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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 **17.09.2019**.
 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.

COMPANY INFORMATION

BOARD COMPOSITION Mr. Ravi Kohli ,Non Executive independent Director & Chainnan 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	CFO & COMPANY SECRETARY Mr. N.L. Gayari STATUTORY AUDITOR Mis. R. Nagpal Associates , Chartered Accountants, New Delhi
REGISTERED & CORPORATE OFFICE 114, Sant Nagar, East of Kailash, New Delhi- 110065 Tel-011-41620434, 41622193 Fax: 011-41665880 E-mail:-adsmedical@rediffmail.com	INTERNAL AUDITOR Mis. AST & Associates, Chartered Accountants, New Delhi
	BANKERS Bank of India, D-142, East of Kailash, New Delhi -110065.
SECRETARIAL AUDITOR M/s. Anand Pandey & Associates, New Delhi	LISTED ON Bombay Stock Exchange Limited
WEBSITE adsdiagnosticlimited.in	E-MAIL adsmedical@rediffmail.com
AUDIT COMMITTEE Mr. Ravi Kohli, Chairman Mr. Girish Sareen Mr. Sunil Jasuja	NOMINATION AND REMUNERATION COMMITTEE Mr. Girish Sareen, Chairman Mr. Ravi Kohli Mr. Sunil Jasuja
STAKEHOLDERS' RELATIONSHIP COMMITTEE Mr. Sunil Jasuja , Chairman Mr. Ravi Kohli Mr. Girish Sareen	CORPORATE IDENTITY NUMBER L85110DLJ984PLCO18486

NOTICE

NOTICE IS HEREBY GIVEN that the Thirty Fourth Annual General Meeting of the Members of ADS Diagnostic Limited will be held on Friday, the 27th September, 2019, at 11:30 A.M. at Indian Social Institute (ISI), LO-Institutional Area Lodi 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, 2019, together with the Reports of the Board of Directors and the Auditors thereon.
- 2 To declare a dividend on equity shares for the financial year 2018-19.
- 3 To appoint a Director in place of Mr. Vivek Sehgal (DrN: 00036060), who retires by rotation and, being eligible, offers Himself for re-appointment.
- 4 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 2020, to conduct the audit for the financial year 2019-20 at such remuneration plus OST, out-of-pocket, travelling expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

5. RE-APPOINTMENT OF MANAGING DIRECTOR:

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Section 197 and 198 of the Company Act, 2013, subject to approval of Central Government (Ministry of Corporate Affairs), Company in General Meeting for re-appointment of Dr. Gautam Sehgal, as Managing Director of the Company w.e.f. 01.06.2019 for a period of three years at the remuneration and perquisite as per details hereunder during his tenure from 01-06-2019 To 31-05-2022.

Salary:- Rs.3,52,352/- (Rupees Three Lac Fifty Two

Thousand Three Hundred Fifty Two only) Per Month.

HRA: -RS. 1,61,898/- (Rupees One Lac Sixty one

Thousand Eight Hundred Ninety Eight only) Per Month.

Club Membership fee of one club not Exceeding Rs. 12000/- PA.

With 10% Increase in above Emoluments every year and also eligible for Provident Fund and Gratuity as per Company Rules.

"FURTHER RESOLVED that Board of Director be and hereby authorized to make / accept necessary variation in the above said terms of appointment, as may be permissible under the provision of Company Act, 2013, from time to time."

**By Order of the Board of
Directors**

Sd/-

N.L. Gayari

CFO & Company Secretary

Membership No.- F02956

New Delhi, May 28, 2019

EXPLANATORY STATEMENT

STATEMENT PURSUANT TO SECTION 102(1 & 2) OF THE COMPANIES ACT, 2013 ("THE ACT")

Item No. 5

Dr. Gautam Sehgal is the Managing Director of the company since 01.06.2000. Due to adverse position of the industry he had been drawing a token remuneration of Rs. 2/- only upto 30 April 2009. However due to rise in cost of Living and other expenses his salary was increased to Rs. 1 Lakh by the Board of Directors. It is now proposed to further compensate him for the commendable work done by him helping the company to turn around.

The remuneration committee has recommended upward the remuneration of Dr. Gautam Sehgal as specified in the resolution. The Company has not made any default in repayment of debts (Including Public Deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year.

General Information:

- Nature of Industry** -Sale & Service of Medical Equipment.
- Date of commencement of Business**:- Since date of incorporation i.e. 23.06.1984
- In case of New Companies, Expected date of Commencement of Activity as per project approved by financial institutions appearing in the prospectus**:- N.A.

Particulars	Amount 18-19	Amount 17-18
Income	91286626.00	675505043.00
Expenditure	80210229.00	63834408.00
PBT	11076397.00	3670635.00
Add: Short Provision for Income Tax for Previous years		
Provision for Tax	2276761.00	228552.00
Provision for Deferred Tax etc.	307645.00	1324508.00
PAT	8491991.00	2117575.00

- Export Performance and net foreign Exchange Collaborations**:-N.A.

5. Foreign Investments or collaborators, if any:-N.A.

Information about the appointee:

1. Background details

Dr. Gautam Sehgal is the son of Late Dr. Arjun Dev Sehgal, a noted Neurosurgeon and is himself a M.B.B.S. from JJM Medical College, Karnataka and has been trained at Yale's School of Medicine, USA. He is having more than twenty Six years of experience in the field of Medicine and Medical Equipment has been heading the managerial functions of this company for the last Eighteen years.

2. Past remuneration

Past remuneration of Dr. Gautam since 01.06.2016 is as under:-

Basic salary Rs.3,20,320/- per month & HRA. Rs. 1,47,180/-per month.

3. Recognition or Awards

N.A.

Other information:

6. Remuneration proposed

Salary: - Rs. 3,52,352/- (Rupees Three Lac fifty Two Thousand Three Hundred and Fifty Two only) Per month

HRA:-Rs.1,61,898/- (Rupees One Lac Sixty one Thousand Eight Hundred and Ninety Eight only) Per Month.

With 10% [increase in above Emoluments every year and also eligible for Provident Fund and Gratuity as per Company Rules, Club Membership fee of one club not Exceeding Rs. 12000/- PA.

Further, Board of Directors be and are hereby authorized to make / accept necessary variation in the above said terms of appointment, as may be permissible under the provision of Companies Act, 2013, from time to time.

7. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with the country of his origin)

The remuneration in similar industries is much more than the remuneration Proposed in the company.

8. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial Personnel, if any.

No relationship except with Dr. (Mrs.) Versha Sehgal, Dr. Vivek Sehgal and Mrs. Radhika Sehgal who are relatives within the meaning of Section 2(77) of the Companies act, 2013.

9. Steps taken or proposed to be taken for improvement.

Efforts are being made to increase revenue by aggressive marketing of its Sale & Service products.

10. Expected increase in productivity and profits in measurable terms

The company expects to grow under the guidance of Dr. Gautam Sehgal's experience and know-how.

Disclosure

- I. The Shareholders of the company shall be informed of the remuneration package of the managerial person.
2. The Following Disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the annual report:
 - All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc.
 - Details of fixed component and performance linked incentives along with the performance criteria.
 - Service Contracts, notice period, severance fees;
 - Stock Option details, if any, and whether the same has been issued at a discount as well as the period over accrued and over which exercisable.

NOTES:-

- I. 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 34th Annual General Meeting of the company to be held on Friday 27th September, 2019 at 11:30 A.M. at Indian Social Institute (ISI), 10-Institutional Area Lodi 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 20/09/2019 (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 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.
12. The Register of Members and Share Transfer Books of the Company shall remain closed from **22-09-2019 to 27-09-2019** (both days inclusive)
13. Memorandum and Articles of Association of the Company and other documents 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.
14. 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.

By Order of the Board of Directors

New Delhi, May 28, 2019

Sd/-

N.L. Gayari

CFO & Company Secretary
Membership No. - F02956

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	Dr. Vivek Sehgal
Director Identification Number (DIN)	00036060
Date of Birth	05/04/1963
Date of first appointment	31/03/1986
Qualifications	M.B.B.S., MD (Radiology). He is associated with the company since last 33 years. Dr. Vivek Sehgal is a Professor of Neuro Radiology at Wayne State University, USA. He is having twenty eight years of experience in the Medical Diagnostic Services.
Terms and conditions of appointment/ re-appointment	Appointed as Director liable to retire by rotation
Details of remuneration last drawn (2018-19)	Nil
No. of Board Meetings attended during the year	02
No. of shares held in the Company:	
(a) Own	206250
(b) For other persons on a beneficial basis	Nil
List of Companies in which Directorship held as on 31.03.2019 (excluding foreign, private and Section 8 Companies).	Ved Med Software and Trading Pvt. Ltd.
Chairperson/ Member of the Mandatory Committees of the Board of the Companies on which he/ she is a Director as on 31.03.2019.	Nil

VOTING INSTRUCTIONS

The instructions for shareholders voting electronically are as under:

- 1 The voting period begins on 24/09/2019 (09:00 a.m. IST) and ends on 26/09/2019 (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 20/09/2019 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 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 0s 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

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

- 8 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.
- 9 For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10 Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 11 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.
- 12 Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13 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.
- 14 Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15 You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16 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.

- 17 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.
- 18 Note for Non-Individual Shareholders and Custodians
 - ❑ Non-individual shareholders (i.e. other than Individuals, HUF, NRJ etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - ❑ 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.
- 19 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.

DIRECTOR'S REPORT

DEAR MEMBERS,

Your Directors are pleased to present the Thirty-Fourth Annual Report on the business and operations of the Company together with the Audited Financial Statements for the year ended March 31, 2019.

FINANCIAL HIGHLIGHTS

PARTICULARS	2018-19 (Rs.)	2017-18 (Rs.)
Operating Income	91,286,626	67,505,043
Profit before Interest & Depreciation	16,938,295	9,950,748
Less: a) Interest	4,264,689	4,803,089
b) Depreciation	1,597,209	1,477,025
Profit Before Exceptional and Extraordinary item and Tax	11,076,397	3,670,635
Exceptional Item		-
Net Profit/ (Loss) before Taxation	11,076,397	3,670,635
Provision for Income Tax	22,76,761	228,552
Add: Short Provision for Income Tax for Previous years		-
Less:- Provision for Deferred Tax	307,645	1,324,508
Net Profit/ (Loss) after Taxation	8,491,991	2,117,575
Add: Other Comprehensive Income	226,052	147,879
Total Comprehensive income attributable to equity holders	8,718,042	1,965,733
Less: Balance of Loss Brought forward from previous years	(1,029,765)	(2,784,357)
less: Other comprehensive income	14911	(211,141)
Balance carried to Balance Sheet	7,686,339	(1,029,765)

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

The operational income of the Company has increased from Rs.675.05 Lakhs to Rs.912.87 Lakhs registering a Positive growth of 35.23% in the current year. The income from trading and servicing has increased from Rs. 577.62 Lakhs to Rs.766.10 Lakhs for the current year, while Distribution Commission has decreased from Rs. 60.74 Lakhs to Rs.51.08 Lakhs for the current year. Overall income has increased by Rs. 237.81 Lakhs, during the year under review.

The Overall income has increased due to winning of tender for procurement of medical equipment by the Govt. The company has earned profit of Rs.87.18 Lakhs after tax as against the profit of Rs. 22.65 Lakhs in Previous Year. The Directors are hopeful to achieve further growth in the year 2019-20, as the company has undertaken new projects/Tenders.

- 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 2019-2020 in the month of April, 2019.

Directors

The Board of Directors of the Company is duly constituted. In accordance with the provisions of Section 152 of the Act, Dr. Vivek Sehgal, Director of the Company, retires by rotation and being eligible, offer himself for re-appointment. The Board recommended her re-appointment. Further, brief profile and other details of Dr. Vivek Sehgal are provided in the Notice of the Annual General Meeting.

Independent Directors

The term 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.

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.

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