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COMPANY INFORMATION

BOARD COMPOSITION	CFO & COMPANY SECRETARY
	Mr. N.L. Gayari
 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, Director Dr. Vivek Sehgal, Director Mrs. Radhika Sehgal, Director 	STATUTORY AUDITOR V. N. PUROHIT & CO. Chartered Accountants 214, New Delhi House, 27, Barakhamba Road, New Delhi - 110001
REGISTERED & CORPORATE OFFICE 114, Sant Nagar, East of Kailash ,New Delhi-110065 Tel:- 011-41620434, 41622193	INTERNAL AUDITOR Garg Bros & Associates, Chartered Accountants, New Delhi
Fax:- 011-41665880	BANKERS Bank of India, D-142, East of Kailash, New Delhi -110065.
SECRETERIAL AUDITOR M/s. Anand Pandey & Associates	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 COMMIT- TEE Mr. Sunil Jasuja , Chairman Mr. Ravi Kohli Mr. Girish Sareen	CORPORATE IDENTITY NUMBER L85110DL1984PLC018486





NOTICE

NOTICE IS HEREBY GIVEN that the Thirty Seventh Annual General Meeting of the Members of ADS Diagnostic Limited will be held on Thursday, the 29th September, 2022, at 11:30 A.M. Through Video Conferencing ('VC')/ other Audio Visual means ('OAVM') facility to transact the following business:

ORDINARY BUSINESS

- 1 To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31, March, 2022, together with the Reports of the Board of Directors and the Auditors thereon.
- 2 To appoint a Director in place of Mr. Vivek Sehgal (DIN: 00036060), who retires by rotation and, being eligible, offers Himself for re-appointment.
- 3 To declare Dividend on equity shares for the financial year 2021-22.
- 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. V. N. Purohit & Co., Chartered Accountants (Registration No. 304040E), 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 2023.

SPECIAL BUSINESS

RE-APPOINTMENT OF MANAGING DIRECTOR:

5 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. 01.06.2022 for a period of three years at the remuneration and perquisite as per details hereunder during his tenure from 01-06-2022 To 31-05-2025.

Salary: - Rs. 3,87,587/- (Rupees Three Lac Eighty Seven Thousand Five Hundred Eighty Seven only) Per month

HRA:-Rs.1,78,088/- (Rupees One Lac Seventy Eight Thousand Eighty Eight only) Per Month.

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

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, 28/05/2022

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EXPLANATORY 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.

1. 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.
- Export Performance and net foreign Exchange collaborations -: N.A
- Foreign Investments or collaborators, if any-:N.A

Particulars	Amount-2021-22 (INR '000')	Amount-2020-21 (INR '000')
Income	1,04,573	1,06,186
Expenditure	98,928	1,01,769
PBT	5,645	4,416
Add: Short Provision for Income Tax for Previous years		
Provision for Tax	1,497	1,177
Provision for Deferred Tax etc.	(248)	(126)
PAT	4,396	3,365

Financial Performance Based on Given Indicators.

2. Information about the appointee:

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 Nine years of experience in the field of Medicine and Medical Equipment has been heading the managerial functions of this company for the last Twenty One years.

Past remuneration

Past remuneration of Dr. Gautam since 01.06.2019 is as under:-

Basic salary Rs.3,52,352/- per month & HRA. Rs. 1,61,898/- per month.

Recognition or Awards.

N. A.

3. Other information:

Salary: - Rs. 3,87,587/- (Rupees Three Lac Eighty Seven Thousand Five Hundred Eighty Seven only) Per month

HRA:-Rs.1,78,088/- (Rupees One Lac Seventy Eight Thousand Eighty 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/- P.A.





Further, Board of Director 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.

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.

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.

Steps taken or proposed to be taken for improvement, Efforts are being made to increase revenue by aggressive marketing of its Sale & Service of products.

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,

4. Disclosure

- a) The Shareholders of the company shall be informed of the remuneration package of the managerial person.
- b) 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.

5. NOTES

- As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote evoting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination



and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to MCA Circular No. 14/2020 dated April 08, 2020,the facility to appoint proxy to attend and cast vote for the
- members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.adsdiagnosticlimited.net. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <u>www.bseindia.com</u> respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and evoting system during the AGM i.e. <u>www.evotingindia.com</u>.
- The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No.20/2020 dated May 05, 2020.
- Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 21/09/2022 (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.

- 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.
- 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.
- 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.
- 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.
- 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.
- The Register of Members and Share Transfer Books of the Company shall remain closed from 23-09-2022 to 29-09-2022 (both days inclusive)
- 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.
- 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

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

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New Delhi, 28/05/2022



Name of Director	Dr. Vivek Sehgal
Director Identification Number (DIN)	00036060
Date of Birth	05/04/1963
Date of first appointment	31/03/1986
Qualification	M.B.B.S., MD (Radiology). He is associated with the company since last 36 years. Dr. Vivek Sehgal is a Professor of Neuro Radiology at Wayane State University, USA. He is having Thirty One 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 2021-22	Nil
No. of Board Meetings attended during the year	02
No. of shares held in the Company: Own For other persons on a beneficial basis	206250 NIL
List of Companies in which Directorship held as on 31.03.2022 (excluding foreign, private and Section 8 Companies).	0
Chairperson/ Member of the Mandatory Committees of the Board of the Companies on which he/ she is a Director as on 31.03.2022.	NIL

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)

VOTING INSTRUCTIONS

Voting through electronic means:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The instructions for shareholders voting electronically are as under:

- 2. The voting period begins on 26/09/2022 (09:00 a.m. IST) and ends on 28/09/2022 (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 22/09/2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website <u>www.evotingindia.com</u>
- 4. Click on Shareholders.
- 5. Now Enter your User ID
 - · For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.





 Next enter the Image Verification as displayed and Click on Login. voting of any company, then your existing password is to be used.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier

PAN

m and voted on an earlier For Members holding shares in Physical Form Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

member id / folio number in the Dividend Bank details field as mentioned ininstruction

	 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)	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. If both the details are not recorded with the depository or company please enterthe	

- After entering these details appropriately, click on "SUBMIT tab.
- 10. 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 evoting 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant ADS Diagnostic Limited on which you choose to vote.
- 13. 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.

- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 15. 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 18. 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.
- 19. 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.

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



- Notes 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 Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed tohelpdesk.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.
- 21. In case you have any queries or issues regarding evoting, 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 <u>helpdesk.evoting@cdslindia.com</u>.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- The Skyline Financial Services Private Limited, Registrar and Share Transfer Agent, of the Company will be providing VC/OAVM Services.

- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 6. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- 3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the



facility of e-voting during the meeting is available only to the shareholders attending the meeting.

 Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <u>helpdesk.evoting@cdslindia.com</u>.
- 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.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; adsmedical@rediffmail.com (designated email address by company), if they have voted from individual tab & amp; not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022-23058738) or Mr.Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi,Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East),Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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