Naveen Lakshmanan	Chairman	4	4
Mr Sathish kumar	Member	4	0

Mr.Satish Kumar was inducted as a committee member on 09.04.2012 and ceased to be member from the committee w.e.f 26.11.2012 and Mr.Somasekar was inducted as Member of the Committee w.e.f. 26.11.2012. Mr.Naveen Lakshmanan has been appointed as Chairman of the Committee w.e.f 09.04.2012.

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

INVICTA MEDITEK LIMITED

5. Remuneration Committee:

The following are the members of the Remuneration Committee.

Name of Directors	Status
Mr R Sundararaghavan	Member
Mr. Abhilash J Mayur	Member
Mr. Harikumar J Menon	Member
Mr Naveen Lakshmanan	Chairman
Mr. Soma Sekar	Member

The Committee did not meet during the year under review as no remuneration was paid to any of the Directors. The Remuneration Committee was reconstituted on 26.11.2012 and Mr. Naveen Lakshmanan was appointed as Chairman of the Committee and Mr. Soma Sekar was inducted as member of the Committee.

Mr. Abhilash J mayur and Mr. Harikumar J Menon were ceased to be members of the Committee w.e.f. 26.11.2012.

6. Share Transfer/Investors Grievance Committee:

The Committee is to look after transfer of shares and the investors complaints, if any, and to redress the same expeditiously. During the year, the remuneration Committee was reconstituted twice and the following are the Compositions of the members of Committee:

Name of Directors	Status
R Sundararaghavan	Chairman
Mr Sathish Kumar	Member
Mr. Naveen Lakshmanan	Member
Mr. Soma Sekar	Member

Mr. Sathish Kumar was inducted as a committee member on 09.04.2012 and ceased to be member from the committee w.e.f 26.11.2012 and Mr. Somasekar and Mr. Naveen Lakshmanan was inducted as Member of the Committee w.e.f. 26.11.2012.

During the year under review, the Committee met 3 times on **30.04.2012, 31.05.2012 & 15.09.2012.** and approved share transfers (both physical & demat), attended to investors grievances.

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

INVICTA MEDITEK LIMITED

7. General Body Meetings:

The Last three AGM held as follows: -

Financial Year ended	Location	Date	Time
31-03-2010	No. 290 SIDCO Industrial Estate, Ambattur , Chennai – 600 098.	25.09.2010	11.00 A.M
31.03.2011	No.21/11, Second Floor , First Main Road , CIT Colony , Mylaopre , Chennai – 600 004.	30.09.2011	10.30 A M
31.03.2012	No.21/11, Second Floor , First Main Road , CIT Colony , Mylaopre , Chennai – 600 004.	28.09.2012	11.00 A M

8. Disclosures:

(i) Related Party Disclosures:

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

(ii) Compliances by the Company

The Company received a Show Cause Notice dt.27.10.2010 from Bombay Stock Exchange Limited, for non compliance of some of the provisions of Listing Agreement. In terms of the Show Cause notice, the shares of the Company were suspended from trading in the stock exchange from 13.01.2011 to 11.02.2011. The Company had complied the relevant provisions of the listing agreement and the trading in shares resumed from 14.02.2011. Apart from this there were no instances of non-compliance by the Company on any matter related to Capital markets during the last three years.

9. Means of Communication:

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

INVICTA MEDITEK LIMITED

10. General Shareholder's information:

1.	Financial reporting for the Quarter ending 30.06.2013 Second quarter ending 30.09.2013 Third quarter ending 31.12.2013 Fourth quarter ending 31.03.2014	By Fourth Week of July 2013 By Fourth Week of October 2013 By Fourth Week of January 2014 By Fourth Week of April 2014
2.	Book Closure Date	From 26.09.2013 to 28.09.2013(Both days inclusive).
3.	Venue of AGM	On Saturday , the 28 th day of September, 2013 at 11.00 AM. at No.21/11, II- Floor, I-Main Road, CIT Colony , Mylapore , Chennai – 600 004
4.	Dividend payment date	N. A.
5.	Listing on Stock Exchange	The Bombay Stock Exchange Ltd, Mumbai Annual Listing Fees for the year 2013-14 has been duly Paid.
6.	Stock Code	523844

Stock Market data

The Shares of the Company are not frequently traded.

Distribution of share holding as on **31.03.2013**.

No. of Equity Shares held	31 st March 2013		
	No. of shares	No. of Share Holders	% of Share Holdings
Upto 500	433,673	2,782	6.0157
501 to 1,000	145,421	170	2.0172
1,001 to 2,000	165,921	109	2.3016
2,001 to 3,000	107,132	42	1.4861
3,001 to 4,000	67,579	19	0.9374
4,001 to 5,000	158,203	33	2.1945
5,001 to 10,000	297,340	39	4.1245
10,001 and above	5,833,772	80	80.9230
Total	7,209,041	3,274	100.0000

INVICTA MEDITEK LIMITED

Shares dematerialized up to March 2013:

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

A. Compliance Officer:

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

INVICTA MEDITEK LIMITED

No. 21/11, II Floor, I-Main Road, CIT Colony,
Mylapore, Chennai - 600 004.

B. Investor Grievances:

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

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

M/s. Cameo Corporate Services Limited

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

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

D. Investor Correspondence:

Shareholders can send in their correspondence to the Regd. Office at No.21/11, II Floor, I-Main Road, CIT Colony, Mylapore, Chennai - 600 004 of the company at or to the share transfer agents at the above address.

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

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

M/s. Cameo Corporate Services Limited
No.2, Club House Road, Chennai - 600 002.

INVICTA MEDITEK LIMITED

F. Share holding pattern.

Share holding pattern as on **31.03.2013**.

Category	No. of Shares	% of Share Holding
1. Promoters		
Indian Promoters	36,427	0.51
Foreign Promoters & Directors	1,049,027	14.55
2. Persons Acting in Concert	0	0.00
Sub Total (1+ 2)	1,085,454	15.06
3. Institutional Investors		
a. Mutual Funds and UTI	NIL	NIL
b. Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/ Non Govt. Institutions	NIL	NIL
c. Foreign Institutional Investors	NIL	NIL
Sub Total (3)	NIL	NIL
4. Others		
a. Private Corporate Bodies	757,234	10.50
b. Indian Public	3,001,198	41.63
c. NRIs / OCBs	944,744	13.10
d. Foreign Nationals & HUF	1,,420,411	19.70
e. Foreign Collaborators		
Sub Total (4)	5,187,099	84.94
GRAND TOTAL	7,209,041	100.00

G. Legal Proceedings:

There are no legal proceedings pending against the Company.

11. SUBSIDIARY COMPANY

The Company does not have any subsidiary company.

12. CAUTIONARY STATEMENT :

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

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

Place : Chennai.
Date : 30.06.2013

On behalf of the Board
for **INVICTA MEDITEK LIMITED**

-Sd-
R. Sundararaghavan
Chairman

INVICTA MEDITEK LIMITED

COMPLIANCE CERTIFICATE OF CORPORATE GOVERNANCE

To
The Members of
Invicta Meditek Limited.,

1.We have examined the compliance of conditions of Corporate Governance by M/s.Invicta Meditek Limited for the year ended on 31st March 2013 as stipulated in Clause 49 of the Listing Agreements of the said Company with Stock Exchange(s) .

2.The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the Corporate Governance. It is neither the audit not an expression of opinion on the financial statements of the Company.

3.In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has generally complied with the condition of Corporate Governance as stipulated in the above mentioned Listing Agreement..

4.As required by the Guidance Note issued by the Institute of Chartered Accountant of India, we state that as per the records maintained and certified by the Registrars of the Company , there were no investors grievances remaining unattended / pending for more than 30 days as at 31st March 2013

5.We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

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

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

Place : Chennai.
Date : 30.06.2013

INVICTA MEDITEK LIMITED

INDEPENDENT AUDITOR'S REPORT

To the Members of INVITA MEDITEK LIMITED.,

Report on the Financial Statement

We have audited the accompanying financial statement of INVICTA MEDITEK LIMITED (" the company") , which comprise the Balance Sheets as at March 31 , 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that gives a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of the Section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial Statement based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountant of India. 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 amount and disclosures in the financial statements. The procedures selected depend on the auditor's judgment , including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

Basie of Qualified Opinion

As per Note No. B(3) the loan of Rs.25 Lakh in the current year and Rs.57.72 Lakh in the previous years given to a Director Mr.Sathish Kumar is without prior approval of Central Government under Section 295 of the Companies Act, 1956.

INVICTA MEDITEK LIMITED

Opinion

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

- a) In the case of the balance sheet, of the state of affairs of the Company as at March 31, 2003:
- b) In the case of the Profit and Loss , of the **Loss** for the year ended on that date: and
- c) In the case of the Cash Flow Statement, of the cash flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements.

1. As required by the Companies (Auditor's Report) Order, 2003 (" the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, we give in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said order.

2. As required by section 227(3) of the Act, We report that:

(a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from examination of those books:

(c) The Balance Sheet and Profit & Loss Account and cash flow statement dealt with by this report are in agreement with the books of account:

(d) In our opinion, the Balance Sheet and Profit & Loss Account and cash flow statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956.

(e) On the basis of written representations received from the Directors, we report that none of the Directors is disqualified as on 31st March 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

(f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441 A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

Place: Chennai
Date: 30.06.2013

For P.B. VIJAYARAGHAVAN & CO.,
CHARTERED ACCOUNTANTS
Firm Reg. No. 004127S
-Sd-
P.B.Srinivasan.
Partner
Membership No. 203774

INVICTA MEDITEK LIMITED

ANNEXURE TO THE INDEPENDENT AUDITOR 'S REPORT ON THE ACCOUNTS OF INVICTA MEDI TEK LIMITED FOR THE YEAR ENDING 31st March 2013.

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

(I)a) The company is maintaining proper records showing full particulars, including details and situation of fixed assets.

b) Fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.

c) No substantial part of fixed assets has been disposed off during the year.

(ii) a) Physical verification of inventory has been conducted at reasonable intervals by the management.

b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.

c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.

(iii) a) The Company has given a loan of Rs.25 Lakh to one of the Director Mr. Sathish and entered in the register maintained under Section 301 of the Companies Act.

b) The company has not taken any loan, secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.

(iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not obtained any continuing failure to correct major weakness in the internal control system.

(v) As per the information and explanation given to us, there are no contracts or agreements referred to in Section 301 of the Companies Act, 1956 that needs to be entered into the register maintained under the section.

(vi) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public during the year. Hence the provisions of Section 58A and 58AA or other relevant provisions of the Companies Act, 1956 are not applicable to the Company.

(vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.

(viii) The Central Government has not prescribed maintenance of Cost records under Section 209 (1) (d) of the Companies Act, 1956.

(ix) The company has generally been regular in depositing undisputed statutory dues including Employees Provident Fund, Income Tax, Wealth Tax, Service Tax, Sales Tax, Investor Education and Protection Fund, Value Added Tax, Customs Duty with the appropriate authorities. According to the information and explanation given to us no undisputed amounts payable were in

INVICTA MEDITEK LIMITED

arrears, for a period more than six months from the date they become payable . The Employee State Insurance Act does not apply to the company.

(x) The Company has accumulated losses more than 50% of its net worth and has incurred cash losses during the year and the preceding year.

(xi) In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayments of its dues to any financial institutions, banks or debenture holders during the year.

(xii) The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Hence the question of maintenance of documents and records does not arise.

(xiii) The Company is not a chit fund or a nidhi/ Mutual benefit Fund /Society. Hence this clause is not applicable to the Company.

(xiv) In our opinion , the company is not a dealing in or trading in shares, securities, debentures and other investments. Hence this clause is not applicable to the company.

(xv) As per the information and explanation given to us by the management, the company has not given any guarantee for loans taken by others from banks or Financial Institutions based on the record produced to us.

(xvi)The company has not taken any loans from the banks; hence this clause is not applicable.

(xvii) According to the information and explanation given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investments.

(xviii) According to the information and explanation given to us, during the year the company has not made any preferential allotment of shares to parties and companies covered under register maintained under Section 301 of the Companies Act, 1956,

(xix) As per the information and explanation given to us the Company has not issued any debentures during the year.

(xx) The Company has not raised any money to the public issues. Hence the provision of clause 4(xx) of the Companies (Auditor's Report) Order 2003 are not applicable to the Company.

(xxi)According to the information and explanations given to us , no fraud on or by the company has been noticed or reported during the course of our audit.

Date : 30.06.2013

Place : Chennai

For P.B. VIJAYARAGHAVAN & CO.,

Chartered Accountants

Firm Reg. No. 004721S

-Sd-

P.B. SRINIVASAN

PARTNER

Membership No. 203774

BALANCE SHEET AS AT 31.03.2013

(Amount in Rs.)

	PARTICULARS	SCH	31-03-2013	31-03-2012
I	<u>EQUITY AND LIABILITY</u>			
1	<u>Share holders' funds</u>			
	a.Share capital	1	7,20,90,410	7,20,90,410
	b.Reserves & Surplus	2	-63,023,628	-62,379,459
2	Share application money pending allotment			
3	<u>Non Current Liabilities</u>			
4	<u>Current Liabilities</u>			
	(a) Trade Payables		34,295	21,716
	(b) Other Current Liabilities	3	4,134,913	306,029
	(c) Short Term Provisions	4	1,612,354	1,612,354
	Total		14,848,344	11,651,050
	<u>ASSETS</u>			
	<u>Non-current Assets</u>			
II	(a) <u>Fixed assets</u>			
	(1) Tangible assets		16,978	24,255
1	(b) Long-term loans and advances	5	569,054	569,054
	<u>Current Assets</u>	6		
	(a) Inventores		1,892,763	1,892,763
2	(b) Trade receivables		-	1,357,171
	(c) Cash and cash equivalent	7	197,332	295,623
	(d) Short-term loans and advances	8	12,160,170	7,500,137
	(e) Other current assets	9	12,047	12,047
	Total	10	14,848,343	11,651,050

For INVICTA MEDITEK LTD

For P.B. Vijayaraghavan & Co.,
Chatered Accountants
FRN:0047215-sd-
R. Sundararaghavan
Managing Director-sd-
Soma.Sekar
DirectorPlace : Chennai
Date : 30.06.2013-sd-
P.B.Srinivasan
Partner
M.No.203774

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2013 (Amount in Rs.)

	Particulars	Note No.	For the Year ended 31st March 2013	For the year ended 31st March 2012
1.	Revenue from operations	11	0.00	1,891,600
2.	Other Income	12	0.00	24,747
3.	Total Revenue (I + II)		0.00	1,916,347
4.	Expenses :			
	Purchases of Stock-in-Trade		0.00	1,892,763
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		0.00	-1,892,763
	Employee benefits expense		207,000	162,000
	Depreciation and amortization expense	5	7,277	10,395
	Other expenses	13	429,891	2,262,806
	Total expenses		644,168	2,435,201
	Profit before exceptional and extraordinary items and tax (III-IV)		-	-
5.	Exceptional items		644,168	-518,854
6.	Profit before extraordinary items and tax (V-VI)		-644,168	-518,854
7.	Extraordinary items		-	-
8.	Profit before tax (VII-VIII)		-644,168	-518,854
9.	Tax expenses:			
10.	(a) Current tax		-	-
	(b) Deferred tax		-	-
	Profit (Loss) for the period from continuing operations:			
11.	(VII-VIII)		-644,168	-518,854
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)		-644,168	-518,854
	Earning Per Shares		-0.09	-0.07

For Invicta Meditek Ltd

For P.B.Vijayaraghavan & co.,
Chartered Accountants
FRN:0047215sd-
R.Sundararaghavan
Managing Director
Place : Chennai
Date : 30.06.2013-sd-
Soma.Sekar.
Director-sd-
PB.Srinivasan
Partner

Note No.1 Share Capital

Share Capital	As at 31 March 2013		As at 31 March 2012	
	Number	Amount	Number	Amount
<u>Authorised</u> 2,50,00, 000 Equity shares of Rs.10 each	25,000,000	250,000,000	25,000,000	250,000,000
<u>Issued</u> Subscribed & Paid up	7,209,041	72,090,410	7,209,041	72,090,410
72,09,041 Equity shares of Rs. 10 each	7,209,041	72,090,410	7,209,041	72,090,410
Total	7,209,041	72,090,410	7,209,041	72,090,410

Particulars	Equity Shares	
	Number	Amount
Shares outstanding at the beginning of the year	7,209,041	72,090,410
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	7,209,041	72,090,410

Name of Shareholder	As at 31 March 2013		As at 31 March 2012	
	No of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. SATHISH KUMAR	1,194,505	16.57	1,194,505	16.57
Mr. ABHILASH J MAYUR	539,333	7.48	539,333	7.48

INVICTA MEDITEK LIMITED

INVICTA MEDITEK LIMITED		
Note No.2 Reserves & Surplus		
Reserves & Surplus	Amount in Rs.	
	As at 31st March 2013 in Rs	As at 31st March 2012 in Rs
a. Capital Reserves		
Opening Balance	5,281,355	5,281,355
(+) Current Year Transfer		
(-) Written Back in Current Year		
Closing Balance	5,281,355	5,281,355
b. Securities Premium Account		
Opening Balance	15,045,205	15,045,205
Add: Securities premium credited on Share issue	-	-
Less: Premium Utilised for various reasons Premium on Redemption of Debentures for issuing Bonus Shares	-	-
Closing Balance	15,045,205	15,045,205
c. Surplus		
Opening Balance		
(+) Net Profit/ (Net Loss) For the current year	-82,706,019	-82,187,165
(-) Transfer from Reserves	-644,168	-518,854
(-) Proposed Dividends		
(-) Interim Dividends		
(-) Transfer to Reserves		
Closing Balance		
Total	-83,350,188	-82,706,019
	-63,023,628	-62,379,459

Note No.3 Other Current Liabilities

Other Current Liabilities	As at 31 March 2013	As at 31 March 2012
TDS Payable	10,674	-
Loan from Tvisha Consultancy Private Ltd.	364,296	221,836
Loan from PHLP Computer Technologies Pvt. Ltd.	2,518,000	-
Other Payables	1,185,325	27,575
Excess Receipt on Preference Allotment	56,618	56,618
Total	4,134,913	306,029

NOTE NO 4. SHORT TERM PROVISIONS

Short Term Provisions	As at 31 March 2013	As at 31 March 2012
	Rs.	Rs.
Provision - Others	1,612,354	1,612,354
Total	1,612,354	1,612,354

INVICTA MEDITEK LIMITED

Note No.5 (Fixed Assets)

	Fixed Assets	Gross Block			Accumulated Depreciation			Net Block	
		Balance as at 1 April 2012	Additions/ (Disposals)	Balance as at 31 March 2013	Balance as at 1 April 2012	Depreciation charge for the year	Balance as at 31 March 2013	Balance as at 1 April 2012	Balance as at 31 March 2013
a	Tangible Assets								
	Computers	34,650	-	34,650	10,395	7,277	17,672	24,255	16,978
	Total	34,650	-	34,650	10,395	7,277	17,672	24,255	16,978

Note No.6 Long term loans and Advances

Long Term Loans and Advances	As at 31 March 2013		As at 31 March 2012	
a.Security Deposits				
Secured, considered good				
Unsecured, considered good				
Doubtful		569,054		569,054
Less : Provision for doubtful deposits		-		-
		-		-
		-		-
		569,064		569,054

Note No.7 Trade Receivables

Trade Receivables	As at 31 March 2013	As at 31 March 2012
	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		1,357,171
Unsecured, considered doubtful	-	-
Less: Provision for doubtful debts	-	-
	-	1,357,171

Note No.8 Cash and cash equivalents

Cash and cash equivalents	As at 31 March 2013	As at 31 March 2012
	Rs.	Rs.
a. Balances with banks*	189,997	288,288
b. Cheques, drafts on hand	-	-
c. Cash on hand*	7,335	7,335
d. Others (specify nature)	-	-
Grand Total	197,332	295,623

Note No.9 Short term loans and Advances

Short-term loans and advances	As at 31 March 2013	As at 31 March 2012
	Rs.	Rs.
a. Loans and advances to related parties		
Unsecured, considered good (Loan to Mr. SathishKumar - Director)	8,272,151	5,772,151
	8,272,151	5,772,151
b. Others		
Unsecured, considered good	3,888,019	1,727,986
	3,888,019	1,727,986
Grand Total	12,160,170	7,500,137

INVICTA MEDITEK LIMITED

	As at 31 March 2013	As at 31 March 2012
	Rs.	Rs.
Directors *	8,272,151	5,772,151
Other officers of the Company *		
Firm in which director is a partner *		
Private Company in which director is a member		
Grand Total	8,272,151	5,772,151

Note No.10 Other Current Assets

Other current assets	For the year ended 31 March 2013	For the year ended 31 March 2012
	Rs.	Rs.
Input Vat Credit	12,047	12,047
Total	12,047	12,047

Note No.11 Revenue from Operations

Particulars	For the year ended 31 March 2013	For the year ended 31 March 2012
	Rs.	Rs.
Sale of products	-	1,891,600
Sale of services	-	-
Other operating revenues	-	-
Less:		
Excise duty	-	-
Total	-	1,891,600

INVICTA MEDITEK LIMITED

Note No.12 Other Income

Particulars	For the year ended 31 March 2013	For the year ended 31 March 2012
	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)	-	24,747
Total	-	24,747

Additional Information

Employee Benefits Expense	For the year ended 31 March 2013	For the year ended 31 March 2012
	Rs.	Rs.
(a) Salaries and incentives	207,000	157,500
(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	207,000	157,500

INVICTA MEDITEK LIMITED

Payments to the auditor as	For the year ended 31 March 2013	For the year ended 31 March 2012
	Rs.	Rs.
a. auditor	16,854	11,236
b. for taxation matters	-	-
c. for company law matters	-	-
d. for management services	-	-
e. for other services	-	-
f. for reimbursement of expenses	-	-
Total	16,854	11,236

Note No.13 Other Expenses

Particulars	For the year ended 31 March 2013	For the year ended 31 March 2012
	Rs.	Rs.
Printing & Stationery	2,184	4,768
Advertisement	545	27,129
Annual Custodial Charges	13,482	13,394
Audit Fee	16,854	11,236
Bank Charges	5,755	6,515
Fees and Subscription	1,000	17,000
Sitting Fees	-	16,645
Postage & Telegrams	4,276	4,405
Professional & Consultancy Charges	160,675	36,545
Rent	120,000	120,000
Service Charges (NSDL & CDSL)	34,619	35,507
Travel & Conveyance	42,411	2,100
Website Development	-	10,000
Other Expenses	28,090	17,285
Debtors W/Off	-	1,940,277
Total	429,891	2,262,806

INVICTA MEDITEK LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2013

Particulars	31st March 2013	31st March 2012
<u>Cash Flow from Operating Activities</u>		
Net Profit after Tax and Depreciation	-	(644,168)
Adjustment for Tax		-
Adjustment for Depreciation	7,277	-
		10,395
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	-	7,277
		(636,891)
		(508,459)
inventory	-	(1,892,763)
Sundry Debtors	1,357,171	1,941,533
Loans & Advances	(4,660,034)	(1,398,346)
Other Current Assets		(47)
Current Liabilities	3,841,463	538,600
		(9,841)
		(1,359,464)
Net Cash Flow from Operations	(A)	(98,291)
<u>Cash Flow from Investing Activities</u>		
Purchase of Fixed Assets	-	(34,650)
Sale of Fixed Assets		
Net Cash Flow from Investing Activities	(B)	(36,450)
<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)	(98,291)	(1,902,573)
Add Cash and Cash Equivalents in the Beginning of the Period	295,623	2,198,196
Cash and Cash Equivalents at the end of the Period	197,332	295,623

For P.B.Vijayaraghavan & Co.,
Chartered Accountants

For Invicta Meditek Ltd

sd-
R.Sundararaghavan
Managing Director

-sd-
Soma.Sekar
Director

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

Place : Chennai
Date : 30.06.2013

Notes on Accounts and Significant Accounting Policies

Significant Accounting Policies:

Basis of preparation:

The financial statements have been prepared in accordance with the Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956. Since the business and assets of the company were sold subsequent to the Balance Sheet date, the company ceases to be a Going Concern. Therefore in the financial statements, assets and liabilities are adjusted to its realizable value. The company is following accrual basis of accounting.

Revenue Recognition:

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

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.

Depreciation:

Depreciation is provided on Straight Line Basis and at the rates specified in Schedule XIV of the Companies Act, 1956.

Assets purchased during the year are depreciated on pro-rata basis for the number of days the assets are put to use during the year.

Foreign Currency Transactions:

Transactions in foreign currencies are recorded at the rate prevailing on the date of the transaction. Monetary items are reinstated at the rates prevailing in the Balance Sheet date. Exchange gain or losses arising from such transactions are recognized in accordance with the AS 11 prescribed by the ICAI.

Inventories:

Inventories are valued at net realizable value based on the binding sale agreement.

Employees Benefits:

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

INVICTA MEDITEK LIMITED

B) Notes on Accounts:

Discontinued Operation

The operations of the company were discontinued since 24.02.2009.

Sale/ Transfer of assets

Pursuant to the sale agreement with the TTK Healthcare Ltd., all the assets were transferred in the year 2009-2010.

Loan to Directors

During the previous year an amount of Rs.57.72 Lakh has been given to one of the directors, Mr.Sathish kumar as loan, for which Central Government approval is yet to be obtained.

During the current year an additional loan of Rs.25 Lakh has been given to the director. The Central Government's approval is yet to be obtained for the same.

Debtors written off:

During the previous year debtors amounting to Rs.19,39,067 were considered bad and were written off to Profit and loss account.

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

As per our report of even date

For Invicta Meditek Ltd

-Sd-
Managing Director

-sd-
Director

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

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

INVICTA MEDITEK LIMITED AND COMPANIES GENERAL BUSINESS PROFILE**I Registration Details**

Rs in '000

Registration No.18-22948/1992 State Code 18
Balance Sheet Date 31-03-2013

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

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

III Position of Mobilisation and Deployment of Funds

Total Liabilities 14,848 Total Assets : 14,848

Sources of Funds

Paid up Capital 72,090
Reserves & Surplus -63,024
Secured Loans -
Unsecured Loans -
Current Liabilities 5,782.19

Application of Funds

Net Fixed Assets 16.98
Investments -
Net Current Assets 14,831
Deferred Tax -

Performance of**IV Company**

Turnover(Total Income) 0 Total Expenditure 644.17
Profit/Loss before Tax 644.17 Profit/Loss after Tax 644.17
(Please tick appropriate box + for profit - for loss)
Earning per share -0.09 Dividend % Nil

V Generic Names of Three Principal Products / Services of Company

(as per monetary terms)

Item Code NA
Product Description PNEUMATIC SYSTEMS
Item Code NA
Product Description HIP INSTALLATION COMPONENTS
Item Code NA
Product Description KNEE INSTALLATION COMPONENTS

For Invicta Meditek Limited

Place: Chennai

Sd-

Sd-

Date: 30.06.13

Managing Director

Director.

AUDITORS CERTIFICATE

We have examined the attached Cash flow Statement of Invicta Meditek Limited for the year ended 31st March 2013. 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 31.03.2013 to the members of the company.

For P.B.Vijayaraghavan & Co,
CHARTERED ACCOUNTANTS
FRN : 004721S.

Place:Chennai
Date :30.06.2013.

- sd-
P.B.SRINIVASAN
PARTNER
Membership No.203774

INVICTA MEDITEK LIMITED

INVICTA MEDITEK LIMITED

Regd. Office at No.21/11,II-Floor, I-Main Road, CIT Colony, Mylapore Chennai - 4.

Client ID :
DP ID :
Folio No :
No of Shares :

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

NAME OF THE ATTENDING MEMBER / PROXY (IN BLOCK LETTER) :

I hereby record my presence at the 21st Annual Meeting held on Saturday 28th Sep 2013 at 11.00 AM at 21/11,II-Floor, I-Main Road, CIT Colony, Mylapore Chennai -600004.

SIGNATURE OF MEMBER OR PROXY

.....CUT HERE.....

INVICTA MEDITEK LIMITED

Regd. Office at No.21/11,II-Floor, I-Main Road, CIT Colony, Mylapore Chennai - 4.

Client ID :
DP ID :
Folio No :
No of Shares :

I/We of in the district of being member(s) of the above named company hereby appoint in the district of or failing him/her of in the district of as my/our proxy to vote me/us on behalf at the 21st Annual General Meeting of the Company to be held on Saturday the 28th Sep 2013 at 11.00 AM and at every adjournment thereof.

Signed this day of 2013

Note : The proxy form, to be valid, should be deposited at the Registered office of the company at at No. 21/11,II-Floor, I-Main Road, CIT Colony, Mylapore Chennai - 4. not less than 48 hours before the meeting.

BOOK POST / UCP

If undelivered please return to

INVICTA MEDITEK LIMITED

No. 21/11, II-Floor, First Main Road
CIT Colony , Mylapore,
Chennai - 600 004.