



ANNUAL REPORT

2008 - 2009

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 25th September, 2009.
 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 with them the Attendance Slip duly filled in for attending the meeting.
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BOARD OF DIRECTORS:

DR. GAUTAM SEHGAL

Managing Director

DR. (MRS.) VERSHA SEHGAL

DR. VIVEK SEHGAL

MR. RAVI KOHLI

MR. ANIL MITHAL

MR. GIRISH SAREEN

MRS. RADHIKA SEHGAL

BANKERS:

Bank of India

East of Kailash

New Delhi - 110065

AUDITORS:

M/s KHATTAR KHANNA & ASSOCIATES

CHARTERED ACCOUNTANTS

M-261, GREATER KAILASH - II

NEW DELHI-110048

REGISTERED OFFICE:

B-22, KAILASH COLONY

NEW DELHI-110048

INDIA

TEL: 011-41633127

FAX: 011-29245300

MR. N. L. GAYARI

**Vice President - Finance &
Company Secretary**

CORPORATE OFFICE:

114, SANT NAGAR

EAST OF KAILASH

NEW DELHI-110065

TEL: 011-41620434, 41622193

FAX: 011-26448906



NOTICE OF TWENTY FOURTH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fourth Annual General Meeting of the Company will be held on Tuesday the 29th September 2009 at 11:30 am at Sikand Hall, Delhi Tuberculosis Association, 9 Institutional Area, Lodhi Road, New Delhi 110003 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited statement of accounts for the year ended 31st March, 2009 together with Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Mr. Anil Mithal who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Mrs. Radhika Sehgal who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Auditors to hold office from the conclusion of the Twenty Fourth Annual General Meeting till conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED that pursuant to the provisions of section 310 read with schedule XIII of the Companies Act, 1956 and other applicable provisions if any, consent of the company be and hereby accorded to increase the salary of Dr. Guatam Sehgal Managing Director, from Rs.2 (Rupees Two) to Rs.1, 00,000/- (Rupees One Lac) per month with effect from 1st May, 2009 for the remaining part of his tenure up to 31.05 2010.

RESOLVED further that all other terms and conditions will remain unchanged.

"RESOLVED further that the Board of Directors be and are hereby authorized to make, accept necessary variations in the above said terms of appointment, as may be permissible under the Companies Act, 1956 from time to time.

RESOLVED FURTHER that the remuneration paid to Dr. Guatam Sehgal, as above shall be the minimum remuneration payable to him in the absence or inadequacy of profits during the currency of his tenure.



NOTICE OF TWENTY FOURTH ANNUAL GENERAL MEETING

ANNEXURE TO NOTICE

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

Item 5.

Dr. Guatam Sehgal was appointed Managing Director of the company with effect from 01-06.2000 with a token salary of Rs.1/- per month till 31.05.2008, his salary was increased to Rs. 2/- per month with effect from 01.06.2008.

Dr. Gautam Sehgal has in the past refused to accept any salary from the company due to the fact that the company was not doing well in the adverse market conditions. His hard work has enabled the company to turn around.

Your Directors are of the opinion that Dr. Gautam Sehgal must be suitably compensated for his efforts and given a decent salary so that the company can continue to get his best services.

Board Directors in its meeting on 05.05.2009, has decided to increase his salary from Rs.2 to Rs. 1,00,000/- per month with effect from 01.05.2009.

Memorandum of Interest

None of the directors of your company are interested in such increase except Dr. Gautam Sehgal and, Dr.(Mrs.) Versha Sehgal, Dr. Vivek Sehgal and Mrs. Radhika Sehgal being his relatives.

Inspection

Memorandum and Articles of association of the company and other document if any, are available for inspection at corporate of the company between 10:30AM and 12:30 PM on all working days except Sunday and Holidays.

Place: New Delhi

Dated: 27th June, 2009

By ORDER OF THE BOARD
For ADS DIAGNOSTIC LIMITED

N. L. GAYARI
Vice President - Finance &
Company Secretary



NOTICE OF TWENTY FOURTH 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 Members and Share Transfer Books of the Company shall remain closed from 24th September 2009 to 29th September 2009 (both days inclusive).
3. Members are requested to intimate the change of address, if any.



Place : New Delhi
Dated: 27th June, 2009

By ORDER OF THE BOARD
For **ADS DIAGNOSTIC LIMITED**

N. L. GAYARI
Vice President - Finance &
Company Secretary

TO THE MEMBERS:

Your Directors have pleasure in presenting the twenty fourth Annual Report together with the audited accounts for the year ended 31st March, 2009.

FINANCIAL RESULTS	2008-2009 (Rs.)	2007-2008 (Rs.)
Operating Income	48025575.12	26160865.84
Profit before Interest & Depreciation	6190956.46	2799012.32
Less: a) Interest	1691253.87	1672683.04
b) Depreciation	3761568.11	4689380.58
Net Profit / (Loss) before Taxation	738134.48	(3563051.26)
Provision for Income Tax	80000.00	0.00
Fringe Benefit Tax	200000.00	150000.00
Provision for Deferred Tax	23911.00	(1999476.00)
Net Profit / (Loss) after Taxation	434223.48	(1713575.26)
Add: Balance of Profit Brought	2325246.75	(611671.49)
Forward from previous years		
Less: Transfer to General Reserve	0.00	0.00
Add : Excess / (Short) Provision for	0.00	0.00
Income Tax for Previous Years		
Add: Gratuity Fund surplus on adoption of		
revised AS 15	1173511.00	0.00
Balance carried to Balance Sheet	(717512.27)	(2325246.75)

OPERATIONS:

The operational income of the Company has Increased from Rs. 261.60 lacs to Rs. 480.26 lacs in the current year registering a growth of 83.59% for the year under review. Income from scanning business has decreased from Rs. 136.09 lacs to Rs. 92.14 lacs during the year under review. The income from trading and servicing was Rs. 348.45 lacs as against Rs. 90.38 lacs for the previous year. While Distribution Commission was Rs.38.10 lacs as against Rs.30.76 Lacs last year. Overall income has increase by Rs. 218.65 lacs .

INCOME FROM NON DIAGNOSTIC BUSINESS:

The Company has won the tenders for supply of Medical Equipment and hence the income from sales and services has picked up resulting in net profit of Rs. 4.34 lacs after Tax & depreciation for the year under review. However, The Board of Directors are hopeful to win the tenders in the year 2009-10 by which performance of the company will improve further .

DIVIDEND:

Due to past losses, the Board expresses their inability to recommend any dividend for the year 2008-2009.

LISTING:

Shares of your Company are listed on Bombay Stock Exchange Limited, Mumbai and the listing fee has been paid for the year 2009-2010 in the month of April, 2009.

DIRECTORS:

Mr. Anil Mithal and Mrs. Radhika Sehgal Directors of the Company retire by rotation and being eligible, offer themselves for reappointment.

The Board recommends to the shareholders the re-appointments of the above-mentioned Directors.

**THE DIRECTORS RESPONSIBILITY STATEMENT AS REQUIRED
 UNDER SECTION 217(2AA) OF THE COMPANIES ACT (AMENDMENT)
 ACT, 2000**

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- i) That in the preparation of the accounts for the financial year ended 31st March, 2009, the applicable accounting standards have been followed along with proper explanation related to material departures;

- ii) That the Directors have selected sound accounting policies and applied them consistently and made adjustments and estimates that were reasonable and prudent so as to give a fair view of the State of Affairs of the Company at the end of the Financial Year and of the Profit and Loss of the Company for the year under review;
- iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) That the Directors have prepared the accounts for the financial year ended 31st March, 2009 on a 'going concern' basis.

AUDITORS' REPORT AND RE-APPOINTMENT OF AUDITORS

The Auditors, M/s Khattar Khanna & Associates, Chartered Accountants, New Delhi hold office till the conclusion of the ensuing Annual General Meeting and are recommended for re-appointment. They have furnished a certificate to the effect that their re-appointment, if made, will be in accordance with Section 224 (1B) of the Companies Act, 1956.

The observation of Auditors and Notes on Accounts are self-explanatory.

EMPLOYEES PARTICULARS

The Provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1999 as amended by Amendment Rules, 2002 do not apply, as none of the employees of the Company was paid a salary of Rs. 2,00,000/- or more per month, if employed for part of the year or Rs. 24,00,000/- per annum, if employed through out the year.

FIXED DEPOSITS

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

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo is given in the Annexure forming part of this Report.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation for the co-operation and assistance extended by the Bankers, the Medical Professionals and the Staff.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS



RAVI KOHLI
Director

GIRISH SAREEN
Director

Place: New Delhi
Date : 27th June, 2009