

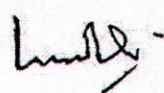
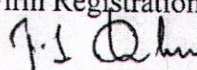





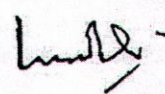
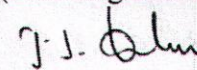

FORM A
(Pursuant to Clause 31(a) of Listing Agreement)

No.	Particulars	Details
1.	Name of the Company	ADS Diagnostic Ltd. 114, Sant Nagar, East of Kailash, New Delhi. CIN - 185110dl1984plc018486 Scrip Code:- 523031
2.	Annual financial statements for the year ended	31 st March 2015
3.	Type of Audit observation	As Per Annexure attached
4.	Frequency of observation	As Per Annexure attached
5.	To be signed by:- <ul style="list-style-type: none"> • Managing Director • CFO & Company Secretary • Audit Committee Chairman • Auditor of the Company 	<p>Dr. Gautam Sehgal </p> <p>Narayan Lal Gayari </p> <p>Mr. Ravi Kohli </p> <p>For R.Nagpal Associates Chartered Accountants (Firm Registration No. 002626N)  J.S. Quadros (Partner) M.N. 089181</p> 



FORM B

Format of covering letter of the annual audit report to be filled with the stock Exchange

No.	Particulars	Details
1.	Name of the Company	ADS Diagnostic Ltd. 114, Sant Nagar, East of Kailash, New Delhi. CIN - 185110dl1984plc018486 Scrip Code:- 523031
2.	Annual financial statements for the year ended	31 st March 2015
3.	Type of Audit qualification	As per Annexure attached
4.	Frequency of qualification	As Per Annexure attached
5.	Drawn attention to releveant notes in the annual finicial statement and management response to the qualification in the directors report:	No Qualification made by Auditors. Report is self explanatory.
6.	Additional Comments from the board/audit committee chair:	No
7.	To be signed by:- <ul style="list-style-type: none"> • Managing Director • CFO & Company Secretary • Audit Committee Chairman • Auditor of the Company 	<p>Dr. Gautam Sehgal </p> <p>Narayan Lal Gayari </p> <p>Mr. Ravi Kohli </p> <p>For R.Nagpal Associates Chartered Accountants (Firm Registration No. 002626N)  J.S. Quadros (Partner) M.N. 089181 </p>



- 1. Corporate Information**
- 2. Notice of 30th Annual General Meeting**
- 3. Statutory Reports**
- 4. Financial Statements**
- 5. Attendance Slip**
- 6. Proxy Form**

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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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

N.L. Gayari

CFO & Company Secretary

Membership No. –F02956

New Delhi May 30, 2015

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	2014-2015	2013-2014
	(Rs.)	(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.

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 review 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 review.

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 134 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.

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

Shares

• **Equity shares with differential rights**

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

• **Buy Back Of Securities**

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

• **Sweat Equity**

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

• **Bonus Shares**

No Bonus Shares were issued during the year under review.

• **Employees Stock Option Plan**

The Company has not provided any Stock Option Scheme to the employees.

• **Fraud Reporting**

The Company has not made any Fraud and nothing has been hidden from Central Government in this regard.

Significant and Material orders passed by the Regulators or Courts or Tribunals

No significant or material orders were passed by any Regulator or Courts or Tribunals which impact the going concern status and Company's operations in future.

Internal Financial Controls

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

Particulars of Employees

The information pertaining to particulars of employees as Section 197 of the Companies Act, 2013, is given in the Annexure forming part of this Report.

Fixed Deposits

The Company has not accepted any deposits under Section 58A of Companies Act, 1956, during the financial year under review.

Acknowledgement

Your Directors wish to place on record their appreciation for the co-operation and assistance extended by the Company's employees, medical professionals, customers, vendors and academic institutions. Your Directors also acknowledge gratefully the shareholders for their support and confidence reposed on your Company.

For and on behalf of the Board of Directors

PLACE:- NEW DELHI
DATE:- May 30, 2015

DR. GAUTAM SEHGAL
MANAGING DIRECTOR
(DIN 00034243)

MR. RAVI KOHLI
CHAIRMAN
(DIN: 01012554)

ANNEXURE TO DIRECTOR'S REPORT

A. Conservation of energy:

- (a) Energy conservation measures taken; LED Light have been Put-up in place of Traditional Lights.
- (b) Additional investments and proposals, if any, being implemented for reduction Of consumption of energy; :- NO
- (c) Impact of the measures at (a) and (b) above for reduction of energy: - Impact will be known in current year.
- (d) Consumption and consequent impact on the cost of production of goods; :- NA
- (e) Total energy consumption and energy consumption per unit of production as per Form A of the Annexure in respect of industries specified in the Schedule there to. :- NA

B. Technology absorption:

- (a) Efforts in brief made towards technology absorption, adaptation and innovation :- NA
- (b) Benefits derived as a result of above efforts :- NA
- (c) Technology inducted :- NA
- (d) Efforts made in technology absorption as per Form B of the Annexure :- NA

C. Foreign exchange earnings and outgo:

- (a) Activities relating to exports; initiatives taken to increase exports; development Of new export markets for products and services; and export plans;:- The Company is continuously making its efforts for export of sales and services in the overseas market
- (b) Total foreign exchange used and earned. :-

i) Foreign Exchange earned (FOB) Rs. 355.49 lacs (Previous Year 126.50 lacs).

ii) Foreign Exchange out go (CIF) 346.78 lacs (Previous Year 353.08 lacs).

Particulars of Employees

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below

1 Ratio of the remuneration of each Director/KMP to the median remuneration of all the employees of the Company for the financial year: -

- A. Ratio of the remuneration of the director to the median remuneration of the employees is 16.15.**
- B. Ratio of the remuneration of the KMP to the median remuneration of the employees is 6.80.**

2. Relationship between average increase in remuneration and company performance Comparison of the remuneration of the KMP against the performance of the Company: - The Average increase in the remuneration of KMP is directly proportion to performance of the company.

3. Comparison of the remuneration of the KMP against the performance of the Company: - The Remuneration is being paid as per the performance of the company.

4. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer :- The comparison of market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares is not possible in shares of the company are rarely quoted on BSE. Company has come up with Right Issue in the year 1993.

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:-The average percentile increase in salaries of the employees is 12.5%, Whereas Managerial personal is getting raise as 10% p.a. as approved by Central Government.

6. Comparison of the each remuneration of the KMP against the performance of the Company: - The raise given to KMP is based on the Performance of Company.

7. The key parameters for any variable component of remuneration availed by the directors: - NO

8. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: - NO, Such employee is getting excess remuneration over the remuneration paid to Managing Director.

9. Remuneration is as per the remuneration policy of the Company: - Yes

ADS DIAGNOSTIC LIMITED
114, SANT NAGAR, EAST OF KAILASH, NEW DELHI-110065
WEB SITE:-WWW.ADSDIAGNOSTICLIMITED.COM
FormNo.MGT-9

EXTRACT OF ANNUAL RETURN ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L85110DL1984PLC018486
ii.	Registration Date	23/06/1984
iii.	Name of the Company	ADS DIAGNOSTIC LIMITED
iv.	Category/Sub-Category of the Company	SME
v.	Address of the Registered office and contact details	114, Sant Nagar East of Kailash New Delhi-110065 <u>TEL:011-41620434,41622192</u> FAX: 011-41665880, 2924533
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	N.A

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Sale of Trading Goods	N.A	48.92 %
2	Income from Service and Installation	N.A.	11.49%
3	Distribution Commission	N.A.	35.91%

III. Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity)
i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year		No. of Shares held at the end of the year		% Change during the year
	Physical	%of Total Shares	Physical	%of Total Shares	
A. Promoter					
1) Indian					
a) Individual/ HUF	994210	45.34	994210	45.34	0.00
b) Central Govt	0.00	0	0.00	0	0.00
c) State Govt(s)	0.00	0	0.00	0	0.00
d) Bodies Corp	0.00	0	0.00	0	0.00
e) Banks / FI	0.00	0	0.00	0	0.00
f) Any Other	0.00	0	0.00	0	0.00
Sub-total(A)(1):-	994210	45.34	994210	45.34	0.00
2) Foreign					
g) NRIs-Individuals	0.00	0	0.00	0	0.00
h) Other-Individuals	0.00	0	0.00	0	0.00
i) Bodies Corp.	0.00	0	0.00	0	0.00
j) Banks / FI	0.00	0	0.00	0	0.00
k) Any Other...	0.00	0	0.00	0	0.00
Sub-total(A)(2):-	994210	45.34	994210	45.34	0.00
B. Public Shareholding					0.00
1. Institutions					
a) Mutual Funds	25100	1.14	25100	1.14	0.00
b) Banks / FI	75200	3.43	75200	3.43	0.00
c) Central Govt	0.00	0	0	0	0.00
d) State Govt(s)	0.00	0	0	0	0.00
e) Venture Capital Funds	0.00	0	0	0	0.00
f) Insurance Companies	0.00	0	0	0	0.00
g) FIIs	0.00	0	0	0	0.00
h) Foreign Venture Capital Funds	0.00	0	0	0	0.00
i) Others (specify)	0.00	0	0	0	0.00
Sub-total (B)(1)	100300	4.57	100300	4.57	0.00
2. Non Institutions					0.00
a) Bodies Corp. (i) Indian	7300	0.33	7300	0.33	0.00
b) Individuals (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1086340	49.54	1086340	49.54	0.00
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0.00
(iii) Directors and their relatives	0	0.21	4650	0.21	0.00
Sub-total(B)(2)	1098290	50.09	1098290	50.09	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1198590	54.66	1198590	54.66	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0.00
Grand Total(A+B+C)	2192800	100	2192800	100	0.00

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Dr. Gautam Sehgal	129600	5.91	0.00	129600	5.91	0.00	0.00
2.	Dr. Vivek Sehgal	206250	9.41	0.00	206250	9.41	0.00	0.00
3.	Dr. (Mrs.) Versha Sehgal	552360	25.19	0.00	552360	25.19	0.00	0.00
4.	Dr. Arjun Dev Sehgal & Sons	86000	3.92	0.00	86000	3.92	0.00	0.00
5.	Mrs. Radhika Sehgal	20000	0.91	0.00	20000	0.91	0.00	0.00
	Total	994210	45.34	0.00	994210	45.34	0.00	0.00

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	No Change	No Change	No Change	No Change
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	No Change	No Change	No Change
	At the End of the year	No Change	No Change	No Change	No Change

IV. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	76,08,721	1,20,76,184	NIL	196,84,905
ii) Interest due but not paid	60,969	2,17,007	NIL	2,77,976
iii) Interest accrued but not	NIL	NIL	NIL	NIL
Total(i+ii+iii)	76,69,690	1,22,93,191	NIL	19962881
Change in Indebtedness during the financial year				
- Addition				
- Reduction	2550670	4540718	NIL	1990048
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year				
i) Principal Amount	5075689	16821405	NIL	21897094
ii) Interest due but not paid	43331	12504	NIL	55835
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	5119020	16833909	NIL	21952929

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Dr. Gautam Sehgal	33,80,000 NIL NIL
2.	Stock Option		NIL
3.	Sweat Equity		NIL
4.	Commission - as % of profit - others, specify...		NIL
5.	Others, please specify		NIL
6.	Total(A)		33,80,000
	Ceiling as per the Act	Approved By Central Government	

B. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel
		CFO & Company Secretary
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	13,97,280
	(b) Value of perquisites/s 17(2) Income-tax Act, 1961	26,240
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL
2.	Stock Option	<u>NIL</u>
3.	Sweat Equity	NIL
4.	Commission - as % of profit - others, specify...	NIL
5.	Others, please specify	NIL
6.	Total	14,23,520

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
For the financial year ended 31st March, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules 2014]

To,
The Members,
A D S Diagnostic Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by A D S Diagnostic Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the A D S Diagnostic Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by A D S Diagnostic Limited for the financial year ended on 31st March, 2015, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;*
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;*
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;*
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;*
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-*
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;*
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;*
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;*
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;*
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;*
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;*
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and*
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;*
- (vi) Other laws applicable to the Company as per the representations made by the Management.*

We have also examined compliance with the Listing Agreements entered by the Company with Bombay Stock Exchange Limited. However, Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) were not applicable to the Company for the period under review.

During the period under review and as per the explanations and clarifications given to us and the representation made by the Management, the Company has substantially complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above. However, The Company Has Paid Rs. 50, 668, to Bombay stock exchange for delay filing of Corporate Governance Compliance Report and Shareholding Pattern for the quarter ended on September 30, 2014. There were no penalties, strictures imposed on the Company by SEBI or any statutory authority on any matter related to capital markets during the last three years.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

We further report that adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Decisions at the Board Meetings, as represented by the management, were taken unanimously.

We further report that as per the explanations given to us and the representations made by the Management and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period under review, as explained and represented by the management, there were no specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, standards etc., having a major bearing on the Company's affairs.

*For and on behalf of
Sourabh Gupta & Associates
Company Secretaries*

Delhi, May 30, 2015

*CS Sourabh Gupta
Proprietor
M. NO. 32052
C. P. No. 13183*

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

'Annexure A'

To,
The Members,
A D S Diagnostic Limited

Our report of even date is to be read along with this letter.

- 1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.*
- 2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.*
- 3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.*
- 4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.*
- 5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.*
- 6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.*

***For and on behalf of
Sourabh Gupta & Associates
Company Secretaries***

New Delhi, May 30, 2015

***CS Sourabh Gupta
Proprietor
M. NO. 32052
C. P. No. 13183***

CERTIFICATION ON CORPORATE GOVERNANCE

TO THE MEMBERS OF A D S DIAGNOSTIC LIMITED

We have examined the compliance of conditions of Corporate Governance by A D S DIAGNOSTIC LIMITED (“Company”), for the year ended on March 31, 2015, as stipulated in clause 49 of the Listed Agreement of the said Company with the stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliances of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned listing agreement.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

***For and on behalf of
Sourabh Gupta & Associates
Company Secretaries***

***Place: New Delhi
Date: May 30, 2015***

***CS Sourabh Gupta
Proprietor
M. NO. 32052
C. P. No. 13183***

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on code of Governance

Corporate governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. The objective is to meet stakeholders' aspirations and societal expectations. Good governance practices stem from the dynamic culture and positive mindset of the organization. At ADS, we are committed to meet the aspirations of all our stakeholders. Governance processes an entrepreneurial performance focused work environment. Additionally, our customers have benefited from high quality products delivered at extremely competitive prices.

The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability in the management's higher echelons. The demands of corporate governance require professionals to raise their competence and capability levels to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics. It has thus become crucial to foster and sustain a culture that integrates all components of good governance by carefully balancing the complex inter-relationship among the Board of Directors, Audit Committee, Finance, Compliance and Assurance teams, Auditors and the senior management.

2. Board of Directors

(a) Composition of Board of Directors as on 31st March 2015:

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

The composition of the Board is in conformity with the listing agreement.

(b) Number of Board Meetings: *The Board of Directors met 4 times during 2014-15. The meetings of the Board were held on 30.05.2014, 14.08.2014, 14.11.2014, 14.02.2015.*

(c) Directors' attendance record and details of Directorships/Committee Positions held: Attendance of the Directors at the Board Meetings and last Annual General Meeting and the Number of Directorship and Chairmanship/Membership of Committees across all Companies in which he/she is a Director as on March 31, 2015 is given here-in below:

Name of Director	Category	Attendance Particulars			No. of Directorships/ Committee Memberships/ Chairmanships of Other Companies		
		No. of Board Meetings during the year 2014-15		At AGM held on September 30, 2014	Other Directorships	Committee Memberships	Committee Chairmanships
		Held	Attended				
Dr. (Mrs.) Versha Sehgal	Director	4	2	NO	2	-	-
Dr. Vivek Sehgal	Director	4	1	NO	2	-	-
Dr. Gautam Sehgal	Managing Director	4	4	Yes	3	-	-
Mr. Ravi Kohli	Director	4	4	NO	1	-	-
Mr. Anil Mithal	Director	4	3	NO	3	-	-
Mr. Girish Sareen	Director	4	4	NO	3	-	-
Mrs. Radhika Sehgal	Director	4	1	NO	2	-	-

Note: Number of Meetings represents the Meetings held during the period in which the Director was Member of the Board.

(d) Independent Directors:

Company appointed Independent Directors who are renowned people having expertise/experience in their respective field/profession. The independence of a Director is determined by the criteria stipulated under Clause 49 of the Listing Agreement. Your Company follows a structured orientation and familiarization programme.

The Company periodically to undertake Familiarization Programmes for the Directors of the Company, their roles, rights, responsibilities in the Company, nature of the Industry in which the Company operates, Business model of the Company and so on. The detail of such familiarization programme has been disclosed on the website of the Company. The same may be visited at www.adsdiagnosticlimited.com

3. Audit Committee:

(A) Terms of Reference: Audit Committee is to see the effectiveness of operations of the audit function of the Company, review the systems and procedures of internal control, oversee the Company's financial reporting process, review the periodical and annual financial statements before submission to the Board with the management and ensure compliance with the regulatory guidelines. The Audit Committee which acts as a link between the management, external and internal auditors and the Board of Directors of the Company is responsible for overseeing the Company's financial reporting process by providing direction to audit function and monitoring the scope and quality of internal and statutory audits.

The Committee further carries out the scrutiny of the quarterly/half-yearly/annual financial statements with reference to changes, if any in accounting policies and reasons for the same, review of internal audit function and overseeing of the vigil mechanism and approval or any subsequent modification of transactions of the Company with related parties.

(B) Composition, Meetings and Attendance of the Committee: The Audit Committee comprises of three Independent Directors. The Chairman of the Committee is an Independent Director. The composition of the Audit Committee and attendance of Directors at the Meetings (As on March 31, 2015) is shown below:

Name of Director	Category	No. of Meetings during the FY 2014-15	
		Held	Attended
Mr. Ravi Kohli	Chairman	4	4
Mr. Anil Mithal	Member	4	3
Mr. Girish Sareen	Member	4	4

Note: Number of Meetings represents the Meetings held during the period in which the Director was Member of the Committee.

4. Nomination and Remuneration Committee:

(A) Terms of Reference: The Company has constituted a Nomination and Remuneration Committee of Directors. The powers, role and terms of reference of the Nomination and Remuneration Committee are as per the requirement of Clause 49 of the Listing Agreement and as per the provisions of the Companies Act, 2013. The Committee formulates remuneration Policy and a policy on Board Diversity and also formulates the criteria for evaluation of Directors and the Board.

Performance Evaluation: The Nomination and Remuneration Policy of ADS has laid down the criteria for conducting performance evaluation of Board of Directors including Independent Directors. 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.

(B) Composition, Meetings and Attendance of the Committee: The Nomination and Remuneration Committee comprises of three Independent Directors. The Chairman of the Committee is an Independent Director. The composition of the Nomination and Remuneration Committee and attendance of Directors at the Meetings (As on March 31, 2015) is shown below:

Name of Director	Category	No. of Meetings during the FY 2014-15	
		Held	Attended
Mr. Ravi Kohli	Chairman	4	4
Mr. Anil Mithal	Member	4	3
Mr. Girish Sareen	Member	4	4

Note: Number of Meetings represents the Meetings held during the period in which the Director was Member of the Committee.

(D) The following are the details of the remuneration paid to the managerial personnel during the financial year 2014-15:

1. Dr. Gautam Sehgal, Managing Director, from 01.04.2014 to 31.03.2015

Particulars	Amount In (Rs.)
Salary & Allowances (excluding Perquisites):	33, 80,000.00
Perquisites as per IT Act	2, 80,800.00
Others	NIL
TOTAL =	36, 60,800.00

(E) The Company pays sitting fees of Rs. 1,000/- per Meeting for the Board and no sitting fee is being paid for Meeting of Committee thereof, to the Non-executive and Independent Directors. The Non-Executive and Independent Directors do not receive any remuneration besides the sitting fees.

5. Stakeholders' Relationship Committee:

(A) The Stakeholders' Relationship Committee comprises of three Independent Directors. The Chairman of the Committee is an Independent Director. The composition of the Stakeholders' Relationship Committee and attendance of Directors at the Meetings (As on March 31, 2015) is shown below:

Name of Director	Category	No. of Meetings during the FY 2014-15	
		Held	Attended
Mr. Ravi Kohli	Chairman	4	4
Mr. Anil Mithal	Member	4	3
Mr. Girish Sareen	Member	4	4

Note: Number of Meetings represents the Meetings held during the period in which the Director was Member of the Committee.

(B) The Committee considers and resolves the grievances of the security holders and approves of the share transfers, transmissions and transpositions, etc.

(C) Mr. N L Gayari, Company Secretary is the Secretary to the Committee and the Compliance Officer appointed for the compliance of capital market related laws.

(D) The number of complaints received from the shareholders during financial year 2014-15 and the number of pending complaints are shown below:

No. of Complaints received during the financial year 2014-15: **1**

Pending as on March 31, 2015: **0**

(E) The Board of Directors has laid down a Code of Conduct for all Board Members and senior management of the Company, which has been posted on the website of the Company.

6. General Body Meeting:

Location and time, where last three Annual General Meetings held:

Financial Year	Date	Time	Location
2013-2014	September 30, 2014	11:30A.M.	Sikand Hall Delhi Tuberculosis Association 9, Institutional Area Lodhi Road New Delhi 110003
2012-2013	August 27, 2013	11:30A.M.	-Do-
2011-2012	August 11, 2012	11:30A.M.	-Do-

No special resolution for the equity shareholders was put through Postal Ballot in the last year, as there were no such items, which required passing through Postal Ballot.

Details of special resolutions passed in the previous three Annual General Meetings:

AGM Date	As per Companies Act 2013	Particulars of Special Resolutions
30.09.2014	No Special resolution Passed	NIL

7. Disclosures:

(A) Related party transactions

There were no materially significant related party transactions during the FY 2014-15. The Company has formulated a policy of Related Party Transactions (RPTs) and the same is placed on the website of the Company and may be visited www.adsdiagnosticlimited.com. In terms of Section 134(3) (h) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, there are no transactions to be reported in Form AOC 2.

(B) Disclosure of Accounting Treatment

In preparation of the Financial Statements, the Company has followed the accounting standards issued by the Institute of Chartered Accountants of India. The significant accounting policies have been set out in the notes to accounts.

(C) Risk Management

Business Risk Evaluation and Management is an ongoing process within the Company and there is a Risk Management Committee of Directors for overseeing the process. The

Company has laid down Policies on Operational, Market and Credit risks for assessment and minimization of risks associated with the Company.

(D) Management Discussion and Analysis Report

Management Discussion and Analysis forms part of the Board's Report and is given separately in the Annual Report.

(E) Details of Compliance with Mandatory Requirements

The Company has duly complied with all the mandatory requirements as stipulated in Clause 49 of the Listing Agreement.

Mr. Sourabh Gupta, Practicing Company Secretary has certified the Corporate Governance Report for the Financial Year 2014-15 as stipulated in Clause 49 of the Listing Agreement. The said certificate is appended to this report.

(F) Subsidiary Companies

The Company does not have any subsidiary.

(G) CEO/CFO Certificate

The certification under Clause 49 (IX) of Listing Agreement by MD and CFO to the Board forms part of this report.

(H) Whistle Blower Policy

The Company already had an established and effective mechanism called the Whistle Blower Policy (Policy). The mechanism under the Policy has been appropriately communicated within the organization. Under the Whistle Blower Policy director(s) and employee(s) can report to the management their concerns about unethical behavior, actual or suspected fraud or violation of the ADS's code of conduct or ethics policy and to provide adequate safeguards to them against any sort of victimization on raising an alarm. The Policy also provides for direct access to the Chairman of the Audit Committee in exceptional cases.

During the year under review, no instance of the protected disclosure has been made to the Designated Authority or to the Chairman of the Audit Committee.

I) Details of Non-compliance with regard to Capital Market

The Company Has Paid Rs. 50, 668, to Bombay stock exchange for delay filing of Corporate Governance Compliance Report and Shareholding Pattern for the quarter ended on September 30, 2014. There were no penalties, strictures imposed on the Company by SEBI or any statutory authority on any matter related to capital markets during the last three years.

8. Means of Communication: Half yearly and quarterly results of the Company are published in "The Pioneer" in English and "Hari Bhoomi" in Hindi.

9. General Shareholder Information

Annual General Meeting:	Date: 28 TH September, 2015 Time: 11:30A.M. Venue: Sikand Hall Delhi Tuberculosis Association9, Institutional Area Lodhi Road New Delhi 110003
Financial Calendar (Tentative):	
<ul style="list-style-type: none"> • Results for quarter ending June 30, 2015 • Results for quarter ending September 30, 2015 • Results for quarter ending December 31, 2015 • Results for quarter ending March 31, 2016 	14 th August, 2015 14 th November, 2015 14 th February, 2016 25 th May, 2016
Dates of Book Closure	23.09.2015 to 28.09.2015, (both days inclusive)
Dividend Payment Date	Not Declared after 1995-96
Listing on Stock Exchange	Bombay Stock Exchange
Stock Code	523031 BSE
Market Price data	Securities of the Company is not actively trading
Performance in comparison to broad based indices	Securities of the Company is not actively trading
Registrar and Transfer Agent	the Company maintained at In-house Share Transfer facility
Share Transfer System	At present, shares for transfer, which are received in physical form, are processed and the share certificates are returned within a period of 15 days from the date of receipt, subject to documents being valid and complete in all respects.
Dematerialization of Shares and liquidity	The Company is in process of dematerialization of shares of the company.
Registered Office and address for Correspondence	114, Sant Nagar East of Kailash New Delhi-110065

Distribution of Shareholding (as on March 31, 2015): The Equity Shareholding in ADS by major categories of Shareholders as on March 31, 2015 is as under:

(i) The distribution of shareholdings as on 31st March, 2015 is as follows:

Shares Holding of Nominal Value of Rs.	No. of Folios	%	No. of Shares Held	Percentage of Total Shares
Upto 2500	4603	83.418	5857050	26.742
2501-5000	665	12.051	2479600	11.294
5001- 10000	181	3.280	1448000	6.604
10001-20000	41	0.743	571250	2.605
20001-30000	7	0.127	171000	0.780
30001-40000	2	0.036	70000	0.319
40001-50000	1	0.018	50000	0.228
50001-100000	3	0.109	405000	1.847
100001-& above	12	0.218	10876100	49.581
Grand Total	5515	100.00	21928000	100.00

(ii) Shareholding pattern as on 31st March, 2015 is as follows:

Category	No. Of Shares	%
Indian Promoters	992710.00	45.27
Mutual Funds/Financial	100300.00	4.58
Institutions/Banks	7300.00	0.33
Private Corporate Bodies Indian Public	1092490.00	49.82
TOTAL	2192800.00	100.00

Declaration of Compliance with the Code of Conduct as provided in Clause 49 of the Listing Agreement with the Stock Exchanges

I, Dr. Gautam Sehgal, Managing Director of the Company hereby declare that all the Members of the Board and the Senior Management personnel of the Company affirmed compliances with the provisions of Code of Conduct during the financial year ended 31st March, 2015.

*Place: New Delhi
Date: 30.05.2015*

**DR. GAUTAM SEHGAL
MANAGING DIRECTOR**

CERTIFICATE IN TERMS OF CLAUSE 49 (IX) OF THE LISTING AGREEMENT

To,
The Board of Directors
ADS Diagnostic Limited

1. We have reviewed financial statements and the cash flow statement of ADS Diagnostic Limited for the year ended 31st March, 2015 and to the best of our knowledge and belief:

- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.

4. We have indicated to the Auditors and the Audit Committee:

- That there are no significant changes in internal control over financial reporting during the year;
- That there are no significant changes in accounting policies during the year; and
- That there are no instances of significant fraud of which we have become aware.

N. L. Gayari
Chief Financial Officer

Dr. Gautam Sehgal
Managing Director

Place: New Delhi
Date: 30.05.2015

CERTIFICATION ON CORPORATE GOVERNANCE

TO THE MEMBERS OF A D S DIAGNOSTIC LIMITED

We have examined the compliance of conditions of Corporate Governance by A D S DIAGNOSTIC LIMITED (“Company”), for the year ended on March 31, 2015, as stipulated in clause 49 of the Listed Agreement of the said Company with the stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliances of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned listing agreement.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

*For and on behalf of
Sourabh Gupta & Associates
Company Secretaries*

*Place: New Delhi
Date: May 30, 2015*

*CS Sourabh Gupta
Proprietor
M. NO. 32052
C. P. No. 13183*

Management Discussion & Analysis Report

The Management of ADS Diagnostic Ltd., have pleasure in presenting its analysis report covering its 02 (Two) Divisions.

- a) Medical Diagnostic Services.
- b) Sales & Service of Medical Equipments.

A) Medical Diagnostic Service Division: -

- The Medical Diagnostic Services business is full of competition from the existing Centers in and around Delhi; therefore, the company has diversified into Medical Equipments sales and services. The company will gradually phase out the Diagnostic Services Division due to the lower margin & reduction in rates of SCAN.
- The Opportunity: - The outlook of diagnostic centers are not encouraging and many more centers will stop the Diagnostic business in near future because of stiff competition and high cost of Equipments vis-à-vis revenue earned there from.
- Professional Income: - The Professional Income of diagnostic services has been reduced to Rs. 1.10 Lacs from Rs. 0.65 Lacs in previous year.

B) Medical Equipments Sales & Services Division:-

- This Division of the company has performed excellent during the current year. The revenue from this division has increased from Rs. 732.26 Lacs to Rs. 742.97 Lacs and the management is hopeful to increase revenue from this division further in coming years as more & more Equipment will be purchased by the Government hospitals to provide health for all the citizen. The outlook of this division is very bright and company will be able to earn more revenue from this division. Management expects increase in attrition of technical person due to more competitors coming in this field. However it is making efforts to retain talent by suitable incentives.

Outlook, Opportunities, Threats, Risks and Concerns

Your Company is continuously making sincere efforts to achieve the growth in the business. The long term objective of the Company is to remain strong player in the market with strong emphasis on product and market development. Your company is consolidating its position and making its best efforts to realize the maximum from the customers and market.

Internal Control Systems and Their Adequacy

The Company has a proper adequate internal control system for assessment and eliminating various kinds of risks which include strategic, operational, financial, environment and reputation risk. The internal control is supplemented by an extensive internal audit, periodical review by the management and documented policies, guidelines and procedures. The internal control is designed to ensure that the financial reporting of various transactions, efficiency of operations, safeguarding of assets and compliance are reliable for preparing financial statements and other data and for maintaining accountability of assets.

Material Developments in Human Resource

In view of the prevailing challenging environment, ADS decided to enlarge its customer base and to increase its presence in various parts of the country.

Role of the Company Secretary in overall governance process

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to directors and to facilitate convening of meetings. He interfaces between the management and regulatory authorities for governance matters.

Observance of the Secretarial Standards issued by the Institute of Company Secretaries of India

The Institute of Company Secretaries of India (ICSI), one of India's premier professional bodies, has issued Secretarial Standards on important aspects like Board meetings, General meetings, Maintenance of Registers and Records, Minutes of Meetings, Transmission of Shares, Passing of Resolutions by Circulation, Affixing of Common Seal and Board's Report.

Although these standards, as of now, are recommendatory in nature, the Company substantially adheres to these standards voluntarily.

Scheduling and selection of agenda items for Board meetings.

Minimum five pre-scheduled Board meetings are held annually. Additional Board meetings are convened by giving appropriate notice to address the Company's specific needs. The meetings are usually held at the Company's office at 114, Sant Nagar East of Kailash New Delhi-110065. The Company's various business heads / service heads are advised to schedule their work plans well in advance, particularly with regard to matters requiring discussion/Approval/decision at Board/Board Committee meetings. Such matters are communicated by them to the Company Secretary in advance so that they are included in the agenda for Board/Board Committee meetings.

Board material distributed in advance

The agenda and notes on agenda are circulated to Directors in advance, and in the defined agenda format. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, it is tabled before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted.

Recording minutes of proceedings at Board and Committee meetings

The Company Secretary records minutes of proceedings of each Board and Committee meeting. Draft minutes are circulated to Board/ Board Committee members for their comments. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting.

Compliance

The Company Secretary, while preparing the agenda, notes on agenda, minutes of the meeting(s), is responsible for and is required to ensure adherence to all applicable laws and regulations, including the Companies Act, 1956/ Companies Act, 2013 read with rules issued there under, as applicable and the Secretarial Standards recommended by the Institute of Company Secretaries of India.

Corporate Governance Compliance Certificate

To
The Members of **ADS DIAGNOSTIC LIMITED**

We have examined the compliance of conditions of Corporate Governance by **ADS DIAGNOSTIC LIMITED** ('the Company') for the year ended on 31st March 2015, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For R. Nagpal Associates
Chartered Accountants
Firm Registration Number 002626N

(CA J. S. Quadros)
Partner
M. No. 089181

Place : New Delhi
Date : 30th May 2015

Independent Auditor's Report

To the Members of
ADS DIAGNOSTIC LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of ADS DIAGNOSTIC LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 26 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There are no amounts that were due for being transferred to the Investor Education and Protection Fund by the Company.

Place: New Delhi

Dated: 30th May 2015

For **R. NAGPAL ASSOCIATES**
Chartered Accountants
Firm Registration Number 002626N

(CA J. S. Quadros)
Partner
M No.089181

ANNEXURE referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of **ADS DIAGNOSTIC LIMITED** on the accounts of the Company for the year ended 31st March 2015.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) A substantial portion of the Fixed Assets have been physically verified by the management during the year and to the best of our knowledge and information given to us, no material discrepancies have been noticed on such physical verification.
- (ii) (a) As explained to us & information provided to us, the Inventory has been physically verified by the management at reasonable intervals during the year.
- (b) In our opinion the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. Discrepancies noticed on physical verification of inventory as compared to book records were not material and these have been properly dealt with in the books of account. The Company has written down inventories to the extent of Rs.6694267 on account of diminution in their net realizable value.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) In our opinion, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for sales of goods & services. During the course of our audit we have not observed any major weakness in such internal control system.
- (v) The Company has not accepted any deposit from the public during the year.
- (vi) According to the information and explanations given to us, cost accounting records have not been prescribed for the company u/s 148(1) of the Companies Act, 2013; hence Clause (vi) of Para 4 of the Order is not applicable.
- (vii) (a) As per records produced before us and according to the information and explanations given to us the Company is generally regular in depositing undisputed statutory dues applicable to it like, Provident Fund, Employees' State Insurance, Income-tax, Service Tax, Sales Tax/ Value Added Tax, Wealth Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities, and there were no arrears of such dues at the end of the year which have remained outstanding for a period of more than six months from the date they became payable.
- (b) As per records produced before us and according to the information and explanations given to us there are no dues of Income-tax, Sales-tax, Wealth tax, Service Tax, Customs duty, Excise Duty, Value Added Tax or Cess which have not been deposited on account of any dispute, except for the following:

Name of Statute (Nature of dues)	Period to which amount relates	Forum where dispute is pending	Amount(Rs)
Customs Duty	1995-96	Commissionerate (Customs)	40,00,000 (Amount deposited under protest Rs.500,000)
Customs Duty	1993-94	Commissionerate (Directorate of Revenue Intelligence)	56,01,507
Income Tax	AY 1988-89, & AY 1989-90	High Court	18,73,290
Income Tax	AY 2012-13	Assessing Officer (CPC)	3,421
Income Tax	AY 2014-15	Assessing Officer (CPC)	3,24,390
TDS demands	Various financial years	Assessing Officer (Traces)	92,550

- (c) There are no amounts that were due for being transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 and Rules made thereunder.
- (viii) The company has accumulated losses of Rs.957,665 as at the end of the financial year, and has not incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to any bank or financial institution.
- (x) The Company has not given any guarantee for loans taken by others from banks or financial institutions; hence Clause (x) of Para 4 of the Order is not applicable.
- (xi) The Company has not taken any term loans; hence Clause (xi) of Para 4 of the Order is not applicable.
- (xii) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

Place: New Delhi
Dated: 30th May 2015

For R. NAGPAL ASSOCIATES
Chartered Accountants
Firm Registration Number 002626N

(CA J. S. Qadros)
Partner
M No.089181

BALANCE SHEET AS AT 31ST MARCH, 2015



Particulars	Note No.	As at 31.03.2015	As at 31.03.2014	Rs.
I. EQUITY AND LIABILITIES				
(1) Shareholders' Funds				
(a) Share Capital	2	22,450,500	22,450,500	
(b) Reserves and Surplus	3	(957,665)	(896,336)	
(c) Money received against share warrants		-	-	
		21,492,835		21,554,164
(2) Share application money pending allotment				
		-		-
(3) Non-Current Liabilities				
(a) Long-term borrowings - Secured		-	-	
(b) Long-term borrowings - Unsecured		-	-	
(c) Deferred tax liabilities (Net)	4	-	274,790	
(d) Other Long term liabilities	5	900,000	-	
(e) Long term provisions		-	-	
		900,000		274,790
(4) Current Liabilities				
(a) Short-term borrowings	6	21,952,929	19,962,881	
(b) Trade payables	7	17,641,347	19,704,956	
(c) Other current liabilities	8	6,651,923	1,933,557	
(d) Short-term provisions	9	1,527,850	1,405,373	
		47,774,048		43,006,768
Total		70,166,883		64,835,722
II. ASSETS				
(1) Non-current assets				
(a) Fixed assets				
(i) Tangible assets	10	10,597,664	7,301,239	
		10,597,664		7,301,239
(b) Non-current investments		-	-	-
(c) Deferred tax assets (net)	11	94,686	-	-
(d) Long term loans and advances	12	3,342,372	-	4,188,456
(e) Other non-current assets	13	15,389,510	-	9,320,934
(2) Current assets				
(a) Current investments		-	-	-
(b) Inventories	14	20,719,073	22,411,015	
(c) Trade receivables	15	12,304,329	11,354,441	
(d) Cash and cash equivalents	16	3,155,188	5,273,304	
(e) Short-term loans and advances	17	3,734,572	4,437,134	
(f) Other Current Assets	18	829,490	549,199	
		40,742,651		44,025,093
Total		70,166,883		64,835,722

Summary of Significant Accounting Policies 1

The Note Nos. 1 to 36 form an integral part of the Financial Statements

As per our report of even date attached to the Balance Sheet

For R. Nagpal Associates

Chartered Accountants

Firm Registration No.002626N

J.S. Quadros

Partner

M.No. 089181

For and on behalf of the Board

Dr. Gautam Sehgal
Managing Director

Ravi Kohli
Chairman

N L Gayari
CFO & Company Secretary

Place: New Delhi

Date: 30.05.2015

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	Note No.	For the year ended 31.03.2015	For the year ended 31.03.2014
REVENUE			
Revenue from Operations	19	74,362,151	73,336,326
Other Income	20	1,321,817	956,209
Total Revenue		75,683,969	74,292,534
EXPENSES			
Cost of Material Consumed	21		
- Material Consumed		8,500	24,519
- Purchase Cost		37,992,131	43,151,270
- Change in Inventories		(6,151,500)	(2,227,745)
Employee Benefits Expenses	22	13,710,795	11,181,383
Finance Costs	23	3,117,592	1,993,377
Depreciation and Amortization Expenses	10	2,998,976	1,961,123
Other Expenses	24	21,870,388	17,149,507
Total Expenses		73,546,882	73,233,434
Profit before exceptional and extraordinary items and tax		2,137,086	1,059,100
Exceptional Items		194,889	-
Profit before extraordinary items and tax		1,942,197	1,059,100
Extraordinary Items		-	-
Profit Before Tax		1,942,197	1,059,100
Tax Expense:			
- Current tax		1,463,972	763,000
- For earlier year		-	-
- Excess Provision for Income Tax Written Back		-	-
- Deferred Tax		(369,476)	(141,676)
Tax expenses of continuing operations		1,094,495	621,324
Profit for the period from continuing operations		847,701	437,776
Profit/(Loss) from discontinuing operations		-	-
Tax expenses of discontinuing operations		-	-
Profit/(Loss) from discontinuing operations (after Tax)		-	-

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015



Particulars	Note No.	For the year ended 31.03.2015	For the year ended 31.03.2014
Profit for the period		847,701	437,776
Earning Per Equity Share (Face value of Rs. 10/- each)	25		
(1) Basic		0.39	0.20
(2) Diluted		0.39	0.20
Summary of Significant Accounting Policies	1		

The Note Nos. 1 to 36 form an integral part of the Financial Statements

As per our report of even date attached to the Balance Sheet

For and on behalf of the Board

For R. Nagpal Associates
Chartered Accountants
Firm Registration No.002626N

Dr. Gautam Sehgal
Managing Director

Ravi Kohli
Chairman

J.S.Quadros
Partner
M.No. 089181

N L Gayari
CFO & Company Secretary

Place: New Delhi
Date: 30.05.2015

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2015

	For the Year ended March 31, 2015 Amount in Rs.	For the Year ended March 31, 2014 Amount in Rs.
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Profit before extraordinary items and tax	1,942,197	1,059,100
Add Back:		
(a) Depreciation	2,998,976	1,961,123
(b) Interest & Finance Charges	3,117,592	1,993,377
(c) Diminution in Net Realisable value of inventories	6,694,267	7,609,287
(d) Reinstatement of Monetary Items	1,521,243	357,933
	16,274,276	12,980,820
Deduct:		
(a) Interest Income	939,986	667,763
Operating Profit before Working Capital Changes	15,334,289	12,313,057
Deduct:		
(a) Increase in Inventories	5,002,325	2,212,901
(b) Increase in Trade Receivables	949,888	210,494
(c) Increase in Short Term Loans & Advances and Other Current Assets	-	1,436,425
(d) Decrease in Other Current liabilities	-	992,105
(e) Decrease in Short-term provisions	1,341,495	-
(f) Decrease in Short-term borrowings	-	4,390,439
(g) Decrease in Trade Payables	3,584,853	-
	10,878,561	9,242,363
Add		
(a) Increase in Short-term borrowings	1,990,047	-
(b) Increase in Trade Payables	-	5,349,849
(c) Decrease in Short Term Loans & Advances and Other Current Assets	245,378	-
(d) Increase in Other Current liabilities	4,718,366	-
(e) Increase in Short-term provisions	-	18,226
	6,953,791	5,368,075
Cash Generated from Operations	11,409,519	8,438,769
Less: Taxes Paid	(176,894)	363,477
CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES	11,586,413	8,075,292
(B) CASH FLOW FROM INVESTING ACTIVITIES:		
Inflow:		
(a) Interest Income	939,986	667,763
(b) Decrease in Long Term Loan & Advances	846,084	154,215
(c) Decrease in Other Non Current Assets	-	-
	1,786,070	821,978
Outflow:		
(a) Increase in Fixed Assets (including Capital work in progress)	7,204,431	194,986
(c) Increase in Long Term Loan & Advances	-	-
(d) Increase in Other Non Current Assets	6,068,576	5,237,925
	13,273,007	5,432,911
CASH INFLOW/(OUTFLOW) FROM INVESTING ACTIVITIES	(11,486,936)	(4,610,933)
CASH INFLOW/(OUTFLOW) FROM INVESTING ACTIVITIES	(11,486,936)	(4,610,933)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2015

(C) CASH FLOW FROM FINANCING ACTIVITIES:		
Inflow:		
(a) Other Long-Term Laibilities	900,000	-
	<u>900,000</u>	
Outflow:		
(a) Repayment of Borrowings	-	-
(b) Interest Paid	3,117,592	1,993,377
(c) Other Long-Term Laibilities	-	-
	<u>3,117,592</u>	<u>1,993,377</u>
CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES	(2,217,592)	(1,993,377)
CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES	(2,217,592)	(1,993,377)
NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS "A+B+C"	(2,118,116)	1,470,982
CASH AND CASH EQUIVALENTS AS AT THE BEGINNING OF THE YEAR	5,273,304	3,802,322
CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR	3,155,188	5,273,304
COMPONENTS OF CASH AND CASH EQUIVALENTS : (Ref Note No. 16)		
In Balance with Schedule Banks		
- In Current Accounts	3,072,961	5,021,104
- In Deposit Account	-	-
Cash in Hand	82,227	252,199
	3,155,188	5,273,304
Notes:		
1 The Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard (AS - 3) "Cash Flow Statement".		
2 Cash and Cash Equivalents include cash in hand and Bank balance.		
For R. Nagpal Associates Chartered Accountants Firm Registration No.002626N	For and on behalf of the Board	
J.S.Quadros Partner M.No. 089181	Dr. Gautam Sehgal Managing Director	Ravi Kohli Chairman
		N L Gayari CFO & Company Secretary
Place: New Delhi		
Date: 30.05.2015		

NOTE No. 1**Summary of Significant Accounting Policies****1(a) Accounting Conventions:**

The financial statements are prepared under historical cost convention, on accrual basis, on the principles of going concern, in accordance with the generally accepted accounting principles in India to comply with the Accounting Standards specified under section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

1(b) Fixed Assets:

Fixed Assets, both tangible and intangible, are stated at cost less accumulated depreciation. Cost comprises of cost of acquisition and any attributable expenses incurred for the purpose of bringing the assets to its present condition for its intended use.

1(c) Depreciation on Fixed Assets:

Depreciation on Fixed Assets is provided on Straight line method (SLM) as per their useful life specified in Schedule II to the Companies Act, 2013.

1(d) Inventories:

The inventories of diagnostic consumable and trading goods are stated at cost or net realisable value, whichever is lower. The method used in determining the cost of inventories is First In First Out.

1(e) Foreign Currency Transactions:

All foreign currency transactions are accounted for at the rates prevailing on the date of such transactions. Exchange fluctuation in foreign currency transactions other than those relating to Fixed Assets are recognized to the Profit and Loss Account. Exchange fluctuation in relation to Fixed Assets are apportioned to the original cost of such assets acquired. Other assets and liabilities are restated at the rate prevailing at the year end and the profit / loss is credited / charged to the Profit and Loss Account. Non Monetary foreign currency items are carried at historical cost.

1(f) Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

1(g) Bonus:

Bonus paid to the employees is being accounted for on cash basis.

1(h) Employee Benefits:**(i) Short Term Employee Benefits:**

- a. The undiscounted amount of short term employee benefits, such as medical benefits, casual leave etc. which are expected to be paid in exchange for the services rendered by employees are recognized during the period when the employee renders the service.

(ii) Long Term Employee Benefits:

- a. Provision for Leave Encashment, which can be accumulated over the tenure the employment or can be claimed as encashment during the period of employment, at the discretion of the employee, is made / accounted for on the basis of the amount due to the employees in respect of the earned leaves standing to their credit at the year end.

(iii) Post Employment Benefits:

- a. The Company provides Provident Fund as post employment benefit to all its employees which is a defined contribution plan. The annual contribution to Employee Provident Fund Organization is charged to the Profit and Loss Account of the year to which the contribution relates.
- b. The Company's annual contribution to State Plan viz. Employees' Pension Scheme, 1995 are also charged to the Profit and Loss Account of the year to which the contribution relates.

- c. The Company provides for Gratuity which is a defined benefit plan. The liability is determined on the basis of actuarial valuation under the projected unit credit method at the balance sheet date. The Gratuity is funded under the Group Gratuity Scheme with the Life Insurance Corporation of India under an irrevocable trust for making provision of gratuity payable on resignation / retirement / death of the employees, under the provisions of the Payment of the Gratuity Act, 1972. Actuarial gains and losses comprise of experience adjustments and the effects of changes in actuarial assumptions, and are recognized immediately in the Profit and Loss Account as income or expense.

1 (I) Revenue Recognition:

- i. From patients on completion of the Diagnostic Procedure.
- ii. From Sale of Trading Goods on transfer of title in the goods to the buyers.
- iii. From Service Contracts on pro-rata basis over the period of the Contract.
- iv. From Installation and Commissioning Contracts on completion of the Product Service.
- v. From Commission Income as per the Contract or in Receipt of Credit Note.
- vi. From Interest Income on Time Proportion Basis.
- vii. From Lease Rentals on the basis of respective lease agreements.

1 (j) Taxation:

- a. The provision for income tax is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income Tax Act, 1961.
- b. The provision for deferred tax is recognised, subject to the consideration of prudence, on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

1 (k) Borrowing Cost:

Borrowing Costs that are attributable to the acquisition of qualifying assets are capitalized as part of the cost of such assets upto the date, the assets are ready for their intended use. All other borrowing costs are recognised as an expense in the year in which they are incurred.

1 (l) Impairment:

Fixed Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognised in the income statement for the items of fixed assets carried at cost. The recoverable amount is the higher of an asset's net selling price and value in use. The selling price is the amount obtained from the sale of an asset in an arms length transaction while value in use is the present value of estimated future value cash flows expected to arise from the continuing use of an asset, from its disposal at the end of its useful life. Recoverable amounts are estimated for individual assets or, if not possible, for the cash generating unit.

Impairment loss recognised for an asset in earlier accounting periods is reversed, to the extent of its recoverable amount, if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised.

1 (m) Contingent Liabilities and Assets:

The Company recognizes provisions only when it has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, when a reliable estimate of the amount of the obligation can be made.

No Provision is recognized for:

- i. any possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or
- ii. any present obligation that arises from past events but is not recognized because
 - a. it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - b. a reliable estimate of the amount of obligation cannot be made.

Such obligations are recorded as Contingent Liabilities. These are assessed at regular intervals and only that part of the obligation for which an outflow of resources embodying economic benefits is probable, is provided for, except in the extremely rare circumstances where no reliable estimate can be made.

Contingent Assets are not recognized in the financial statements as this may result in the recognition of income that may never be realized.

1 (n) Earning Per Share:

Basic and Diluted Earnings per Share is computed in accordance with Accounting Standard (AS-20) – “Earning Per Share” issued by the Institute of Chartered Accountants of India. Basic Earning per Share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the year. Diluted Earning per Share reflect the potential dilution that could occur, if securities or contracts to issue equity shares were exercised or converted during the year. Diluted Earnings per Share is computed using the weighted average number of equity shares outstanding during the year and dilutive potential equity shares outstanding at the year end.

1 (o) Cash & Cash Equivalents

Cash & Cash Equivalents comprise Cash, cash on deposit with banks, and cheques/drafts in hand. The Company considers all investments that are readily convertible to known amounts of cash to be cash equivalents.

1 (p) Cash Flow Statements

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

1 (q) Lease Rentals

- i) Operating Leases: Rentals are expensed with reference to lease terms.
- ii) Finance Leases: The lower of the fair value of the assets or present value of the minimum lease rentals is capitalized as fixed assets with corresponding amount shown as lease liability. The principal component in the lease rental is adjusted against the lease liability and the interest component is charged to Statement of Profit & Loss.

Note 2 Share Capital

(i) Details of Authorized , Issued, Subscribed and fully paid share capital

Share Capital	As at 31.03.2015		As at 31.03.2014	
	Number	Rs.	Number	Rs.
Authorised				
Equity Shares of Rs. 10/- each	3,000,000	30,000,000	3,000,000	30,000,000
Issued				
Equity Shares of Rs. 10 each	2,297,300	22,973,000	2,297,300	22,973,000
Less: Shares Forfeited	(104,500)	(1,045,000)	(104,500)	(1,045,000)
Subscribed & Paid up				
Equity Shares of Rs. 10 each fully paid	2,192,800	21,928,000	2,192,800	21,928,000
Add: Forefeited Shares (Amount originally paid up)		522,500		522,500
Total	2,192,800	22,450,500	2,192,800	22,450,500

(ii) Reconciliation of shares outstanding at the beginning and at the end of the Financial Year 2014-15

Particulars	Equity Shares			
	As at 31.03.2015		As at 31.03.2014	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the year	2,192,800	21,928,000	2,192,800	21,928,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Any other movement	-	-	-	-
Shares outstanding at the end of the year	2,192,800	21,928,000	2,192,800	21,928,000

(iii) Terms/rights/restrictions attached to equity shares:

The company has only one class of Equity Shares at par value of Rs 10 per share.
Each holder of equity shares is entitled to one vote per share and entitled for pro-rata dividend.

(iv) Details of Shareholders holding more than 5% shares:

Name of Shareholder	Equity Shares			
	As at 31.03.2015		As at 31.03.2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Dr. Gautam Sehgal	128,100	5.84	127,700	5.82%
Dr. Vivek Sehgal	206,250	9.41	206,250	9.41%
Dr. (Mrs.) Versha Sehgal	483,510	22.05	462,110	21.07%

(v) Details of shares allotted during the period of 5 years immediately preceding in respect of undermentioned particulars:

Particulars	Aggregate No. of Shares (FY 2013-14)	Aggregate No. of Shares (FY 2012-13)	Aggregate No. of Shares (FY 2011-12)	Aggregate No. of Shares (FY 2010-11)	Aggregate No. of Shares (FY 2009-10)
Equity Shares:					
Fully paid up pursuant to contract(s) without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus shares	-	-	-	-	-
Shares bought back	-	-	-	-	-

Note 3 RESERVES & SURPLUS

		As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
(i) Surplus			
Profit brought forward from Previous Year		(896,336)	(1,334,112)
Add: Profit/(Loss) for the year		847,701	437,776
Less: Depreciation as per Schedule II of Companies Act 2013		909,031	-
		(957,665)	(896,336)
		(957,665)	(896,336)

Note 4 Deferred Tax Liability (Net)

	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
(i) Deferred Tax Liability- Relating to Fixed Assets	-	674,617
(ii) Deferred Tax Assets - Staff Benefits,C/F Loss & disallowances	-	399,827
	-	274,790

Note 5 Other Long Term Liabilities

	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
(i) Security Deposit from Customers	900,000	-
	900,000	-

Note 6 SHORT TERM BORROWINGS

		As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
A Secured			
(i) Working Capital Limit from Bank		5,119,020	4,969,690
(ii) Demand Loan from Bank		-	2,700,000
	A	5,119,020	7,669,690
B Unsecured			
(i) Demand Loans from Related Parties		14,062,790	12,293,191
(ii) Others		2,771,119	-
	B	16,833,909	12,293,191
	A+B	21,952,929	19,962,881

The Working Capital Limit from Bank stated in A(i) above is secured by way of hypothecation of the book debts and the equitable mortgage of the immovable property belonging to two of the Directors of the Company.

The Demand Loan from Bank stated in A(ii) above is secured by way of hypothecation of the book debts and the equitable mortgage of the immovable property belonging to two of the Directors of the Company.

CURRENT LIABILITIES

Note 7 Trade Payables

	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
(i) Trade Payables	17,526,734	19,446,095
(ii) Expense payable	114,612	258,861
	17,641,347	19,704,956

The disclosure as required under Notification No. G.S.R. 719 (E) dated 16th November, 2007 issued by the Department of Company Affairs (As certified by the Management) is given below :

S. No	Particulars	As at 31.03.2015	As at 31.03.2014
a)	The principal amount and interest due thereon remaining unpaid to any supplier		
	-Principal Amount	Nil	Nil
	-Interest Amount	Nil	Nil
b)	The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of payment made to the supplier beyond the appointed day.	Nil	Nil
c)	The amount of interest due and payable for the year of delay in making payment (which have been paid beyond the appointed date during year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil
d)	The amount of interest accrued and remaining unpaid	Nil	Nil
e)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	Nil	Nil

Note 8 OTHER CURRENT LIABILITIES

	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
(i) Others Payables -Employees	1,193,575	813,236
(ii) Interest Accrued but not due on Borrowings	198,357	26,111
(iii) Advances from Customers	4,299,814	560,287
(iv) Others Payable:		
(a) Sales Tax Payable	-	122,042
(b) Service Tax payable	27,775	164,266
(c) TDS	180,312	150,979
(d) Others	42,099	-
(e) Security Deposit from Customers	600,000	-
(f) Employee Provident Fund	109,992	96,637
(g) Dues to Investor Education and Protection fund	-	533,924
	6,651,923	1,933,557

Note 9 SHORT -TERM PROVISIONS

		As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
(i) Provision for Taxes			
(a) Income Tax		1,490,335	1,363,000
(ii) Employee Benefits			
(a) Provision for Leave Encashment	37,515	42,373	
		37,515	42,373
		<u>1,527,850</u>	<u>1,405,373</u>

Note 11 Deferred Tax Assets (Net)

		As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
(i) Deferred Tax Assets- Relating to Fixed Assets		55,917	-
(ii) Deferred Tax Assets - Staff Benefits,C/F Loss & disallowances		38,769	-
		<u>94,686</u>	<u>-</u>

NON CURRENT ASSETS

Note 12 LONG TERM LOANS & ADVANCES

		As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
Unsecured, considered good			
(a) Security Deposit			
- With Government Department	773,000	594,000	
- With Others	224,255	220,255	
- With Government Department under protest	500,000	500,000	1,314,255
(b) Surplus on Provision for Gratuity		-	1,068,081
(c) Advance to Suppliers		1,845,117	1,806,120
		<u>3,342,372</u>	<u>4,188,456</u>

Note 13 OTHER NON - CURRENT ASSETS

		As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
(i) Prepaid Expenses		1,236,884	529,931
(ii) Other Bank Balances -			
- Balance in Bank for Margin Money in the form of FDR		14,152,625	8,791,004
		<u>15,389,510</u>	<u>9,320,934</u>

CURRENT ASSETS

Note 14 INVENTORIES

	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
(i) Stock in Trade (at cost or NRV, which ever is lower) Less: Converted into Plant and Machinery	21,859,748 (1,140,675)	22,402,515 -
(ii) Diagnostic Consumables (at cost or NRV, which ever is lower)	-	8,500
	20,719,073	22,411,015

Note 15 TRADE RECEIVABLES

	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
(a) Secured, considered good	-	-
(b) Unsecured, considered good		
(i) Over Six Months	7,844,871	1,452,679
(ii) Others	4,459,458	9,901,762
	12,304,329	11,354,441
(c) Doubtful	-	-

Note 16 CASH AND CASH EQUIVALENTS

	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
A Balances with Banks :		
(i) On Current Accounts	3,072,961	5,021,104
B Cash on hand	82,227	252,199
	3,155,188	5,273,304

**Note 17 SHORT TERM LOANS AND ADVANCES
(Unsecured, considered good)**

	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
(i) Input Sales Tax	68,881	34,314
(ii) Input Service Tax	58,978	110,065
(iii) Loans and Advances to Other Suppliers	177,771	124,083
(iv) Loans and Advances to Employees	200,806	378,593
(v) Security Deposit		
(a) - With Government Department	2,249,500	2,737,500
(b) - With Others	15,000	-
	2,264,500	2,737,500
(vi) Advance Payment of Income Tax (including TDS)	875,684	1,052,578
(vii) Surplus on Provision of Gratuity	87,952	-
	3,734,572	4,437,134

Note 18 OTHER CURRENT ASSETS

	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
(i) Interest Accrued on FDs with banks	87,060	162,553
(ii) Prepaid Expenses	742,431	386,646
	829,490	549,199

Note 19 REVENUE FROM OPERATIONS

	For the year ended 31.03.2015 Rs.	For the year ended 31.03.2014 Rs.
(i) Sale of Trading Goods	37,025,472	54,583,296
(ii) Income from Diagnostic Services	65,300	110,472
(iii) Income from Servicing and Installation	8,698,090	4,614,815
(iv) Distribution Commission Income	27,179,741	14,027,743
(v) Lease Rental Income	1,393,548	-
	74,362,151	73,336,326

Note 20 OTHER INCOME

	For the year ended 31.03.2015 Rs.	For the year ended 31.03.2014 Rs.
(i) Interest from Banks	939,986	667,763
(ii) Miscellaneous Income	381,831	288,446
	1,321,817	956,209

Note 21 COST OF MATERIAL CONSUMED

	For the year ended 31.03.2015 Rs.	For the year ended 31.03.2014 Rs.
<u>Diagnostic Centre</u>		
Opening Stock	8,500	23,344
Add: Purchases	-	9,675
Less: Closing Stock	-	8,500
A	8,500	24,519
<u>Trading and Others</u>		
Opening Stock	22,402,515	27,784,057
Add: Purchases	37,992,131	43,151,270
Less: Closing Stock	28,554,015	30,011,802
[Refer Note No.24 (xix)]		
B	31,840,631	40,923,525
A+B	31,849,131	40,948,044

Note 22 EMPLOYEE BENEFITS EXPENSE

	For the year ended 31.03.2015 Rs.	For the year ended 31.03.2014 Rs.
(i) Salaries, Wages, Bonus & other benefits	11,921,357	10,164,075
(ii) Contribution to Provident & Other Fund	661,264	974,361
(iii) Staff Welfare Expenses	1,128,174	42,947
	13,710,795	11,181,383

Note 23 FINANCE COST

	For the year ended 31.03.2015 Rs.	For the year ended 31.03.2014 Rs.
(a) Interest Expense	2,249,957	1,332,159
(b) Other Financing Charges	867,636	661,218
TOTAL	3,117,592	1,993,377

Note 24 OTHER EXPENSES

	For the year ended 31.03.2015 Rs.	For the year ended 31.03.2014 Rs.
(i) Business Promotion Expenses	1,116,103	836,104
(ii) Consultancy & Advisory Charges	127,125	65,614
(iii) Travelling & Conveyance Expenses	5,512,577	4,657,634
(iv) Postage & Telephone Expenses	444,701	398,902
(v) Rent	252,000	140,000
(vi) Bank Charges	26,621	23,039
(vii) Bad Debt & Short /Excess Written Off	183,937	119,642
(viii) Commission and Brokerage	2,934,995	621,200
(ix) Rates & Taxes	212,309	66,572
(x) Electricity, Water,Power & Fuel Expenses	268,114	264,283
(xi) Directors Sitting Fee	7,000	12,000
(xii) Printing & Stationery	78,456	83,667
(xiii) Freight Charges	488,173	384,180
(xiv) Fine & Penalties	264,063	-
(xv) Insurance	133,574	298,114
(xvi) Advertisement and Publicity	170,545	87,642
(xvii) Foreign Currency Rate Difference	1,521,243	357,933
(xviii) Warranty and Maintenance Expenses	374,983	310,998
(xix) Diminution in Net Realisable value of inventories	6,694,267	7,609,287
(xx) Repair & Maintenance	336,830	-
(xxi) Miscellaneous Expenses	466,988	587,414
(xxii) Auditors' Remuneration:-		
(a) Audit Fee	112,360	112,360
(b) Tax Audit Fee	50,562	50,562
(c) Certification Fee & Others	80,562	50,562
(d) Reimbursement of Expenses	12,300	11,799
	<u>255,784</u>	<u>225,283</u>
	21,870,388	17,149,507

Note 25 Earnings Per Share in accordance with Accounting Standard [AS - 20] for the year ended on 31.03.2015

Computation of Basic & Diluted Earnings per Share is as under:

	For the year ended 31.03.2015	For the year ended 31.03.2014
Net Profit after Tax (Rs.)	847,701	437,776
Weighted average number of Equity shares for Earnings per share computation.		
(i) Number of Equity Shares at the Beginning of the year.	2,192,800	2,192,800
(ii) Number of Equity Shares allotted during the year.	-	-
(iii) Weighted average number of Equity Shares allotted during the year.	-	-
(iv) Weighted average number of Equity Shares at the end of the year.	2,192,800	2,192,800
Basic & diluted Earnings per share(Rs.)	0.39	0.20
Face Value per Share(Rs.)	10.00	10.00

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON MARCH 31, 2015

Note 10 FIXED ASSETS

Serial No.	Description	Gross Carrying Value				Depreciation / Amortisation				Net Carrying Value		
		Balance as at 01.04.2014	Additions during the year	Deductions/ Adjustments /Transfers during the year	Impairment/ (reversal) during the year	Total as at 31.03.2015	Balance as at 01.04.2014	Provided during the year	Adjusted against Reserve & Surplus	Total as at 31.03.2015	As at 31.03.2015	As at 31.03.2014
	TANGIBLE ASSETS											
1	Plant & machinery	70,070,128	6,839,523	-	-	76,909,651	64,330,936	2,366,250	463,016	67,160,203	9,749,448	5,739,191
2	Motor Vehicles	1,743,014	-	-	-	1,743,014	1,208,231	231,598	-	1,439,829	303,185	534,783
3	Office Equipments	901,224	46,987	-	-	948,211	484,243	133,404	182,532	800,180	148,031	416,980
4	Furniture & Fixture	2,352,133	176,069	-	-	2,528,202	1,967,713	160,520	190,901	2,319,134	209,068	384,420
5	Computers	1,584,487	141,852	-	-	1,726,339	1,358,622	107,204	72,581	1,538,407	187,932	225,865
	Total	76,650,985	7,204,431	-	-	83,855,416	69,349,746	2,998,976.27	909,031	73,257,752	10,597,664	7,301,239
	Previous Year	76,455,999	194,986	-	-	76,650,985	67,388,623	1,961,123	-	69,349,746	7,301,239	

Figs in Rs.

		Year ended 31.3.2015 Rs.	Year ended 31.3.2014 Rs
26	Contingent Liabilities & Commitments (to the extent not provided for):		
A.	<u>Claims against the Company / Disputed Liabilities not Acknowledged as Debts</u>		
(a)	Custom Authorities demand in respect of which the Company is in appeal (Amount deposited under protest - Rs. 500000)	4,000,000	4,000,000
(b)	Directorate of Revenue show cause notice contested by the Company	5,601,507	5,601,507
(c)	Income Tax demand in respect of which the Income Tax Department is in appeal	1,873,290	1,873,290
(d)	Income Tax demand for AY 2012-13	3,421	557,380
(e)	Income Tax demand for AY 2014-15	324,390	-
(f)	TDS Demands for various financial years	92,550	69,700
B.	<u>Guarantees</u>		
	Performance Guarantee given by the Bank on behalf of the Company to Third Parties	49,155,483	31,768,104
	Margin Money against the above	14,152,625	8,791,004

27 Estimated amount of contracts, remaining to be executed on capital account (net of advances) - Nil (Previous Year - Nil)

28 In the opinion of Board of Directors the assets, other than fixed assets and non-current investments, have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

29 Segment Information for the year ended 31st March, 2015.

- a. The Company is organized into two main business segments, namely:
1. Diagnostic Services - Includes Scanning, Ultrasound and X-ray.
 2. Trading and Other Activities- Includes Sale of Trading Goods, Servicing and Installation of Medical Equipments.
- The segments have been identified and reported taking into account, the nature of products and services, the differing risks and returns, the organisation
- b. Segment Revenue, Results, Assets and Liabilities include the respective amounts identifiable to each of the segments and are determined as part of the process of preparation of the financial statements. The Segment Revenues and Results do not include Interest Income, Interest Expenses and Provision for Income Tax and Deferred Tax, and these have been grouped under the head "Unallocable".
- c. Segment Assets exclude Miscellaneous Expenditure & Income Tax Assets. Segment Liabilities exclude Income Tax Liabilities.

(All Figures in Rs.)

Particulars	Diagnostic Services	Trading and Other Activities	Unallocable	Total
Revenue External	65,300	74,296,851	381,831	74,743,982
	110,472	73,225,854	288,446	73,624,772
Results	(5,722,892)	12,336,940	381,831	6,995,879
	(4,150,976)	8,744,508	288,446	4,881,978
Segment Results				
Other Unallocable Expenditure (Net of Unallocable Income)			2,876,076	2,876,076
			2,497,264	2,497,264
Interest Expenses			3,117,592	3,117,592
			1,993,377	1,993,377
Interest Income			939,986	939,986
			667,763	667,763
Profit / (Loss) Before Taxation			1,942,197	1,942,197
			1,059,100	1,059,100
Provision for Taxation				
- Current			1,463,972	1,463,972
			763,000	763,000
- Deferred			369,476	369,476
			141,676	141,676
Profit / (Loss) After Taxation			847,701	847,701
			437,776	437,776
Other Information				
Segment Assets	3,788,913	65,407,599	970,370	70,166,883
	7,783,657	55,999,487	1,052,578	64,835,722
Segment Liabilities	2,925,002	44,258,711	1,490,335	48,674,048
	3,150,002	38,626,880	1,504,676	43,281,558
Addition to Fixed Assets	-	7,204,431	-	7,204,431
	-	194,986	-	194,986
Depreciation	2,313,261	685,715	-	2,998,976
	1,764,842	196,281	-	1,961,123

Note: Figures in **Bold** pertain to the Current Year. Previous Year figures are mentioned below respective Current Year figures

30 Related Party Disclosures, as required in terms of 'Accounting Standard [AS]-18' are given below. Relationships (Related party relationships are as identified by the Company and relied upon by the Auditors)

- A. Key Management Personnel :
 i) Dr. Gautam Sehgal, Managing Director
 ii) Dr. (Mrs.) Versha Sehgal, Director
 iii) Dr. Vivek Sehgal, Director
 iv) Mrs. Radhika Sehgal, Director

(Dr. Gautam Sehgal, Managing Director, is related to Dr. (Mrs.) Versha Sehgal, Director, Dr. Vivek Sehgal, Director and Mrs. Radhika Sehgal, Director)

B. Enterprises Over which Key Managerial Personnel are able to Exercise Significant Influence:

- i) Ved Med Software & Trading Private Limited
 ii) Cardiovas Medical Private Limited
 iii) Dr. A. D. Sehgal & Sons (HUF)
 iv) Small Gift Shop

Transactions with Related Parties:

Particulars	Figures in Rs.			
	Under A above		Under B above	
	2014-15 Rs.	2013-14	2014-15 Rs.	2013-14
1) Common Sharing expenses				
i) Ved Med Software & Trading Private Limited			137977	322,485
2) Interest Received				
i) Ved Med Software & Trading Private Limited	-	-	-	13,984
3) Interest Paid				
i) Dr. Gautam Sehgal	573,323	217,007	-	-
ii) Dr. (Mrs) Versha Sehgal	275,297	-	-	-
iii) Dr. Vivek Sehgal	220,663	-	-	-
	1,069,283	217,007	-	-
4) Managerial Remuneration				
i) Dr. Gautam Sehgal	33,80,000	3,000,000	-	-
5) Rent Paid				
i) Dr. Gautam Sehgal	252,000	140,000	-	-

Outstanding balances as on 31st March, 2015

Particulars	Under A above		Under B above	
	2014-15	2013-14	2014-15	2013-14
6) Unsecured Loans				
i) Dr. Gautam Sehgal	7,356,117	5,894,984		
ii) Dr. (Mrs) Versha Sehgal	2,925,002	3,150,002		
iii) Dr. Vivek Sehgal	2,451,813	2,451,813		
iv) Ved Med Software & Trading Private Limited			1,329,858	796,391
	12,732,932	11,496,799	1,329,858	796,391

	Year ended 31.3.2015	Year ended 31.3.2014
	Rs.	Rs
32 Value of Imports on CIF Basis		
a) Trading Goods	32,781,403	34,289,822
b) Capital Goods	526,479	-
Total	33,307,882	34,289,822
33 Earning in Foreign Currency on FOB Basis		
a. Commission Income	28,508,361	12,649,666
b. Service Income	2,571,647	
c. Export of Trading Goods	4,469,029	-
Total	35,549,037	12,649,666
34 Expenditure in Foreign Currency		
a) Travelling Expenses	890,629	1,008,938
b) Business Promotion	479,212	9,051
Total	1,369,841	1,017,989
35	Prior Period items of Rs.194889/- include Travelling expenses of Rs.92,198/- and Salaries of Rs.102691/-.	
36 (a)	Previous year figures have been reworked/regrouped/rearranged wherever necessary to conform to those of current year.	
(b)	The figures have been rounded off to the nearest rupee	

As per our Report of even date attached.

For **R. Nagpal Associates**
Chartered Accountants
Firm Registration Number: 002626N

For and on behalf of the Board of Directors of ADS Diagnostic Limited

J S Quadros
Partner
Membership No.: 089181

Dr. Gautam Sehgal
Managing Director

Ravi Kohli
Chairman

N.L. Gayari
CFO & Company Secretary

Place: New Delhi
Date: 30th May, 2015

Dear Shareholder,

Subject: - Green Initiative in Corporate Governance

The Ministry of Corporate Affairs has taken a “Green Initiative in Corporate Governance” by allowing paperless compliances for the Companies and allowing them to send the Balance Sheet through Electronic mode and accordingly issued Circular No. 17/2011 dated 21/04/2011 & Circular No. 18/2011 dated 29/04/2011, stating that Services of Notice / Documents by the companies to its Shareholder can now made through Electronic mode.

In view of the above, the Company propose to send hereafter Annual Report and Documents such as, Notice of Annual General Meeting to Shareholder through E-mail address, registered with the Company. We therefore, request you to register your E-mail address with the Company, so as to facilitate the communication with you in the Electronic mode.

In case, you wish to receive the communication / documents in Physical form, you may inform us accordingly by providing the details as under: -

- a) Name of First Holder.
- b) Folio No.
- c) E-mail ID.
- d) Contact No. / Mobile No.

Please note that as a Member of the Company, you will be entitled to receive all the communications in Physical form, on your request.

With regards,

N. L. Gayari
CFO & Company Secretary.
E-mail: nlg1653@yahoo.com

CIN:- L85110DL1984PLC018486
REGISTERED OFFICE:- 114, SANT NAGAR EAST OF KAILASH NEW DELHI-110065
WEB SITE:- WWW.ADSDIAGNOSTICLIMITED.COM
TEL:011-41620434,41622192
FAX: 011-41665880, 2924533

((ATTENDANCE SLIP))

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
JOINT SHAREHOLDERS MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the company.

Folio Number		No. of Shares	
--------------	--	---------------	--

Name(s) and address of the member in full _____

I/we hereby record my /our presence at the 30th Annual General Meeting of the company being held on Monday, September 28, 2015 at 11:30 A.M. at Sikand Hall, Delhi Tuberculosis Association 9, Institutional Area, Lodhi Road New Delhi 110003.

Please () in the box

() MEMBER () PROXY

Signature of Member/proxy

*Applicable for member holding shares in physical form.

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**Form No. MGT-11
 ((PROXY FORM))**

{Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014}

CIN: L85110DL1984PLC018486
 NAME OF COMPANY: ADS DIAGNOSTIC LIMITED
 REGISTERED OFFICE:- 114, SANT NAGAR EAST OF KAILASH NEW DELHI-110065
 NAME OF MEMBER(S): _____

REGISTERED ADDRESS: _____

E-MAIL ID: _____

FOLIO NO: _____

I/We, being the member(s) of _____ shares of ADS Diagnostic Limited, Hereby appoint

- 1) _____ of having e-mail id _____ or failing him
- 2) _____ of having e-mail id _____ or failing him
- 3) _____ of having e-mail id _____ or failing him

As my/our proxy to attend and vote for me/us and on my / our behalf at the 30th Annual General Meeting of the company scheduled to be held on Monday, September 28, 2015 at 11:30 A.M. at Sikand Hall, Delhi Tuberculosis Association 9, Institutional Area, Lodhi Road New Delhi 110003 or / and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business
1. To receive, consider and adopt the audited statement of accounts.
2. Re- appointment of Mrs. Radhika Sehgal who retires by rotation.
3. Appointment of Auditors and fixing their remuneration.
Special Business
4. To Increase borrowing power.
5. Appointment of Shri Ravi Kohli as an Independent Director.

Signed thisday of2015 _____
 Signature of shareholder

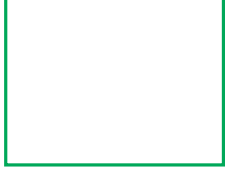
Signature of Member _____

Signature of Proxy Holder(s) _____

Notes: This form of proxy in order to be effective should be duly completed and deposited at the Office of the Company not less than 48 hours before the commencement of the meeting.

Registered

BOOK POST



ADS
ADS DIAGNOSTIC LTD.

114, SANT NAGAR, EAST OF KAILASH, NEW DELHI-110065
WEB SITE:-WWW.ADSDIAGNOSTICLIMITED.COM