



ANNUAL REPORT

2011 - 2012

REQUEST TO MEMBERS

1. Member's 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 30-07-2012.
 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

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

BANKERS:

Bank of India
D-142, East of Kailash
New Delhi 110065

AUDITORS:

M/s KHATTAR KHANNA & ASSOCIATES
5/1(Basement), MOR Colony, Kalkaji Extension
New Delhi, 110019
Tel : 11-26214692
Fax : 11-26214693

REGISTERED & CORPORATE OFFICE:

114, SANT NAGAR
EAST OF KAILASH
NEW DELHI - 110065
TEL : 011-41620434, 41622193
FAX : 011-26448906, 011-29245300

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Company will be held on Saturday the 11th August, 2012, at 11.30 A.M. 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, 2012 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 in place of M/s Khattar Khanna & Associates, Chartered Accountants, New Delhi who have Express their unwillingness to continue, and fix their Remuneration.

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 06-08-2012 to 11-08-2012 (both days inclusive).
3. Members are requested to intimate the change of address, if any.

By ORDER OF THE BOARD
For ADS DIAGNOSTIC LIMITED

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

Place: New Delhi
Dated: 7th July, 2012.

SPECIAL NOTICE

To all the Shareholders,

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 intension 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-110003 on Saturday, the 11th August, 2012 at 11.30 A.M. for the appointment of **M/s. R. Nagpal Associates, New Delhi -110057** as Auditors of the company, in place of **M/s. Khattar Khanna & Associates, New Delhi-110019**, 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. R. Nagpal Associates, New Delhi -110057** 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 packet expenses, in place and instead of **M/s. Khattar Khanna & Associates, New Delhi-110019**.

Regd. Office:
114, Sant Nagar,
East of Kailash,
New Delhi-110065.

By ORDER OF THE BOARD
For ADS DIAGNOSTIC LIMITED

Dated: 7th July, 2012.

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

TO THE MEMBERS:

Your Directors have pleasure in presenting the Twenty Seventh Annual Report together with the audited accounts for the year ended 31st March 2012.

FINANCIAL RESULTS	2011-2012 (Rs.)	2010-2011 (Rs.)
Operating Income	41153323.33	36817661.93
Profit before Interest & Depreciation	4266691.79	5748384.00
Less: a) Interest	852967.25	1313343.84
b) Depreciation	2949370.45	3493130.44
Net Profit / (Loss) before Taxation	464354.09	941909.72
Provision for Income Tax	600000.00	175000.00
Provision for Deferred Tax	(248001.00)	4266.00
Net Profit / (Loss) after Taxation	112355.09	762643.72
Add: Balance of Profit Brought		
Forward from previous years	(336626.99)	(1074430.71)
Add: Excess / (Short) Provision for		
Income Tax for Previous Years	(20459.00)	(24840.00)
Balance carried to Balance Sheet	(244730.90)	(336626.99)

OPERATIONS:

The operational income of the Company has increased from Rs. 368.18 Lacs to Rs. 411.53 Lacs, registering a growth of 11.77% in the current year. Income from scanning business has decreased from Rs. 17.12 Lacs to Rs. 10.77 Lacs during the year under review. The income from trading and servicing has decreased from Rs. 293.23 Lacs to Rs. 236.74 Lacs for the current year. While Distribution Commission has increased from Rs. 50.90 Lacs to Rs. 158.88 Lacs for the current year. Overall income has increased by Rs. 43.35 Lacs, during the year under review.

INCOME FROM NON DIAGNOSTIC BUSINESS:

The Overall income has increased during the year. However, profit before tax was lower due to stiff competition is Rs 4.64 Lacs. The Board of Directors are hopeful to win the tenders in the year 2012-13 by which performance of the company will improve further.

DIVIDEND:

Due to the past losses the Board expresses their inability to recommend any dividend for the year 2012-2013.

LISTING:

Shares of your Company continue to be listed on Bombay Stock Exchange Limited, Mumbai and the listing fee has been paid for the year 2012-2013 in the month of April, 2012.

DIRECTORS:

Mr. Anil Mithal & 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, 2012, 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 2012 on a 'going concern' basis.

AUDITORS' REPORT AND RE-APPOINTMENT OF AUDITORS

The Auditors, M/s Khattar Khanna & Associates, 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 Khattar Khanna & Associates from 1999 to 2012 and in future also will continue giving honorary services as and when required by the company.

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, 1975 as amended by Amendment Rules, 2011 do not apply, as none of the employees of the Company was paid a salary of Rs. 5,00,000/- or more per month, if employed for part of the year or Rs. 60,00,000/- 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

Dr. GAUTAM SEHGAL
Managing Director

Dr. (Mrs.) VERSHA SEHGAL
Director

Place: New Delhi
Date : 7th July, 2012.

ANNEXURE TO DIRECTOR'S REPORT

I. CONSERVATION OF ENERGY

		Year ended 31.03.2012	Year ended 31.03.2011
Power and Fuel Consumption			
(a) Electricity Purchased			
Units Purchased		24148	25566
Total Amount (Rs.)		193572	176520
Rate/Unit Delhi (Rs.)		8.01	6.90
(b) Through Diesel Generator			
Units Generated		76	270
Units/Litre of Diesel (Rs.)		1.88	1.88
Cost/Unit (Rs.)		21.80	19.90

II. TECHNOLOGY ABSORPTION

The Company is in Medical Diagnostic Services, Trading of Medical Equipments and their Servicing and Installation. During the year no technology was imported.

III. FOREIGN EXCHANGE EARNINGS AND OUTGO

		Year ended 31.03.2012 (Rs.)	Year ended 31.03.2011 (Rs.)
i) Earnings:			
Commission Income		14530492.00	5089810.00
ii) Outgo:			
Traveling Expenses		274828.00	1122931.00

REPORT ON CORPORATE GOVERNANCE**Company's Philosophy on Code of Governance**

The Company is a responsible citizen and endeavors to follow procedures and practices, which will enhance shareholders' value and try to give the best value to all shareholders.

BOARD OF DIRECTORS

Composition of Board of Directors as on 31st March 2012

	Categories	No. Of Directors	%
1.	Promoters and Founder Directors / Managing Director	4	57%
2.	Non Executive Independent Directors	3	43%

The abbreviated resume of Directors seeking reappointment are as under: -

Mr. Anil Mithal is the Chairman of Mithal International Private Limited. He is running one of the leading cargo mover enterprises, which is having branches in all the major cities of India. He is having more than 25 years of experience in this field.

Mrs. Radhika Sehgal has done her B.A. (Hon.) from Delhi University. She is Whole Time Director of a Private Limited Company and also on the Board of another Private Limited Company. She has more than 18 years of experience in the field of Business. Earlier she was Alternate Director to Dr. Vivek Sehgal.

Attendance of each director at the Board of Directors Meeting, Last AGM and No. Of Other Directorship

Sl. No.	Director	Sitting Fee Payable (Rs.)	Nos. of Board Meetings Held	Nos. of Board Meetings Attended	Last AGM Attended Yes/No	No. of Other Directorship
1	Dr. (Mrs.) Versha Sehgal	0	5	4	No	2
2	Dr. Vivek Sehgal	1000	5	1	No	1
3	Dr. Gautam Sehgal	0	5	5	Yes	3
4	Mr. Ravi Kahli	0	5	5	No	1
5	Mr. Anil Mithal	5000	5	5	No	2
6	Mr. Girish Sareen	5000	5	5	No	4
7	Mrs. Radhika Sehgal	5000	5	5	No	2