PC Diagnostics™

# INVICTA DIAGNOSTIC LIMITED

CIN: L86100MH2023PLC414723

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

**25th August, 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**

**Sub: Notice of 3rd Annual General Meeting ("AGM") of Invicta Diagnostic Limited for the Financial Year 2025-2026**

**Dear Sir/Madam,**

Pursuant to Regulations 30 and 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to submit herewith the Notice convening the 3rd Annual General Meeting (AGM) of Invicta Diagnostic Limited, scheduled to be held on Saturday, 19th September 2026 at 01:00 P.M. (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), in accordance with the applicable provisions of the Companies Act, 2013 read with the relevant Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Notice of the 3rd AGM is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent and the Depositories/Depository Participants, in accordance with the applicable provisions.

The Annual Report for the Financial Year 2025-26, including the Notice convening the 3rd AGM, shall be made available on the website of the Company at www.pcdiagnostics.in The same shall also be available on the website of the Stock Exchange and the e-voting agency.

The relevant details with regard to the 3rd AGM are as follows:

| **Particulars** | **Details** |
|---|---|
| Cut-off Date for determining the eligibility of Members for remote e-voting and voting during the AGM | Saturday, 12th September 2026 |
| Commencement of Remote E-voting | Wednesday, 16th September 2026 at 9:00 A.M. (IST) |
| End of Remote E-voting | Friday, 18th September 2026 at 5:00 P.M. (IST) |
| Date of AGM | Saturday, 19th September 2026 at 01:00 P.M. (IST) |

You are requested to take the above on your record.

**Thanking you,**

**Yours Faithfully,**
**For Invicta Diagnostic Limited**

Sanket Vinod Jain
Digitally signed by Sanket Vinod Jain
Date: 2026.08.25 18:00:02 +05'30'

**Sanket Vinod Jain**
**Managing Director**
**DIN: 08299039**
**Place: Mumbai**

# NOTICE

**NOTICE** is hereby given that the 3rd Annual General Meeting of the Shareholders of Invicta Diagnostic Limited ('the Company') will be held on Saturday, September 19, 2026 at 01.00 PM (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') facility to transact the following business: -

## ORDINARY BUSINESS:

**1.** To consider and adopt

(a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon; and

(b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 and the report of Auditors thereon; and,

in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

a) "**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 and the report of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

b) **"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

**2.** To appoint a director in place of Mr. Ketan Jayantilal Jain (DIN: 07819226), who retires by rotation and, being eligible, seeks re-appointment and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT,** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ketan Jayantilal Jain (DIN: 07819226), who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation.

## SPECIAL BUSINESS

**3.** Appointment of M/s Shrenik Nagaonkar & Associates, Company Secretaries as Secretarial Auditor of the Company.

To Consider and if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations, as may be applicable, and based on the recommendation of the Audit Committee and the Board of Directors, the consent and approval of the Members of the Company be and is hereby accorded to the appointment of M/s Shrenik Nagaonkar & Associates., Company Secretaries (Peer Review Certificate No. 3305/2023), as the Secretarial Auditors of the Company, whose appointment was made by the Board of Directors at its meeting held on 13 May 2026, for a term of five consecutive financial years to carry out secretarial audit commencing from Financial Year 2025-26 till Financial Year 2029-30, on remuneration of Rs. 1,50,000/- P.A. subject to revision on yearly basis by the Board of Directors (including any Committee thereof) in consultation with the Secretarial Auditors and reimbursement of expenses.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as require."

**4.** Appointment of Mr. Sanket Vinod Jain (DIN: 08299039) as Managing Director of the Company.

To Consider and if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

**RESOLVED 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. Sanket Vinod Jain (DIN: 08299039) as Managing Director of the Company for a period of [3] Three years with effect from July 29, 2026 and ending on July 28, 2029, liable to retire by rotation , for remuneration of Rs. 7,20,000/- per annum by way of salary, perquisites and other allowances, as may be determined by the Board, within the limits prescribed under the Companies Act, 2013 and Schedule V thereto.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Sanket Vinod Jain (DIN: 08299039) 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."

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

**Sanket Vinod Jain**
**Managing Director**
**DIN: 08299039**
**Place: Mumbai**
**Date: 25.08.2026**

**NOTES:**

1. The Ministry of Corporate Affairs ("MCA") permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. Accordingly, in compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM. [General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, collectively referred to as "MCA Circulars"

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 AGM 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 AGM 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 AGM 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 AGM 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 AGM. 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 AGM 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 csshrenik@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 of the 3rd AGM along with the Annual Report for FY 2025-26 is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA as on August 21, 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 AGM 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 Private Limited. 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 RTA 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. September 12, 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.

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

i. The voting period begins on September 16, 2026 at 9.00 AM and ends on September 18, 2026 at 5.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 12, 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** | 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.<br>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.<br>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration<br>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** | 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.<br>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<br>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 casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting<br>4) For OTP based login you can click on https://eservices.nsdl.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 re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) login through their **Depository Participants** | 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. |

**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: 022-62638338 |

4. **Procedure for joining the AGM/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 AGM 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 AGM/EGM under the dropdown option.

- For joining virtual meeting, you need to click on **"VOTE NOW"** "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK"** option.
- Members attending the AGM/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 AGM/EGM are as under: -**

- The Members can join the AGM/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 AGM/EGM is same as the instructions mentioned above for remote e-voting.

- Only those members/shareholders, who will be present in the AGM/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 AGM/EGM.

- 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 AGM/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 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

The following Statement sets out all material facts relating to the business mentioned under Item Nos. 3 and 4 in the Notice:

**Item No. 3:**

M/s. Shrenik Nagaonkar & Associates, is a Company Secretaries Proprietorship firm from Kolhapur. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits etc. In terms of Regulation 24A of LODR Regulations read with SEBI notification dated December 12, 2024, and other applicable provisions, the Company can appoint a peer reviewed proprietorship firm as secretarial auditor for not more than one term of five (5) consecutive years. M/s. Shrenik Nagaonkar & Associates is eligible for appointment for a period of five years and on the basis of recommendations of the Audit Committee, the Board of Directors, at its meeting held on 13th May 2026, appointed M/S. Shrenik Nagaonkar & Associates as secretarial auditor of the Company to carry out secretarial audit for five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30. The appointment is now being placed before shareholders for approval. M/S. Shrenik Nagaonkar & Associates has given their consent to act as secretarial auditor of the company and confirmed that their aforesaid appointment would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, M/S. Shrenik Nagaonkar & Associates has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

The proposed professional fees for the Secretarial Audit shall be ₹1,50,000/- plus applicable taxes subject to revision on yearly basis by the Board of Directors (including any Committee thereof) in consultation with the Secretarial Auditors and reimbursement of expenses. Board of Directors have been authorized to finalize/revise the audit fee. The Company may obtain such other permissible services from the Secretarial Auditor as may be approved by the Board of Directors, subject to the applicable provisions of Regulation 24A of the SEBI LODR Regulations and the restrictions prescribed by SEBI.

The Board of Directors and the Audit Committee shall approve revisions to the remuneration of M/S. Shrenik Nagaonkar & Associates for the remaining part of the tenure. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with M/S. Shrenik Nagaonkar & Associates.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution. The Board recommends the resolution set forth in Item No. 3 for the approval of members as ordinary resolution.

Disclosure under Regulation 36(5) of SEBI (LODR) 2015

| **Particulars** | **Disclosure** |
|---|---|
| Name of Secretarial Auditor | M/s Shrenik Nagaonkar & Associates, Company Secretaries |
| Peer Review Certificate | No. 3305/2023 |
| Proposed term | FY 2025-26 to FY 2029-30 |
| Proposed fee | ₹1,50,000 + GST p.a. |
| Terms of appointment | To carry our Secretarial Audit for FY 2025-26 to FY 2029-30 |
| Material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change | This being the first year for applicability of secretarial audit, there is no material change in fee payable to Secretarial Auditor |
| Basis of recommendation and Credentials | Mr. Shrenik Nagaonkar being proprietor of peer reviewed firm named M/s. Shrenik Nagaonkar and Associates has more than 20 years' experience as Company Secretary with an expertise in conducting Secretarial Audits, Due Diligence Audits, Compliance Audits, etc. |

**Item No. 4:**

The Board of Directors of the Company, at its meeting held on July 29, 2026, based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Sanket Vinod Jain (DIN: 08299039) as the Managing Director of the Company for a period of 3 (three) years commencing from July 29, 2026 and ending on July 28, 2029, subject to the approval of the Members of the Company.

The appointment is proposed to be made pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The proposed remuneration Rs. 7,20,000/- per annum by way of salary, perquisites and other allowances, as may be determined by the Board, within the limits prescribed under the Companies Act, 2013 and Schedule V thereto.

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

- Designation: Managing Director
- Tenure: 3 (three) years with effect from July 29, 2026
- Remuneration: Rs. 7.20 Lakh per annum
- Perquisites and allowances: Managing Director 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. Accordingly, approval of members by way of an Ordinary Resolution is being sought.

The Board is of the view that, considering his experience, knowledge, skills and the responsibilities associated with the office of Managing Director, the appointment of Mr. Sanket Vinod Jain would be in the interest of the Company and its stakeholders.

The appointment and remuneration of Mr. Sanket Vinod Jain have been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, subject to approval of the Members.

The Board recommends the Ordinary Resolution set out at Item No. 4 for approval of the members.

Mr. Ketan Jayantilal Jain, Director of the Company, is concerned or interested in the proposed resolution to the extent of his familial relationship with Mr. Sanket Vinod Jain, who is his first cousin. Mr. Sanket Vinod Jain is also concerned or interested in the resolution concerning his own appointment and remuneration. Except as stated above, none of the other Directors, Key Managerial Personnel or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution

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

**Sanket Vinod Jain**
**Managing Director**
**DIN: 08299039**
**Place: Mumbai**
**Date: 25.08.2026**

**Details of Directors seeking appointment/re-appointment at the 3rd Annual General Meeting in pursuance of Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)**

| **Name** | **Mr. Ketan Jayantilal Jain** |
|---|---|
| DIN | 07819226 |
| Category | Non-Executive Director (Promoter) |
| Date of First Appointment on Board | 15/01/2024 |
| Date of Birth / AGE | 28/03/1985 - (41 Years) |
| Qualification, Nature of Expertise and Experience | Dr. Ketan Jayantilal Jain holds an MBBS degree from Trena Medical College and has undergone post-graduate training in Radiology at Bhatia Hospital. He has extensive experience in ultrasound, diagnostic imaging and radiology, along with expertise in healthcare operations, strategic planning, quality assurance, regulatory compliance and business development. He has been associated with Primacare Diagnostics as Consultant Radiologist since 2017 and has founded and managed Asian Diagnostics since 2011. He is presently serving as Non-Executive Director and Consultant Radiologist at PC Diagnostics (Invicta Diagnostic Limited). |
| Disclosure of relationships between directors inter-se | Mr. Sanket Jain is Mr. Ketan Jain’s first cousin (paternal aunt's son / father’s sister’s son) |
| Terms and conditions of reappointment | Retire by Rotation |
| Details of remuneration sought to be paid and remuneration last drawn | Salary of Rs. 50,000 p.m. |
| Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years | Except Invicta Diagnostic Limited Mr. Ketan Jain is not holding directorship in any other listed company. Also, he has not resigned from directorship of listed company since last 3 years.<br>In Invicta Diagnostic Limited he is member of Stakeholders’ Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee |
| Shareholding of non-executive directors (in the listed entity, including shareholding as a beneficial owner]; | 1,93,600 Equity Shares (1.54%) |
| No of Board Meeting attended during the financial year 2025-26 | 22 |
| In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Not Applicable since he is promoter director |
| Declaration | In accordance with the SEBI instructions to stock exchanges dated June 14, 2018, we confirm that Mr. Ketan Jayantilal Jain 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. Ketan Jayantilal Jain is not disqualified from holding the office of director pursuant to section 164 of the Companies Act 2013 |

| **Name** | **Mr. Sanket Vinod Jain** |
|---|---|
| DIN | 08299039 |
| Category | Executive Director (Promoter) |
| Date of First Appointment on Board | 15/01/2024 |
| Date of Birth / AGE | 19/08/1989 - (37 Year) |
| Qualification, Nature of Expertise and Experience | Mr. Sanket Vinod Jain is a highly skilled Radiologist with a robust academic foundation and extensive experience in diagnostic imaging. With an MD in Radio-Diagnosis from Bharati Vidyapeeth Deemed University and an MBBS from MGM University of Health Sciences. |

| | |
|---|---|
| Disclosure of relationships between directors inter-se | Mr. Ketan Jain, an existing Director of the Company, may be deemed to be interested or concerned in this resolution to the extent that Mr. Sanket Jain is his first cousin (paternal aunt's son / father's sister's son) |
| Terms and conditions of reappointment | • Designation: Managing Director<br>• Tenure: 3 (three) years with effect from July 29, 2026<br>• Remuneration: Rs. 7.20 Lakh per annum<br>• Perquisites and allowances: Managing Director 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 |
| Details of remuneration sought to be paid and remuneration last drawn | • Proposed Remuneration: Rs. 7.20 Lakh per annum<br>• Remuneration Last Drawn: Rs. 6.00 Lakh per annum |
| Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years | No Company other than Invicta Diagnostic Limited. In Invicta Diagnostic Limited he holds chairmanship / membership in following committees<br>1. Corporate Social Responsibility (CSR) Committee- Chairman<br>2. Audit Committee- Member<br>3. Stakeholders' Relationship Committee - Member |
| Shareholding of non-executive directors (in the listed entity, including shareholding as a beneficial owner]; | 13,15,712 Equity Shares (10.47%) |
| No of Board Meeting attended during the financial year 2025-26 | 22 |
| In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Not Applicable |
| Declaration | In accordance with the SEBI instructions to stock exchanges dated June 14, 2018, we confirm that Mr. Sanket Vinod Jain 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. Sanket Vinod Jain is not disqualified from holding the office of director pursuant to section 164 of the Companies Act 2013 |

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

**Sanket Vinod Jain**
**Managing Director**
**DIN: 08299039**
**Place: Mumbai**
**Date: 25.08.2026**