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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 18.09.2017.
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.

CORPORATE INFORMATION

Board Composition

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

Dr. Gautam Sehgal -: Managing Director

Mr. Sunil Jasuja -: Independent Director.

Mr. Girish Sareen -: Independent Director

Dr. (Mrs.) Versha Sehgal

Dr. Vivek Sehgal

Mrs. Radhika Sehgal

Mr. N.L. Gayari - : CFO & Company Secretary

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.net

Statutory Auditor

M/s. R. Nagpal Associates,
Chartered Accountants New Delhi

Internal Auditor

M/s. AST & Associates, Chartered Accountants
New Delhi

Secretarial Auditor

M/s. Sourabh Gupta & Associates
New Delhi

Bankers

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

Listed On

Bombay Stock Exchange Limited

NOTICE

NOTICE IS HEREBY GIVEN that the Thirty Second Annual General Meeting of the Members of ADS Diagnostic Limited will be held on Thursday, the 28th September, 2017, 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, 2017, together with the Reports of the Board of Directors and the Auditors thereon.
- 2 To appoint a Director in place of Mrs. Versha Sehgal (DIN: 00034303), who retires by rotation and being eligible offers herself for re-appointment.
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 2018, to conduct the audit for the financial year 2017-18 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.”

By Order of the Board of Directors

New Delhi, May 29, 2017

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

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. Members are requested to follow the Route map for the venue of the Meeting.
5. 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 **32nd Annual General Meeting of the company to be held on Thursday 28th September, 2017, 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.
6. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 21/09/2017 (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.

7. 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.
8. 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.
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 22-09-2017 to 28-09-2017 (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.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE AGM [PURSUANT TO REGULATIONS 26(4) AND 36(3) OF THE LISTING REGULATIONS AND SECRETARIAL STANDARDS - 2 ON GENERAL MEETINGS]

Name of Director	Mrs. Versha Sehgal
Director Identification Number (DIN)	00034303
Date of Birth	05/12/1935
Date of first appointment	23/06/1984
Expertise in specific functional areas	M.B.B.S.
Terms and conditions of appointment/ re-appointment	Appointed as Executive Director liable to retire by rotation
Details of remuneration last drawn (2016-17)	Nil
No. of Board Meetings attended during the year	4
No. of shares held in the Company: (a) Own (b) For other persons on a beneficial basis	552360 Nil
List of Companies in which Directorship held as on 31.03.2017 (excluding foreign, private and Section 8 Companies)	Nil
Chairperson/ Member of the Mandatory Committees of the Board of the Companies on which he/ she is a Director as on 31.03.2017	Nil

By Order of the Board of Directors

New Delhi, May 29, 2017

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

VOTING INSTRUCTION'S

The instructions for shareholders voting electronically are as under:

- 1 The voting period begins on **25/09/2017 (09:00 a.m. IST) and ends on 27/09/2017 (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 21/09/2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2 The shareholders should log on to the e-voting website www.evotingindia.com.
- 3 Click on Shareholders.
- 4 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.
- 5 Next enter the Image Verification as displayed and Click on Login.
- 6 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.
- 7 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both 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).

- 8 After entering these details appropriately, click on "SUBMIT" tab.
- 9 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.
- 10 For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 11 Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 12 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.
- 13 Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - 14 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.
 - 15 Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - 16 You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - 17 If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - 18 Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - 19 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 linked in the login 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.
 - 20 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 29, 2017

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

DIRECTORS' REPORT

TO THE MEMBERS:

Your Directors have pleasure in presenting the Thirty Second Annual Report together with the Audited accounts for the year ended 31st March 2017.

FINANCIAL RESULTS	2016-17 (Rs.)	2015-16 (Rs.)
Operating Income	6,11,72,264	11,88,35,192
Profit before Interest & Depreciation	(3,45,307)	(11356425)
Less: a) Interest	51,55,121	40,56,130
b) Depreciation	16,30,159	20,50,135
Profit Before Exceptional and Extraordinary item and Tax	(64,39,972)	52,50,158
Exceptional I Item	-	-
Net Profit / (Loss) before Taxation	(64,39,972)	52,50,158
Provision for Income Tax	-	26,79,000
Add: Short Provision for Income Tax for Previous years	(57,325)	1,04,402
Less:- Provision for Deferred Tax	(11,43,515)	(6,40,666)
Net Profit / (Loss) after Taxation	(52,39,132)	31,07,422
Less: Balance of Loss Brought forward from previous years	-	9,57,665
Less: Depreciation as per schedule II of Co. Act 2013	-	-
Balance carried to Balance Sheet	(52,39,132)	21,49,757

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

The operational income of the Company has decreased from Rs. 1188.35 Lakhs to Rs. 611.72 Lakhs registering a negative growth of 48.52 % in the current year. The income from trading and servicing has decreased from Rs. 862.25 Lakhs to Rs. 448.55 Lakhs for the current year, while Distribution Commission has also decreased from Rs. 300.04 Lakhs to Rs. 77.20 Lakhs for the current year. Overall income has decreased by Rs. 576.63 Lakhs, during the year under review.

The Overall income has decreased due to non-floating of tender for procurement of medical equipment by the Govt. coupled with the demonetization of Indian currency. The company has incurred loss of Rs. 52.39 Lakhs after tax as against the profit of Rs. 31.07 Lakhs in Previous Year. The Directors are hopeful to achieve a growth in the year 2017-18, as the company has undertaken new projects/Tenders.

Number of meetings of the Board

Four (4) meetings of the Board were held during the year and the intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Subsidiaries, Joint Ventures and Associate Companies

During the year under review, the Company does not have any Subsidiary, Joint venture or Associate Company as defined under Companies Act, 2013.

Directors' Responsibility Statement

Pursuant to Section 134, the board of directors, to the best of their knowledge and ability, confirm that:

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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;
- 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;
- The directors had prepared the annual accounts on a going concern basis; and
- 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.

- 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 2017-2018 in the month of April, 2017.

Directors

The Board of Directors of the Company is duly constituted. In accordance with the provisions of **Section 152** of the Act, Mrs. Versha Sehgal, Director of the Company, retires by rotation and being eligible, offer herself for re-appointment. The Board

recommended her re-appointment. During the year under review, Mr. Gautam Sehgal was re-appointed as Managing Director of the Company, w.e.f. 01.06.2016, for a period of three years with revision of remuneration and perquisite at the AGM held on September 28, 2016.

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. During the year under review, the Non-Executive Independent Directors of the Company had no pecuniary relationship or transactions with the Company.

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board has devised a policy on the evaluation of performance of board of Directors, Committee and Individual Directors. Accordingly, the Chairman of the Nomination and Remuneration Committee obtained from all the board members duly filled in evaluation templates for evaluation of the Board as a whole, evaluation of the committees and peer evaluation. The summary of the evaluation reports were presented to the respective Committees and the Board for their consideration. 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(1) & (3) of the Act has been disclosed in the Corporate Governance Report, which forms part of the directors' report.

Audit committee and Vigil Mechanism

The details pertaining to composition of audit committee and vigil mechanism are included in the Corporate Governance Report, which forms part of this report

Auditors

The Auditors, M/s R. Nagpal Associates, Chartered Accountants, New Delhi, hold office till the conclusion of the ensuing Annual General Meeting and are recommended for ratification of appointment. They have submitted a certificate in accordance with the applicable provisions of the companies Act 2013, confirming their eligibility and willingness for re-appointment.

Auditors' report and secretarial auditors' report

The auditors' report and secretarial auditors' report does not contain any qualifications, reservations or adverse remarks. Report of the secretarial auditor is given as an annexure which forms part of this report.

Particulars of loans, guarantees and investments

There was no Loan, Guarantees or Investments made by the Company under Section 186 of the Companies Act, 2013, during the year under report and hence the said provision is not applicable.

Transactions with related parties

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013, during the year under report. The details of transactions with the Company and related parties are given for information under notes to Accounts.

Extract of Annual Return

As provided under Section 92(3) of the Act, the extract of annual return is attached to this report in the prescribed Form MGT-9.

Corporate Social Responsibility

Provisions of Section 135 of the Companies Act, 2013, are not applicable to the Company.

Reserves

No amount is proposed to transfer/carry to any reserve.

Dividend

No Dividend is declared for the current financial year due to conservation of profits.

Change in the Nature of the Business

There is no change in the nature of the Business of the Company during the year under report.

Material Changes

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relate till the date of this report.

Conservation of Energy, Technology Absorption, Foreign Exchange 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.

Risk Management

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

Your Directors state that the company has zero tolerance on sexual harassment at workplace. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Transfer to Unclaimed Dividend to Investor Education and Protection Fund

The provisions of Section 125(2) of the Companies Act, 2013, do not apply as there was no dividend declared and paid last year.

Shares

- **Equity shares with differential rights**

The Company has not issued any equity share with differential rights during the year under report.

- **Buy Back Of Securities**

The Company has not bought back any of its securities during the year under report.

- **Sweat Equity**

The Company has not issued any Sweat Equity Shares during the year under report.

- **Bonus Shares**

No Bonus Shares were issued during the year under review.