



CERTIFIED TRUE COPY

ADS Diagnostic Limited

[Signature]
Director

ANNUAL REPORT

1999-2000

REQUEST TO MEMBERS

1. Members queries relating to the accounts may please be forwarded to the Company so as to reach the Registered Office of the Company on or before 8th September, 2000.
 2. Since the Cost of paper has increased considerably, it would not be possible to distribute copies of the Annual Report at the meeting. Members are therefore, requested to bring with them the Annual Report being despatched to them.
 3. Members / their representatives are requested to bring the Attendance Slip duly filled in for attending the meeting.
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BOARD OF DIRECTORS

DR. ARJUN D. SEHGAL
Chairman and Managing Director

DR. (MRS.) VERSHA SEHGAL,
Executive Director (Operations)

SH. O. P. VAISH

SH. DHANRAJ SONDHI

SH. S. K. BHAYANA

DR. TRIPTA DUTTA

DR. VIVEK SEHGAL

DR. GAUTAM SEHGAL

COMPANY SECRETARY CUM
FINANCE CONTROLLER

SH. N. L. GAYARI

BANKERS

Bank of India

AUDITORS

M/s. T. R. CHADHA & CO.
CHARTERED ACCOUNTANTS
B-30, CONNAUGHT PLACE
NEW DELHI-110001.

REGISTERED OFFICE :

B-22, KAILASH COLONY
NEW DELHI-110048
INDIA
TEL. : 6443053 FAX : 6475300.

ADMN. OFFICE

B-29, KAILASH COLONY
NEW DELHI-110048
INDIA.



NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Fifteenth Annual General Meeting of the Company will be held on Friday, the 15th September, 2000 at 11.00 A.M. at Sikand Hall, Delhi Tuberculosis Association, 9, Institutional Area, Lodhi Road, New Delhi - 110 003 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the audited statement of accounts for the year ended 31st March, 2000 together with Director's and Auditor's Report thereon.
2. To appoint a Director in place of Mr. O.P. Vaish who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Mr. D.R. Sondhi who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Auditors in place of M/s. T.R. Chadha & Co. who have expressed their unwillingness to continue, and fix their remuneration.

SPECIAL BUSINESS

5. 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 198, 269, 309, 311 read with Schedule XIII and other applicable provisions, if any of the Companies Act, 1956, including any statutory modification or re-enactment thereof, for the time being in force, Company hereby accords its approval to the appointment of Dr. Gautam Sehgal as Managing Director of the Company to hold the said office for a period of three years commencing from June 1, 2000 on the following terms and conditions :

Remuneration :

Salary Re. 1/- per month;

Perquisites :

No perquisites;

Resolved further that the Board of directors be and are hereby authorised to make or accept any variations in the above said terms of appointment as specified under section II of Part II of Schedule XIII to the Companies Act, 1956, including any statutory modification or enactment thereof".

Regd. Office :
B-22, Kailash Colony,
New Delhi - 110 048

By ORDER OF THE BOARD
For ADS DIAGNOSTIC LIMITED

N. L. GAYARI
Company Secretary Cum
Finance Controller

Dated : May 25, 2000



NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

NOTES

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxy in order to be effective, must be received by the company not less than 48 hours before the meeting. A blank proxy form is enclosed.
2. The Register of Member and Share Transfer Books of the Company shall remain closed from 5th September to 15th September, 2000 (both days inclusive).

3. Dr. Arjun D. Sehgal has resigned from the post of Managing Director of the company with effect from June 1, 2000. However, he will continue to be on the Board as Emeritus Chairman and provide necessary advise and guidance required by the company from time to time.

This may be treated as an abstract of the variation of the terms of the appointment and remuneration under the provisions of section 302 of the Companies Act, 1956.

4. Dr. (Mrs.) Versha Sehgal Executive Director of the company has resigned from whole time directorship with effect from June 1, 2000. However, she will continue to be on the Board and provide necessary advise and guidance required by the company as before, but will not draw any salary.

This may be treated as an abstract of the variation of the terms of the appointment and remuneration under the provisions of section 302 of the Companies Act, 1956.

5. Members are requested to intimate the change of address, if any.

Regd. Office :
B-22, Kailash Colony,
New Delhi - 110 048

By ORDER OF THE
For ADS DIAGNOSTIC L

Dated : May 25, 2000

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NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956.

- Item 5. Dr. Arjun D. Sehgal Managing Director and Dr. (Mrs.) Versha Sehgal Executive Director (Operations) have resigned in their respective capacities in the company with effect from June 1, 2000.

The Board of Directors of the company, by a resolution dated May 20, 2000, appointed Dr. Gautam Sehgal as Managing Director of the Company for a period of three years commencing from June 1, 2000 on the following terms and conditions:

Remuneration :

- I. Salary:
Re. 1/- (One) per month;
- II. Perquisites:
No perquisites.

Keeping the interest and to cut down the expenses and improve the overall profitability, Dr. Gautam Sehgal has accepted a token remuneration.

No Director of the company is in any way deemed to be concerned or interested in the aforesaid resolution except Dr. Arjun D. Sehgal, Dr. (Mrs.) Versha Sehgal and Dr. Vivek Sehgal being a relative of Dr. Gautam Sehgal.

This explanatory statement is and should be treated as an abstract under section 302 of the Companies Act, 1956.

Regd. Office :
3-22, Kailash Colony,
New Delhi - 110 048

By ORDER OF THE BOARD
For ADS DIAGNOSTIC LIMITED

dated : May 25, 2000

N. L. GAYARI
Company Secretary Cum
Finance Controller



To the Members :

Dear Sir / Madam,

Notice is hereby given that in terms of section 225 read with section 190 of the Companies Act, 1956, the company has received a special notice from some members, being the notice of the intention to move the following resolution as an ordinary resolution at the forthcoming Annual General Meeting of the company to be held at Sikand Hall, Delhi Tuberculosis Association, 9, Institutional Area, Lodhi Road, New Delhi - 110 003 on Friday, the 15th September, 2000 at 11.00 A.M. for the appointment of M/s. Khattar Khanna & Associates, Chartered Accountants, M-261, Greater Kailash - II, New Delhi - 110 048 as Auditors of the company, in place of M/s. T.R. Chadha and Co., Chartered Accountants, New Delhi - 110 001, who have submitted their resignation from the Auditorship of the company after conclusion of the forthcoming Annual General Meeting of the company.

"Resolved that M/s. Khattar Khanna & Associates, Chartered Accountants, M-261, Greater Kailash - II, New Delhi - 110 048, be and they are hereby appointed Auditors of the company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the company on such remuneration as may be fixed by the Board, plus actual expenses and other out of pocket expenses, in place and instead of M/s. T. R. Chadha & Co."

Regd. Office :
B-22, Kailash Colony,
New Delhi - 110 048

By ORDER OF THE BOARD
For ADS DIAGNOSTIC LIMITED

Dated : May 25, 2000

N. L. GAYARI
Company Secretary Cum
Finance Controller

TO THE MEMBERS

Your directors have pleasure in presenting the Fifteenth Annual Report together with audited accounts for the year ended 31st March, 2000.

FINANCIAL RESULTS

	<u>1999-2000</u>	<u>1998-99</u>
Operating Income	2,42,21,759.75	2,54,11,933.31
Profit before interest and depreciation	51,09,022.99	63,31,685.92
Less : a) Interest	12,77,974.36	18,24,326.50
b) Depreciation	37,83,303.91	36,92,935.99
Net Profit before taxation	47,744.72	8,14,423.43
Provision for Taxes	5,520.00	1,00,000.00
Net Profit after taxation	42,224.72	7,14,423.43
Add : Balance of profit / (loss) brought forward from previous years.	1,23,11,429.98	1,15,96,826.55
Amount available for appropriation	<u>1,23,53,474.66</u>	<u>1,23,11,249.98</u>
Balance carried to balance sheet.	<u>1,23,53,474.66</u>	<u>1,23,11,249.98</u>
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OPERATIONS

The overall performance of your company has been satisfactory for the year ended March 31, 2000. During the year under review the company has total operating income of Rs. 242.22 Lakhs as against 254.11 Lakhs achieved in the previous year. The profit before interest, depreciation and tax was at Rs. 51.09 Lakhs as against 63.32 Lakhs earned in the previous year. The decreased in the operating income/profit was mainly due to stiff competition, old MRI and depressed medical business and increase in other operative expenses.

The performance of new Spiral CT commissioned in September 1997 has improved further during the year under review compared to previous year. The company has signed a memorandum of understanding with General William Masonic Polyclinic for hiring of CT Scanner and also in process of finalisation of negotiation with management of the Escorts Hospital and Research Centre Ltd., Faridabad for installation of new Spiral CT Scanner as the previous contract has expired.

DIVIDEND

Due to paucity of profits your Directors has not recommended any dividend as it is thought prudent to plough back the same for its expansion projects.

As per the provisions of Section 205A of Companies Act, 1956 no amount lying in the unclaimed dividend account is eligible to be transferred to the "Investor Education and Protection Fund" established by the Central Government for this purpose.

Y2K COMPLIANCE

Your company has updated the hardware and software of secretarial, accounting packages and equipments.



DIRECTOR'S REPORT

LISTING

The Shares of your company are listed on The Delhi Stock Exchange Association Ltd. and The Stock Exchange, Mumbai. The Listing Fee in respect of both the Stock Exchanges has been paid for the year 2000-2001 in the month of May, 2000.

SHAREHOLDERS BENEFIT SCHEME

In order to continue the benefit to Shareholders the company has decided to extend the facility of free MRI, Color Doppler, Echo Cardio, X-ray and ECG except cost of Medicines, films etc. used in the tests. The relatives and friends of Shareholders will be entitled to 25% concession on scanning charges of all test except cost of material, films/professional charge and medicines etc. this scheme is valid till 30th September, 2001 and the concessional coupons are attached herewith.

DIRECTORS

Mr. O.P Vaish and Mr. D.R. Sondhi, Directors of the Company retire by rotation and being eligible, offer themselves for re-appointment.

Dr. Arjun D. Sehgal has resigned from the post of Managing Director of the company with effect from June 1, 2000. However, he will continue to be on the Board as Emeritus Chairman and provide necessary advise and guidance required by the company from time to time.

The Board places on record their appreciation for the valuable services rendered by him since inception of the company.

Dr. (Mrs.) Versha Sehgal Executive Director of the company has resigned from the whole time directorship, however, she will be whole time Honorary Director with effect from 01.06.2000. She will continue to be on the Board and provide necessary advise and guidance required by the company as before, but will not draw any salary.

Board of Directors place on record their appreciation of this gesture.

The Board of Directors appointed Dr. Gautam Sehgal as Managing Director of the company for a period of three years commencing from June 1, 2000. The approval of the members is sought to the appointment of Dr. Gautam Sehgal as Managing Director and as set out in the notice and explanatory statement thereto.

AUDITOR'S REPORT AND APPOINTMENT OF AUDITOR

The Auditors M/s. T.R. Chadha & Co., Chartered Accountants, New Delhi has resigned as company's auditors. Board of Directors place on record their appreciation for the services rendered by M/s. T. R. Chadha & Co. from the inception of the ADS Diagnostic Ltd. and in future also will continue giving honorary services as and when required by the company.

The observations of Auditors and Notes on accounts are self-explanatory.

FIXED DEPOSITS

The Company has not accepted any deposits under Section 58A of Companies Act, 1956 during the financial year ended under review.

OTHER INFORMATION

The provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 do not apply as none of the employees of the Company was paid salary