

**INVICTA MEDITEK LIMITED**

**2013-2014**

**22<sup>nd</sup> ANNUAL REPORT**

Board of Directors	
Mr.R.Sundararaghavan Mr. M.R. Sathishkumar Mr. Naveen Lakshmanan Mr.SekarSomasundaram	Managing Director Director Independent Director Independent Director

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

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

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

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

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 22<sup>ND</sup> ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON TUESDAY, THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2014 AT THE REGISTERED OFFICE OF THE COMPANY AT DOOR NO. 21/11, SECOND FLOOR, I MAIN ROAD, CIT COLONY, MYLAPORE, CHENNAI – 600 004 AT 10.30 A.M TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS

1. To consider and adopt the Audited Balance sheet as at 31<sup>st</sup> March 2014 and Statement of Profit and Loss Account for the year ended 31<sup>st</sup> March 2014 and the reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. Sathish Kumar (DIN: 00198625), Director who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors of the Company who shall hold office from the conclusion of this Meeting till the conclusion of next Annual General Meeting and fix their remuneration. **M/s. P.B. Vijayaraghavan & Co.**, Chartered Accountants, Chennai (FRN: 004721S) being the retiring auditors are eligible for re-appointment.

### SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to Sections 149, 152 Schedule IV and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Naveen Lakshmanan (DIN: 00425385), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956, who has submitted a declaration that he meets the criteria of Independence and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of two (2) consecutive years with effect from 30.09.2014.”

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

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

“RESOLVED THAT pursuant to Sections 149, 152 Schedule IV and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. SekarSomasundaram (DIN: 06430166), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956, who has submitted a declaration that he meets the criteria of Independence and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of two (2) consecutive years with effect from 30.09.2014.”

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

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

“RESOLVED THAT pursuant to Section 152(6), 196 read with Schedule V and other applicable provisions of the Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to vary the existing terms and conditions of appointment of Mr. RajamaniRagavachariSundararaghavan (DIN: 01197824), who was appointed as Managing Director of the Company not liable to retirement by rotation in the Board Meeting held on 26<sup>th</sup> November, 2012, to ‘director liable to retire by rotation’ and that the other terms and conditions of re-appointment of Mr.RajamaniRagavachariSundararaghavan as Managing Director, shall remain same for the balance period of his tenure.”

7. To consider and if though fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification and or re-enactment thereof for time being in force) and in terms of Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company, to borrow for the purpose of business of the Company from time to time at their discretion, any sum or sums of money from any Bank/s or Financial Institutions/s, Firm/s, Body Corporate/s, other person/s up to a sum of Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) including all types of fund based and non-fund based facilities, notwithstanding that the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid up capital of the

Company and its free reserves and that the Board of Directors be and are hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to Interest, repayment, security or otherwise as they may, in their absolute discretion, think fit”.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may in its sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents as may be necessary, proper, desirable or expedient to give effect to this Resolution.”.

8. To consider and if though fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act 2013, (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage / charge all or any of the immovable and movable properties of the Company both present and future and the whole or substantially the whole of the undertaking or the undertakings of the Company on such terms and conditions, as may be agreed to between the Board and Lender(s) to secure the loans / borrowings obtained, subject to the limits approved under section 180(1)(c) of the Companies Act 2013.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion may deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of this resolution and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution and to file relevant forms.”

Place: Chennai  
Date: 14.08.2014

For and on behalf of the Board of Directors

-Sd/-  
R. Sundararaghavan  
Managing Director

### **NOTES**

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

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

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

2. Revenue stamp should be affixed on the Proxy form. Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's Signature may also be furnished in the Proxy Form, for identification purpose.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses is annexed hereto.
4. The Register of members and the share transfer books of the company will remain closed from Friday, the 26<sup>th</sup> day of September 2014 to Tuesday, the 30<sup>th</sup> day of September 2014 (Both Days Inclusive) for the purpose of Annual General Meeting.
5. Members are requested to notify immediately any changes in their registered address to the Company's share transfer agents / Company's Registered Office.
6. Members are informed that copy of annual report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the annual report to the meeting.
7. Members are requested to affix their signature in the space provided on the attendance sheet and hand over the slip at the entrance of the meeting hall.
8. Electronic copy of the Annual Report for 2013 – 2014 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 2013-2014 is being sent in the permitted mode. Members who have

not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.

9. The listing fees to Bombay Stock Exchange has been paid upto 31.03.2015.
10. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment.
11. **Voting through electronic means**
  - I. 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:**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.(Sequence number has been provided as Serial Number (SL NO.) in the Address Label)</li> <li>• In case the sequence number is less than 8 digits enter the applicable</li> </ul>

	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"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv)** Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xix) **Other instructions:**
- (a) The voting period begins on 23rd day of September 2014 (09.00 a.m. IST) and ends on 25<sup>th</sup> day of September, 2014 (06.00 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 29<sup>th</sup> day of August, 2014 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 29<sup>th</sup> day of August, 2014.
- (c) Mr. Balu Sridhar of M/s. A. K. Jain & Associates, Practicing Company Secretary (Membership No. FCS 5869), has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- (d) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (e) The results shall be declared on the date of AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.invictameditek.com](http://www.invictameditek.com).
- (f) 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 <https://www.evotingindia.co.in> under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

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

<b>Name</b>	<b>Mr. Sathish Kumar</b>
Date of Birth	21.09.1966
Qualification	ME., MBA.,
Nature of Expertise	More than 20 years experience in engineering and Manufacturing services
Date of First Appointment	01.07.2005
Name of the other Public Limited Companies in which he holds Directorship	NIL
Chairman/Membership of the committees of other public limited companies	NIL
No. Of Shares held in the Company	964,027