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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 18.09.2015
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 dispatched to them.
3. Members / their representatives are requested to bring with them the Attendance Slip duly filled in for attending the meeting.

30TH ANNUAL REPORT 2014-15

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Ravi Kohli- Non Executive Independent Director& Chairman of Board

Dr. Gautam Sehgal- Managing Director

Mr. Anil Mithal- Independent Director.

Girish Sareen- Independent Director

Dr. (Mrs.) Versha Sehgal

Dr. Vivek Sehgal

Mrs. Radhika Sehgal

Registered & Corporate Office

114, Sant Nagar East of Kailash

New Delhi-110065

Tel-011-41620434, 41622193

Fax: 011-41665880, 011-29245300

E-mail: adsmedical@rediffmail.com

Website: www.adsdiagnosticlimited.com

Audit Committee

Mr. Ravi Kohli– Chairman

Mr. Anil Mithal

Mr. Girish Sareen

Nomination & Remuneration Committee

Mr. Girish Sareen – Chairman

Mr. Anil Mithal

Mr. Ravi Kohli

Investor's/Shareholder's Grievance Committee

Mr. Anil Mithal – Chairman

Mr. Girish Sareen

Mr. Ravi Kohli

Statutory Auditor

M/S R.Nagpal Associates, New Delhi

Internal Auditor

AST & Associates, New Delhi

Secretarial Auditor

M/s Sourabh Gupta & Associates, New Delhi

Company Secretary

Mr. N L Gayari

Bankers

Bank of India

D-142, East of Kailash

New Delhi 110065

NOTICE

NOTICE IS HEREBY GIVEN that the Thirtieth Annual General Meeting of the Members of ADS Diagnostic Limited will be held on Monday the 28th September, 2015, 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 Financial Statement of the Company for the year ended 31st March, 2015 together with the Reports of the Board of Directors and the Auditors thereon.
- 2 To appoint a Director in place of Mrs. Radhika Sehgal (DIN: 00034317), who retires by rotation and being eligible offers himself for reappointment.
- 3 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 Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time the Company hereby ratifies the appointment of M/s. R. Nagpal Associates, Chartered Accountants (Registration No. 002626N), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Next AGM of the Company to be held in the year 2016, to conduct the audit for the financial year 2015-16 at such remuneration plus service tax, out-of-pocket, travelling expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

- 4 To consider and if thought fit, to pass with or without modification the following resolution as a Special resolution:

“RESOLVED THAT in supersession of all the resolutions passed in that behalf by the company and pursuant to Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent be and is hereby accorded to the Board of the Directors for borrowing for and on behalf of the company, from time to time, any sum or sums of moneys, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) will or may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, but so that total amount up to which moneys to be so borrowed under the said Section 180(1)(c) shall not at any time exceed Rs. 1,500.00 Lacs. (Rupees One Thousand Five Hundred Lacs only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution.”

5. To appoint Shri Ravi Kohli (DIN:01012554) as an Independent Director and in this regard 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 34th Annual General Meeting of the Company in the calendar year 2020.”

By Order of the Board of Directors

N.L. Gayari
CFO & Company Secretary
Membership No. -F02956

New Delhi May 30, 2015

STATEMENT PURSUANT TO SECTION 102(1 & 2) OF THE COMPANIES ACT, 2013 ("THE ACT")**Item No 4.**

The shareholders of the Company at their meeting held on **9th April, 2014**, had authorized the Board of Directors to borrow any sum or sums of money from time to time upto Rs. 1,200.00 lacs exclusive of working capital loans or other temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business.

The company needs more funds to meet its operational and financial obligations considering that it is expanding its business of sales and service of medical equipments. Pursuant to the provisions of section 180 (1)(c) and other provisions of the Companies Act, 2013, the company needs the approval of its shareholders for borrowing in excess of

aggregate of its paid up capital and free reserves. In view of the above it is proposed to increase the borrowing limit from Rs. 1,200.00 lacs to Rs. 1,500.00 Lacs.

The Board of Directors of the Company, therefore, recommends passing of the resolution at item No. 4 of the Notice for approval by the members as a special resolution.

None of the Directors, Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise in the special resolution except to the extent of their shareholding in the Company.

Item No 5.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Shri Ravi Kohli as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 35th Annual General Meeting of the Company in the calendar year 2020.

Shri Ravi Kohli is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given his consent to act as Director.

The Company has received notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of Shri Ravi Kohli for the office of Director of the Company.

The Company has also received declaration from Shri Ravi Kohli that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri Ravi Kohli Fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Shri Ravi Kohli is independent of the management.

Brief resume of Shri Ravi Kohli, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships /

chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letter for appointment of Shri Ravi Kohli as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Shri Ravi Kohli is interested in the resolution set out respectively at Item Nos. 5 of the Notice with regard to his appointment.

The relatives of Shri Ravi Kohli may be deemed to be interested in the resolutions set out respectively at Item Nos. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board of Directors of the Company, therefore, recommends passing of the resolution at item No. 5 of the Notice for approval by the members as an ordinary resolution.

None of the Directors, Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise in the special resolution except to the extent of their shareholding in the Company.

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

Shri Ravi Kohli is one of the leading builder and developer in the real estate business in Delhi. He is a graduate in Economics from Delhi University with an experience of almost 52 years in Civil Construction in India and abroad. Having started out as Managing Partner of a company called

Kohli Construction Company in 1963, he has executed a wide range of civil construction jobs such as Railways Bridges, Multistoried Buildings, Factories, Hospitals, School, and Banks etc.

Mrs.Radhika Sehgal has done her B.A. (Hon.) from Delhi University, She is also on the Board of two Private Limited

Companies, she has more than 17 years of experience in the field of Business .

NOTES

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 30th Annual General Meeting of the company to be held on Monday 28th September, 2015, at 11:30 A.M. at Sikand Hall, Delhi Tuberculosis Association, 9 Institutional Area, Lodhi Road, new Delhi – 110003. The Company has engaged the services of Central Depository Services India Limited to provide e-voting facility.
5. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 21st September, 2015 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Company/Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting at the AGM.
6. The facility for e-voting will be available at the AGM venue for those Members who do not cast their votes by remote e-voting prior to the AGM. Members, who cast their votes by remote e-voting prior to the AGM, may attend the meeting but will not be entitled to cast their votes once again.

7. 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.
8. Additional information, pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, on Directors recommended by the Board of Directors for re-election at this AGM is appearing in the Report and Accounts. Radhika Sehgal, Director, holds 20000 shares in the Company; no other person holds any share in the Company for him on a beneficial basis.
9. Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
10. Members who wish to obtain information on the Company or view the Financial Statements, may visit the Company's corporate website or send their queries at least 10 days before the AGM to the Company Secretary at the Registered Office of the Company
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company.
13. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. From the Company electronically.**
14. The Register of Members and Share Transfer Books of the Company shall remain closed from 23-09-2015 to 28-09-2015 (both days inclusive).
15. Memorandum and Articles of Association of the Company and other document if any are available for inspection at corporate office of the company between 10:30 A.M. and 12:30 P.M. on all working days except Sunday and Holidays.
16. Members are required to bring their admission slips to the AGM. Duplicate admission slips and / or copies of the Report and Accounts will not be provided at the AGM venue.

The instructions for shareholders voting electronically are as under:

In compliance with the provisions of Section 108 of the Companies Act, 2013, and the Rules framed there under, the Members are provided with the facility to exercise their vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Ltd. (CDSL).

(i) The voting period begins on **25/09/2015 (09:00 a.m. IST) and ends on 27/09/2015 (05:00 p.m. IST)**. 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 21/09/2015**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- *Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.*
- *A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.*
- *After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.*
- *The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.*
- *A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.*

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board of Directors

New Delhi May 30, 2015

*N.L. Gayari
CFO & Company Secretary
Membership No. –F02956*

TO THE MEMBERS:

Your Directors have pleasure in presenting the Thirtieth Annual Report together with the Audited accounts for the year ended 31st March 2015.

FINANCIAL RESULTS	<u>2014-2015</u> (Rs.)	<u>2013-2014</u> (Rs.)
Operating Income	7,56,83,969	7,42,92,535
Profit before Interest & Depreciation	82,53,654	5,013,600
Less: a) Interest	31,17,592	19,93,377
b) Depreciation	29,98,976	19,61,123
Profit Before Exceptional and Extraordinary item and Tax	21,37,086	10,59,100
Exceptional Item	19,42,197	0
Net Profit / (Loss) before Taxation	19,42,197	10,59,100
Provision for Income Tax	14,63,972	7,63,000
Provision for Deferred Tax	(3,69,476)	(1,41,676)
Net Profit / (Loss) after Taxation	8,47,701	4,37,776
Less: Balance of Loss Brought forward from previous years	8,96,336	13,34,112
Less: Depreciation as per schedule II of Co. Act 2013	9,09,031	0
Add: Excess/ (Short) Provision for Income Tax for Previous years	0	0
Balance carried to Balance Sheet	(9,57,665)	(8,96,336)

Results of Business Operations and the State of Company's Affairs

The operational income of the Company has increased from Rs.742.92 Lacs to Rs. 756.83 Lacs registering a growth of 1.87 % in the current year. Income from scanning business has decreased from Rs. 1.10 Lacs to Rs. 0.65 Lacs during the year under review. The income from trading and servicing has decreased from Rs. 591.98 Lacs to Rs. 471.17 Lacs for the current year. While Distribution Commission has increased from Rs.140.27 Lacs to Rs. 271.80 Lacs for the current year. Overall income has increased by Rs. 13.92 Lacs, during the year under review.

The Overall income is increasing year after year. The company has earned profit of Rs. 8.47 Lacs after tax as against the profit of Rs. 4.38 Lacs in Previous Year. The Directors are hopeful to achieve a growth in the year 2015-16, as the company has undertaken new projects/Tenders

Number of meetings of the Board

Four meetings of the board were held during the year. For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report.

Subsidiaries, Joint Ventures and Associate Companies

The Company does not have any Subsidiary, Joint venture or Associate Company

Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

(a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and 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 that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

Internal financial control means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

(f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

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 2015-2016 in the month of April, 2015

Directors

Mrs. Radhika Sehgal, Directors of the Company retires by rotation and being eligible, offer herself for reappointment.

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

Independent Directors

The terms and conditions of appointment of independent directors are as per Schedule IV of the Act Pursuant to the provisions of Section 134(3)(d) read with Section 149(6) the declaration by the independent Directors that they meet the criteria of independence has been received.

Board Evaluation

The board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Clause 49 of the Listing Agreements ("Clause 49"). The evaluation criteria, inter-alia, covered various aspects of the board's functioning including its composition, attendance of Directors, participation levels, bringing specialized knowledge for decision making, smooth functioning of the Board and effective decision making. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

Policy on Directors' appointment and remuneration and other details

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the directors' report.