

# ADS DIAGNOSTIC LIMITED

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**Date:** 29<sup>th</sup> September, 2024

**To,**  
**The General Manager**  
**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400 001

**Subject: Certified True Copy of the Proceedings of 39<sup>th</sup> Annual General Meeting held on September 28, 2024.**

**Reference: Scrip Code: 523031**

**Dear Sir,**

Please find enclosed herewith the proceedings of the 39<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2024.

This is for your information and record.

Thanking you,

Yours faithfully,



N.L. Gayari

CFO & Company Secretary

-----ADS DIAGNOSTIC LIMITED-----

**Regd. Office: 114 Sant Nagar East of Kailash New Delhi-110065**  
**Tel -011-41620434, 41622193, Email: [adsmedical@rediffmail.com](mailto:adsmedical@rediffmail.com)**  
**CIN-L85110DL1984PLC018486**

**PROCEEDINGS OF THE THIRTY NINTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ADS DIAGNOSTIC LIMITED HELD ON SATURDAY 29<sup>th</sup> SEPTEMBER 2024, THROUGH VIDEO CONFERENCING CVC) /OTHER AUDIO VISUAL MEANS (OAVM”) FACILITY TO TRANSACT THE FOLLOWING BUSINESS.**

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**Directors & KMP Present:-**

Versha Sehgal	Director
Radhika Sehgal	Director
Vivek Sehgal	Director
Girish Sareen	Director
Narayan Lal Gayari	Company Secretary & CFO
Sunil Jasuja	Director
Gautam Sehgal	Managing Director
Abhay Singh	Director

**Member Attendance:-**

Members in person or through proxies were present at the meeting.

**Chairman of the Meeting:-**

Dr. Gautam Sehgal took the Chair.

**Other Representatives**

Mr. Sourabh Gupta, Proprietor of M/ s Sourabh Gupta & Associates, Company Secretaries, Scrutinizer of 39<sup>th</sup> AGM had joined the meeting through VC. On the request from the statutory auditors, the Company has granted exemption to the auditor from attending the 39<sup>th</sup> Annual General Meeting.

**Proceedings in Brief:**

Dr. Gautam Sehgal- Chairman & Managing Director of the Company chaired the Meeting. He welcomed all the Directors and Shareholders of the Company to the AGM. He then introduced the Directors on the Board and other representatives one by one, the requisite quorum being present, the Chairman called the Meeting to order. The Chairman informed the members that the Company had taken all feasible efforts under the current circumstances to enable members to participate through video conference and vote at the AGM. After that, the chairman requested Mr. N.L. Gayari, Company Secretary of the Company to explain the procedural and technical aspect to the shareholders for attending the meeting.

The Notice convening 39<sup>th</sup> AGM as a part of Annual Report for the Financial Year 2023-24 and report of Statutory Auditors (being Non-qualified) were taken as read. Chairman also informed the member that, observations of Secretarial Auditor which are self-explanatory and management reply on the same has been provided in the board report of the Company. The Report of Secretarial Auditors Report was also taken as read.

The Company Secretary further informed the members that, MOA, AOA and the Register of Directors & KMPs (including their shareholding) maintained under Section 170) and Register of Contract maintained under section 189 of the Companies Act, 2013, are made available electronically for inspection by the Members during the AGM. Members seeking to inspect. Such documents can send their request to adsmedical@rediffmail.com the following items of business as set out in the Notice convening the 39<sup>th</sup> AGM were recommended for consideration, approval & adoption of the shareholders.

### **E-Voting Facility:-**

The Chairman then Informed the Members that Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the Members of the Company the e-voting commenced at 09:00 a.m. on Wednesday, 25<sup>th</sup> September, 2024 till 5:00 p.m. (IST) on Friday, 27<sup>th</sup> September, 2024 in respect of the Ordinary and Special Business to be transacted at the Annual General Meeting. He further informed that, Practicing Company Secretaries (CP NO. 13183) were appointed as Scrutinizers in the said process. He then stated that the said Scrutinizers have submitted their report of E-Voting to him.

### **Ordinary Businesses:**

#### **Resolution No.1 (Ordinary Resolution)**

##### **Adoption of Accounts and Directors and Auditors report thereon**

**“RESOLVED THAT** the audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2024 and the statement of profit and Joss for the year ended on that date, with the report of the Directors and the Auditors thereon, be received, approved and adopted.”

#### **Resolution No.2 (Ordinary Resolution)**

##### **Re-appointment of Director.**

**“RESOLVED THAT** to appoint a Director in place of Mrs. Versha Sehgal, who retires by rotation and, being eligible, offers herself for re-appointment.

#### **Resolution No.3 (Ordinary Resolution)**

##### **Declare Dividend financial year 2023-24.**

**“RESOLVED THAT** to declare Dividend on equity shares for the financial year 2023-24.

#### **Resolution No.4 (Ordinary Resolution)**

##### **Appointment of Statutory Auditors:**

**“RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the company hereby ratifies the appointment of M/s. V. N. Purohit & Co., Chartered Accountants (Registration No. 304040E), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Next AGM of the Company to be held in the year 2025.

**Special Business:**  
**Resolution No.1 (Special Resolution)**

**Appointment of Mr. Uday J S Walia (DIN: 02393545) as an Independent Director.**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161(1) of the Companies Act, 2013 (the Act), Regulation 17 (1C) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with Article 27 of the Articles of Association of the Company and other applicable provisions (including any statutory modifications or re-enactments thereof for the time being in force); Mr. Uday J S Walia (DIN: 02393545), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from November 14, 2023 and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a term of three (03) years, with effect from 28.09.2024 to 27.09.2026.

**VOTE OF THANKS:-**

There being no other business to be transacted, the meeting ended with a vote of thanks to the Chair. The meeting concluded at 12:30 PM



Dated 29/09/2024

Dr. Gautam Sehgal  
Managing Director

Place New Delhi

