
March 25, 2026**National Stock Exchange of India Limited**Exchange Plaza, 5th Floor, C-1,
Block G, Bandra Kurla Complex,
Bandra (E), Mumbai 400051**NSE SYMBOL: INVICTA****ISIN: INE0XJ501010****Subject: Intimation Of Extra-Ordinary General Meeting of The Company to be held on Friday, April 17, 2026 at 11:00 a.m. IST through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), E-voting Schedule and Cut Off Date.**

Dear Sir/Ma’am,

Extra Ordinary General Meeting (EGM) of Invicta Diagnostic Limited will be held on Friday, April 17, 2026 at 11:00 a.m. IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM) in compliance with MCA circulars and applicable SEBI circular.

We are enclosing herewith the Notice of Extra Ordinary General Meeting of the Company. The said Notice of Extra Ordinary General Meeting is also available on the website of the Company at <https://www.pcdiagnostics.in/>. The Company is providing electronic voting (remote e-voting) facility to the members through electronic voting platform of Bigshare Services Private Limited at <https://ivote.bigshareonline.com>.

Members holding shares either in physical form or dematerialized form as on cut-off date i.e. April 10, 2026 may cast their votes electronically on the resolution included in the Extra Ordinary General Meeting. The remote e-voting shall commence from April 14, 2026, (9:00 a.m. IST) and ends on April 16, 2026 (5:00 p.m. IST). The VC/OAVM facility will also be available through Bigshare Services Private Limited at <https://ivote.bigshareonline.com>

Thanking you,

You are requested to take the same on record.

Yours Faithfully,

For Invicta Diagnostic Limited**Sanket Vinod Jain****Chairman and Non-Executive Director****DIN: 08299039****Place: Mumbai**

EGM NOTICE

Notice is hereby given that the 01/2026-27 Extra-Ordinary General Meeting ('EGM') of the Shareholders of Invicta Diagnostic Limited ('the Company') will be held on Friday, April 17, 2026 at 11.00 AM(IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') facility to transact the following business: -

SPECIAL BUSINESS:**1. Regularization of Additional Director, Mr. Rohit Prakash Srivastava (DIN: 01432112) as Whole-Time Director (Finance) of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 160, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V of the Act and the rules made thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals as may be required, consent of the members of the Company be and is hereby accorded to appoint Mr. Rohit Prakash Srivastava (DIN: 01432112), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 25, 2026, and who holds office up to the date of this General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Act and the rules made thereunder and SEBI LODR Regulations and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded for the appointment of Mr. Rohit Prakash Srivastava (DIN: 01432112) as Whole-Time Director (Finance) of the Company for a period of [5] years with effect from March 25, 2026, liable to retire by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the remuneration payable to Mr. Rohit Prakash Srivastava (DIN: 01432112) shall be within the limits prescribed under Section 197 read with Schedule V of the Act, including any amendments thereto, and that the Board of Directors (including Nomination and Remuneration Committee) be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration, subject to the same not exceeding the limits specified under the applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution."

2. Approval of Material Related Party Transaction with PCD Diagnostics LLP

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2026-27, 2027-28 and 2028-29 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **PCD Diagnostics LLP**, a related party of the Company, of amount not exceeding Rs. 2000 Lakhs per Year for FY 2026-27, 2027-28, 2028-29, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

3. Approval of Material Related Party Transaction with Pratham MRI and CT Scan Centre

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2026-27, 2027-28 and 2028-29 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Pratham MRI and CT Scan Centre**, a related party of the Company, of amount not exceeding Rs. 2000 Lakhs per Year for FY 2026-27, 2027-28, 2028-29, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

4. Approval of Material Related Party Transaction with Primacare Healthcare LLP

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2026-27, 2027-28 and 2028-29 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Primacare Healthcare LLP**, a related party of the Company, of amount not exceeding Rs. 2000 Lakhs per Year for FY 2026-27, 2027-28, 2028-29, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

5. Approval of Material Related Party Transaction with Invicta Medical LLP

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2026-27, 2027-28 and 2028-29 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Invicta Medical LLP**, a related party of the Company, of amount not exceeding Rs. 2000 Lakhs per Year for FY 2026-27, 2027-28, 2028-29, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

6. Approval of Material Related Party Transaction with Primacare Diagnostic LLP

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2026-27, 2027-28 and 2028-29 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Primacare Diagnostic LLP**, a related party of the Company, of amount not exceeding Rs. 2000 Lakhs per Year for FY 2026-27, 2027-28, 2028-29, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

7. Approval of Material Related Party Transaction with Mscribeit Infotech LLP

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2026-27, 2027-28 and 2028-29 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Mscribeit Infotech LLP**, a related party of the Company, of amount not exceeding Rs. 2000 Lakhs per Year for FY 2026-27, 2027-28, 2028-29, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

8. Approval of Material Related Party Transaction with Porteus Medical LLP

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2026-27, 2027-28 and 2028-29 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Porteus Medical LLP**, a related party of the Company, of amount not exceeding Rs. 2000 Lakhs per Year for FY 2026-27, 2027-28, 2028-29, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

9. Approval of Material Related Party Transaction with Invicta Diagnostic Lifecare LLP

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2026-27, 2027-28 and 2028-29 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Invicta Diagnostic Lifecare LLP**, a related party of the Company, of amount not exceeding Rs. 2000 Lakhs per Year for FY 2026-27, 2027-28, 2028-29, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

10. Approval of Material Related Party Transaction with Invicta Diagnostic Healthplus LLP

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2026-27, 2027-28 and 2028-29 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Invicta Diagnostic Healthplus LLP**, a related party of the Company, of amount not exceeding Rs. 2000 Lakhs per Year for FY 2026-27, 2027-28, 2028-29, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

11. Approval of Material Related Party Transaction with Shegaon Diagnostic LLP

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2026-27, 2027-28 and 2028-29 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Shegaon Diagnostic LLP**, a related party of the Company, of amount not exceeding Rs. 2000 Lakhs per Year for FY 2026-27, 2027-28, 2028-29, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

12. Approval for payment of remuneration to Ms. Komal Sanket Jain a related party for holding the office or place of profit.

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for payment of maximum remuneration of Rs. 60.00 Lakhs per annum payable to **Ms. Komal Sanket Jain**, a ‘Related Party’ as defined under section 2(76) of the Companies Act, 2013 and SEBI LODR with effect from April 17, 2026, as per the details set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

13. Approval for payment of remuneration to Ms. Garima Naredi a related party for holding the office or place of profit.

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for payment of maximum remuneration of Rs. 60.00 Lakhs per annum payable to **Ms. Garima Naredi**, a ‘Related Party’ as defined under section 2(76) of the Companies Act, 2013 and SEBI LODR with effect from April 17, 2026, as per the details set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

14. Approval for payment of remuneration to Ms. Aditi Jayesh Jain a related party for holding the office or place of profit.

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for payment of maximum remuneration of Rs. 60.00 Lakhs per annum payable to **Ms. Aditi Jayesh Jain**, a ‘Related Party’ as defined under section 2(76) of the Companies Act, 2013 and SEBI LODR with effect from April 17, 2026, as per the details set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

15. Approval for payment of remuneration to Ms. Payal Kunal Jain a related party for holding the office or place of profit.

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for payment of maximum remuneration of Rs. 60.00 Lakhs per annum payable to **Ms. Payal Kunal Jain**, a ‘Related Party’ as defined under section 2(76) of the Companies Act, 2013 and SEBI LODR with effect from April 17, 2026, as per the details set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

16. Approval for Change, Deviation and Variation in the Objects and terms of Utilisation of the Initial Public Offering (“IPO”) Proceeds and extension of time limit for utilisation of the IPO Proceeds

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution on the terms set forth below:

“RESOLVED THAT pursuant to the provisions of Section13(8) and Section 27 of the Companies Act, 2013, (the “Companies Act”) and other applicable provisions, if any, of the Companies Act read with Rule 32 of the Companies (Incorporation) Rules, 2014 and Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) (including any statutory modification or re-enactment thereof) and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, and subject to any other applicable approvals, permissions and/or sanctions, consent of the shareholders of the Company be and is hereby accorded for change, Deviation and Variation in the Objects and terms of Utilisation of the Initial Public Offering (“IPO”) Proceeds and extension of time limit for utilisation of the IPO Proceeds, in the following manner in order to take benefit of:

1. Establishing diagnostic centres at most promising locations
2. Choosing medical equipment which are most suitable and technologically advanced equipment
- 3.Brand value and goodwill of local medical professionals, operational flexibility, and optimize capital deployment for scaling the diagnostic network

Sr. No.	Original Object	Total Amount Raised (Rs. in Lakhs)	Amount Reallocated	Details of Variation / Deviation	Amount reallocated for Object NO. 3 (Rs. in Lakhs)	Revised Timeline for Utilization
1	Funding capital expenditure for purchase of medical	2,111.33	1351.33*	Instead of establishing five diagnostic centres as originally proposed, the Company proposes to	760.00 (to be utilised for New	Up to March 2027

	equipment towards establishment of five new diagnostic centres in Maharashtra			commence atleast five diagnostic centres in Maharashtra directly or through subsidiary entities including Diagnostic Centre at Object No. 3. Further, there is change in brands and modalities of machinery proposed to be installed. Details of New Object, variation and deviation is given in explanatory statement	Object No. 3)	
2	General Corporate Purposes	407.46	422.56**	Amount of Rs. 15.10 lakhs remained after payment of Issue related Expenses is reallocated towards expenses for General Corporate Purpose.	NIL	Up to March 2027
3	New Object: Nashik Centre - Acquisition of up to 95% stake in Vinchurkar Diagnostics Private Limited (VDPL)	—	760.00	New Object proposed to be funded out of revised unutilized amount from Object No. 1		Up to March 2027
	Total	2518.79	2533.89			

Note

* Rs. 1351.33 Lakh includes amount of Rs. 227.79 Lakhs till date utilised for purchase of machinery.

** Includes General Corporate Purpose expenses paid till date of Rs. 238 Lakhs

Subsidiary Entities means LLP, Partnership Firm, company wherein Invicta Diagnostic Limited has minimum 51% stake.

Resolved further that

(1) The Company had originally proposed to utilise an amount of Rs. 2,111.33 lakhs towards funding capital expenditure for purchase of medical equipment for establishment of five new diagnostic centres in Maharashtra.

(2) The Members hereby approve the variation in the manner of implementation of the aforesaid object, without exceeding the overall allocation of Rs. 2,111.33 Lakhs, to provide the Company with operational flexibility, including:

- a. Establishment of atleast three diagnostic centres at suitable locations in Pune, Akola and Mumbai Metropolitan region (MMR) and the fourth diagnostic centre shall be opened in any other city within

- the state of Maharashtra with similar demography and business potential basis, instead of being restricted only to the locations indicated in the Prospectus;
- b. Establishment and operation of such diagnostic centres either directly by the Company or through subsidiary entities, in which the Company shall have a majority stake;
 - c. Flexibility in procurement of medical equipment of globally recognised original equipment manufacturers including but not limited to Siemens Healthineers, GE Healthcare, Philips Healthcare, Fujifilm Healthcare or other equivalent OEMs;
 - d. Procurement of upgraded, advanced or technologically superior equipment, including purchase of 3T MRIs and Cardiac CT (64 slice CT /128 slice CT) in place of a 16 slice CT, including variation in cost up to $\pm 25\%$ of the indicative cost disclosed in the Prospectus;
 - e. Inclusion of PET-CT system in place of a CT Scan system at centres where a demand is perceived and it makes more commercial sense; and
 - f. Utilisation of up to Rs. 760.00 lakhs out of the unutilised amount under Object No. 1 towards acquisition of up to 95% equity stake in Vinchurkar Diagnostics Private Limited (Nashik Centre);
 - g. Amount (Including interest accumulated) if any remained, after setting up of above 5 diagnostic centres (including the acquisition of Vinchurkar Diagnostics Private Limited) is to be used for setting up of additional diagnostic centres in Maharashtra with similar modalities under company or through subsidiary entities.

We have already mentioned in prospectus dated December 4, 2025 that the locations and modalities of medical equipment are indicative in nature, further we also mentioned our business strategy to establishing centres through subsidiaries i.e. Hub and Spoke Model. However, in the interest of maintaining the highest standards of transparency and corporate governance, the Company is seeking approval of the shareholders by way of this resolution.

Revised timelines for utilization indicated above is based on current circumstances of our business, subject to approvals from the statutory/ regulators, and completion of other condition precedents as will be agreed in the definitive agreement to be executed by the relevant parties and prevailing market conditions. Depending upon such factors, we may have to reduce or extend the deployment period beyond the estimated timeline, at the discretion of our management, and in accordance with applicable laws.

RESOLVED FURTHER THAT in the event this resolution is approved by a majority that meets or exceeds the statutory threshold for a special resolution, but 90% of the shareholders (present and voting and voting through remote e-voting) voting does not provide an assent to this resolution, the promoters or the shareholders in control of the Company shall offer an exit offer to the dissenting shareholder, if required to do so in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and applicable law.

RESOLVED FURTHER THAT to give effect to the above resolution, any of the Directors or the Company Secretary or Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary."

For and on behalf of the Board of

Invicta Diagnostic Limited (Formerly Known as Invicta Diagnostic Private Limited)

Sanket Vinod Jain

Chairman and Non- Executive Director

DIN: 08299039

Place: Mumbai

Date: 25.03.2026

NOTES:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Extra Ordinary General Meeting ("the EGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 9/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the EGM through VC/OVAM. In terms of the said circulars, the EGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only. The deemed venue of the EGM shall be the Registered Office of the Company. The procedure for joining the EGM through VC / OAVM is mentioned in this Notice.
2. The relevant Explanatory Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 ('Act') and Rule 22 of the Rules setting out the material facts, as amended from time to time, in respect of the Special Business specified above is annexed hereto.
3. A Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since the EGM is being held in accordance with the MCA Circulars through VC / OAVM, the facility for appointment of proxies by the Members will not be available.
4. As this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Hence, the Attendance Slip and Route Map for the venue of the Meeting are not annexed to this Notice.
5. Members attending the EGM through VC / OAVM shall be reckoned for quorum as per Section 103 of the Act.
6. All Members, including Institutional Investors, are encouraged to attend and vote at the EGM. An Institutional / Corporate Member (i.e., other than individuals / HUF, NRI, etc.) is required to send a scanned document (PDF/JPG Format) of the certified true copy of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cshrenik@gmail.com with a copy marked to investors@pcdiagnostics.in or uploaded by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
7. In line with MCA Circulars and SEBI circulars, the notice calling the EGM is being sent through the electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. The cut-off date for receiving the notice through e-mail is on March 20, 2026
8. A Members may note that the Notice will also be available on the website of the Company at www.pcdiagnostics.in. The same can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and on the website of Bigshare Services Private Limited (agency for providing the Remote e-Voting facility) i.e. www.bigshareonline.com.

9. As per the Circulars mentioned above, the Members may also note that the Company would not be sending the EGM notice by post to the members whose e-mail address is not registered with the Company or depository participants/depository.
10. Members holding shares in physical form are requested to intimate such changes to Bigshare Services Pvt. Ltd. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Bigshare Services Private Limited for assistance in this regard.
11. Members holding shares in the physical form and desirous of making / changing Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13, as applicable for this purpose to the Company's Registrar and Share Transfer Agents (RTA), Bigshare Services Private Limited who will provide the form on request. In respect of shares held in electronic / demat form, the Members may please contact their respective depository participant.
12. Non-Resident Indian Members are requested to inform the R&TA immediately about the change in residential status on their return to India, if any.
13. Any person, who acquires shares of the Company and becomes Member of the Company after sending of the Notice and holding shares as on cut-off date i.e. April 10, 2026. ("cut-off date"), may obtain login ID and password by writing to Registrar & Share Transfer Agent of the Company ("RTA"), Bigshare Services Private Limited at ivote@bigshareonline.com.

INSTRUCTIONS FOR E-VOTING AND JOINING THE EGM ARE AS FOLLOW:

1. Pursuant to Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, e-voting facility is being provided to the Members for all business to be transacted at the EGM.
2. Members shall have the option to vote electronically ("e-voting") either before the EGM ("remote e-voting") or during the EGM. Members who have cast their votes by remote e-voting prior to the EGM may participate in the EGM but shall not be entitled to cast their votes again. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings ("SS-2"), Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote e-voting and e-voting in respect of the business to be transacted at the EGM is being provided by the Company through Bigshare Services Private Limited (Bigshare). Necessary arrangements have been made by the Company with Bigshare to facilitate remote e-voting and e-voting during the EGM.
3. The Members can join the EGM in the VC / OAVM mode 15 minutes before the scheduled time of the commencement of the EGM and while the EGM is in progress, by following the procedure mentioned in this Notice. The facility of participation at the EGM through VC / OAVM will be made available to at least 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first serve basis. Institutional Investors who are Members of the Company, are encouraged to attend the EGM and vote.

4. The voting rights of the Members shall be in proportion to their share in paid-up equity share capital as on the Cut-Off Date. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Company has appointed Mr. Shrenik Uday Nagaonkar, Proprietor of M/s Shrenik Nagaonkar & Associates, Practicing Company Secretary, as the scrutinizer for conducting the e-voting process in a fair and transparent manner for the businesses to be transacted at the EGM.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on April 14, 2026, 9.00AM and ends on April 16, 2026, 5.00PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date April 10, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
 1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for

	<p>casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be redirected to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “LOGIN” button under the ‘INVESTOR LOGIN’ section to Login on E-Voting Platform.
- Please enter you ‘USER ID’ (User id description is given below) and ‘PASSWORD’ which is shared separately on you register email id.
 - Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
 - Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
 - Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

Note If you have not received any user id or password, please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on I AM NOT A ROBOT (CAPTCHA) option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "VOTE NOW" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "IN FAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "REGISTER" under "CUSTODIAN LOGIN", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "User id and password will be sent via email on your registered email id".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'RESET'.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
 - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
 - Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.

Note: The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “UPLOAD”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder 's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

4. Procedure for joining the EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the EGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, Bigshare E-voting system page will appear.
- Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to attend the EGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “VIDEO CONFERENCE LINK” option.
- Members attending the EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the EGM are as under:-

- The Members can join the EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.

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- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

EXPLANATORY STATEMENT ANNEXED PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**Item No. 1**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on March 25, 2026, appointed Mr. Rohit Prakash Srivastava (DIN: 01432112) as an Additional Director of the Company with effect from March 25, 2026, pursuant to Section 161 of the Companies Act, 2013 ("the Act") and Articles of Association of the Company. He holds office up to the date of this General Meeting.

The Company has received a notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Rohit Prakash Srivastava (DIN: 01432112) for the office of Director of the Company.

Considering his qualifications, experience and expertise in the field of finance, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has also approved the appointment of Mr. Rohit Prakash Srivastava (DIN: 01432112) as Whole-Time Director (Finance) of the Company for a period of [5] years with effect from March 25, 2026, subject to approval of the members.

The principal terms and conditions of his/her appointment, including remuneration, are as follows:

- Designation: Whole-Time Director (Finance)
- Tenure: [5] years with effect from March 25, 2026
- Remuneration: Rs. 7.20 Lakh per annum
- Perquisites and allowances: Whole-Time Director (Finance) of the Company is entitled to draw any perquisites from the Company as provided in Section 197 and Section II (A) of Part II of Schedule V to the Companies Act, 2013 inclusive of above remuneration.

Any increment in salary, as may be determined by the Board shall be within the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof. In addition to the salary.

The remuneration proposed to be paid to Mr. Rohit Prakash Srivastava (DIN: 01432112) is within the limits prescribed under Section 197 read with Schedule V of the Act and the rules made thereunder. Accordingly, approval of members by way of an Ordinary Resolution is being sought.

In the opinion of the Board, Mr. Rohit Prakash Srivastava (DIN: 01432112) fulfils the conditions specified in the Act and rules made thereunder and is eligible for appointment as Whole-Time Director (Finance). The Board considers that his appointment will be beneficial to the Company.

Except Ms. Konica Srivastava, Manager of the company and Mr. Rohit Prakash Srivastava being the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 1 for approval of the members.

Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of the LODR Regulations and applicable secretarial standards

Name of Director	Mr. Rohit Prakash Srivastava
DIN	01432112
Age	44

Qualification	MBA in Finance and Marketing
Experience	Over 19 years of diverse experience across industries including Investment Banking, Education, Wealth Management, and Healthcare
Nature of expertise	Finance and Marketing
Date of first appointment on Board	March 25, 2026
Shareholding in the Company	13,91,488 Equity Shares of Rs. 10 each constituting 11.07%
Relationship with other Directors/KMP	Ms. Konica Rohit Srivastava - Spouse
Directorships in other companies / Names of Listed Entities in which the person also holds the directorship	No Company other than Invicta Diagnostic Limited
Chairmanship/Membership of the Committees of the Board of Directors of Invicta Diagnostic Limited	NIL
Chairmanship/Membership of the Committees of the Board of Directors of other Companies	NIL
Names of listed entities from which the person has resigned in the past three years	Mr. Rohit Prakash Srivastava resigned as a Managing Director of the Invicta Diagnostic Limited on July 29, 2024 in order to focus on the role of CFO
Membership/Chairmanship of the Committees of listed entities from which the person has resigned in the past three years	NIL
Category	Promoter –Executive Director
Details of remuneration sought to be paid and Terms and conditions of appointment	Designation: Whole-Time Director (Finance) Tenure: [5] years with effect from March 25, 2026 Remuneration: Rs. 7.20 Lakh per annum Perquisites and allowances: Whole-Time Director (Finance) of the Company is entitled to draw any perquisites from the Company as provided in Section 197 and Section II (A) of Part II of Schedule V to the Companies Act, 2013 inclusive of above remuneration.
Remuneration last drawn	Rs. 4.80 Lakhs per Annum as CFO of Invicta Diagnostic Limited
Number of Meetings of the Board attended during the year	22 as CFO of the company
Declaration	In accordance with the SEBI instructions to stock exchanges dated June 14, 2018, we confirm that Mr. Rohit Prakash Srivastava is not debarred from holding the office of Directors of the company by virtue of the SEBI order or any other such authority
Affirmation	This is to affirm that Mr. Rohit Prakash Srivastava is not disqualified from holding the office of director pursuant to section 164 of the Companies Act 2013

Item No. 2 to 11

The provisions of the SEBI LODR Regulations 2015 (“SEBI Listing Regulations”) as amended mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm’s length basis. A transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm’s length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on March 25, 2026 reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms’ length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item No. 2, to Item No. 11 of this Notice.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is provided herein below:

Name of the related party	Name of the director or key managerial personnel who is related, if any	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangements
PCD Diagnostics LLP	Mr. Sanket Jain	Subsidiary Entity	Nature of Transaction – a) availing or rendering of any services b) Making Investments, subscribing to the capital, c) payment and receipt of dividend, profit etc d) Other recurring transactions for business purpose
Pratham MRI and CT Scan Centre	Mr. Sanket Jain	Subsidiary Entity	
Primacare Healthcare LLP	Mr. Sanket Jain	Subsidiary Entity	Material terms Transaction will be carried out on arm’s length basis, at market price and in ordinary course of business
Invicta Medical LLP	Mr. Sanket Jain	Subsidiary Entity	Monetary value Not Exceeding Rs. 2000 Lakh per year per subsidiary entity
Primacare Diagnostic LLP	Mr. Sanket Jain	Subsidiary Entity	
Mscribeit Infotech LLP	Mr. Sanket Jain	Associate Entity	The approval of the Members is being sought for an overall limit of Rs. 2000 Lakh for the Related Party

Porteus Medical LLP	Mr. Sanket Jain, Mr. Ketan Jayantilal Jain	Subsidiary Entity	<p>Transactions proposed to be entered into with the aforesaid related party during the financial year per related party. The Company may undertake multiple transactions of varying nature, including but not limited to availing or rendering of any services, Making Investments, subscribing to the capital, payment and receipt of dividend, profit etc and Other recurring transactions for business purpose in the ordinary course of business. The aggregate value of all such transactions, whether individually or collectively, shall not exceed Rs. 2000 Lakh during the relevant financial year, and the approval sought herein shall cover all such transactions notwithstanding that the value of any individual transaction may vary from time to time</p> <p>Tenure FY 2026-27, 2027-28, 2028-29</p> <p>Particulars of the contract or arrangements</p> <p>a) Company has to avail or provide diagnostic services with Subsidiary / Associate Entities as per business requirements. The said services are procured or rendered at market prices</p> <p>b) As a part of setting up of diagnostic centres several machinery and equipment are required to be installed at Diagnostic Centre owned by Subsidiary Entities. To funds procurement of those machinery and equipment, company has to make investment in subsidiary entity in the form of Fixed Capital/Current Capital/ Loan etc in the ratios of company's stake in those Subsidiary Entity.</p>
Invicta Diagnostic Lifecare LLP	Mr. Sanket Jain, Mr. Ketan Jayantilal Jain	Subsidiary Entity	
Invicta Diagnostic Healthplus LLP	Mr. Sanket Jain, Mr. Ketan Jayantilal Jain	Subsidiary Entity	
Shegaon Diagnostic LLP	Mr. Sanket Jain	Subsidiary Entity	



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A. Minimum information to be provided to the Shareholders for approval of Related Party Transactions

A (1) Basic details of the related party												
Particulars of the information		Information provided by the management										
1	Name of the related party	PCD Diagnostics LLP	India	Pratham MRI and CT Scan Centre	Primacare Healthcare LLP	Invicta Medical LLP	Primacare Diagnostic LLP	Mscribeit Infotech LLP	Porteus Medical LLP	Invicta Diagnostic Lifecare LLP	Invicta Diagnostic Healthplus LLP	Shegaon Diagnostic LLP
2	Country of incorporation of the related party	India	India	India	India	India	India	India	India	India	India	India
3	Nature of the business of the related party	Diagnostic and allied Services	Diagnostic and allied Services	Diagnostic and allied Services	Diagnostic and allied Services	Diagnostic and allied Services	Diagnostic and allied Services	Diagnostic and allied Services	Diagnostic and allied Services	Diagnostic and allied Services	Diagnostic and allied Services	Diagnostic and allied Services

A(2) Relationship and ownership of the related party											
1	Relationship between the listed entity/subsidiary1 (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or	PCD Diagnostics LLP is subsidiary entity	Pratham MRI and CT Scan Centre is subsidiary entity	Primacare Healthcare LLP is subsidiary entity	Invicta Medical LLP is subsidiary entity	Primacare Diagnostic LLP is subsidiary entity	Mscribeit Infotech LLP is associate entity	Porteus Medical LLP is subsidiary entity	Invicta Diagnostic Lifecare LLP is subsidiary entity	Invicta Diagnostic Healthplus LLP is subsidiary entity	Shegaon Diagnostic LLP is subsidiary entity

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	otherwise) and the following:																		
2	Shareholding of the listed entity, whether direct or indirect, in the related party.	99%	85%	99%	60%	90%	50%	99%	99%	99%	99%	99%	99%	99%	99%	99%	99%	99%	51%
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity. (Rs. in Lakhs)	0.99	0.42	0.99	0.60	0.90	0.50	0.99	0.99	0.99	0.99	0.99	0.99	0.99	0.99	0.99	0.99	0.99	0.51
4	Shareholding of the related party, whether direct or indirect, in the listed entity	NIL																	

A(3) Details of previous transactions with the related party

	PCD Diagnostics LLP	Pratham MRI and CT Scan Centre	Primacare Healthcare LLP	Invicta Medical LLP	Primacare Diagnostic LLP	Mscribeit Infotech LLP	Porteus Medical LLP	Invicta Diagnostic Lifecare LLP	Invicta Diagnostic Healthplus LLP	Shegaon Diagnostic LLP
1	Total amount of all the transactions	Diagnostic Services: Rs. 38.04 Lakhs Investment:	Diagnostic Services: Rs. 67.50 Lakhs Investment:	Diagnostic Services: Rs. 10.28 Lakhs Investment:	NIL	NIL	NIL	NIL	NIL	NIL

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by it under a transaction or arrangement entered into with the listed entity during the last financial year.																		
--------------------------------------------------------------------------------------------------------------	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Invicta Diagnostic Lifecare LLP, Invicta Diagnostic Healthplus LLP and Shegaon Diagnostic LLP are incorporated in the month of January 2026 hence there are no financial information as on previous financial year.

A(4) Amount of the proposed transactions (All types of transactions taken together)

	PCD Diagnostics LLP	Pratham MRI and CT Scan Centre	Primacare Healthcare LLP	Invicta Medical LLP	Primacare Diagnostic LLP	Mscribeit Infotech LLP	Porteus Medical LLP	Invicta Diagnostic Lifecare LLP	Invicta Diagnostic Healthplus LLP	Shegaon Diagnostic LLP
1 Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Not Exceeding Rs. 2000 Lakhs	Not Exceeding Rs. 2000 Lakhs	Not Exceeding Rs. 2000 Lakhs	Not Exceeding Rs. 2000 Lakhs	Not Exceeding Rs. 2000 Lakhs	Not Exceeding Rs. 2000 Lakhs	Not Exceeding Rs. 2000 Lakhs	Not Exceeding Rs. 2000 Lakhs	Not Exceeding Rs. 2000 Lakhs	Not Exceeding Rs. 2000 Lakhs
2 Whether the proposed transactions taken together with the	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

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<p>the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</p>					<p>preceding financial year; hence the percentage cannot be computed</p>	<p>preceding financial year; hence the percentage cannot be computed</p>	<p>preceding financial year; hence the percentage cannot be computed</p>	<p>preceding financial year; hence the percentage cannot be computed</p>	<p>preceding financial year; hence the percentage cannot be computed</p>	<p>preceding financial year; hence the percentage cannot be computed</p>	<p>preceding financial year; hence the percentage cannot be computed</p>
<p>5 Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding</p>	534%	427%	405%	4417%	<p>Not Applicable – The subsidiary had NIL turnover in the immediately preceding financial year; hence the percentage cannot be computed</p>	<p>Not Applicable – The subsidiary had NIL turnover in the immediately preceding financial year; hence the percentage cannot be computed</p>	<p>Not Applicable – The subsidiary had NIL turnover in the immediately preceding financial year; hence the percentage cannot be computed</p>	<p>Not Applicable – The subsidiary had NIL turnover in the immediately preceding financial year; hence the percentage cannot be computed</p>	<p>Not Applicable – The subsidiary had NIL turnover in the immediately preceding financial year; hence the percentage cannot be computed</p>	<p>Not Applicable – The subsidiary had NIL turnover in the immediately preceding financial year; hence the percentage cannot be computed</p>	<p>Not Applicable – The subsidiary had NIL turnover in the immediately preceding financial year; hence the percentage cannot be computed</p>

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financial year, if available.	Rs in Lakhs								
6	374.75	494.26	45.28	0	0	0	0	0	0
Financial performance of the related party for the immediately preceding financial year:	66.98	17.45	-15.25	0.39	-0.17	0	0	0	0
Turnover	101.78	79.70	40.69	1.58	1.06	1.25	0	0	0
Profit After Tax									
Net worth									

A(5) Basis details of proposed transactions

	PCD Diagnostics LLP	Pratham MRI and CT Scan Centre	Primicare Healthcare LLP	Invicta Medical LLP	Primicare Diagnostic LLP	Mscreiber Infotech LLP	Porteus Medical LLP	Invicta Diagnostic Lifecare LLP	Invicta Diagnostic Healthplus LLP	Shegaon Diagnostic LLP
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Availing or rendering of any services, Making Investments, subscribing to the capital, payment and receipt of dividend, profit etc	Availing or rendering of any services, Making Investments, subscribing to the capital, payment and receipt of dividend, profit etc	Availing or rendering of any services, Making Investments, subscribing to the capital, payment and receipt of dividend, profit etc	Availing or rendering of any services, Making Investments, subscribing to the capital, payment and receipt of dividend, profit etc	Availing or rendering of any services, Making Investments, subscribing to the capital, payment and receipt of dividend, profit etc	Availing or rendering of any services, Making Investments, subscribing to the capital, payment and receipt of dividend, profit etc	Availing or rendering of any services, Making Investments, subscribing to the capital, payment and receipt of dividend, profit etc	Availing or rendering of any services, Making Investments, subscribing to the capital, payment and receipt of dividend, profit etc	Availing or rendering of any services, Making Investments, subscribing to the capital, payment and receipt of dividend, profit etc

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	and Other recurring transactions for business purpose in the ordinary course of business, to be undertaken from time to time within an overall aggregate limit of Rs. 2000 Lakhs.	and Other recurring transactions for business purpose in the ordinary course of business, to be undertaken from time to time within an overall aggregate limit of Rs. 2000 Lakhs.	and Other recurring transactions for business purpose in the ordinary course of business, to be undertaken from time to time within an overall aggregate limit of Rs. 2000 Lakhs.	and Other recurring transactions for business purpose in the ordinary course of business, to be undertaken from time to time within an overall aggregate limit of Rs. 2000 Lakhs.	and Other recurring transactions for business purpose in the ordinary course of business, to be undertaken from time to time within an overall aggregate limit of Rs. 2000 Lakhs.	and Other recurring transactions for business purpose in the ordinary course of business, to be undertaken from time to time within an overall aggregate limit of Rs. 2000 Lakhs.	and Other recurring transactions for business purpose in the ordinary course of business, to be undertaken from time to time within an overall aggregate limit of Rs. 2000 Lakhs.
2	Details of each type of the proposed transaction	As above	As above	As above	As above	As above	As above
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	3 Years	3 Years	3 Years	3 Years	3 Years	3 Years
4	Whether omnibus	No. Omnibus approval is not being sought from shareholders. The proposed transactions are being placed before the shareholders for approval under Regulation 23 of SEBI (LODR) Regulations for a period of three financial years					

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approval is being sought?	Rs. 2000 lakhs per year for FY 2026-27, FY 2027-28 and FY 2028-29	Rs. 2000 lakhs per year for FY 2026-27, FY 2027-28 and FY 2028-29	Rs. 2000 lakhs per year for FY 2026-27, FY 2027-28 and FY 2028-29	Rs. 2000 lakhs per year for FY 2026-27, FY 2027-28 and FY 2028-29	Rs. 2000 lakhs per year for FY 2026-27, FY 2027-28 and FY 2028-29	Rs. 2000 lakhs per year for FY 2026-27, FY 2027-28 and FY 2028-29	Rs. 2000 lakhs per year for FY 2026-27, FY 2027-28 and FY 2028-29	Rs. 2000 lakhs per year for FY 2026-27, FY 2027-28 and FY 2028-29
5 Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.								
6 Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Investment in subsidiary entities will help the company to expand its presence geographically by Optimal Capital Deployment and Expansion Efficiency, Scalability and Faster Geographic Expansion, Local Doctor / Brand Association Advantage, Risk Segregation and Liability Containment Operational Flexibility, Improved Financial Monitoring and Performance Evaluation Future Strategic Opportunities. Several incidences occurs where company has to avail and render services from/to subsidiary entities depending upon patient requirements and specific diagnostic machines related requirements as well as availability of specialised doctors which will help the company to retain patient and give all services under one roof.							
7 Details of the promoter(s)/ director(s) / key managerial	Invicta Diagnostic Limited is	Invicta Diagnostic Limited is	Invicta Diagnostic Limited is	Invicta Diagnostic Limited is	Invicta Diagnostic Limited is	Invicta Diagnostic Limited is	Invicta Diagnostic Limited is	Invicta Diagnostic Limited is

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personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	holding company	holding company	holding company	Associate company	holding company	holding company	holding company	holding company	holding company
a. Name of the director / KMP	Mr. Sanket Jain Director of the company is Nominee Designated Partner on behalf of the Invicta Diagnostic Limited.	Mr. Sanket Jain Director of the company is Nominee Designated Partner on behalf of the Invicta Diagnostic Limited.	Mr. Sanket Jain Director of the company is Nominee Designated Partner on behalf of the Invicta Diagnostic Limited.	Mr. Sanket Jain Director of the company is Nominee Designated Partner on behalf of the Invicta Diagnostic Limited.	Mr. Sanket Jain Director of the company is Nominee Designated Partner on behalf of the Invicta Diagnostic Limited.	Mr. Sanket Jain Director of the company is Nominee Designated Partner on behalf of the Invicta Diagnostic Limited.	Mr. Sanket Jain Director of the company is Nominee Designated Partner on behalf of the Invicta Diagnostic Limited.	Mr. Sanket Jain Director of the company is Nominee Designated Partner on behalf of the Invicta Diagnostic Limited.	Mr. Sanket Jain Director of the company is Nominee Designated Partner on behalf of the Invicta Diagnostic Limited.
b. Shareholding	Mr. Sanket Jain Director of the company is Nominee Designated Partner on behalf of the Invicta Diagnostic Limited. Further Mr. Kunal Anil Jain, Part of Promoter Group is Designated Partner.	Mr. Sanket Jain Director of the company is Nominee Designated Partner on behalf of the Invicta Diagnostic Limited.	Mr. Sanket Jain Director of the company is Nominee Designated Partner on behalf of the Invicta Diagnostic Limited.	Mr. Sanket Jain Director of the company is Nominee Designated Partner on behalf of the Invicta Diagnostic Limited.	Mr. Sanket Jain Director of the company is Nominee Designated Partner on behalf of the Invicta Diagnostic Limited.	Mr. Sanket Jain Director of the company is Nominee Designated Partner on behalf of the Invicta Diagnostic Limited.	Mr. Sanket Jain Director of the company is Nominee Designated Partner on behalf of the Invicta Diagnostic Limited.	Mr. Sanket Jain Director of the company is Nominee Designated Partner on behalf of the Invicta Diagnostic Limited.	Mr. Sanket Jain Director of the company is Nominee Designated Partner on behalf of the Invicta Diagnostic Limited.

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	of the director / KMP, whether direct or indirect, in the related party	Part of Promoter Group: 1%	Naredi, Promoter: 1%			Jain, Director: 1%	Jain, Director: 1%	Jain, Director: 1%	
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Transaction will be carried out on arm's length basis, at market price and in ordinary course of business. If required then certificate from external agency will be placed before audit committee							
9	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.							

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Part B: Additional Information

Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

	PCD Diagnostics LLP	Pratham MRI and CT Scan Centre	Primacare Healthcare LLP	Invicta Medical LLP	Primacare Diagnostic LLP	Mscribeit Infotech LLP	Porteus Medical LLP	Invicta Diagnostic Lifecare LLP	Invicta Diagnostic Healthplus LLP	Shegaon Diagnostic LLP
1 Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No	No	No	No	No	No	No	No	No	No
2 Basis of determination of price.	Arm's Length Basis	Arm's Length Basis	Arm's Length Basis	Arm's Length Basis	Arm's Length Basis	Arm's Length Basis	Arm's Length Basis	Arm's Length Basis	Arm's Length Basis	Arm's Length Basis
3 In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
a. Amount of Trade advance	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
b. Tenure	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
c. Whether same is self-liquidating?	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

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Part B: Additional Information

Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances										
	PCD Diagnostics LLP	Pratham MRI and CT Scan Centre	Primacare Healthcare LLP	Invicta Medical LLP	Primacare Diagnostic LLP	Mscribeit Infotech LLP	Porteus Medical LLP	Invicta Diagnostic Lifecare LLP	Invicta Diagnostic Healthplus LLP	Shegaon Diagnostic LLP
1	Source of funds in connection with the proposed transaction.	Proceeds from Initial Public Offering and Internal Accruals.	Proceeds from Initial Public Offering and Internal Accruals.	Proceeds from Initial Public Offering and Internal Accruals.	Proceeds from Initial Public Offering and Internal Accruals.	Proceeds from Initial Public Offering and Internal Accruals.	Proceeds from Initial Public Offering and Internal Accruals.	Proceeds from Initial Public Offering and Internal Accruals.	Proceeds from Initial Public Offering and Internal Accruals.	Proceeds from Initial Public Offering and Internal Accruals.
2	Where any financial indebtedness is incurred to make investment, specify the following:	No								
	a. Nature of indebtedness	Not Applicable								
	b. Total cost of borrowing	Not Applicable								
	c. Tenure	Not Applicable								

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INVICTA DIAGNOSTIC LIMITED

CIN : I86100MH2023PLC414723

Registered Office : 1, Ground Floor, Plot No. 217, Ambavat Bhavan, N. M. Joshi Marg, Delsile Road, Mumbai - 400 013. | Email : info@pcdiagnostics.in | Contact : 022-4971 0036

d. Other details	Not Applicable Establishment of Diagnostic Centre							
3 Purpose for which funds shall be utilized by the investee company	Investment will be made in Fixed / Current Capital in proportion to the profit-sharing ratio	Investment will be made in Fixed / Current Capital in proportion to the profit-sharing ratio	Investment will be made in Fixed / Current Capital in proportion to the profit-sharing ratio	Investment will be made in Fixed / Current Capital in proportion to the profit-sharing ratio	Investment will be made in Fixed / Current Capital in proportion to the profit-sharing ratio	Investment will be made in Fixed / Current Capital in proportion to the profit-sharing ratio	Investment will be made in Fixed / Current Capital in proportion to the profit-sharing ratio	Investment will be made in Fixed / Current Capital in proportion to the profit-sharing ratio
4 Material terms of the proposed transaction	Investment will be made in Fixed / Current Capital in proportion to the profit-sharing ratio	Investment will be made in Fixed / Current Capital in proportion to the profit-sharing ratio	Investment will be made in Fixed / Current Capital in proportion to the profit-sharing ratio	Investment will be made in Fixed / Current Capital in proportion to the profit-sharing ratio	Investment will be made in Fixed / Current Capital in proportion to the profit-sharing ratio	Investment will be made in Fixed / Current Capital in proportion to the profit-sharing ratio	Investment will be made in Fixed / Current Capital in proportion to the profit-sharing ratio	Investment will be made in Fixed / Current Capital in proportion to the profit-sharing ratio

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 2 to 11.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 2 to 11 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 2 to 11 of the accompanying Notice to the Members for approval as Ordinary resolution.

Corporate Office : 1012, 10th Floor, Hubtown Viva CHS Ltd, Western Express Highway, Mogra Village, Near Shankarwadi, Jogeshwari (East), Mumbai 400 060.

CENTRES : THANE (PET-CT, MRI, CT) / MAROL (MRI, CT) / WADALA (PET-CT, CT) / SEWRI / KALWA MIRA-BHAVENDER (MRI, CT) / BYCULLA (MRI, CT) / LOWER PAREL

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Item No. 12 to 15

The Companies Act, 2013, under Section 177 and Section 188, read with the rules made thereunder, mandates that any transaction entered into with a related party, as defined under Section 2(76) of the Act, requires the approval of the Board of Directors, and in certain cases, the Shareholders of the Company.

Explanation (b) for Rule 15(3) of The Companies (Meetings of Board and its Powers) Rules, 2014 says that if related party is appointed to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding two and a half lakh rupees as mentioned in clause (f) of sub-section (1) of section 188 then prior approval of shareholder through ordinary resolution is required.

These transactions are not material Related Party Transaction under SEBI LODR Regulation however since it may exceed limits specified in Rule 15(3) of The Companies (Meetings of Board and its Powers) Rules, 2014, approval of shareholder through ordinary resolution is sought for.

Information required under Rule 15(3) of The Companies (Meetings of Board and its Powers) Rules, 2014 is provided herein below:

Name of the related party	Name of the director or key managerial personnel who is related, if any	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangements
Ms. Komal Sanket Jain	Sanket Vinod Jain, Director, Promoter	Spouse	These related parties are already holding following position in company/subsidiary Ms. Komal Sanket Jain- Designation- Centre Manager in Pratham MRI and CT Scan Centre
Ms. Garima Naredi	Badal Kailash Naredi, Promoter	Spouse	Ms. Garima Naredi- Designation- Centre Manager in Primacare Healthcare LLP Ms. Aditi Jayesh Jain- Designation- Centre Manager in Pratham MRI and CT Scan Centre
Ms. Aditi Jayesh Jain	Jayesh Jain, Promoter	Spouse	Ms. Payal Kunal Jain-Designation Senior Accountant in Invicta Diagnostic Limited
Ms. Payal Kunal Jain	Kunal Jain, Part of Promoter Group	Spouse	Considering the contribution made by these related parties and increased scope of work it is proposed to increase their remuneration individually in near future not exceeding Rs. 60 lakh per annum which exceeds the limits set in Companies Act, 2013

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 12 to 15.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 12 to 15 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 12 to 15 of the accompanying Notice to the Members for approval.

Item No. 16
I. Background / The total money received

The Company had undertaken an Initial Public Offering (“IPO”) in the Financial Year 2025-26 which consisted of a fresh issue of 33,08,800 equity shares by the Company aggregating to 2,812.48 Lakhs (“IPO Proceeds”). The net proceeds received by the Company from the fresh issue component of the IPO after deduction of expenses in relation to the fresh issue from the IPO Proceeds was 2,518.79 lakhs.

II. The original purpose or object of the issue as per Prospectus and total money raised

The Company had outlined the following items as the objects towards which the IPO Proceeds (excluding issue related expenses) would be utilised in the section “Objects of the Issue” in the Prospectus dated December 04, 2025 (“Prospectus”), in connection with the IPO:

Sr. No.	Object	Amount to be funded from Net Proceeds	Amount to be deployed from the Net Proceeds in Fiscal 2026	Amount to be deployed from the Net Proceeds in Fiscal 2027
1	Funding capital expenditure for purchase of medical equipment towards establishment of five new diagnostic centres in Maharashtra;	2,111.33	879.35	1,231.98
2	General Corporate Purposes	407.46	407.46	-
	Total	2,518.79	1,286.81	1,231.98

Details	Number of new diagnostic centres	Location	Medical equipment	Total medical equipment cost (₹ in lakhs)	Vendor / Supplier Date of quotation and validity
Hub Centres	1	Akola	GE 16 Slice Brightspeed CT Scan	89.23	Phantom Healthcare Ind Pvt. Ltd.
			GE Signa 1.5t Optima 360 Advance MRI Scanner	321.43	
	1	Vasai-Virar	GE 16 Slice Brightspeed CT Scan	89.23	June 28, 2025
			GE Signa 1.5t Optima 360 Advance MRI	321.43	

			Scanner		365 days
	1	Kalyan	GE 16 Slice Brightspeed CT Scan	89.23	
			GE Signa 1.5t Optima 360 Advance MRI Scanner	321.43	
	1	Malad-Kandivali	GE 16 Slice Brightspeed CT Scan	89.23	
			GE Signa 1.5t Optima 360 Advance MRI Scanner	321.43	
	1	Akola	GE 16 Slice Brightspeed CT Scan	89.23	
			GE Signa 3.0t HDXT (16 Channel)16x MRI System	379.46	
Total	5			2,111.33	

- III. The money utilised for the original objects of the Company stated in the Prospectus, the extent of achievement of proposed objects and the unutilized amount out of the money so raised through prospectus

Sr. No.	Object	Total Amount Raised (Rs. in Lakhs)	Amount utilised as on 25.03.2026 (Rs. in Lakhs)	Amount unutilised as on 25.03.2026 (Rs. in Lakhs)
1	Funding capital expenditure for purchase of medical equipment towards establishment of five new diagnostic centres in Maharashtra;	2,111.33	227.79	1883.54
2	General Corporate Purposes	407.46	238.00	169.46
	Total	2,518.79	465.79	2053.00

- IV. The particulars of the proposed alteration or change in the objects and amount proposed to be utilised for new objects;

Proposed Revised Object clause is detailed below:

Sr. No.	Object	Amount to be funded from Net Proceeds (Rs. in Lakhs)	Amount to be deployed from the Net Proceeds in Fiscal 2026 (Rs. in Lakhs)	Amount to be deployed from the Net Proceeds in Fiscal 2027 (Rs. in Lakhs)
1	Start at least four diagnostic centres in Maharashtra directly or through subsidiary entities (wherein the Company shall hold minimum 51% stake)	1351.33	500.00	851.33
2	Acquisition of Vinchurkar Diagnostics Private Limited	760.00	0.00	760.00
3	General Corporate Purposes	*422.56	350.00	72.56
	Total	2533.89	850.00	1683.89

* Amount of Rs. 15.10 lakhs remained after payment of Issue related Expenses is reallocated for General Corporate Purpose

Establishment of Five Diagnostic Centres through Subsidiary entity including acquisition of VDPL & Company's Stake	Number of new Diagnostic Centres	Location	Medical equipment	Expected deployment from IPO proceeds equipment cost (₹ in lakhs)
Porteus Medical LLP (52%)	1	Pune	CT & MRI	416.00
Shegaon Diagnostic LLP (51%)	1	Shegaon (Akola)	CT	43.50
Primacare Diagnostic LLP (90%)	1	Mumbai	PET CT	335.00
Vinchurkar Diagnostics Private Limited (acquisition of Upto 95%)	1	Nashik	CT & MRI	760.00
New Diagnostic Centre/s to be decided by Board in any other city within the state of Maharashtra with similar demography and business potential basis	As may be decided by the Board	Within Maharashtra	As may be decided by Board	556.83
Total				2111.33

V. The justification for the alteration or change in the objects;

a. Justification for Change in Location

Under the Prospectus, the Company had given indicative locations specifying certain areas as examples for setting up diagnostic centres. However, these locations were indicative in nature and were identified based on the type of areas that we look to setup our diagnostic centres in basis various research parameters of the company.

Considering the dynamic nature of the healthcare diagnostics market, availability of suitable premises, evolving referral networks and demand for advanced diagnostic services, the Company proposes that the diagnostic centres funded through the Issue proceeds may be established anywhere within the State of Maharashtra, instead of being restricted only to the locations initially mentioned in the Prospectus.

The final selection of locations will be determined based on several commercial and operational factors, including but not limited to:

- availability of suitable premises meeting regulatory and infrastructure requirements;
- accessibility and connectivity of the location;
- presence of hospitals, clinics and referring physicians;
- anticipated patient footfall and demand for diagnostic services; and
- overall commercial viability and long-term sustainability of the centre.

The Company currently proposes to establish at least five diagnostic centres within Maharashtra using the proceeds of the Issue.

These centres may be established either:

1. **directly by the Company, or**
2. **through subsidiary entities.**

This flexibility will enable the Company to optimise its expansion strategy and deploy capital in locations that offer stronger long-term growth potential.

b. Justification for Starting Diagnostic Centres in Maharashtra through subsidiary entities

The Board of Directors proposes that, instead of establishing and operating the proposed diagnostic centres directly in the name of the Company, the centres shall be set up and operated through Subsidiary Entities.

This structure is being adopted after due evaluation of commercial, operational and financial considerations and is in the best interest of the Company and its stakeholders for the following reasons:

- **Optimal Capital Deployment and Expansion Efficiency**

Operating through subsidiary entities enables the Company to deploy the same capital more efficiently, thereby facilitating the establishment of a greater number of diagnostic centres within the approved project cost. The ring-fenced structure reduces overhead concentration at the parent level and allows better cost allocation per centre, improving return on capital employed.

- **Scalability and Faster Geographic Expansion**

A subsidiary-based model allows simultaneous execution across multiple locations without overburdening the parent entity's balance sheet and operational bandwidth, thereby accelerating expansion.

- **Local Doctor / Brand Association Advantage**

In certain geographies, diagnostic centres operate more successfully when associated with reputed local medical practitioners or healthcare professionals. Structuring the centres through subsidiary entities or partnership models allows leveraging local doctors' goodwill, name recognition and patient trust, which can significantly enhance footfall and revenue generation.

- **Risk Segregation and Liability Containment**

Each centre being operated through a separate legal entity ensures ring-fencing of operational and financial risks. This limits exposure of the parent Company to location-specific liabilities, contractual disputes or regulatory contingencies.

- **Operational Flexibility**

The subsidiary structure provides flexibility in:

- Entering into location-specific lease agreements;
- Availing local financing or equipment funding;
- Inducting strategic partners where commercially beneficial;
- Structuring profit-sharing arrangements with medical professionals.

- **Improved Financial Monitoring and Performance Evaluation**

Separate entity structures enable better performance benchmarking of individual centres, facilitating data-driven decisions regarding expansion, consolidation or restructuring.

- **Future Strategic Opportunities**

The subsidiary model provides flexibility for potential strategic tie-ups, joint ventures, induction of investors at centre level, franchising, or partial divestment of specific centres without impacting the entire business of the Company.

The proposed structure does not alter the overall Objects of the Issue relating to establishment of diagnostic centres but represents an implementation mechanism aimed at maximizing shareholder value, enhancing operational efficiency and mitigating risks.

The Board believes that the aforesaid arrangement is commercially prudent, strategically advantageous and in the best interests of the Company and its shareholders.

c. Justification for Change in machinery / Brand of Machinery

i. Change in Brand and type of equipment

The Prospectus had referred to certain **GE Healthcare diagnostic equipment** while providing an indicative description of the capital expenditure required for establishing the proposed diagnostic centres. Such references were primarily for explanatory purposes and to provide investors with an indicative understanding of the type and cost of equipment proposed to be installed.

In order to ensure operational flexibility and allow the Company to procure the most suitable and technologically advanced equipment available at the time of procurement, the Company proposes that diagnostic equipment may be sourced of any **globally recognised original equipment manufacturer (OEM)**, including but not limited to:

- **Siemens Healthineers**
- **GE Healthcare**
- **Philips Healthcare**
- **Fujifilm Healthcare**
- or any other internationally recognised OEM offering comparable or superior diagnostic imaging technology.

d. Procurement of upgraded, advanced or technologically superior equipment

The Company may procure equipment that is **similar, upgraded, or more advanced** than the models indicated in the Prospectus including but not restricted 3 Tesla MRI's and Cardiac CT's (64/128 slice CT), depending upon:

- technological advancements in imaging equipment,
- vendor availability,
- service and maintenance support,
- clinical requirements of the diagnostic centre, and
- competitive positioning within the market.

Further, due to fluctuations in technology specifications, configuration requirements, foreign exchange variations, import issues due to external factors and vendor pricing structures, the **procurement cost of equipment may vary within a range of up to ±25% of the indicative cost disclosed in the Prospectus.**

e. Justification for Inclusion of Pet/Ct to be purchased from the proceeds of the issue

A **PET-CT (Positron Emission Tomography–Computed Tomography)** scanner is an advanced hybrid imaging system that combines metabolic imaging (PET) with anatomical imaging (CT) to detect and evaluate diseases with high accuracy. On the same system scans for patients for both cancer (PET/CT) and for patients for CT can be done.

It is primarily used in **oncology for cancer detection, staging, treatment monitoring, and recurrence evaluation**, along with applications in neurology and cardiology. A typical PET-CT system cost approximately **Rs. 4 crores**, depending on the brand, configuration, and technology features.

Installation of a PET-CT enhances a diagnostic centre's capabilities by enabling **advanced molecular imaging services and attracting referrals from oncology and tertiary care hospitals.**

Such flexibility will ensure that the Company is able to acquire equipment that is technologically relevant and commercially optimal at the time of procurement.

The substitution is being considered for the following reasons:

1. Technological Advancement and Clinical Superiority

A **PET-CT scanner represents a more advanced imaging modality** compared to a standalone CT scanner. While a CT scanner primarily provides anatomical imaging, a PET-CT system combines **metabolic imaging (PET)** with **structural imaging (CT)**, enabling earlier and more accurate detection of several diseases, particularly in the field of oncology.

The integration of PET and CT imaging provides clinicians with more comprehensive diagnostic information, improving:

- disease detection accuracy,
- staging and restaging of cancers,
- treatment planning and monitoring,
- and assessment of therapeutic response.

Given the increasing demand for advanced imaging technologies in modern healthcare, installation of a PET-CT system is expected to enhance the diagnostic capabilities of the proposed centre.

2. Market Demand and Referral Ecosystem

The demand for **PET-CT scans has increased significantly in recent years**, particularly in oncology diagnostics, which forms a substantial segment of advanced imaging referrals. PET-CT imaging is commonly prescribed by oncologists, nuclear medicine specialists and tertiary care hospitals for:

- cancer staging and metastasis detection,
- treatment response monitoring,
- recurrence detection, and
- evaluation of complex neurological and cardiac conditions.

In several urban healthcare markets, PET-CT facilities remain relatively limited compared to the demand generated by oncology centres and tertiary hospitals. By installing a PET-CT machine, the Company aims to strengthen its position within the diagnostic ecosystem and cater to the growing demand for advanced imaging services.

3. Improved Clinical Offering and Competitive Positioning

The installation of a PET-CT system will enable the Company to expand its service offerings beyond routine imaging and provide **high-end molecular imaging services**. This will help the Company:

- enhance its diagnostic portfolio,
- strengthen relationships with oncology hospitals and specialists,
- attract higher-value diagnostic procedures, and
- improve the overall clinical reputation of the centre.

From a competitive standpoint, the availability of a PET-CT facility positions the diagnostic centre as a **tertiary-level imaging facility**, thereby enabling the Company to compete effectively with other advanced diagnostic providers.

4. Optimal Utilisation of Capital Expenditure

Although PET-CT systems generally involve a higher capital cost compared to standalone CT scanners, they also typically generate higher per-scan revenue and improved utilisation potential due to their specialised clinical applications. In addition, the CT component of the PET-CT system can also be utilised independently to perform routine **CT scans**, thereby allowing the equipment to serve both advanced molecular imaging requirements as well as conventional diagnostic imaging needs. This dual functionality enables the diagnostic centre to cater to a wider patient base and enhances overall equipment utilisation.

The substitution of CT with PET-CT is therefore expected to result in:

- **better long-term asset utilisation**, as the machine can be used for both PET-CT studies and standalone CT scans,
- **improved revenue potential per diagnostic procedure**, through a combination of high-value PET-CT scans and routine CT imaging services, and

- **stronger return on capital investment**, driven by expanded clinical offerings and higher equipment utilisation rates.

The proposed procurement will remain **within the overall capital expenditure limits allocated for equipment under the Objects of the Issue**, and any variation in cost will be managed within the permissible deviation range disclosed in the Prospectus.

5. Alignment with the Company's Long-Term Expansion Strategy

The Company's long-term strategy focuses on establishing diagnostic centres that offer **advanced imaging capabilities and specialised diagnostic services**. The inclusion of PET-CT technology aligns with this strategy and supports the Company's objective of building a network of centres capable of delivering comprehensive diagnostic services.

By incorporating advanced modalities such as PET-CT, the Company intends to strengthen its position as a provider of high-quality diagnostic services and enhance its ability to serve tertiary healthcare institutions and specialist practitioners.

Conclusion

In view of the above considerations, the Board believes that substituting the originally proposed **CT scanner with a PET-CT machine** represents a **commercially prudent and strategically beneficial decision**, which will enhance the Company's diagnostic capabilities, improve service offerings and support long-term growth objectives, while remaining broadly aligned with the capital expenditure framework disclosed in the Prospectus.

f. Justification for Acquisition of Vinchurkar Diagnostics Private Limited (Hereinafter referred to as VDPL)

In addition to establishing new diagnostic centres, the Company may utilise a portion of the Issue proceeds for strategic inorganic expansion opportunities.

In pursuit of our overall strategy to continue scaling our business, we intend to keep pursuing strategic investments and acquisitions which are complementary to our business which enables us to enhance service capabilities. Accordingly, the Company proposes that part of the proceeds allocated under the capital expenditure object may be utilised towards the acquisition of up to 95% equity stake in Vinchurkar Diagnostics Private Limited, in Nashik for a maximum consideration of Rs. 760 Lakh.

The proposed acquisition is intended to:

- strengthen the Company's diagnostic network,
- expand its geographical footprint,
- provide access to an existing patient base and referral ecosystem, and
- accelerate the Company's growth through integration of established diagnostic infrastructure.

The acquisition, if undertaken, will be subject to completion of execution of definitive agreements and compliance with applicable regulatory requirements.

The proposed acquisition is supported by the following considerations:

1. Accelerated Network Expansion

The acquisition of Vinchurkar Diagnostics Private Limited will enable the Company to expand its diagnostic network through an **inorganic growth strategy**, allowing the Company to establish its presence in a new location without the time and operational challenges associated with setting up a greenfield diagnostic centre.

2. Access to Established Infrastructure and Patient Base

Vinchurkar Diagnostics Private Limited operates an existing diagnostic facility with established infrastructure, equipment, and operational capabilities. The acquisition will provide the Company with **immediate access to an existing patient base, referral network of doctors, and local brand presence**, thereby accelerating revenue generation.

3. Strengthening of Regional Presence

The acquisition is expected to strengthen the Company's **geographical footprint within Maharashtra**, complementing the Company's existing diagnostic centres and supporting its long-term strategy of building a regional diagnostic network.

4. Operational Synergies

Integration of Vinchurkar Diagnostics Private Limited with the Company's operations is expected to generate several operational benefits, including:

- sharing of diagnostic expertise and clinical protocols,
- optimisation of equipment utilisation,
- strengthening of referral relationships with healthcare providers, and
- improvement in operational efficiencies through centralised management systems.

5. Revenue Growth Potential

The acquisition is expected to contribute to the Company's **revenue growth and profitability**, as the acquired centre can benefit from the Company's brand recognition, management expertise, and expanded service offerings, including advanced diagnostic modalities.

6. Strategic Alignment with Growth Objectives

The proposed acquisition aligns with the Company's broader strategy of **expanding its diagnostic centre network through both organic and inorganic growth**, thereby enhancing its ability to deliver comprehensive diagnostic services and strengthening its competitive position in the healthcare diagnostics market.

7. Commercial Prudence

The proposed acquisition of **up to 95% stake** for consideration of **Rs. 760 Lakh** has been determined based on preliminary commercial assessments, including infrastructure value, operational potential, and future growth prospects of the business. The transaction will be subject to completion of execution of definitive agreements.

We believe that by investing in a well- established and operational Diagnostic Centre, will allow us to by- pass the time involved in setting up of a new Diagnostic Centre, acquiring new clients, hiring new employees and scaling the operations.

By this acquisition we shall be able to gain the strategic benefit from VDPL's track record without investing time and resources required for scaling up the operations. Also, since the Diagnostic Centre is operational, its value accretive to our revenues from the day of Completion of Acquisition.

Capital Structure of Vinchurkar Diagnostics Private Limited

Authorised Capital – Rs. 60 Lakhs (6,00,000 equity shares of Rs. 10/- each)

Paid Up Capital – Rs. 5 Lakhs (50,000 equity shares of Rs. 10/- each)

Shareholding Pattern of Vinchurkar Diagnostics Private Limited

Sr. No.	Name	No. of Shares Held	%
1	Narayan G. Vinchurkar	31,100	62.20%
2	Anuradha N. Vinchurkar	6,900	13.80%
3	Narayan G. Vinchurkar (HUF)	12,000	24.00%
	Total	50,000	100.00%

Financials of Vinchurkar Diagnostics Private Limited (Rs. in Lakhs except EPS and Book Value per Share)

Particulars	2024-25	2023-24	2022-23
Equity Share Capital	5.00	5.00	5.00
Reserves and Surplus	339.08	300.90	272.08
Networth	344.08	305.90	277.08
Profit/ (Loss) after Tax	38.18	28.82	-23.80
Earnings Per Share in Rs.	76.36	57.64	-47.60
Book Value Per Share	688.16	611.80	554.16

Due diligence and basis of valuation

The Company has carried out financial, operational, and legal due diligence on Vinchurkar Diagnostics Private Limited through independent professionals and internal teams. Valuation has been determined using a combination of Price to Earnings(P/E) Multiple, EV/ EBITDA multiple, Price to Sales Multiple and comparable transaction analysis methodologies, based on the valuation report dated March 10, 2026, obtained from RV Deepanjan Periwal.

Acquisition process

Our Company proposes to acquire upto 95% of the outstanding share capital of VDPL during a course of 12 months in two tranches of 51% and maximum upto 44% of the shares of VDPL. We are in process of executing Share Purchase Agreement with promoters of VDPL, laying down the terms of acquisition of the Diagnostic Centre. Upon payment of First Tranche to promoters of VDPL of purchase consideration, VDPL shall become subsidiary of Invicta Diagnostic Limited. The typical framework and process followed by us for all the acquisitions till date has been the acquisition aligning to our strategic motives based on our growth criteria and expansion based on specialties and presence in regional location.

Details of acquisition

Pursuant to execution of Share Purchase Agreement between us and VDPL, our Company shall acquire 51% paid-up equity share capital in accordance with the terms and conditions set out in the following manner:

Tranches	Details
1 st	<p>By June 30, 2026</p> <p>51% of the equity share capital of VDPL, on a fully diluted basis, free and clear of all liens, at a purchase consideration determined on the basis of Valuation report obtained from RV Deepanjan Periwal,</p> <p>Considering the total valuation of up to 95% stake amounting to ₹760 lakhs, the proportionate consideration for acquisition of 51% of the equity share capital of VDPL shall be paid in cash out of the Net Proceeds of the IPO</p>
2 nd	<p>Within 9 months from the date payment of 1st tranche.</p> <p>Maximum Upto 44% of the equity share capital of VDPL, on a fully diluted basis, free and clear of all liens, at a purchase consideration determined on the basis of Valuation report obtained from RV Deepanjan Periwal.</p> <p>Considering the total valuation of up to 95% stake amounting to ₹760 lakhs, the proportionate consideration for acquisition of upto 44% of the equity share capital of VDPL shall be paid in cash out of the Net Proceeds of the IPO</p>

Source of funds

The cash consideration for Tranche 1 and Tranche 2 is proposed to be funded from the Net Proceeds of IPO.

Government Approvals

VDPL is operating as a going concern and continues to carry on its business in the ordinary course. It has obtained all requisite approvals, licenses, registrations, and permissions from the relevant governmental and regulatory authorities, as applicable to its operations.

g. Justification for any amount remained unutilised after establishment of above centres

Amount (Including interest accumulated) if any remained, after setting up of above diagnostic centres (including the acquisition of Vinchurkar Diagnostics Private Limited) is to be used for setting up of additional diagnostic centres in Maharashtra with similar modalities under company or through subsidiary entities as may be decided by Board from time to time.

VI. The estimated financial impact of the proposed alteration on the earnings and cash flow of the company;

Change in location of centres and change in machinery / brand of machinery is not expected to have any material adverse effect on the overall financial position of the Company.

The estimated financial impact of the proposed alteration, whereby the diagnostic centres shall be established through subsidiary limited liability partnerships, subsidiary companies and/or partnership firms instead of being operated directly by the Company, is not expected to have any material adverse effect on the overall financial

position of the Company. The aggregate project cost remains within the limits previously approved; however, the revised implementation structure is expected to enable more efficient capital deployment and facilitate establishment of a higher number of centres within the same investment outlay. While the initial cash outflows will be in the nature of capital contribution or equity investment in such subsidiary entities, revenues generated shall accrue to the Company through consolidation, dividend income, management fees and/or share of profits, as applicable. On a consolidated basis, the earnings potential is expected to be positive due to improved scalability, localized operational efficiencies, association with reputed local medical professionals enhancing revenue generation, and effective performance monitoring at the entity level. Further, segregation of operational risks at subsidiary level is expected to protect the parent Company from location-specific contingencies, thereby supporting stability of long-term earnings and cash flows. Accordingly, the Board is of the view that the proposed alteration is financially prudent and is likely to have a neutral to positive impact on the consolidated earnings and cash flows of the Company over the medium to long term.

VII. The other relevant information which is necessary for the members to take an informed decision on the proposed resolution;

Through its resolution dated March 25, 2026 the Board on recommendation of Audit Committee has approved the variation in objects of the Company. In the event, 90% of the shareholders present and voting and voting through remote e-voting does not provide an assent to this resolution, the promoters of the Company shall offer an exit offer to the dissenting shareholders, if required to do so in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and applicable law.

In terms of Section 13 and Section 27 of the Companies Act, 2013 and rules made thereunder and applicable provisions of SEBI ICDR Regulations, the aforesaid proposal of variation of objects is being placed before the shareholders at the Extra Ordinary General Meeting for their consideration and approval by way of passing of special resolution.

None of the Directors, Key Managerial Personnel, members of the Senior Management and their relatives are concerned or interested, financially or otherwise, in the resolutions except upto the extent of their shareholding in the Company.

VIII. the place from where any interested person may obtain a copy of the notice of resolution to be passed

Any interested person may access the notice of the resolution from the Company's website at <https://www.pcdiagnostics.in/> and the website of National Stock Exchange of India Limited at www.nseindia.com, the Stock Exchange where the equity shares of the Company are listed.

**For and on behalf of the Board of
Invicta Diagnostic Limited (Formerly Known as Invicta Diagnostic Private Limited)**

Sanket Vinod Jain
Chairman and Non- Executive Director
DIN: 08299039
Place: Mumbai
Date: 25.03.2026