

ADS/AR/2024-25/08/05  
31<sup>st</sup> August, 2024

To,  
The Manager,  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai- 400001

Script Code: 523031

Subject: Submission of Annual Report for the Financial Year 2023-24.

Dear Sir/Madam,

This is with reference to captioned subject and pursuant to Regulation 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosures requirements) Regulations, 2015; we hereby enclosed herewith Annual Report for the financial year 2023-24.

You are requested to take the same on your record.

Thanking You.

Sincerely,

For ADS Diagnostic Limited



N.L. Gayari  
CFO & Company Secretary





## Independent Auditor's Report

To  
The members of  
**A D S DIAGNOSTIC LIMITED**

### Report on the Audit of Financial Statements

#### Qualified Opinion

We have audited the accompanying financial statements of **A D S DIAGNOSTIC LIMITED** ("the Company"), which comprise the balance sheet as at 31<sup>st</sup> March 2024, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and explanations given to us except for the effect of the matters described in the Basis of Qualified Opinion in para below, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("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 31<sup>st</sup> March, 2024, and the **net profit** (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

#### Basis for Qualified Opinion

The Company has not implemented accounting software having Audit Trail (edit log) facility while maintaining its books of accounts.

We conducted our audit in accordance with Standards on Auditing (SAs) specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ("the ICAI"). Our responsibilities under those standards are further described in the 'Auditor's Responsibilities for the Audit of Financial Statements' section of our report. We are independent of the company in accordance with the code of ethics issued by the ICAI together with ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and Rules made thereunder, and we have fulfilled our ethical responsibilities in accordance with the requirements with these requirements and the Code of Ethics. We believe that the audit evidences obtained by us is sufficient and appropriate to provide a basis for our qualified opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described hereunder to be key audit matters to be communicated in our report.



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Key audit matters	Auditor's response
<p><u>Revenue from operation</u></p> <p>i) According to Ind AS 115, revenue to be recognized on satisfaction of performance obligation and transfer of control pertaining to goods.</p>	<p>Our audit procedure inter- alia included the following-</p> <ul style="list-style-type: none"><li>• We assessed the company's process to consider the time of transfer of control of goods.</li><li>• We performed year end cut off procedures to determine whether revenues are recorded in the correct period.</li><li>• We used assessment of overall control environment relevant for measurement of revenue.</li><li>• We performed testing of journals, with particular focus on manual adjustment to revenue account, to mitigate the risk of manipulation of revenue and profit figures.</li></ul>
<p>ii) Determination of transaction price for measurement of revenue according to Ind AS 115.</p>	

**Information other than the Financial Statements and Auditor's Report thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and the auditor's report thereon.

Our opinion on the financial statement does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.



**Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the AS and the other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 are operating effectively for insuring 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 misstatements, whether due to fraud or error.

In the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain a reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise due to fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- (i) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- (ii) Obtain an understanding of the internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- (iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- (iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the



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related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained upto the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- (v) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, relevant safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, or when in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ('the Order'), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes 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 *except for the matters stated in the paragraph 2(h)(vi) below on reporting under Rule 11(g)*;
  - c. the Balance Sheet, the Statement of Profit and Loss, Statement of Changes in Equity and the Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
  - d. In our opinion, the aforesaid financial statements comply with the accounting standards specified under Section 133 of the Act;



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- e. On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure B. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g. The qualification relating to the maintenance of accounts and other matters connected therewith are stated in the paragraph 2(b) above on reporting u/s 143(3)(b) and paragraph 2(h)(vi) below on reporting under Rule 11(g).
- h. 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, if any of pending litigations on its financial position, in its financial statements (Refer Note No. 29 of 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. The Company is not required to transfer any amount to the Investor Education and Protection Fund.
  - iv. a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and  
c) Based on such audit procedures we have obtained reasonable and appropriate evidence in the circumstances nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.



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- v. Dividend declared or paid by the company during the period covered by this report is in compliance with section 123 of the Companies Act, 2013.
- vi. *Based on examination, which includes test checks, the Company has not used an accounting software for maintaining its Books of Accounts which has a feature of recording Audit Trail (edit log) facility.*

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 1st April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per statutory requirements for the record retention is not applicable for the financial year ended on 31st March 2024.

- i. In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its director during the current financial year is in accordance with the provision of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act.

FOR V.N. PUROHIT & CO.  
Chartered Accountants  
Firm Regn. No. 304040E

*O.P. Pareek*  
O.P. Pareek  
Partner  
Membership No. 014238



UDIN: 24014238BKAUCN4765

New Delhi, the 30<sup>th</sup> day of May, 2024

**ANNEXURE- A TO THE AUDITOR'S REPORT**

The Annexure referred to in Paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report of even date to the members of A D S DIAGNOSTIC LIMITED for the year ended on 31<sup>st</sup> March 2024.

- (i) (a) (A) As per information and explanation given to us, the company is maintaining proper records showing full particulars, including quantitative details and situation of Property plant and equipment;
- (B) As per information and explanation given to us, the company does not have any Intangible asset hence the provisions of sub-clause (i) of para 3 of the order are not applicable;
- (b) As per information and explanation given to us, physical verification of Property Plant and equipment has been conducted at regular interval in a year by the management and no material discrepancies were noticed during the course of verification;
- (c) According to information and explanation given to us, the company does not hold any Immovable property during the year dealt with by this report. Accordingly, the provisions of sub-clause (i)(c) of para 3 of the order are not applicable;
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year. Accordingly, the provisions of sub-clause (i)(d) of para 3 of the order are not applicable;
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder. Accordingly, the provisions of sub-clause (i)(e) of para 3 of the order are not applicable.
- (ii) (a) As per information and explanation given to us, physical verification of inventory has been conducted at a reasonable interval in a year by the management and no material discrepancies were noticed during the course of verification;
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has taken working capital loan from banks exceeding Rs. 5 Crores on the basis of security of current assets during the period covered by this report. Following are the variations between quarterly returns filed by the Company with such banks and the books of accounts: -

Rs. In "000"

Particulars	Jun, 2023	Sept, 2023	Dec, 2023	Mar, 2024
Current Assets as per Quarterly Return filed with Bank	71,019	86,227	1,15,737	82,906
Valuation Difference	2,233	(578)	5,900	3,995
Current Assets as per Books of Account	73,252	85,649	1,21,637	86,901





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- (iii) (a) A. According to the information and explanations given to us, the Company does not have any subsidiaries, associates and joint ventures. Accordingly, the provisions of sub-clause (iii)(a)(A) of para 3 of the order are not applicable;
- B. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted loans to parties other than subsidiaries, joint ventures and associates;
- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, there are no loans given by the Company. Accordingly, the provisions of sub-clause (iii) (b) of para 3 of the order are not applicable;
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no loans given by the Company. Accordingly, the provisions of sub-clause (iii)(c) of para 3 of the order are not applicable;
- (d) According to the information and explanations provided to us there is no loans given by the company. Accordingly, the provisions of sub-clause (iii)(d) of para 3 of the order are not applicable;
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the overdues of existing loans given to the same party. Accordingly, the provisions of sub-clause (iii)(e) of para 3 of this order are not applicable;
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans on repayable on demand or without specifying any terms or period of repayment. Accordingly, the provisions of sub-clause (iii)(f) of para 3 of this order are not applicable;
- (iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has complied with the requirement of provision of section 186 of the Companies Act, 2013 to the extent as applicable to it;
- (v) According to information and explanations given to us, the Company has not accepted public deposits and the provision of section 73 to 76 or other relevant provisions of the Companies Act, 2013 and rules framed thereunder are not applicable to the Company. Accordingly, the requirement of provision of sub clause (v) of para 3 of the order are not applicable;
- (vi) According to information and explanations given to us, the Company is not liable to maintain cost records as prescribed under section 148(1) of the Companies Act, 2013;
- (vii) (a) According to information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including income-tax and any other applicable statutory dues to the appropriate authorities and there are no outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable;



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(b) According to information and explanation given to us, there are no outstanding statutory dues on part of the Company which is not deposited on account of dispute except the following: -

Name of Statute	Name of Statutory due	Year to which demand relates	Amount (in Rupees)	Forum where dispute is pending
Customs Act, 1962	Duty of Customs	1995-96	40,00,000 (Amount deposited under protest Rs. 5,00,000)	Commissionerate
		1993-94	56,01,507	Commissionerate (Directorate of Revenue Intelligence)
Income Tax Act, 1961	Income Tax Demand	A.Y 1988-89, & A.Y 1989-90	18,73,290	High Court
		A.Y. 2016- 17	8,94,750	C.I.T. (Appeals)

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year;
- (ix) (a) According to information and explanations given to us, the company has not defaulted in repayment of loans and borrowings from any financial institution, bank, government or debenture holders;
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority;
- (c) According to the information and explanations given to us by the management, the Company has obtained term loans and utilised them for the purpose for which they are obtained;
- (d) According to the information and explanations given to us and on an overall examination of the records of the Company, we report that the funds raised on short term basis are not utilised for long term purpose by the Company. Accordingly, provisions of clause (ix)(d) of para 3 of the order are not applicable;
- (e) According to the information and explanations given to us and on an overall examination of the records of the Company, we report that the Company does not have any subsidiaries as defined under the Companies Act, 2013. Accordingly, the provisions of sub clause (ix)(e) of para 3 of the order are not applicable;
- (f) According to the information and explanations given to us on an overall examination of the financial statements of the Company, we report that the Company does not have any subsidiaries as defined under the Companies Act, 2013. Accordingly, the provisions of sub clause (ix)(f) of para 3 of the order are not applicable;
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, the provisions of sub- clause (x)(a) of para 3 of the order are not applicable;
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during



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the year. Accordingly, the provisions of sub- clause (x)(b) of para 3 of the order are not applicable;

- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit;
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed, in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) According to the Information and explanations given to us, there are no whistle blower complaints received by the company during the year;
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of sub- clause (xii) of para 3 of the order are not applicable;
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards;
- (xiv) (a) Based on the information and explanations provided to us and our audit procedures, in our opinion, the company has an internal audit system commensurate with the size and nature of its business;
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit;
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company;
- (xvi) (a) According to information and explanations given to us, the Company is not a Non-Banking Financial Company and is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934;
- (b) According to information and explanations given to us, the company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934;
- (c) According to information and explanations given to us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the provisions of sub-clause (xvi)(c) of para 3 of the order are not applicable;
- (d) According to information and explanations given to us, the Group does not have any CIC as part of the Group. Accordingly, the provisions of sub-clause (xvi)(d) of para 3 of the order are not applicable;

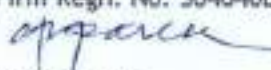


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- (xvii) The Company has not incurred cash losses during the year covered by this report and in the immediately preceding year;
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, the provisions of sub-clause (xviii) of para 3 of the order are not applicable;
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;
- (xx) According to the information and explanations given to us, provisions of section 135 of the companies Act, 2013 are not applicable to the Company. Accordingly, the provisions of sub-clause (xx) of para 3 of the order are not applicable;
- (xxi) According to the information and explanations given to us, the Company does not have any subsidiaries, associates and joint ventures. Accordingly, the provisions of sub-clause (xxi) of para 3 of the order are not applicable.

Signed for the purpose of identification

FOR V.N. PUROHIT & CO.  
Chartered Accountants  
Firm Regn. No. 304040E

  
O.P. Pareek  
Partner  
Membership No. 014238



UDIN: 24014238BKAUCN4765

New Delhi, the 30<sup>th</sup> day of May, 2024

**ANNEXURE -B TO THE AUDITOR'S REPORT**

**Report on the Internal Financial Controls under Clause (i) of Sub- section (3) of Section 143 of the Companies Act, 2013**

In conjunction with our audit of the financial statements of the Company as at and for the year ended 31st March 2024, we have audited the internal financial controls with reference to financial statements of **A D S DIAGNOSTIC LIMITED** (hereinafter referred to as "Company"), as of that date.

**Opinion**

In our opinion, the Company has, in all material aspects, an adequate internal financial controls system with reference to Financial Statements and such internal financial controls with reference to Financial Statements were operating effectively as at 31<sup>st</sup> March 2024, based on "the Internal financial controls with reference to Financial Statements criteria considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by "the Institute of Chartered Accountants of India" *except that, the Company has not used an accounting software for maintaining its Books of Accounts which has a feature of recording Audit Trail (edit log) facility.*

**Management's Responsibility for the Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively 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 fraud and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the Guidance Note) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material aspects.



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Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidences we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

**Meaning of Internal Financial Controls with reference to financial statements**

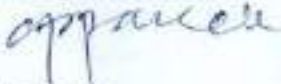
A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that: -

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and the receipt and expenditures of the Company are being only in accordance with authorizations of management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with reference to financial statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and could not be detected. Also, projections of any evaluation of the internal financial control with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

FOR V.N. PUROHIT & CO.  
Chartered Accountants  
Firm Regn. No. 304040E

  
O.P. Pareek  
Partner  
Membership No. 014238



UDIN: 24014238BKAUCN4765

New Delhi, the 30<sup>th</sup> day of May, 2024

A D S DIAGNOSTIC LIMITED  
CIN: L85100L1984PLC018486  
Audited Standalone Balance Sheet as at 31st March 2024

Particulars	Note No	(Rs. in '000')	
		As on 31st March 2024	As on 31st March 2023
<b>Assets</b>			
<b>Non Current assets</b>			
Property, Plant and Equipment	2	2,202.19	3,737.97
<b>Financial Assets</b>			
Investments	3	436.51	436.51
Other Financial Assets	4	1,425.00	9,955.89
Deferred Tax Assets (Net)	5	955.03	675.19
Other non-current Assets	6	1,149.74	942.77
		<u>5,168.46</u>	<u>15,748.33</u>
<b>Current Assets</b>			
Inventories	7	41,570.13	51,760.79
<b>Financial Assets</b>			
Trade Receivables	8	51,717.70	27,458.76
Cash and Cash equivalents	9	9,713.87	1,434.48
Other Financial assets	10	4,472.08	4,163.74
Other Current Assets	11	25,600.53	19,110.10
		<u>153,074.33</u>	<u>103,927.86</u>
<b>Total</b>		<u><u>159,242.79</u></u>	<u><u>119,676.19</u></u>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	12	22,450.50	22,450.50
Other Equity	13	37,691.53	21,255.56
		<u>60,142.03</u>	<u>43,706.06</u>
<b>Non Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	14	2,736.64	639.31
		<u>2,736.64</u>	<u>639.31</u>
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	15	18,104.28	24,754.00
<b>Lease Liabilities</b>			
Trade and other payables	16		
(a) Total outstanding dues of Micro Enterprises and Small Enterprises			
(b) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		26,387.21	31,685.38
Other Financial Liabilities	17	9,470.86	2,658.37
Other Current Liabilities	18	31,988.49	16,051.25
Short Term Provisions	19	8,322.86	49.42
Current Tax Liabilities (Net)		2,090.42	130.40
		<u>96,364.13</u>	<u>75,330.82</u>
<b>Total</b>		<u><u>159,242.79</u></u>	<u><u>119,676.19</u></u>

For V. N. Purohit & Co  
Chartered Accountants  
Firm Registration Number:304040E

O P Pareek  
(Partner)  
Membership No. 014238

UDIR: 24014E380KAU044765



Place: New Delhi  
Date:30/05/2024

For and on behalf of the Board of Directors of  
A D S Diagnostic Limited

Digitally signed  
by GAUTAM  
SEHGAL  
DN: cn=GAUTAM  
SEHGAL, o=ADS  
DIAGNOSTIC LIMITED, ou=ADS  
DIAGNOSTIC LIMITED, email=ga  
utam.sehgal@adsdiagnostic.com

Dr. Gautam Sehgal  
Managing Director  
DIR: 00034243  
B-29, Kailash Colony  
New Delhi 110048

*Verna Sehgal*

Dr. (Mrs.) Verna Sehgal  
Director  
DIR: 00034303  
B-29, Kailash Colony  
New Delhi 110048

*[Signature]*  
S.L. Grewal

Chief Financial Officer & Company Secretary

**A D S DIAGNOSTIC LIMITED**  
CIN: L85110DL1984PLC018486  
Statement of Profit and Loss for the Year ended 31 March 2024

(Rs. in '000)

Particulars	Note No	For the year ended March 31st 2024	For the year ended March 31st 2023
Revenue from operations	20	239,619.61	132,948.37
Other income	21	971.07	5,139.49
<b>Total Income</b>		<b>240,590.68</b>	<b>138,087.85</b>
<b>Expenses:</b>			
Cost of materials consumed	22	120,700.08	67,386.54
Employee benefits expense	23	25,366.54	23,179.21
Finance costs	24	5,738.00	4,391.43
Depreciation and amortisation Expense	25	1,426.92	1,911.96
Other expenses	26	62,194.27	27,473.37
<b>Total expenses</b>		<b>215,535.81</b>	<b>124,322.51</b>
<b>Profit/(Loss) before exceptional items and tax</b>		<b>24,994.87</b>	<b>13,765.35</b>
Exceptional items		-	8,901.03
<b>Profit/(Loss) before tax</b>		<b>24,994.87</b>	<b>4,864.31</b>
Exceptional items		-	-
Tax expense:			
(1) Current tax		6,572.28	1,218.73
(1) Income tax adjustments		54.74	183.49
(3) Deferred tax		(132.41)	(597.73)
<b>Profit (Loss) for the year</b>		<b>18,500.36</b>	<b>4,059.82</b>
<b>Other Comprehensive Income</b>			
(A) (i) Items that will be reclassified to profit or loss			
(ii) Income Tax relating to items that will be reclassified to profit or loss			
(B) (i) Items that will not be reclassified to profit or loss		(121.36)	512.22
(ii) Income Tax relating to items that will not be reclassified to profit or loss		30.54	(128.93)
<b>Other Comprehensive Income</b>		<b>(90.82)</b>	<b>383.29</b>
<b>Total Comprehensive Income for the year (Comprising Profit / Loss) and Other Comprehensive Income for the year)</b>		<b>18,409.48</b>	<b>4,443.12</b>
<b>Earnings per Equity Share (in Rupees)</b>			
(1) Basic		8.44	1.85
(2) Diluted		8.44	1.85

**Significant Accounting Policies**

The accompanying notes form an integral part of the financial statements

For V.M. Purohit & Co  
Chartered Accountants  
Firm Registration Number: 304042E

D.P. Pareek  
(Partner)  
Membership No.: 014238

UDIN: 2401423806AUCH065



Place: New Delhi  
Date: 30/05/2024

For and on behalf of the Board of Directors of

**GAUTAM SEHGAL**  
Digitally signed by GAUTAM SEHGAL  
Date: 2024.05.30 14:25:30 +0530

Dr. Gautam Sehgal  
Managing Director  
DIN: 00294243  
B-29, Kailash Colony  
New Delhi 110048

**A D S Diagnostic Limited**

**Vansha Sehgal**  
Dr. (Mrs.) Vansha Sehgal  
Director  
DIN: 00034303  
B-29, Kailash Colony  
New Delhi 110048

**N.L. Gargari**  
Chief Financial Officer & Company Secretary



**A D S DIAGNOSTIC LIMITED**  
**CIN: L85110DL1984PLC018486**  
**Cash Flow Statement For The Year Ended March 31, 2024**

(Rs. in '000')

	For the Year ended March 31st, 2024	For the Year ended March 31st, 2023
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit/(Loss) before extraordinary items and tax	24,994.87	4,864.31
<b>Add Back:</b>		
(a) Depreciation	1,626.92	1,911.96
(b) Bad debts written off	1,287.09	-
(c) Interest & Finance Charges	5,708.00	4,391.43
	33,616.88	11,167.70
<b>Deduct:</b>		
(a) Interest Income	731.06	629.36
(b) Interest Income on Financial assets	-	36.41
(c) Profit on sale of assets	-	347.39
	731.06	1,013.16
<b>Operating Profit /(Loss) before Working Capital Changes</b>	<b>32,885.82</b>	<b>10,154.54</b>
<b>Adjusted for</b>		
(a) Change in Inventories	(9,809.35)	2,338.21
(b) Change in Trade Receivables	(25,546.03)	6,790.95
(c) Change in Other non current assets	(206.97)	470.38
(d) Change in Other current assets	(6,490.44)	(16,996.09)
(e) Change in Trade & other Payables	(5,298.17)	10,192.83
(f) Change in Other Current Liabilities	15,935.24	2,141.09
(g) Change in short term provisions	8,273.44	1,724.98
	(23,142.28)	6,662.35
Cash Generated from Operations	9,743.54	16,816.89
Taxes Paid	4,905.21	2,460.76
<b>CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES</b>	<b>4,838.33</b>	<b>14,356.13</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES:</b>		
<b>Inflow:</b>		
(a) Interest Income	731.06	665.77
(b) Sale of Fixed Assets	-	6,400.00
	731.06	7,065.77
<b>Outflow:</b>		
(a) Purchase of Fixed Assets (including Capital work in progress)	91.14	233.43
	91.14	233.43
<b>CASH INFLOW/(OUTFLOW) FROM INVESTING ACTIVITIES</b>	<b>639.93</b>	<b>6,832.35</b>



**(C) CASH FLOW FROM FINANCING ACTIVITIES:****Inflow:**

(a) Secured Loan from Bank (incl current maturities)	433,911.76	220,577.18
(b) Unsecured loans	15,315.77	10,342.66
(c) Increase In Other Current financial liabilities	6,812.50	-
(d) Decrease In Other Non Current financial Assets	8,530.89	-
(e) Decrease In Other Current financial Assets	-	-
	<u>464,570.92</u>	<u>230,919.83</u>

**Outflow:**

(a) Repayment of Secured Loan from Bank (incl current maturities)	437,749.13	228,122.60
(b) Repayment of Unsecured loans	16,030.79	17,342.47
(c) Interest Paid	5,708.00	4,391.43
(d) Dividend Paid (including Dividend Distribution Tax)	1,973.52	1,729.94
(e) Increase In Other Non Current financial Assets	-	7,370.07
(f) Increase In Other Current financial Assets	308.34	2,664.11
(g) Decrease In Other Current financial liabilities	-	1,104.05
	<u>461,769.79</u>	<u>262,724.66</u>

CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES 2,801.13 (31,804.83)

NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS "A+B+C" 8,279.39 (10,616.35)

CASH AND CASH EQUIVALENTS AS AT THE BEGINNING OF THE YEAR 1,434.48 12,050.83

CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR 9,713.87 1,434.48

NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS 8,279.39 (10,616.35)

**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.
- 3 Previous year figures have been re-grouped/re-arranged wherever necessary to conform to those of current year.  
As per our Report of even date attached

For V.N. Parohit & Co

Chartered Accountants

Firm Registration Number:304040E

G. P. Pareek

(Partner)

Membership No.:014238

UDIN: 24014238BKACN4765

Place: New Delhi

Date:30/05/2024

For and on behalf of the Board of Directors of

A D S Diagnostic Limited

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by GAUTAM  
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Dr. Gautam Sehgal

Managing Director

DIN: 00034243

B-29, Kailash Colony

New Delhi 110048

Dr.(Mrs.) Vensha Sehgal

Director

DIN: 00034303

B-29, Kailash Colony

New Delhi 110048

K.L. Gayari

Chief Financial Officer & Company Secretary

**A D S DIAGNOSTIC LIMITED**  
Statement of changes in equity for the year ended March 31, 2024

**A. Equity Share Capital**

Balance as at 1st April 2023	Change in equity share capital due to prior period errors	Restated balance as at 1st April 2023	Changes in equity share capital during the year	Balance as at 31st March 2024
22,450.50	-	22,450.50	-	22,450.50

Balance as at 1st April 2022	Change in equity share capital due to prior period errors	Restated balance as at 1st April 2022	Changes in equity share capital during the year	Balance as at 31st March 2023
22,450.50	-	22,450.50	-	22,450.50

**B. Other Equity**

(1) Current reporting period

Particulars	Reserves & Surplus	Remeasurement of Defined benefit plan (OCI)	Total
	Retained Earnings		
Balance as at 1 April 2023	20,520.58	734.98	21,255.56
Change in accounting policy or prior period errors	-	-	-
Restated balance as at 1st April 2023	20,520.58	734.98	21,255.56
Profit/(loss) for the year	18,500.20	(90.82)	18,409.48
Other comprehensive Income/(losses)	-	-	-
Total comprehensive income for current year	39,020.88	644.17	39,665.05
Dividends	(1,973.52)	-	(1,973.52)
Balance as at 31st March 2024	37,047.36	644.17	37,691.53

(2) Previous reporting period

Particulars	Reserves & Surplus	Remeasurement of Defined benefit plan (OCI)	Total
	Retained Earnings		
Balance as at 1 April 2022	18,190.69	351.69	18,542.38
Change in accounting policy or prior period errors	-	-	-
Restated balance as at 1st April 2022	18,190.69	351.69	18,542.38
Profit/(loss) for the year	4,059.82	383.29	4,443.12
Other comprehensive Income/(losses)	-	-	-
Total comprehensive income for current year	22,250.52	734.98	22,985.50
Dividends	(1,729.94)	-	(1,729.94)
Balance as at March 31, 2023	20,520.58	734.98	21,255.56

Purpose of Each Reserve:

Retained Earnings is created from profits earned by the Company. This is a free Reserve & can be distributed to equity shareholders.

As per our Report of even date attached

For V.N. Purohit & Co  
Chartered Accountants  
Firm Registration Number:304040E

  
(O.P. Parook)  
Partner  
Membership No.:014238

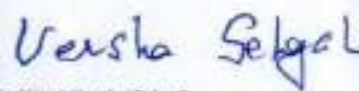



UDIN: 2401-0388KAUCH765

For and on behalf of the Board of Directors of  
A D S Diagnostic Limited

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by GAUTAM  
SEHGAL  
Date: 2024.05.30  
14:22:22 +05:30

Dr. Gautam Sehgal  
Managing Director  
DIN: 00034243  
B-29, Kailash Colony  
New Delhi 110048

  
Dr. (Mrs.) Yersha Sehgal  
Director  
DIN: 00034303  
B-29, Kailash Colony  
New Delhi 110048

  
N.L. Goyal  
Chief Financial Officer & Company Secretary

Place: New Delhi  
Date: 30/05/2024

**Note 1:- SIGNIFICANT ACCOUNTING POLICIES**

**General Information of the Company:-**

A D S DIAGNOSTIC LIMITED was incorporated on June 23, 1984 in New Delhi and has its registered office at 114, Sant Nagar, East of Kailash, New Delhi-110065, India. The shares of the Company are listed on Bombay Stock Exchange (BSE). The company is engaged in the business of trading of diagnostic medical consumables & electronic consumables, and services of medical equipment's & machines.

**Significant Accounting Policies**

**1. Basis of preparation:-**

These financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time. The Company has adopted Ind AS 115, Revenue from Contract with Customers with effect from 1st April 2018 and it is detailed in Significant Accounting Policy No. 16 below.

The preparation of the Company's financial statements in conformity with Indian Accounting Standards requires the Company to exercise its judgement in the process of applying the accounting policies. It also requires the use of accounting estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements. These estimates and assumptions are assessed on an ongoing basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances and presented under the historical cost convention on accrual basis of accounting. Accounting policies have been applied consistently to all periods presented in these financial statements.

All assets and liabilities have been classified as current or non-current as per the operating cycle of the company as per the guidance set out in the Schedule III to the Companies Act, 2013.

**2. Use of Estimates:-**

The preparation of financial statements require estimates and assumptions to be made that affect the reported amount of asset and liabilities on the date of the financial statements and the reported amount of the revenue and the expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

**3. Property, Plant and Equipment (PPE): -**

PPE are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The initial cost of PPE comprise its cost of acquisition or construction inclusive of freight, erection & commissioning charges, duties and taxes and other incidental expenses related thereto.

All other expenditure related to existing assets including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss in the period during which such expenditure is incurred.

The carrying amount of a property, plant and equipment is de-recognised when no future economic benefits are expected from its use or on disposal.

Machine spares that can be used only in connection with an item of fixed asset and their use is expected for more than one year are capitalized.

Depreciation on property plant and equipment is provided on straight line method based on estimated useful life of assets as prescribed in Schedule II to the Companies Act, 2013.

The property, plant and equipment acquired under finance leases, if any, is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Company will obtain ownership at the end of the lease term.

Cost of leasehold land, other than acquired on perpetual basis, is amortized over the lease period.

Depreciation on the assets purchased during the year is provided on pro-rata basis from the date of purchase of the assets.



Gains and losses on de-recognition/disposals are determined as the difference between the net disposal proceeds and the carrying amount of those assets. Gains and Losses if any, are recognised in the statement of profit or loss on de-recognition or disposal as the case may be.

**4. Intangible Assets:-**

Intangible assets acquired separately are measured on initial recognition at cost less accumulated amortisation and accumulated impairment losses, if any.

The cost of an intangible asset includes purchase cost (net of rebates and discounts), including any import duties and non-refundable taxes, and any directly attributable costs on making the asset ready for its intended use.

The amortisation period and method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

An intangible asset is derecognised on disposal or when no future economic benefits are expected from use. Gains and losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the statement of profit and loss when the asset is de-recognised or on disposal.

**5. 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.

**6. Impairment of tangible assets and intangible assets**

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication based on internal/ external factors that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**7. Foreign Exchange Transactions:-**

These financial statements are presented in Indian rupees (INR), which is the Company's functional currency.

Transactions in foreign currency are recorded on initial recognition at the spot rate prevailing at the time of the transaction.

At the end of each reporting period,

- Monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.
- Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined.
- Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.



Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognised in profit or loss in the period in which they arise.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

i. Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as adjustment to interest costs on those foreign currency borrowings

ii. The exchange differences arising on reporting of long term foreign currency monetary items at rates different from those at which they were initially recorded in so far as they relate to the acquisition of depreciable capital assets are shown by addition to/deduction from the cost of the assets as per exemption provided under IND AS 21 read along with Ind AS 101 appendix 'D' clause-D13AA.

**8. Borrowing Cost:-**

Borrowing costs specifically relating to the acquisition or construction of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the asset. All other borrowing costs are charged to profit & loss account in the period in which it is incurred except loan processing fees which is recognized as per Effective Interest Rate method. Borrowing costs consist of interest and other costs that Company incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

**9. Employee Benefits:-**

Contribution to Provident fund- Retirement benefits in the form of Provident fund / Pension Schemes are defined contribution schemes and the contributions are charged to the Profit & Loss Account in the year when the contributions to the respective funds become due. The Company has no obligation other than contribution payable to these funds.

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation made at the end of each financial year. A D S Diagnostic Ltd. has constituted a gratuity fund trust with LIC of India for the benefit of employees. The difference between the actuarial valuation of gratuity for employees at the year-end and the balance of funds with trust is provided for as liability in the books.

Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment.

**10. Tax Expenses:-**

Income Tax expense comprises of current tax and deferred tax charge or credit. Provision for current tax is made with reference to taxable income computed for the financial year for which the financial statements are prepared by applying the tax rates as applicable.

**Current Tax:-**Current income tax relating to items recognized outside the profit and loss is recognized outside the profit and loss (either in other comprehensive income or in equity)

**Deferred Tax:-** Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purpose at reporting date. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed as at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will not be available against



which deferred tax asset to be utilized. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets are recognized for the unused tax credit to the extent that it is probable that taxable profits will be available against which the losses will be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

#### 11. Leases:-

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

##### As a Lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Assets subject to operating leases are included in PPE. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the company's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

Costs, including depreciation, are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

##### As a lessee

Leases in which significant portions of risks and reward of ownership are not transferred to the company as lessee are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss account on a straight-line basis over the lease term. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred. Lease hold land is considered as operating lease and amortised over the lease term.

Leases where the lessor effectively transfers substantially all the risks and benefits of ownership of the asset are classified as finance leases and are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the statement of profit and loss. Lease management fees, legal charges and other initial direct costs of lease are capitalized.

#### 12. Fair Value Measurement:-

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability or
- In the absence of a principal market, in the most advantageous market for the asset or liability

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities



Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For the purpose of fair value disclosures, the Company has determined classes of assets & liabilities on the basis of the nature, characteristics and the risks of the asset or liability and the level of the fair value hierarchy as explained above.

### 13. Financial Instrument

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets includes Trade receivable, loan to body corporate, loan to employees, security deposits and other eligible current and non-current assets

Financial liabilities includes Loans, trade payable and eligible current and non-current liabilities

#### i. Classification:-

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of both:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

A financial asset is measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset is measured at fair value through other comprehensive income if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset is measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income.

All financial liabilities are subsequently measured at amortised cost using the effective interest method or fair value through profit or loss.

#### ii. Initial recognition and measurement:-

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value at initial recognition, plus or minus, any transaction cost that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss.

#### iii. Financial assets subsequent measurement:-

Financial assets as subsequent measured at amortised cost, fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL) as the case may be.

Financial liabilities as subsequent measured at amortised cost or fair value through profit or loss.

#### iv. Effective interest method :-

The effective interest method is a method of calculating the amortised cost of a debt instrument and allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.





Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other Income" line item.

**v. Trade Receivables:-**

Trade receivables are the contractual right to receive cash or other financial assets and recognized initially at fair value. Subsequently measured at amortised cost (initial fair value less expected credit loss). Expected credit loss is the difference between all contractual cash flows that are due to the company and all that the company expects to receive (i.e. all cash shortfall), discounted at the effective interest rate.

**vi. Cash and cash Equivalents:-**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

**vii. Impairment of Financial Assets:-**

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in profit or loss.

**viii. Financial liabilities:-**

Financial liabilities are recognized initially at fair value less any directly attributable transaction costs. These are subsequently carried at amortized cost using the effective interest method or fair value through profit or loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments

**ix. Trade payables :-**

Trade payables represent liabilities for goods and services provided to the Company prior to the end of financial year and which are unpaid. Trade payables are presented as current liabilities unless payment is not due within 12 months after the reporting period or not paid/payable within operating cycle. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

**x. Borrowings:-**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the company does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

**xi. Equity Instruments:-**

An equity instrument is any contract that evidences a residual interest in the assets of company after deducting all of its liabilities. Equity instruments are recognised at the proceeds received, net of direct issue costs.

**xii. Derecognition of financial instrument:-**

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.



**xiii. Offsetting of financial instruments:-**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously

**xiv. Financial guarantee**

Financial guarantee contracts issued by the entities are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of IND AS 109 and the amount recognised less cumulative amortization.

**xv. Derivative Financial Instruments:-**

Derivatives are initially recognised at fair value at the date the derivative contracts are entered and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of hedging relationship and the nature of the hedged item.

**14. Provision and Contingent Liability:-**

- i. A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.
- ii. Contingent liabilities, if material, are disclosed by way of notes unless the possibility of an outflow of resources embodying the economic benefit is remote and contingent assets, if any, is disclosed in the notes to financial statements.
- iii. A provision is recognized, when company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made for the amount of obligation. The expense relating to the provision is presented in the profit and loss net of any reimbursement.

**15. Earnings Per Share**

Basic Earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**16. Revenue:-**

**Revenue Recognition:**

- i. Effective April 1, 2018, the Company has applied Ind AS 115 'Revenue from Contracts with Customers' which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. Ind AS 115 'Revenue from Contracts with Customers' replaces Ind AS 18 'Revenue'. The impact of the adoption of the standard on the financial statements of the Company is insignificant.  
Revenue from sale of goods is recognized when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations.
- ii. From Service Contracts on pro-rata basis over the period of the Contract.
- iii. From Installation and Commissioning Contracts on completion of the Product Service.
- iv. From Commission Income as per the Contract or in Receipt of Credit Note.
- v. From Interest Income on Time Proportion Basis.
- vi. From Lease Rentals on the basis of respective lease agreements.
- vii. Reimbursement of expenses from parties outside India are accounted for as and when the claim is received.



**A D S DIAGNOSTIC LIMITED**  
**CIN: L85110DL1984PLC018485**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024**

**Note 2:-Property, Plant and Equipment**

(Rs. in '000)

Particulars	Plant & Machinery*	Vehicles	Office Equipments	Furniture & Fixture	Computers	Total
<b>Gross Carrying value</b>						
As at March 31, 2022	22,971.38	1,099.58	552.82	569.08	353.04	25,543.90
Additions	-	-	198.53	34.50	-	233.43
Disposals	9,127.75	-	-	-	-	9,127.75
Acquisition through Business Combination	-	-	-	-	-	-
Amount of change due to revaluation	-	-	-	-	-	-
Other adjustments	-	-	-	-	-	-
Exchange translation adjustments	-	-	-	-	-	-
<b>As at March 31, 2023</b>	<b>13,843.63</b>	<b>1,099.58</b>	<b>751.35</b>	<b>603.58</b>	<b>353.04</b>	<b>16,649.58</b>
Additions	-	-	91.14	-	-	91.14
Disposals	-	-	-	-	-	-
Acquisition through Business Combination	-	-	-	-	-	-
Amount of change due to revaluation	-	-	-	-	-	-
Other adjustments	-	-	-	-	-	-
Exchange translation adjustments	-	-	-	-	-	-
<b>As at March 31, 2024</b>	<b>13,843.63</b>	<b>1,099.58</b>	<b>842.49</b>	<b>603.58</b>	<b>353.04</b>	<b>16,740.72</b>
<b>Accumulated Depreciation</b>						
As at March 31, 2022	11,969.45	982.00	375.40	395.90	353.04	14,074.79
Charge for the year	1,687.26	70.82	113.89	39.99	-	1,911.96
Disposals	3,075.14	-	-	-	-	3,075.14
On Business Combination	-	-	-	-	-	-
On Changes due to revaluation	-	-	-	-	-	-
Other adjustments	-	-	-	-	-	-
<b>As at March 31, 2023</b>	<b>10,581.57</b>	<b>1,052.82</b>	<b>489.29</b>	<b>435.90</b>	<b>353.04</b>	<b>12,911.61</b>
Charge for the year	1,439.69	46.76	97.95	43.11	-	1,626.92
Disposals	-	-	-	-	-	-
On Business Combination	-	-	-	-	-	-
On Changes due to revaluation	-	-	-	-	-	-
Other adjustments	-	-	-	-	-	-
<b>As at March 31, 2024</b>	<b>12,021.26</b>	<b>1,099.58</b>	<b>587.24</b>	<b>479.01</b>	<b>353.04</b>	<b>14,538.53</b>
<b>Net Block(As at March 31, 2023)</b>	<b>3,262.06</b>	<b>46.76</b>	<b>261.46</b>	<b>167.68</b>	<b>(0.00)</b>	<b>3,737.97</b>
<b>Net Block(As at March 31, 2024)</b>	<b>1,822.37</b>	<b>0.00</b>	<b>255.25</b>	<b>124.56</b>	<b>(0.00)</b>	<b>2,302.19</b>

All property plant and equipment are owned by the company, except ROU.



(Rs. in '000)

Note No	Particulars	As on 31st March 2024	As on 31st March 2023
3	<b>Investments</b>		
	Investments in Patents (at cost)	436.51	436.51
		<u>436.51</u>	<u>436.51</u>
4	<b>Other non-current Financial assets</b>		
	Other Bank Balance -		
	- Balance in Bank (for Margin Money in the form of FDR more than 12 months)	1,425.00	9,955.89
		<u>1,425.00</u>	<u>9,955.89</u>
5	<b>Deferred Tax Assets/Liability (Net)</b>		
	Deferred Tax Assets -		
	- Staff Benefits & tax losses	490.67	596.07
	- on account of WDV of assets	445.36	206.04
	- on account of Fair Valuation	30.54	-
	(A)	<u>967.08</u>	<u>804.11</u>
	Deferred Tax Liabilities -		
	- Staff Benefits & tax losses	-	-
	- on account of WDV of assets	-	-
	- on account of Fair Valuation	12.05	128.92
	(B)	<u>12.05</u>	<u>128.92</u>
	Deferred Tax Assets (Net)	<u>955.03</u>	<u>675.19</u>
	Deferred Tax Assets (Liability)	<u>(955.03)</u>	<u>(675.19)</u>
6	<b>Other non-current assets</b>		
	Prepaid Expenses	649.74	440.77
	Security Deposit		
	- With Government Department (under protest)	500.00	500.00
		<u>1,149.74</u>	<u>940.77</u>
7	<b>Inventories (at Lower of Cost and NRV)</b>		
	Stores and spares	61,570.12	51,760.78
		<u>61,570.12</u>	<u>51,760.78</u>
8	<b>Trade receivables</b>		
	Unsecured, Considered Good	51,717.70	27,458.76
		<u>51,717.70</u>	<u>27,458.76</u>

**As at 31st March, 2024**

Particulars	Outstanding for following periods					Total
	Less than 6 months	6 Months-1 year	1-2 years	2-3 years	More than 3 years	
a) Undisputed Trade receivables- Considered Good	23,779.90	24,561.66	1,286.30	4.77	2,885.07	51,717.70
b) Undisputed Trade receivables- Considered Doubtful						
c) Undisputed Trade receivables- Credit Impaired						
d) Disputed Trade receivables- Considered Good						
e) Disputed Trade receivables- Considered Doubtful						
f) Disputed Trade receivables- Credit Impaired						
	<u>23,779.90</u>	<u>24,561.66</u>	<u>1,286.30</u>	<u>4.77</u>	<u>2,885.07</u>	<u>51,717.70</u>

**As at 31st March, 2023**

Particulars	Outstanding for following periods					Total
	Less than 6 months	6 Months-1 year	1-2 years	2-3 years	More than 3 years	
a) Undisputed Trade receivables- Considered Good	24,123.42	329.17	338.68	24.60	2,642.89	27,458.76
b) Undisputed Trade receivables- Considered Doubtful						
c) Undisputed Trade receivables- Credit Impaired						
d) Disputed Trade receivables- Considered Good						
e) Disputed Trade receivables- Considered Doubtful						
f) Disputed Trade receivables- Credit Impaired						
	<u>24,123.42</u>	<u>329.17</u>	<u>338.68</u>	<u>24.60</u>	<u>2,642.89</u>	<u>27,458.76</u>



Note No	Particulars	As on 31st March 2024	As on 31st March 2023
9	<b>Cash and Cash Equivalents</b>		
	Cash and cash equivalents		
	Balance with Banks	70.79	86.72
	Cash on hand	171.79	136.76
	Deposits against Margin Money	9,391.89	461.00
		<u>9,713.87</u>	<u>1,434.88</u>
10	<b>Other Financial assets</b>		
	Interest accrued on Fixed Deposit with Banks	185.81	45.74
	Deposits		
	- Earned Money Deposit with Govt. Departments	2,136.50	1,741.70
	Surplus on provision of gratuity	1,949.58	2,376.31
		<u>4,472.08</u>	<u>4,163.74</u>
11	<b>Other current assets</b>		
	Input Sales Tax & Service Tax/GST	2,274.02	741.33
	Advance to suppliers	14,561.83	8,599.33
	Prepaid expenses	1,823.54	7,906.44
	Staff Interest & Advances	132.24	108.83
	Others - Duty Drawback including S&D	359.75	359.75
	Other advances	6,349.15	1,394.42
		<u>25,600.53</u>	<u>19,110.10</u>
14	<b>Borrowings - Non-current</b>		
	Term Loans - From Bank (secured)*	-	639.31
	Asset Backed Loans - Non reducible CO (secured)**	2,736.64	-
		<u>2,736.64</u>	<u>639.31</u>
		<u>2,736.64</u>	<u>639.31</u>
*Term loan include Guaranteed Emergency Credit Line (GEC) to be repayable in 36 monthly instalments, secured against equitable mortgage of properties owned by the directors along with their personal guarantees.			
**Asset backed loan being Non-reducible CO is secured against equitable mortgage of property owned by Dr. Versha Sehgal (Director) along with personal guarantees of Dr. Gautam Sehgal, Dr. Yuvak Sehgal and Dr. Versha Sehgal.			
15	<b>Borrowings - Current</b>		
	<u>Secured</u>		
	Working Capital Limit from Bank	4,925.67	8,459.18
	<u>Unsecured</u>		
	Demand Loans from Related Parties	13,178.61	13,893.63
	<u>Current maturities of long-term debt:</u>		
	Term Loans	-	2,401.21
		<u>18,104.28</u>	<u>24,754.00</u>
16	<b>Working Capital Loan from Bank of India</b>		
	The Working Capital Limit from Bank stated is secured by way of hypothecation of the book debts and the equitable mortgage of the immovable property belonging to One of the Directors of the Company (Dr. Versha Sehgal).		
16	<b>Trade payables</b>		
	Total outstanding dues of Micro Enterprises and Small Enterprises (Refer Note)		
	Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises	26,387.21	31,685.38
		<u>26,387.21</u>	<u>31,685.38</u>

Also Refer Note no. 31. Trade Payables include Rs 18 to related parties  
As at 31st March, 2024

Particulars	Less than 1 year	1-2 Years	3-5 Years	More than 5 Years	Total
(a) MISME	-	-	-	-	-
(b) Others	21,893.89	31.09	100.00	4,302.24	26,387.21
(c) Disputed dues- MISME	-	-	-	-	-
(d) Disputed dues- Others	-	-	-	-	-
<b>Total</b>	<b>21,893.89</b>	<b>31.09</b>	<b>100.00</b>	<b>4,302.24</b>	<b>26,387.21</b>

As at 31st March, 2023

Particulars	Less than 1 year	1-2 Years	3-5 Years	More than 5 Years	Total
(a) MISME	-	-	-	-	-
(b) Others	18,677.48	213.55	8,804.10	3,989.85	31,685.38
(c) Disputed dues- MISME	-	-	-	-	-
(d) Disputed dues- Others	-	-	-	-	-
<b>Total</b>	<b>18,677.48</b>	<b>213.55</b>	<b>8,804.10</b>	<b>3,989.85</b>	<b>31,685.38</b>



Note No	Particulars	As on 31st March 2024	As on 31st March 2023
17	<b>Other Financial Liabilities</b>		
	Other Expenses Payables	8,475.06	591.69
	Due to Staff	148.87	625.01
	Interest accrued but not due on borrowings	37.63	14.87
	Retention Money	259.45	299.14
	Interest Payable	549.86	1,122.66
		<u>9,470.87</u>	<u>2,653.37</u>
18	<b>Other Current Liabilities</b>		
	TDS / TCS Payable	706.31	398.11
	GST Payable	1.25	567.81
	EPF payable	320.00	314.86
	Advance from Customers	30,880.92	34,777.47
		<u>31,908.49</u>	<u>36,058.25</u>
19	<b>Short term Provisions</b>		
	Provision for employee benefit		
	Leave Encumbrance	77.18	48.42
	Provision for others		
	Provision for Warranty	8,245.58	-
		<u>8,322.76</u>	<u>48.42</u>



**A D S DIAGNOSTIC LIMITED**  
Notes to the financial statements for the year ended March 31, 2024

(Rs. in '000')

**Note 12:-Share Capital**

Particulars	As at 31.03.2024		As at 31.03.2023	
	No of shares	Amount	No of shares	Amount
<b>Authorised Share Capital</b>				
Equity share of Rs. 10 each	30,00,000.00	30,000.00	30,00,000.00	30,000.00
<b>Total</b>	<b>30,00,000.00</b>	<b>30,000.00</b>	<b>30,00,000.00</b>	<b>30,000.00</b>
<b>Issued</b>				
Equity Shares of Rs. 10 each	22,97,300.00	22,973.00	22,97,300.00	22,973.00
Less: Shares Forfeited	(1,04,500.00)	(1,045.00)	(1,04,500.00)	(1,045.00)
<b>Total</b>	<b>21,92,800.00</b>	<b>21,928.00</b>	<b>21,92,800.00</b>	<b>21,928.00</b>
<b>Subscribed and Paid-up Share Capital</b>				
Equity Shares of Rs. 10 each fully paid	21,92,800.00	21,928.00	21,92,800.00	21,928.00
Add: Forfeited Shares (Amount originally paid up)		522.50		522.50
<b>Total</b>	<b>21,92,800.00</b>	<b>22,450.50</b>	<b>21,92,800.00</b>	<b>22,450.50</b>
<b>(a) Reconciliation of the share capital outstanding at the beginning and at the end of the reporting period</b>				
Particulars	As at 31.03.2024		As at 31.03.2023	
	No of shares	Amount	No of shares	Amount
<b>Equity Shares</b>				
At the beginning of the year	21,92,800.00	21,928.00	21,92,800.00	21,928.00
Issued during the year	-	-	-	-
Outstanding at the end of the year	21,92,800.00	21,928.00	21,92,800.00	21,928.00

**(b) Terms/ rights attached to shares**  
**Equity Shares**

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share and dividend as proposed by the Board of directors which is subject to approval of the shareholders in the ensuing Annual General Meeting.

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

Particulars	As at 31.03.2024		As at 31.03.2023	
	No of shares	% holding	No of shares	% holding
Dr. Gautam Sehgal	1,30,800.00	5.96%	1,30,800.00	5.96%
Dr. Vivek Sehgal	2,06,250.00	9.41%	2,06,250.00	9.41%
Dr. (Mrs.) Varsha Sehgal	5,52,360.00	25.19%	5,52,360.00	25.19%

**EQUITY**

**Details of Promoters Shareholding**

S. No.	Name of Shareholder	As at March 31, 2024			As at March 31, 2023	
		No. of equity shares held	% of total shares	% Change during Year	No. of equity shares held	% of total shares
1	<b>Dr. Gautam Sehgal</b>					
	Opening Balance	1,30,800.00	5.96%		1,30,800.00	5.96%
	Acquired During the year	-	-	0.00%	-	-
2	<b>Dr. Vivek Sehgal</b>					
	Opening Balance	2,06,250.00	9.41%		2,06,250.00	9.41%
	Acquired During the year	-	-	-	-	-
3	<b>Mrs. Rashika Sehgal</b>					
	Opening Balance	20,000.00	0.91%		20,000.00	0.91%
	Acquired During the year	-	-	-	-	-
4	<b>Dr. Arjun D. Sehgal &amp; Sons</b>					
	Opening Balance	86,000.00	3.92%		86,000.00	3.92%
	Acquired During the year	-	-	-	-	-
5	<b>Dr. (Mrs.) Varsha Sehgal</b>					
	Opening Balance	5,52,360.00	25.19%		5,52,360.00	25.19%
	Acquired During the year	-	-	-	-	-
	<b>Closing Balance</b>	<b>5,52,360.00</b>	<b>25.19%</b>		<b>5,52,360.00</b>	<b>25.19%</b>



A D S DIAGNOSTIC LIMITED  
CIN: L85110DL1984PLC018486  
NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

(Rs. In '000')

Note 13:-Other Equity

Particulars	As at March 31, 2024	As at March 31, 2023
Other Equity		
i) Surplus in the statement of profit and loss	37,047.36	20,520.58
ii) Other comprehensive Income	644.17	734.98
<b>Total</b>	<b>37,691.53</b>	<b>21,255.56</b>

For movement during the year in Other equity, refer 'Statement of changes in equity'





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NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31st, 2024

(Rs. In '000')

Note No	Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
20	<b>Revenue From Operations</b>		
	Sale of Trading Goods	188,345.03	91,301.81
	Income from Servicing and Installation	39,823.96	34,949.15
	Lease Rental Income	927.00	1,302.00
	Distribution Commission Income	10,523.62	5,395.41
		<u>239,619.61</u>	<u>132,948.37</u>
21	<b>Other Income</b>		
	Interest from Banks	731.06	629.36
	Miscellaneous Income	80.30	3,730.50
	Profit on sale of assets	-	347.39
	Interest Income on Financial assets	-	36.41
	Foreign Currency Rate Difference	159.71	-
	Reversal of Provision for Gratuity	-	395.82
		<u>971.07</u>	<u>5,139.49</u>
22	<b>Cost of material Consumed</b>		
	<u>Trading and Others</u>		
	Opening Stock	51,760.78	54,098.99
Add:	Purchases	120,855.71	62,350.04
Add:	Project Development Expenditure	9,653.72	2,678.29
Less:	Closing Stock	61,570.13	51,760.78
		<u>120,700.08</u>	<u>67,366.54</u>
23	<b>Employee Benefit Expense</b>		
	Salaries, wages, Bonus & Other Benefits	22,339.70	21,133.75
	Staff Welfare	191.51	57.10
	Contribution to provident and other funds	2,835.34	1,988.35
		<u>25,366.54</u>	<u>23,179.21</u>
24	<b>Finance Cost</b>		
	Interest Expense on borrowings	4,085.60	3,244.07
	Other Financing Charges	498.66	613.36
	Others -		
	Bank Charges	1,123.73	533.99
		<u>5,708.00</u>	<u>4,391.43</u>
25	<b>Depreciation and Amortization expense</b>		
	Depreciation on tangible assets	1,626.92	1,911.96
		<u>1,626.92</u>	<u>1,911.96</u>



**A D S DIAGNOSTIC LIMITED**  
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NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31st, 2024

(Rs. In '000')

Note No	Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
26	<b>Other expenses</b>		
	Business Promotion Expenses	560.98	597.53
	Legal, Professional & Consultancy	3,872.10	1,926.16
	Travelling & Conveyance Expenses	10,169.37	7,542.24
	Postage & Telephone Expenses	438.16	269.61
	Rent	1,386.98	1,074.48
	Bad Debt & Short / Excess Written Off	1,287.09	-
	Commission and Brokerage	6,971.43	475.00
	Rates & Taxes	356.66	309.35
	Electricity, Water, Power & Fuel Expenses	251.81	269.27
	Directors Sitting Fee	74.50	57.00
	Printing & Stationery	204.76	198.92
	Freight Charges	3,331.51	1,253.39
	Insurance	499.44	536.93
	Warranty and Maintenance Expenses	29,182.09	10,205.44
	Repair & Maintenance (others)	304.34	420.44
	Miscellaneous Expenses	2,893.27	1,202.92
	Office Running & Maintenance	184.79	123.99
	Exchange rate differences	-	785.70
	<b>Payment To Auditors</b>		
	- Audit Fee	135.00	135.00
	- Tax Audit Fee	45.00	45.00
	- Certification Fee	45.00	45.00
		<b>62,194.27</b>	<b>27,473.37</b>



**A D DIAGNOSTIC LIMITED**  
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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31st, 2024**

(Rs. in '000)

27 During the year ended on 31st March 2023, the Company have taken victim to an act of phishing due to remittance aggregating a sum of Rs. 49,61,023 (equivalent USD 113,241.24) to its vendor B7S Holistic Inc., USA and M/S Fair Medical Company Limited, Japan, that were made on the instructions through their promisor but fake Email Accounts. The new Bank accounts were in company in the name of these vendors with the same address but with a fake account number. The Company has reported the same incident with the AD Bank along with Cyber Crime Cell but unfortunately, no recovery was made out of it. None of the employees or officers were involved in the incident.

28 The provisions of Indian Accounting Standard (Ind-AS) - 186 on "Segment Reporting" are not applicable to the Company due to non - applicability of any reportable segment.

29	Particulars	As at	As at
		31st March 2024	31st March 2023
	<b>ii Contingent Liabilities &amp; Pending Litigations</b>		
	(to the extent not provided for)		
	a) Custom authorities demand in respect of which the Company is in appeal amount deposited under protest - Rs. 5 Lakhs	4,000.00	4,000.00
	b) Directorate of Revenue show cause notice received by the Company	5,261.51	5,261.51
	c) Income Tax demand in respect of which the Income Tax Department is in appeal	2,768.04	1,875.29
	d) TDS Demands for various financial years	54.74	45.56
	e) Bank Guarantees		
	ii) Performance Sureties given by the Bank on behalf of the Company to Third Parties	41,035.53	36,474.65
	iii) Margin Money against the above	10,816.89	10,476.89
	iii) Proposed Dividends		
	iv) Proposed Dividend on 2 WBSL equity shares at Rs. 1.20 per equity share (P.V. B.W) per equity share	2,611.54	1,905.53

30 Commitments:	Particulars	As at	As at
		31st March 2024	31st March 2023
	Agreed amount of contracts, remaining to be executed on Capital Accounts	Nil	Nil

31 Earnings Per Share is computed in accordance with IND AS - 33.	Particulars	As at	As at
		31st March 2024	31st March 2023
	Net Profit/(Loss) for Basic Earnings Per Share as per Profit & Loss Account	18,500.30	4,055.83
	No. of Equity Shares	2,191,800	2,190,800
	Basic Earnings Per Share (in Rupees)	8.44	1.85
	Face Value Per Share (in Rupees)	10.00	10.00

32 **Provision Fund - Defined contribution Plan**

a) The employees are entitled to Provident Fund Benefit as per law. The amount debited in the financial statements on account of employees contributions & related expense is Rs. 17,34,622/- during the year (Previous Year Rs. 17,87,102/-).  
During the year, the Company has recognized the Employer's Contribution to the Employees' Provident Fund amounting to Rs. 2,07,349.7/- (Previous Year Rs. 2,31,256).

b) The Liability for Gratuity is provided on the basis of actuarial valuation made at the end of each financial year. The actuarial valuation is made on Projected Unit Credit method as per IND AS-19. ADI Diagnostic Ltd has constituted a gratuity fund trust with LIC of India for the benefit of employees.

c) Provisions for Gratuity has been made as per actuarial valuation as below-

Particulars	As at	As at
	31st March 2024	31st March 2023
<b>i. Expenses recognized in the Income Statements for the year ended 31st March 2024.</b>		
1. Current Service Cost	486.21	489.52
2. Interest Cost	428.54	401.93
3. Employee Contribution	-	-
4. Benefits Paid	(157.11)	-
5. Net actuarial gain/loss recognized in the period	35.48	(434.15)
6. Past Service Cost	-	-
7. Settlement Cost	-	-
<b>Total Expenses</b>	<b>788.66</b>	<b>437.10</b>

Particulars	As at	As at
	31st March 2024	31st March 2023
<b>ii. Expenses recognized in other comprehensive income for the year ended 31st March 2024.</b>		
1. Net actuarial gain/loss recognized as actuarial gain / loss opening	-	-
2. Actuarial (gain) / loss for the year on PBO	50.46	(434.15)
3. Actuarial (gain) / loss for the year on Asset	-	-
4. Changes in asset ceiling	35.94	(77.00)
5. Unrecognized actuarial (gain) / loss at the end of the year	114.34	(511.23)

Particulars	As at	As at
	31st March 2024	31st March 2023
<b>iii. Net Asset/(Liability) recognized in the Balance Sheet as at 31st March 2024.</b>		
1. Present Value of Defined Benefit Obligation	6,554.71	5,846.65
2. Fair Value of Plan Assets	(8,504.29)	(7,713.74)
3. Unfunded Status (Surplus/ Deficit)	-	-
<b>4. Net Asset/(Liability) as at 31st March, 2024.</b>	<b>(1,949.58)</b>	<b>(1,866.09)</b>

Particulars	As at	As at
	31st March 2024	31st March 2023
<b>iv. Change in Obligation during the year ended 31st March, 2024.</b>		
1. Present value of Defined Benefit Obligation at the beginning of the year	5,846.65	5,409.55
2. Current Service Cost	486.21	489.52
3. Interest Cost	428.54	401.93
4. Settlement Cost	-	-
5. Past Service Cost	-	-
6. Employee Contributions	-	-
7. Actuarial (Gain)/Loss arising from	35.48	(434.15)
Change in demographic assumptions	-	-
Change in financial assumptions	-	-
Experience adjustment	-	-
8. Benefit Paid	(157.11)	-
<b>9. Present Value of Defined Benefit Obligation at the end of the year.</b>	<b>6,554.71</b>	<b>5,846.65</b>



**A B S DIAGNOSTIC LIMITED**  
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(Rs. in '000)

v. Change in Assets during the Year ended 31st March, 2024		
1. Net Assets at the beginning of the year		7,710.74
2. Assets acquired on amalgamation in previous year		6,131.47
3. Charges		-
4. Actual return on Fixed assets	765.20	415.37
5. Contribution by Employees	156.41	1,045.84
6. Actual contribution	(79.96)	77.36
7. Benefit Paid	(257.11)	-
8. Net Assets at the end of the year		8,508.24

vi. Assets/Liabilities:				
	As on	31.03.2024	31.03.2023	31.03.2022
A	PRODC	6,514.71	5,866.63	5,493.41
B	Net Assets	8,508.24	7,710.74	6,873.86
C	Net Assets/ Liabilities	(1,930.58)	(1,384.09)	(579.43)

vii. Experience on substantial Gain / (Loss) for PRO and Plan Assets:				
	As on	31.03.24	31.03.23	31.03.22
A	On Plan PRO	50.40	(434.35)	(78.46)
B	On Plan Assets	70.96	77.87	38.37

viii. Actuarial Assumptions				
(i)	Discount Rate	7.33		
(ii)	Mortality Table	ILM (2012-14)		
(iii)	Turnover Rate	Up to 30 years - 40 31 to 45 years - 35 Above 45 years - 15		

33 Disclosure as required under notification No. G.S.R. (I) dated 4th September, 2015 read with notification dated 22nd January 2019 issued by the Ministry of Corporate Affairs (As certified by the Management)

Particulars				31st March 2024	31st March 2023
a)	The principal amount and interest due (interest 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 accounts, of the Micro, Small and Medium Enterprises 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 but beyond the appointed day during the 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 Enterprises Development Act, 2006		Nil	Nil	

34 LEASES:

a) Operating lease taken:

Operating lease obligations: The company has taken Godwans on operating lease basis. The lease rentals are payable by the company on a monthly basis. Future minimum lease rentals payable as at 31st March, 2024 as per the lease agreements are as under:

Particulars			31st March 2024	31st March 2023
i	Not later than one year		566.84	313.68
ii	Later than one year but not later than five years		407.83	716.84
iii	More than five years		-	-

Lease payments recognized in the statement of profit and loss are Rs. 14,34,180/- (less amount recovered Rs.67,280/-) (Previous year Rs. 11,41,680/- (less amount recovered Rs.67,280/-))

b) Operating lease given:

i) Details of assets given on operating lease: The company has given Plant & Machinery (Medical Equipments) on operating lease basis.

Particulars			31st March 2024	31st March 2023
i)	Gross Block		5,889.49	5,848.48
ii)	Accumulated depreciation		4,762.01	4,079.98
iii)	Net Block		1,127.48	1,768.50

ii) Future minimum lease rentals receivable as at 31st March, 2024 as per the lease agreements are as under:

Particulars			31st March 2024	31st March 2023
i)	Not later than one year		918.00	645.00
ii)	Later than one year but not later than five years		-	1,000.00
iii)	More than five years		-	-

Lease income recognized in the statement of profit and loss is Rs. 9,37,600/- (previous year Rs. 11,05,000/-)

ii) Finance lease:

The company has acquired plant and machinery and vehicles under finance lease with the respective underlying assets as security/ Minimum lease payments (MLP) outstanding as at 31st March 2024 is Nil (Previous year Rs. Nil)



(Rs. In '000)

35 Earnings & Expenditure in Foreign exchange/foreign currency & CIF value of imports

a. Earnings in Foreign exchange:			
Particulars	Year ended as on	Year ended as on	
	31.03.2024	31.03.2023	
Commission Income	5,940.41	5,295.41	
<b>b. Expenditure in Foreign Currency:</b>			
Particulars	Year ended as on	Year ended as on	
	31.03.2024	31.03.2023	
Foreign Travel	392.98	378.44	
Total	292.98	378.44	
<b>c. CIF Value of Imports:</b>			
Particulars	Year ended as on	Year ended as on	
	31.03.2024	31.03.2023	
Trading Goods	85,534.79	57,568.56	
Total	85,534.79	57,568.56	

36 Related Party Disclosures, as required in accordance with Ind AS-24 are given below:

A. Key Managerial Personnel:	
Directors & Others	
1	Dr. Gautam Sehgal, Managing Director
2	Dr. (Mrs.) Vensha Sehgal, Director
3	Dr. Vivek Sehgal, Director
4	Mrs. Radhika Sehgal, Director
5	Narayan Lal Goyal, CFO & Company Secretary
(Dr. Gautam Sehgal, Managing Director, is related to Dr. (Mrs.) Vensha Sehgal, Director, Dr. Vivek Sehgal, Director and Mrs. Radhika Sehgal, Director)	
B. Enterprises Over which Key Managerial Personnel are able to Exercise Significant Influence	
1	Ved Med Software & Trading Private Limited
2	Celleris Medical Private Limited
3	Dr. A. D. Sehgal & Sons (Pvt)

Transactions carried out with related parties referred to above:

Particulars	Relation	Current Year	Previous year
<b>A. INCOME</b>			
<b>B. EXPENSES</b>			
Common Sharing expenses			
- Ved Med Software & Trading Private Limited	01	194.28	173.73
Interest Paid			
- Dr. Gautam Sehgal	A1	1,054.33	1,086.53
- Dr. (Mrs) Vensha Sehgal	A2	207.11	398.07
Managerial Remuneration			
- Dr. Gautam Sehgal	A1	6,798.10	6,485.25
- Narayan Lal Goyal	A5	2,830.85	2,645.48
Director Sitting fee			
- Vensha Sehgal	A3	16.10	12.00
- Radhika Sehgal	A3	6.00	12.00
- Vivek Sehgal	A4	6.00	-
Rent Expense			
- Dr. Gautam Sehgal	A1	313.68	313.68
<b>C. LOANS</b>			
Loan Received			
- Dr. Gautam Sehgal	A1	12,650.00	6,710.00
- Dr. (Mrs) Vensha Sehgal	A2	-	2,392.13
Loan Repaid			
- Dr. Gautam Sehgal	A1	11,154.87	15,894.25
- Dr. (Mrs) Vensha Sehgal	A2	1,287.18	1,060.99
<b>D. PAYABLES</b>			
Interest Payable on Loans			
- Dr. Gautam Sehgal	A1	470.45	977.89
- Dr. (Mrs) Vensha Sehgal	A2	75.43	149.77
Remuneration Payable			
- Dr. Gautam Sehgal	A1	344.17	344.17
- Narayan Lal Goyal	A5	106.28	9.35
Director Sitting Fee Payable			
- Dr. (Mrs) Vensha Sehgal	A3	0	2.70
- Radhika Sehgal	A3	0	2.70
- Vivek Sehgal	A4	0	0.00
Rent Payable			
- Dr. Gautam Sehgal	A1	42.67	42.67
Unsecured Loans			
- Dr. Gautam Sehgal	A1	11,187.69	30,812.50
- Dr. (Mrs) Vensha Sehgal	A2	1,639.78	2,917.26
- Ved Med Software & Trading Private Limited	B1	440.18	363.16

37 Capital Management

- 37(1) L. The Company manages its capital to ensure that the company will be able to continue as going concerns while maximizing the return to stakeholders through the optimization of the debt and equity balance.
- ii. The capital structure of the Company consists of net debt (borrowings as detailed in notes 15, (current maturity of long term borrowings offset by cash and bank balances) and total equity of the company.
- iii. The Company's risk management committee reviews the capital structure of the Company at regular interval.
- Georing ratio-



**A D SUDANOSTIC LIMITED**  
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(Rs. in '000)

The gearing ratio at end of the reporting period was as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Debt	26,648.91	25,392.31
Cash and bank balances	5,713.87	1,434.48
Net debt	11,127.04	23,957.83
Total equity	66,142.03	43,796.06
Net debt to equity ratio	0.19	0.55

37(2) There is no Land owned by the company, therefore the same is not applicable

37(3) Loans and advances- to directors, KMP etc  
 The company has not given any loans and advances to directors, KMP etc.

37(4) Details of Benami Property held:  
 The company does not hold any benami property.

37(5) Willful Defaulter:  
 The company has not been termed as willful defaulter.

37(6) Relationship with Discontinued Companies:  
 The company has not dealt with any stock off company.

37(7) Borrowings and registration of charges or satisfaction with Register of Companies:  
 The company had availed following facilities and respective charges have been created against the facilities availed:  
 i) Loan of Rs. 1,15,00,000/- from WCDL- Outstanding of principal amount as on 31.03.2024 is Rs 43,88,324/-  
 Charges created against Equitable Mortgage of Joint property 8-32, Kalash Colony New Delhi -110048 of Directors i.e. Mr. Vivek Sehgal and Mr Gaurav Sehgal.

ii) Loan (Overdraft Facility) of Rs. 2,50,00,000/- from Bank of India- Outstanding of principal amount as on 31.03.2024 is Rs 36,431/-.

Charges created against Equitable Mortgage of property Flat no 1011 10th Floor, Block A5, Sector 30 G K1, Village- Gokhars, Gurugram, of Director i.e. Mr Venka Sehgal.

iii) Loan (Cash Credit) of Rs. 1,45,00,000/- from Bank of India- Outstanding of principal amount as on 31.03.2024 is Rs 3,34,472/-.

Charges created against Equitable Mortgage of Joint property 8-32, Kalash Colony New Delhi 110048 of Directors i.e. Mr Vivek Sehgal and Mr Gaurav Sehgal

iv) Bank Guarantees of Rs. 10,00,00,000/-

Charges created against Equitable Mortgage of Joint property 8-32, Kalash Colony New Delhi 110048 of Directors i.e. Mr Vivek Sehgal and Mr Gaurav Sehgal

37(8) Compliance with number of layers of companies:  
 The company does not have subsidiary, therefore compliance with layers of companies is not applicable.

37(9) The company has not advanced/loaned/extended borrowed funds to any other person/entity/ies.

37(10) Share premium, compliance with scheme of merger is not applicable to company.

37(11) Corporate Social Responsibility (CSR)  
 Corporate Social Responsibility (CSR) is not applicable to the company.

37(12) Details of Crypto Currency or Virtual Currency:  
 The company has not dealt with crypto/virtual currency.

**38 Categories of Financial Instruments and its fair value measurement**

Financial assets	As at March 31, 2024	As at March 31, 2023
Measured at amortised cost		
(i) Trade receivables	51,717.20	37,498.38
(ii) Cash and Bank balances	5,713.87	1,434.48
(iii) Other financial assets	3,897.08	14,179.64
Measured at Cost		
(i) Investments	436.51	436.51
<b>Total</b>	<b>67,765.67</b>	<b>42,449.39</b>
Financial liabilities	As at March 31, 2024	As at March 31, 2023
Measured at amortised cost		
(i) Borrowings	23,890.91	25,392.31
(ii) Other financial liabilities	9,470.86	2,636.37
(iii) Trade and other payables	28,387.21	31,685.38
<b>Total</b>	<b>66,648.98</b>	<b>59,714.06</b>

The fair values of trade receivables, bank balances, trade payables and borrowings are assumed to approximate their carrying amounts due to current nature of these assets and liabilities.

**39 Security of Current Assets Against Borrowings**

Reconciliation between Current Assets as per Quarterly statement filed with Bank and Current Asset as per Books of Account

Particulars	Jun, 2023	Sept, 2023	Dec, 2023	Mar, 2024
Current Assets as per Quarterly statement filed with Bank	71,009	66,227	115,737	83,906
Add/ (less):				
Valuation Difference	2,732	(2,781)	1,909	1,995
<b>Current Assets as per Books of Account</b>	<b>73,741</b>	<b>63,446</b>	<b>117,646</b>	<b>85,901</b>

**40 Financial risk management**

The company's activities expose it to variety of financial risks: market risk, credit risk and liquidity risk. The company's focus is to see the sustainability of financial markets and seek to minimize potential adverse effect on its financial performance.

The Corporate Treasury function reports at regular interval to the company's risk management group that monitors risks and policies implemented to mitigate risk exposures.

**Market Risk**

The company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates.



**A D S DIAGNOSTIC LIMITED**  
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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31st, 2024**

(Rs. in '000)

**a) Foreign currency risk management**

The company does not have any material foreign currency exposure.

**b) Interest rate risk management**

The company is exposed to interest rate risk because company borrows funds at both fixed and floating interest rates. The risk is managed by the company by maintaining an appropriate mix between fixed and floating rate borrowings.

The company's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

Particular	For the year ended on 31st March 2024		For the year ended on 31st March 2023	
	30 bp increase	50 bp decrease	50 bp increase	50 bp decrease
On account of Variable Rate on Loans and advances given	-	-	-	-
On account of Variable Rate on borrowings	(222.46)	222.46	(126.97)	126.97
<b>Net impact on profit/Loss Account</b>	<b>(222.46)</b>	<b>222.46</b>	<b>(126.97)</b>	<b>126.97</b>

**c) Credit risk management**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The company has adopted a policy of only dealing with creditworthy customers and securing sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The company only transacts with entities that are rated the equivalent of investment grade and above. This information is supplied by independent rating agencies where available and, if not available, the company uses other publicly available financial information and its own trading records to rate its major customers. The company's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties. Credit exposure is controlled by counterparty limits that are reviewed and approved by the risk management committee annually.

**d) Liquidity risk management**

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the company's short-term, medium-term and long-term funding and liquidity management requirements. The company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

**Liquidity and interest rate tables**

The following table details the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the company can be required to pay.

Particulars	Within 1 year	1-5 years	5+ years	Total	Carrying amount
<b>As at March 31, 2024</b>					
Borrowings (including Current Maturity of Long term debt)	20,842.91	-	-	20,842.91	20,842.91
Trade payables and other payables	26,387.21	-	-	26,387.21	26,387.21
Other financial liabilities	9,470.66	-	-	9,470.66	9,470.66
<b>Total</b>	<b>56,699.99</b>	<b>-</b>	<b>-</b>	<b>56,699.99</b>	<b>56,699.99</b>



		2023-24	2022-23
<b>1 Current Ratio</b>			
Numerator	Current Assets	153,074.33	103,927.89
Denominator	Current Liabilities	96,366.13	75,330.82
Ratio		1.59	1.38
%Change		15.14%	
<b>Reason for change: Due to increase in shareholders fund.</b>			
<b>2 Debt Equity Ratio</b>			
Numerator	Long Term Borrowings + Short Term Borrowings	20,840.91	25,393.31
Denominator	Shareholders Funds	40,142.03	47,704.06
Ratio		0.35	0.54
%Change		-40.36%	
<b>Reason for change: Due to increase in repayments of loan compared to last financial year.</b>			
<b>3 Debt Service Coverage Ratio</b>			
Numerator	EBITDA	30,707.39	18,921.38
Denominator	Principal repayments of Long term borrowings & interest	45,817.74	19,808.00
Ratio		0.47	1.20
%Change		-61.02%	
<b>Reason for change: Due to increase in repayments of loan compared to last financial year.</b>			
<b>4 Return on Equity/Investment Ratio</b>			
Numerator	Net Profit after Taxes - Exceptional Items	18,500.30	4,059.82
Denominator	Average Total Equity	31,924.04	47,349.47
Ratio		0.28	0.19
%Change		271.66%	
<b>Reason for change: Due to increase in net profit after taxes as compared to last financial year.</b>			
<b>5 Inventory Turnover Ratio</b>			
Numerator	Revenue from operations	239,619.61	132,948.37
Denominator	Average Inventory	36,665.46	32,935.89
Ratio		4.23	3.91
%Change		68.35%	
<b>Reason for change: Due to increase in revenue from operations of the company as compared to last financial year.</b>			
<b>6 Trade Receivables Turnover Ratio</b>			
Numerator	Revenue from operations	239,619.61	132,948.37
Denominator	Average Trade Receivable	39,588.23	30,894.24
Ratio		6.05	4.31
%Change		40.47%	
<b>Reason for change: Due to increase in revenue from operations of the company as compared to last financial year.</b>			
<b>7 Trade Payables Turnover Ratio</b>			
Numerator	Total Purchases	120,655.71	47,350.04
Denominator	Average Trade Payables	29,036.30	26,508.97
Ratio		4.16	3.24
%Change		77.80%	
<b>Reason for change: Due to increase in total purchases during the year.</b>			
<b>8 Net Capital Turnover Ratio</b>			
Numerator	Revenue from Operations	239,619.61	132,948.37
Denominator	Working Capital (Current Assets - Current Liabilities)	56,710.20	28,597.04
Ratio		4.23	4.65
%Change		-9.11%	
<b>Reason for change: Increase in net profit after tax and exceptional items, comparatively higher than increase in revenue from operation.</b>			
<b>9 Net Profit Ratio</b>			
Numerator	Net profit after tax and Exceptional Items	18,500.30	4,059.82
Denominator	Revenue from operations	239,619.61	132,948.37
Ratio		0.08	0.03
%Change		152.82%	
<b>Reason for change: Increase in net profit after tax and exceptional items, comparatively higher than increase in revenue from operation.</b>			
<b>10 Return on Capital Employed</b>			
Numerator	Profit Before Interest, Tax & Exceptional Items	29,088.47	17,006.42
Denominator	Capital Employed	80,982.94	69,096.37
Ratio		0.36	0.25
%Change		41.85%	
<b>Reason for change: Increase in net profit after tax and exceptional items, comparatively higher than increase in capital employed.</b>			
<b>11 Return on Investment</b>			
Numerator	Interest Income on fixed deposits + Profit on sale of investments + Income of investments - Impairment on value of investment	721.06	626.38
Denominator	Current Investments + Non-current Investments + Fixed deposits with banks	11,439.21	10,896.14
Ratio		6.29%	5.77%
%Change		10.88%	





**A D SUGANESTIC LIMITED**  
CIN: L85100L1984PLC018486  
NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31st, 2024

(Rs. in 000)

Particulars	Within 1 year	1-5 years	5+ years	Total	Carrying amount
As at March 31, 2023					
Reserves (including Current Reserves of long term nature)	24,754.00	674.31	-	25,428.31	25,428.31
Trade payables and other payables	31,665.38	-	-	31,665.38	31,665.38
Other financial liabilities	2,608.37	-	-	2,608.37	2,608.37
<b>Total</b>	<b>59,027.75</b>	<b>674.31</b>	<b>-</b>	<b>59,702.06</b>	<b>59,702.06</b>

42 Details of movement of deferred tax assets/liabilities and charge in Statement of profit & loss Year ended 31.03.2024

Particulars	Opening balance	Recognised in Profit or loss	Recognised in other comprehensive income	Closing balance
<b>Deferred tax (assets)/liabilities in relation to:</b>				
Provision for employee benefits	598.07	1707.40	-	493.67
On account of Fair Valuation	-	-	30.54	30.54
Due to depreciation	306.04	279.87	-	405.66
<b>Total of Deferred Tax Assets</b>	<b>904.11</b>	<b>1987.27</b>	<b>30.54</b>	<b>967.08</b>
<b>Deferred tax liabilities on account of:</b>				
Due to depreciation	-	-	-	-
On account of Fair Valuation	128.92	116.87	-	11.09
<b>Total of Deferred Tax Liabilities</b>	<b>128.92</b>	<b>116.87</b>	<b>-</b>	<b>12.09</b>
<b>Deferred Tax Asset (Net)</b>	<b>675.19</b>	<b>1870.40</b>	<b>30.54</b>	<b>955.03</b>

Figures for previous year ended 31.03.2023

Particulars	Opening balance	Recognised in Profit or loss	Recognised in other comprehensive income	Closing balance
<b>Deferred tax (assets)/liabilities in relation to:</b>				
Provision for employee benefits	199.75	398.32	-	308.07
On account of Fair Valuation	-	-	-	-
Due to depreciation	6.02	596.92	-	304.04
<b>Total of Deferred Tax Assets</b>	<b>205.77</b>	<b>995.24</b>	<b>-</b>	<b>612.11</b>
<b>Deferred tax liabilities on account of:</b>				
Due to depreciation	-	-	-	-
On account of Fair Valuation	12.05	112.05	118.92	118.92
<b>Total of Deferred Tax Liabilities</b>	<b>12.05</b>	<b>112.05</b>	<b>118.92</b>	<b>118.92</b>
<b>Deferred Tax Asset (Net)</b>	<b>193.72</b>	<b>883.19</b>	<b>(118.92)</b>	<b>493.19</b>

- 43 There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.  
 44 Balance shown under head Sundry Debtors, Creditors and Advances are subject to confirmation.  
 45 The Company does not have any long term contracts including derivative contracts for which there are any material foreseeable losses as at March 31, 2024.  
 46 All the figures have been rounded off to the nearest thousand rupee.  
 47 Previous year figures have been reworked/regrouped/rearranged wherever necessary to conform to those of current year.

Significant Accounting Policies  
The accompanying notes form an integral part of the financial statements.

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As per our Report of even date attached

FOR V. N. PUNJBT & CO.  
Chartered Accountants  
Firm Regn. No. 1049402  
C. P. Punjbt  
Partner  
New Delhi Regn. No. 114133  
UDIN: 2401423856AUC04262



Place: New Delhi  
Date: 30/05/2024

Digitally signed  
by GAUTAM  
SEHGAL  
DN: cn=GAUTAM SEHGAL, o=AD SUGANESTIC LIMITED, email=gautam.sehgal@adsuganestic.com, c=IN

Dr. Gautam Sehgal  
Managing Director  
CIN: 8003402  
8-29, Kirti Colony  
New Delhi 110048

for and on behalf of the Board of Directors of  
A D S Suganestic Limited

Veetsha Sehgal  
Dr. (Mrs.) Veetsha Sehgal  
Director  
CIN: 8003402

M.L. Goyal  
8-29, Kirti Colony  
New Delhi 110048

M.L. Goyal  
Chief Financial Officer & Company Secretary

# NOTICE

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NOTICE IS HEREBY GIVEN that the 39<sup>th</sup> Annual General Meeting of the Members of ADSDiagnostic Limited will be held on **Saturday, the 28<sup>th</sup> September, 2024, at 11:30 A.M.** Through Video Conferencing ('VC')/ other Audio Visual means ('OAVM') facility to transact the following business:

## **ORDINARY BUSINESS**

- 1 To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31, March, 2024, together with the Reports of the Board of Directors and the Auditors thereon.
- 2 To appoint a Director in place of Mrs. Versha Sehgal (DIN 00034303), who retires by rotation and, being eligible, offers Himself for re-appointment.
- 3 To declare Dividend on equity shares for the financial year 2023-24.
- 4 To consider and if thought fit to pass with or with or without modification(s) the following resolution as an Ordinary Resolution:  
**"RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the company hereby ratifies the appointment of M/s. V. N. Purohit & Co., Chartered Accountants (Registration No. 304040E), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Next AGM of the Company to be held in the year 2025.

## **SPECIAL BUSINESS**

1. Appointment of Mr. Uday J S Walia (DIN: 02393545) as an Independent Director  
To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:  
**"RESOLVED THAT** pursuant to the provisions of 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.

New Delhi, 30/05/2024

By order of the Board of Directors

S/D-

**N.L. Gayari**  
**CFO & Company Secretary**  
**MembershipNo-F02956**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1: Appointment of Mr. Uday J S Walia (DIN: 02393545) as an Independent Director.**

Pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association, Uday J S Walia (DIN: 02393545) was appointed as an Additional Independent Director of the Company by the Board of Directors vide Circular Resolution dated November 14, 2023. The Company has received a notice in writing under Section 160 of the Act from a member of the Company proposing his candidature for the office of a Director.

**The brief profile and Terms of appointment of Mr. Uday J S Walia is given below:**

<b>Particulars</b>	<b>Mr. Uday J S Walia</b>
Director Identification Number (DIN)	02393545
Date of Birth / Age	18/12/1973 (61 Years)
Address	S/o Ashok J S Walia, House No.- A-6 Near Ashram Maharani Bagh, Srinivaspuri, South Delhi, Delhi-110065
Date of first appointment on the Board	30.05.2024
Educational Qualification Professional Qualification	B.Sc. (Honours) Chemistry, Delhi University BA Law, Exhibitioner, University of Cambridge Master of Laws, Exhibitioner, University of Cambridge Solicitor, England and Wales Admitted to the Bar Council of Delhi
Experience (including expertise in specific functional areas) / Brief Resume	He is having rich experience in the field of Corporate, Share Market, Finance
Directorships held in other companies	Antos Resources Private Limited O Keeffes Communications Private Limited Coaltrans Conferences Private Limited
Memberships/ Chairmanships of committees across companies	Nil
Relationship with other Directors/Key Managerial Personnel	No Relation
No. of shares held in the Company either by self or on a beneficial basis for any other person	Nil
Terms and Conditions of Appointment	Mr. Uday J S Walia is appointed for a consecutive period of 3 years. He will attend the meetings of the Board and its Committees. He will receive Sitting fees for attending of meetings of the Board and its Committees.
Expectation of the Board from the appointed directors	As a Non- Executive Independent Director you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as enduring high standard of corporate governance.

### **NOTES-**

- As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the
- Members are not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.adstdiagnosticlimited.net](http://www.adstdiagnosticlimited.net). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. [www.evotingindia.com](http://www.evotingindia.com)).
- The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No.20/2020 dated May 05, 2020.
- Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 20/09/2024 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Company/Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting at the AGM.
- The facility for e-voting will be available at the AGM venue for those Members who do not cast their votes by remote e-voting prior to the AGM. Members, who cast their votes by remote e-voting prior to the AGM, may attend the meeting but will not be entitled to cast their votes once again.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the registered office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
- Members, who wish to obtain information on the Company or view the Financial Statements, may visit the Company's corporate website or send their queries at least 10 days before the AGM to the Company Secretary at the Registered Office of the Company.
- Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. From the Company electronically.
- The Register of Members and Share Transfer Books of the Company shall remain closed from 22-09-2024 to 28-09-2024 (both days inclusive)
- Memorandum and Articles of Association of the Company and other document if any are available for inspection at corporate office of the company between 10:30 A.M. and 12:30 P.M. on all working days except Sunday and Holidays.
- Members are required to bring their admission slips to the AGM. Duplicate admission slips and / or copies of the Report and Accounts will not be provided at the AGM venue.

New Delhi, 30/05/2024

By order of the Board of Directors

S/D-

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

**Details of Directors seeking appointment/ re-appointment at the AGM [Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards - 2 on General Meetings]**

Name of Director	Dr. (Mrs.) Versha Sehgal
Director Identification Number (DIN)	00034303
Date of Birth	05/12/1935
Date of first appointment	23/06/1984
Qualification	M.B.B.S
Details of remuneration last drawn (20 20-2021)	NIL
No. of Board Meetings attended during the year	4

**VOTING INSTRUCTIONS:-**

Voting through electronic means:

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

**The instructions for shareholders voting electronically are as under:**

2. The voting period begins on 25/09/2024 (09:00 a.m. IST) and ends on 27/09/2024 (05:00 p.m. IST.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21/09/2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
3. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
4. Click on Shareholders.
5. Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
8. 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"> <li>•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.</li> <li>• 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat Account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction

9. After entering these details appropriately, click on "SUBMIT" tab.
10. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for 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.
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN for the relevant ADS Diagnostic Limited on which you choose to vote.
13. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
15. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
18. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
19. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
20. Notes for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [tohelpdesk.evoting@cdslindia.com](mailto:tohelpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
21. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. The Skyline Financial Services Private Limited, Registrar and Share Transfer Agent, of the Company will be providing VC/OAVM Services.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

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

### **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [adsmedical@rediffmail.com](mailto:adsmedical@rediffmail.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738 ) or Mr.Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

## DIRECTOR'S REPORT

### DEAR MEMBERS,

Your Directors are pleased to present the Thirty-Eight Annual Report on the business and operations of the Company together with the Audited Financial Statements for the year ended March 31, 2024.

### FINANCIAL HIGHLIGHTS

(In Thousands)

PARTICULARS	2023-24 (INR '000')	2022-23 (INR '000')
Operating Income	240,590	138,088
Profit before Interest & Depreciation	30,707	18,921
Less: a) Interest	4,086	3,245
b) Depreciation	1,627	1,912
Profit before Exceptional and Extraordinary item and Tax	<b>24,994</b>	<b>13,765</b>
Exceptional Item	-	8,901
Net Profit/ (Loss) before Taxation	24,994	4,864
Provision for Income Tax	6,572	1,218
Add: Short Provision for Income Tax for Previous years		
Less:- Provision for Deferred Tax	(132)	(781)
Net Profit/ (Loss) after Taxation	<b>18,500</b>	<b>4,060</b>
Add: Other Comprehensive Income	(91)	383
Total Comprehensive income attributable to equity holders	18,409	4,443
Less: Balance of Profit/Loss Brought forward from previous years	21,255	18,541
Add: MAT Credit	0	0
Less: Dividend paid for Previous Year	1,973	1730
Balance carried to Balance Sheet	<b>37,691</b>	<b>21,255</b>

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

The operational income of the Company has increased from Rs.1,381 Lakhs to Rs. 2,405 Lakh registering a Positive growth of 74% in the current year. The income from trading and servicing has increased from Rs. 1,263 Lakhs to Rs.2,282 Lakhs for the current year, while Distribution Commission has increased from Rs. 54 Lakhs to Rs. 105 Lakhs for the current year. Overall income has increased by Rs. 1,025 Lakhs. During the year under review.

### Directors' Responsibility Statement

The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

The director's had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safe guarding the assets of the company and for preventing and detecting fraud and other irregularities;

The directors had prepared the annual accounts on a going concern basis; and the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

Internal financial control means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **Listing**

Shares of your Company continue to be listed on Bombay Stock Exchange Limited, Mumbai, and the listing fee has been paid for the year 2023-2024 in the month April, 2024.

### **Directors**

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

Further, brief profile and other details of Dr. (Mrs.) Versha Sehgal are provided in the Notice of the Annual General Meeting.

### **Independent Directors**

The term and conditions of appointment of independent directors are as per Schedule IV of the Act Pursuant to the Provisions of Section 134(3)(d) read with Section 149(6) the declaration by the independent Directors that they meet the criteria of independence has been received. During the year under review, the Non- Executive independent Directors of the Company had no pecuniary relationship or transactions with the Company.

### **Board Evaluation**

The board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board has devised a policy on the evaluation of performance of board of Directors, Committee and Individual Directors. Accordingly, the Chairman of the Nomination and Remuneration Committee obtained from all the board members duly filled in evaluation templates for evaluation of the Board as a whole, evaluation of the committees and peer evaluation. The summary of the evaluation reports were presented to the respective Committees and the Board for their consideration. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

### **Auditors**

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

### **Policy on Directors' appointment and remuneration and other details**

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(1) & (3) of the Act has been disclosed in the Corporate Governance Report which forms part of the directors' report.

### **Audit committee and Vigil Mechanism**

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

### **Auditors' report and secretarial auditors' report**

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

### **Particulars of loans, guarantees and investments**

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

### **Transactions with related parties**

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

### **Extract of Annual Return**

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



### **Corporate Social Responsibility**

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

### **Reserves**

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

### **Dividend**

Based on company performance the directors have recommended a payment of dividend of Rs. 0.12 (12%) per equity shares of Rs.10 each on share capital amounting to Rs. 26.31 Lakhs.

### **Change in the Nature of the Business**

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

### **Material Changes**

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

### **Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo.**

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo is given in the Annexure forming part of this Report.

### **Risk Management**

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

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

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

### **Transfer to Unclaimed Dividend to IEPF.**

Section 124 of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), as amended, mandate the companies to transfer the dividend that has remained unclaimed/un-encashed for a period of seven years from the unpaid dividend account to the Investor Education and Protection Fund (IEPF). Further, the Rules also mandate that the shares on which dividend has not been claimed or encashed for seven consecutive years or more be transferred to the IEPF.

The following table provides a list of years for which unclaimed dividends and their corresponding shares would become eligible to be transferred to the IEPF on the dates mentioned below:

<b>Year</b>	<b>Dividend Per Share (In Rs.)</b>	<b>Date of Declaration</b>	<b>Due Date for Transfer to IEPF</b>
2022-23	0.90	29.05.2023	27.05.2030

### **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.

### **Managerial Remuneration and Particulars of Employees**

The information pertaining to particulars of employees as Section 197 of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is given in the Annexure forming part of this Report.

### **Deposits**

The Company has not accepted any deposits under Section 73 of Companies Act, 2013, during the financial year under report.

### **Corporate Governance Report**

Corporate governance provisions as specified in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are not applicable to the Company. However, as per the governance policies of the Company, the Company has substantially followed and observed these regulations. A report on Corporate Governance covering among others details of meetings of the Board and Committees along with a certificate for compliance with the regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **Management Discussion and Analysis Report**

A detailed analysis of your Company's performance is discussed in the Management Discussion and Analysis Report, which forms part of this Annual Report.

### **Acknowledgment**

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: 30/05/2024**

**S/D-  
Gautam Sehgal  
DIN 00034243**

**S/D-  
Dr.(Mrs.) Versha Sehgal  
DIN 00034303**

**Annexure to Directors Report Declaration under Section 149(6) of the Companies Act, 2013.**

We, Girish Sareen, Sunil Jasuja and Abhay Singh being the Independent Directors of ADS Diagnostic Limited ("The Company") hereby acknowledge, confirm and declare that:

- a) We are or were not promoters of the Company or its holding, subsidiary or associate company; nor are we related to promoters or directors in the Company, its Holding, Subsidiary or associate company;
- b) We do not have or had any pecuniary relationship with the Company, with the Company, its holding, subsidiary or associate company or their promoters or directors, during the two immediately preceding financial years or during the current financial year;
- c) None of our relatives have or had any pecuniary relationship or transaction with the company, its holding, Subsidiary or associate company or their promoters or directors, amounting to two percent or more of its gross turnover or total income of fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- d) We neither ourselves nor any of our relatives,
  - I. Hold or have held the position of key managerial personnel or is or has been employee of the Company or its holding, or subsidiary or associate company in any of the three financial years immediately preceding the financial year in which we are proposed to be appointed;
  - II. Are or have been an employee or proprietor or partner, in any of the three financial years immediately preceding the financial year in which we are proposed to be appointed, of-
    - A firm of auditors or company secretaries in practice or cost auditors of the Company or its holding or subsidiary or associate company; or
    - Any Legal or consulting firm that has or had any transaction with the Company, or its holding or subsidiary or associate company amounting to ten percent or more of the gross turnover of such firm;
  - III. Hold together two percent or more of the total voting power of the Company; or
  - IV. Are chief Executive or Director, by whatever name called, of any non- profit organization that receives twenty five percent or more of its receipt from the Company, any of its promoters or directors or its holding or subsidiary or associate company or that holds two percent or more of total voting power of the Company;
- e) We possess appropriate skills, experience and knowledge of discipline related to the Company's business.

**Place: New Delhi**  
**Date: 30/05/2024**

**S/D-**  
**Sunil Jasuja**  
**DIN 00937770**

**S/D-**  
**Girish Sareen**  
**DIN 01128112**

**S/D-**  
**Abhay Singh**  
**DIN 06492252**

**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:**

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.

Total foreign exchange used and earned: -

- i) Foreign Exchange earned - Rs. 59.40 Lakhs (Previous Year 81.57 Lakhs)
- ii) Foreign Exchange outgo - Rs. 4.77 Lakhs (Previous Year 5.77 Lakhs)

**MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES****Managerial Remuneration**

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. The ratio of the remuneration of each director to the **median remuneration** of the employees of the company for the financial year: -

Sr. No.	Name of the Director	Remuneration P.A. (INR '000')	Median Remuneration P.A. (INR'000')	Ratio
1.	Dr. Gautam Sehgal	6788	476	14.26

2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary Manager, if any, in the financial year: -

Sr.No.	Name of KMP	Designation	Current Remuneration P.A. (INR'000')	Previous Remuneration P.A. (INR'000')	% Increase
1.	Dr. Gautam Sehgal	Managing Director	6788	6685	1.54%
2.	N.L. Gayari	CFO & Company Secretary	2831	2645	7.03%

3. The percentage increase in the median remuneration of employees in the financial year:-

S. No.	Current Year Median Remuneration in (INR '000')	Previous Year Median Remuneration in (INR '000')	Percentage Increase
1.	476	470	1.28%

- 4 The number of permanent employees on the rolls of Company:- 24
- 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 1.28%, whereas managerial personal is getting raise as 3.51% p.a as approved by Central Government.
- 6 It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

**Particulars of Employees**

Provisions of rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not applicable to the Company as no employee is getting specified remuneration.



<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)( 2)</b>	<b>0</b>	<b>994210</b>	<b>994210</b>	<b>45.34</b>	<b>0</b>	<b>995410</b>	<b>995410</b>	<b>45.39</b>	<b>0.05</b>
<b>B. Public Shareholding</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
<b>1. Institutions</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
a) Mutual Funds	0	25000	25000	1.14	0	25000	25000	1.14	0
b) Banks/FI	0	75300	75300	3.43	0	75300	75300	3.43	0
c) Central Govt	0	0	0	0	0	0	0	0	
d) State Govt(s)	0	0	0	0	0	0	0	0	
e) Venture Capital Funds	0	0	0	0	0	0	0	0	
f) Insurance Companies	0	0	0	0	0	0	0	0	
g) FIs	0	0	0	0	0	0	0	0	
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	
i) Others (specify)	0	0	0	0	0	0	0	0	
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>100300</b>	<b>100300</b>	<b>4.57</b>	<b>0</b>	<b>100300</b>	<b>100300</b>	<b>4.57</b>	<b>0.00</b>
<b>2. Non-Institutions</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
<b>a) Bodies Corp.</b>									
i) Indian	0	7600	7600	0.33	0	7600	7600	0.33	0.00
ii) Overseas	0	0	0	0	0	0	0	0	
<b>b) Individuals</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
i) Individual shareholders holding nominal share capital uptoRs. 1 lakh	0	1086040	1086040	49.53	0	1084840	1084840	49.50	-0.05
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0		0	0	0	0
c) Director/ Relatives	0	4650	4650	0.21	0	4650	4650	0.21	0.00
<b>Sub-total (B)(2):-</b>	<b>0</b>	<b>1098290</b>	<b>1098290</b>	<b>50.08</b>	<b>0</b>	<b>1089490</b>	<b>1089490</b>	<b>50.04</b>	<b>0.00</b>
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>0</b>	<b>1198590</b>	<b>1198590</b>	<b>54.66</b>	<b>0</b>	<b>1197390</b>	<b>1197390</b>	<b>54.61</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>0</b>	<b>2192800</b>	<b>2192800</b>	<b>100</b>	<b>0</b>	<b>2192800</b>	<b>2192800</b>	<b>100</b>	<b>0.00</b>

## II. SHAREHOLDING OF PROMOTERS

Promoters Name	No. of Shares	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		% 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		
Dr. Arjun Dev Sehgal	0	0	0	0	0	0	0	0
Dr. Gautam Sehgal	129600	5.91	0	130800	5.96	0	0	0
Dr. Vivek Sehgal	206250	9.41	0	206250	9.41	0	0	0
Dr. (Mrs.) Versha Sehgal	552360	25.19	0	552360	25.19	0	0	0
Dr. A.D. Sehgal & Sons	86000	3.92	0	86000	3.92	0	0	0
Mrs. Radhika Sehgal	20000	0.91	0	20000	0.91	0	0	0
<b>TOTAL</b>	<b>995410</b>	<b>45.39</b>	<b>0</b>	<b>995410</b>	<b>45.39</b>	<b>0</b>	<b>0</b>	<b>0</b>

### III. CHANGE IS PROMOTERS SHAREHOLDING.

Note:- There is no Change During the year..

### IV. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (other than Directors, Promoters and Holders of GDRs and ADRs):

Top ten Shareholders	Date	Shareholding at the beginning/end of the year		Date	Changes during the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company		Increase/ Decrease	Reason	No. of Shares	% of total Shares of the company
Rajeev Sehgal	1.4.2023	16300	0.74	NIL	NIL	NIL	16300	0.74
Nazer Ahmed	1.4.2023	9000	0.32	NIL	NIL	NIL	7000	0.32
Ramesh Khiani	1.4.2023	6000	0.15	NIL	NIL	NIL	6000	0.15
Vikas Bhayana	1.4.2023	2000	0.09	NIL	NIL	NIL	2000	0.09
Vikas Bhayana	1.4.2023	4000	0.18	NIL	NIL	NIL	4000	0.18
Archana Bhayana	1.4.2023	6000	0.27	NIL	NIL	NIL	6000	0.27
Rame Chander Bhayana	1.4.2023	7000	0.31	NIL	NIL	NIL	7000	0.31
Vijay Singh	1.4.2023	5500	0.25	NIL	NIL	NIL	5500	0.25
Puja Goel	1.4.2023	3000	0.13	NIL	NIL	NIL	3000	0.13
Krishan Lal	1.4.2023	4200	0.19	NIL	NIL	NIL	4200	0.19

### V. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL.

Directors and KMP Name	Shareholding at the beginning/end of the year		% of total Shares of the company	Changes during the year		Reason	Cumulative Shareholding during the year	
	Date	No. of Shares		Date	Increase/ Decrease		No. of Shares	% of total Shares of the company
Dr. (Mrs.) Versha Sehgal	01-Apr-2023	552360	25.19	-	-	-	552360	25.19
	31-Mar-2024	552360	25.19	-	-	-	552360	25.19
Dr. Gautam Sehgal	01-Apr-2023	130800	5.96	-	-	-	130800	5.96
	31-Mar-2024	130800	5.96	-	-	-	130800	5.96
Dr. Vivek Sehgal	01-Apr-2023	206250	9.41	-	-	-	206250	9.41
	31-Mar-2024	206250	9.41	-	-	-	206250	9.41
Mrs. Radhika Sehgal	01-Apr-2023	20000	0.91	-	-	-	20000	0.91
	31-Mar-2024	20000	0.91	-	-	-	20000	0.91



## VI. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness(I NR '000')
Indebtedness at the beginning of the financial year				
i) Principal Amount	3040	13947	NIL	16987
ii) Interest due but not paid	0	1336	NIL	1336
iii) Interest accrued but not	15	0	NIL	15
<b>Total(i+ii+iii)</b>	<b>3055</b>	<b>15283</b>	<b>NIL</b>	<b>18338</b>
Change in Indebtedness during the financial year				
- Addition				
- Reduction	284	768	NIL	1052
<b>Net Change</b>				
Indebtedness at the end of the financial year				
i) Principal Amount	2756	13179	NIL	15935
ii) Interest due but not paid	NIL	550	NIL	550
iii) Interest accrued but not due	37	NIL	NIL	37
<b>Total (i+ii+iii)</b>	<b>2793</b>	<b>13729</b>	<b>NIL</b>	<b>16522</b>

## VII. Remuneration of Directors and Key Managerial Personnel

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Name of MD/ WTD/ Manager	Gross salary			Stock Option	Sweat Equity	Commission		Others, please specify	Total (INR'00 0')	Ceiling as per the Act
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			as % of profit	others, specify			
Dr. Gautam Sehgal	6788	NIL	NIL	NIL	NIL	NIL	NIL	NIL	6788	NA

### B. Remuneration to other directors:

Name of Directors	Fee for attending board/ committee meetings	Commission	Others, please specify	Total Amount (INR '000)
<u>Independent Directors</u>				
• Mr. Girish Sareen		NIL	NIL	
• Mr. Sunil Jasuja		NIL	NIL	
<b>Total (1)</b>		<b>NIL</b>	<b>NIL</b>	
<u>Other Non-Executive Directors</u>				
• Dr.(Mrs.) Versha Sehgal		NIL	NIL	
• Mrs. Radhika Sehgal		NIL	NIL	
• Mr. Vivek Sehgal		NIL	NIL	
<b>Total (2)</b>		<b>NIL</b>	<b>NIL</b>	
<b>Total (1+2)</b>		<b>NIL</b>	<b>NIL</b>	
<b>Total Managerial Remuneration</b>		<b>NIL</b>	<b>NIL</b>	

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Key Managerial Personnel	Name	Gross salary			Stock Option	Sweat Equity	Commission			Total (INR '000')
		(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			as % of profit	others, specify	Others, please specify	
CFO & Company Secretary	Narayan Lal Gayari	2831	-	NIL	NIL	NIL	NIL	NIL	NIL	

**VIII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

## FORM NO. MR-3 SECRETARIAL AUDIT REPORT

For the financial year ended 31<sup>st</sup> March, 2024. I 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,

AD S Diagnostic Limited

114 Sant Nagar East of Kailash New Delhi-110065

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 31<sup>st</sup> March, 2024, 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 31<sup>st</sup> March, 2024, 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 wider;
- (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 and 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosures 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 applicable clauses of the following:**

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India, effective from 01<sup>st</sup> July, 2015
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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. 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. As per the representations made by the Management, dematerialization of securities of the Company is under process.

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. All decisions at Board Meetings and Committee Meetings, as represented by the management, were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be

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.

**New Delhi**  
**30/05/2024**

**For and on behalf of**  
**Sandeep Tripathi & Associates**  
**Company Secretaries**

**S/D-**  
**CS Sandeep Tripathi**  
**Proprietor**  
**M. No. 56065**  
**C. P. No. 21110**

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'

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To,  
The Members,  
ADS 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.

New Delhi  
30.05.2024

**For and on behalf of  
Sandeep Tripathi & Associates  
Company Secretaries**

**S/D-  
CS Sandeep Tripathi  
Proprietor  
M. No. 56065  
C. P. No. 21110**

# CORPORATE GOVERNANCE REPORT

## 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.

## 2 Board of Directors

### ➤ Composition of Board of Directors as on 31<sup>st</sup> March 2024:

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### ➤ Number of Board Meetings:

The Board of Directors met **4 times** during 2023-24. The meetings of the Board were held on 14.08.2023, 14.11.2023, 14.02.2024 and 30.05.2024.

### ➤ 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, 2024** 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 2023-24		At AGM held on September 29, 2023	Other Director ships	Committee Member ships	Committee Chairman ships
		Held	Attendance				
Dr. (Mrs.) Versha Sehgal	Director	04	03	Yes	2	-	-
Dr. Vivek Sehgal	Director	04	02	No	1	-	-
Dr. Gautam Sehgal	Managing Director	04	04	Yes	4	-	-
Mrs. Radhika Sehgal	Director	04	01	No	2	-	-
Mr. Girish Sareen	Independent Director	04	04	No	5	-	-
Mr. Sunil Jasuja	Independent Director	04	04	No	3	-	-
Mr. Abhay Singh	Independent Director	03	03	No	2	-	-

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

### (a) 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 Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Your Company follows a structured orientation and familiarization programme.

The Company periodically to undertake Familiarization programme 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.adsdiagnosticlinetd.com](http://www.adsdiagnosticlinetd.com)

### 3 Audit Committee:

- **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.

- **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, 2024) is shown below:

Name of Director	Category	No. of Meetings during the FY 2023-24	
		Held	Attended
Mr. Girish Sareen	Member	4	4
Mr. Sunil Jasuja	Member	4	4
Mr. Abhay Singh	Member	3	3

### 4 Nomination and Remuneration Committee:

- **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 Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.
- **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, 2024) is shown below:

Name of Director	Category	No. of Meetings during the FY 2023-24	
		Held	Attended
Mr. Girish Sareen	Chairman	4	3
Mr. Sunil Jasuja	Member	4	4
Mr. Abhay Singh	Member	3	3

- **The following are the details of the remuneration paid to the managerial personnel during the financial year 23-24:**

1. Dr. Gautam Sehgal, Managing Director, from 01.04.2023 to 31.03.2024:

Particulars	Amount In (Rs.),000
Salary & Allowances (excluding Perquisites):	6788
Perquisites as per IT Act	-
Others	-
<b>TOTAL</b>	<b>6788</b>

- The Company pays sitting fees of Rs. 7000/- per Meeting & The Stakeholders' Relationship Committee comprises 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 fee fees.

## 5 Stakeholders' Relationship Committee:

- 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, 2024) is shown below:

Name of Director	Category	No. of Meetings during the FY 2023-24	
		Held	Attended
Mr. Sunil Jasuja	Chairman	4	4
Mr. Girish Sareen	Member	4	4
Mr. Abhay Singh	Member	3	3

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

- The Committee considers and resolves the grievances of the security holders and approves of the share transfers, transmissions and transpositions, etc.
- 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.
- The number of complaints received from the shareholders during financial year 2023-24 and the number of pending complaints are shown below:
- No. of Complaints received during the financial year 2023-24: 0  
Pending as on March 31, 2024: Nil
- 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
2022-23	29 <sup>th</sup> September,2023	11:30 A.M.	Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility
2021-22	29 <sup>th</sup> September,2022	11:30 A.M.	Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility
2020-21	29 <sup>th</sup> September,2021	03:30 PM	Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility

## 7. Disclosures:

### (A) Related party transactions

There were no materially significant related party transactions during the FY 2022-23. 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](http://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 Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Sandeep Kumar Tripathi, Practicing Company Secretary has certified the Corporate Governance Report for the Financial Year 2022-23 as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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 Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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**

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:**

**Financial Result:** Half yearly and quarterly results of the Company are published in "The Pioneer" in English and "Hari Bhoomi" in Hindi.

**Website:** The Company's website [www.adsdiagnosticlimited.net](http://www.adsdiagnosticlimited.net) contains the updated information pertaining to quarterly, half-yearly and annual financial results, shareholding pattern, important announcements, etc. The said information is available in a user friendly and downloadable form.

**Annual Report:** Annual Report containing inter alia Standalone Financial Statements, Directors' Report, Auditors' Report, Corporate Governance Report is circulated to the members and others entitled thereto and is also available on the website of the Company [www.adsdiagnosticlimited.net](http://www.adsdiagnosticlimited.net). The relevant information relating to the Directors to be appointed/re-appointed at the ensuing Annual General Meeting is given in the Notice convening the Annual General Meeting.

## 9. General Shareholder Information

<b>Annual General Meeting:</b>	<b>Date:</b> 29 <sup>th</sup> September, 2024 <b>Time:</b> 11:30 A.M. Venue: through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility.
<b>Financial Calendar (Tentative):</b> Results for quarter ending June 30, 2023 Results for quarter ending September 30, 2023 Results for quarter ending December 31, 2023 Results for quarter ending March 31, 2024	14 <sup>th</sup> August,2023 14 <sup>th</sup> November,2023 14 <sup>th</sup> February,2024 30 <sup>th</sup> May,2024
<b>Dates of Book Closure</b>	23.09.2024 to 29.09.2024, (both days inclusive)
<b>Dividend Payment Date</b>	03.10.2024
<b>Listing on Stock Exchange</b>	Bombay Stock Exchange
<b>Stock Code</b>	523031 BSE
<b>Market Price data</b>	Securities of the Company is not actively trading
<b>Performance in comparison to broad based indices</b>	Securities of the Company is not actively trading
<b>Registrar and Transfer Agent</b>	the Company maintained at In-house Share Transfer facility
<b>Share Transfer System</b>	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.
<b>Dematerialization of Shares and liquidity</b>	The Company is in process of dematerialization of shares of the company.
<b>Registered Office and address for Correspondence</b>	114, Sant Nagar East of Kailash New Delhi-110065
<b>Corporate Identity Number</b>	L85110DL1984PLC018486

(i) The distribution of shareholdings as on 31<sup>st</sup> March, 2024 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
<b>Grand Total</b>	<b>5514</b>	<b>100.00</b>	<b>21928000</b>	<b>100.00</b>

(ii) Shareholding pattern as on 31<sup>st</sup> March, 2024 is as follows:

Category	No. Of Shares	%
<b>Indian Promoters</b>	994210	45.34
<b>Mutual Funds</b>	25000	1.14
<b>Financial Institutions/Banks</b>	75300	3.43
<b>Private Corporate Bodies Indian Public</b>	1098290	50.09
<b>TOTAL</b>	<b>21,92,800</b>	<b>100.00</b>

**Declaration of Compliance with the Code of Conduct as provided in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

I, Dr. Gautam Sehgal, Managing Director and a member of the Board of Director of ADS Diagnostic Limited (“the Company”) hereby acknowledge, confirm and certify that:

- i. All the directors and Senior Management Personnel have received, read and understood the Code of Conduct for Board Members and Senior Management of the Company.
- ii. All the Directors/Senior Management Personnel are bound by the said Code to the extent applicable to their functions as a member of the Board of Directors/Senior Management of the Company respectively;
- iii. Since the date of appointment as a Directors/Senior Management Personnel of the Company, all the Directors/Senior Management Personnel have affirmed compliance with the provision of the Code of Conduct which were adopted by the Company;
- iv. Directors and senior Management personnel were not a party to any non-compliance with the said code.

**Place: New Delhi**  
**Date: 30/05/2024**

**S/D-**  
**Dr. Gautam Sehgal**  
**Managing Director**  
**DIN-00034243**

The Management of ADS Diagnostic Ltd. has pleasure in presenting its analysis report covering one division.

**A) Sales & Service of Medical Equipments.**

**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 1263 Lacs to 2282 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 the entire 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 businessheads / 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 are circulated in the meeting of board of Directors of and notes of directors in meeting physically present/virtual meeting.

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 Committeemeetings**

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.

## CEO/CFO Certification

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We, Dr. Gautam Sehgal, Managing Director and N.L. Gayari Chief Financial officer & Company Secretary of the Company certify that:

- A) We have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2024 and that to the best of our knowledge and belief:
- These statements do not contain any material untrue statement or omit any material fact or contain statement that might be misleading; all the compliance is as per the companies act, 2013.
  - 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.
- B) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal or violation of the Company's code of Conduct.
- C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D) We have indicated to the Auditors and the Audit Committee that:
- There has not been any significant changes in internal control over financial reporting during the year ended March 31, 2024;
  - There has not been and significant changes in accounting policies during the year ended March 31, 2024 requiring disclosure in the notes to the financial statements; and
  - There has not been any instance of significant fraud during the year ended March 31, 2024.

Place: New Delhi  
Date: 30/05/2024

S/D-  
Dr. Gautam Sehgal  
Managing Director

S/D-  
N.L. Gayari  
CFO & Company Secretary

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

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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 31<sup>st</sup> March, 2024 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 violate 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.

Dr. Gautam Sehgal  
Managing Director

S/D-  
N. L. Gayari  
CFO & Company Secretary

Place: New Delhi  
Date: 30.05.2024

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:

-

Name of First Holder.

Folio No.

E-mail ID.

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,**

**S/D-**

**N. L. Gayari**  
**CFO & Company Secretary.**  
**E-mail: [nlg1653@yahoo.com](mailto:nlg1653@yahoo.com)**

# NOTICE

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NOTICE IS HEREBY GIVEN that the 39<sup>th</sup> Annual General Meeting of the Members of ADSDiagnostic Limited will be held on **Saturday, the 28<sup>th</sup> September, 2024, at 11:30 A.M.** Through Video Conferencing ('VC')/ other Audio Visual means ('OAVM') facility to transact the following business:

## **ORDINARY BUSINESS**

- 1 To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31, March, 2024, together with the Reports of the Board of Directors and the Auditors thereon.
- 2 To appoint a Director in place of Mrs. Versha Sehgal (DIN 00034303), who retires by rotation and, being eligible, offers Himself for re-appointment.
- 3 To declare Dividend on equity shares for the financial year 2023-24.
- 4 To consider and if thought fit to pass with or with or without modification(s) the following resolution as an Ordinary Resolution:  
**"RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the company hereby ratifies the appointment of M/s. V. N. Purohit & Co., Chartered Accountants (Registration No. 304040E), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Next AGM of the Company to be held in the year 2025.

## **SPECIAL BUSINESS**

1. Appointment of Mr. Uday J S Walia (DIN: 02393545) as an Independent Director  
To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:  
**"RESOLVED THAT** pursuant to the provisions of 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.

New Delhi, 30/05/2024

By order of the Board of Directors

S/D-

**N.L. Gayari**  
**CFO & Company Secretary**  
**MembershipNo-F02956**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1: Appointment of Mr. Uday J S Walia (DIN: 02393545) as an Independent Director.**

Pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association, Uday J S Walia (DIN: 02393545) was appointed as an Additional Independent Director of the Company by the Board of Directors vide Circular Resolution dated November 14, 2023. The Company has received a notice in writing under Section 160 of the Act from a member of the Company proposing his candidature for the office of a Director.

**The brief profile and Terms of appointment of Mr. Uday J S Walia is given below:**

<b>Particulars</b>	<b>Mr. Uday J S Walia</b>
Director Identification Number (DIN)	02393545
Date of Birth / Age	18/12/1973 (61 Years)
Address	S/o Ashok J S Walia, House No.- A-6 Near Ashram Maharani Bagh, Srinivasपुरi, South Delhi, Delhi-110065
Date of first appointment on the Board	30.05.2024
Educational Qualification Professional Qualification	B.Sc. (Honours) Chemistry, Delhi University BA Law, Exhibitioner, University of Cambridge Master of Laws, Exhibitioner, University of Cambridge Solicitor, England and Wales Admitted to the Bar Council of Delhi
Experience (including expertise in specific functional areas) / Brief Resume	He is having rich experience in the field of Corporate, Share Market, Finance
Directorships held in other companies	Antos Resources Private Limited O Keeffes Communications Private Limited Coaltrans Conferences Private Limited
Memberships/ Chairmanships of committees across companies	Nil
Relationship with other Directors/Key Managerial Personnel	No Relation
No. of shares held in the Company either by self or on a beneficial basis for any other person	Nil
Terms and Conditions of Appointment	Mr. Uday J S Walia is appointed for a consecutive period of 3 years. He will attend the meetings of the Board and its Committees. He will receive Sitting fees for attending of meetings of the Board and its Committees.
Expectation of the Board from the appointed directors	As a Non- Executive Independent Director you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as enduring high standard of corporate governance.

### **NOTES-**

- As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the
- Members are not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.



- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.adsondiagnosticlimited.net](http://www.adsondiagnosticlimited.net). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. [www.evotingindia.com](http://www.evotingindia.com)).
- The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No.20/2020 dated May 05, 2020.
- Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 20/09/2024 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Company/Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting at the AGM.
- The facility for e-voting will be available at the AGM venue for those Members who do not cast their votes by remote e-voting prior to the AGM. Members, who cast their votes by remote e-voting prior to the AGM, may attend the meeting but will not be entitled to cast their votes once again.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the registered office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
- Members, who wish to obtain information on the Company or view the Financial Statements, may visit the Company's corporate website or send their queries at least 10 days before the AGM to the Company Secretary at the Registered Office of the Company.
- Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. From the Company electronically.
- The Register of Members and Share Transfer Books of the Company shall remain closed from 22-09-2024 to 28-09-2024 (both days inclusive)
- Memorandum and Articles of Association of the Company and other document if any are available for inspection at corporate office of the company between 10:30 A.M. and 12:30 P.M. on all working days except Sunday and Holidays.
- Members are required to bring their admission slips to the AGM. Duplicate admission slips and / or copies of the Report and Accounts will not be provided at the AGM venue.

New Delhi, 30/05/2024

By order of the Board of Directors

S/D-

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

**Details of Directors seeking appointment/ re-appointment at the AGM [Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards - 2 on General Meetings]**

Name of Director	Dr. (Mrs.) Versha Sehgal
Director Identification Number (DIN)	00034303
Date of Birth	05/12/1935
Date of first appointment	23/06/1984
Qualification	M.B.B.S
Details of remuneration last drawn (20 20-2021)	NIL
No. of Board Meetings attended during the year	4

**VOTING INSTRUCTIONS:-**

Voting through electronic means:

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

**The instructions for shareholders voting electronically are as under:**

2. The voting period begins on 25/09/2024 (09:00 a.m. IST) and ends on 27/09/2024 (05:00 p.m. IST.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21/09/2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
3. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
4. Click on Shareholders.
5. Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
8. 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"> <li>•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.</li> <li>• 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat Account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction

9. After entering these details appropriately, click on "SUBMIT" tab.
10. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for 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.
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN for the relevant ADS Diagnostic Limited on which you choose to vote.
13. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
15. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
18. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
19. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
20. Notes for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [tohelpdesk.evoting@cdslindia.com](mailto:tohelpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
21. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. The Skyline Financial Services Private Limited, Registrar and Share Transfer Agent, of the Company will be providing VC/OAVM Services.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

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

### **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [adsmedical@rediffmail.com](mailto:adsmedical@rediffmail.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738 ) or Mr.Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

# DIRECTOR'S REPORT

## DEAR MEMBERS,

Your Directors are pleased to present the Thirty-Eight Annual Report on the business and operations of the Company together with the Audited Financial Statements for the year ended March 31, 2024.

## FINANCIAL HIGHLIGHTS

(In Thousands)

PARTICULARS	2023-24 (INR '000')	2022-23 (INR '000')
Operating Income	240,590	138,088
Profit before Interest & Depreciation	30,707	18,921
Less: a) Interest	4,086	3,245
b) Depreciation	1,627	1,912
Profit before Exceptional and Extraordinary item and Tax	<b>24,994</b>	<b>13,765</b>
Exceptional Item	-	8,901
Net Profit/ (Loss) before Taxation	24,994	4,864
Provision for Income Tax	6,572	1,218
Add: Short Provision for Income Tax for Previous years		
Less:- Provision for Deferred Tax	(132)	(781)
Net Profit/ (Loss) after Taxation	<b>18,500</b>	<b>4,060</b>
Add: Other Comprehensive Income	(91)	383
Total Comprehensive income attributable to equity holders	18,409	4,443
Less: Balance of Profit/Loss Brought forward from previous years	21,255	18,541
Add: MAT Credit	0	0
Less: Dividend paid for Previous Year	1,973	1730
Balance carried to Balance Sheet	<b>37,691</b>	<b>21,255</b>

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

The operational income of the Company has increased from Rs.1,381 Lakhs to Rs. 2,405 Lakh registering a Positive growth of 74% in the current year. The income from trading and servicing has increased from Rs. 1,263 Lakhs to Rs.2,282 Lakhs for the current year, while Distribution Commission has increased from Rs. 54 Lakhs to Rs. 105 Lakhs for the current year. Overall income has increased by Rs. 1,025 Lakhs. During the year under review.

## Directors' Responsibility Statement

The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

The director's had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safe guarding the assets of the company and for preventing and detecting fraud and other irregularities;

The directors had prepared the annual accounts on a going concern basis; and the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

Internal financial control means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **Listing**

Shares of your Company continue to be listed on Bombay Stock Exchange Limited, Mumbai, and the listing fee has been paid for the year 2023-2024 in the month April, 2024.

### **Directors**

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

Further, brief profile and other details of Dr. (Mrs.) Versha Sehgal are provided in the Notice of the Annual General Meeting.

### **Independent Directors**

The term and conditions of appointment of independent directors are as per Schedule IV of the Act Pursuant to the Provisions of Section 134(3)(d) read with Section 149(6) the declaration by the independent Directors that they meet the criteria of independence has been received. During the year under review, the Non- Executive independent Directors of the Company had no pecuniary relationship or transactions with the Company.

### **Board Evaluation**

The board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board has devised a policy on the evaluation of performance of board of Directors, Committee and Individual Directors. Accordingly, the Chairman of the Nomination and Remuneration Committee obtained from all the board members duly filled in evaluation templates for evaluation of the Board as a whole, evaluation of the committees and peer evaluation. The summary of the evaluation reports were presented to the respective Committees and the Board for their consideration. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

### **Auditors**

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

### **Policy on Directors' appointment and remuneration and other details**

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(1) & (3) of the Act has been disclosed in the Corporate Governance Report which forms part of the directors' report.

### **Audit committee and Vigil Mechanism**

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

### **Auditors' report and secretarial auditors' report**

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

### **Particulars of loans, guarantees and investments**

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

### **Transactions with related parties**

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

### **Extract of Annual Return**

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

### **Corporate Social Responsibility**

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

### **Reserves**

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

### **Dividend**

Based on company performance the directors have recommended a payment of dividend of Rs. 0.12 (12%) per equity shares of Rs.10 each on share capital amounting to Rs. 26.31 Lakhs.

### **Change in the Nature of the Business**

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

### **Material Changes**

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

### **Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo.**

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo is given in the Annexure forming part of this Report.

### **Risk Management**

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

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

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

### **Transfer to Unclaimed Dividend to IEPF.**

Section 124 of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), as amended, mandate the companies to transfer the dividend that has remained unclaimed/un-encashed for a period of seven years from the unpaid dividend account to the Investor Education and Protection Fund (IEPF). Further, the Rules also mandate that the shares on which dividend has not been claimed or encashed for seven consecutive years or more be transferred to the IEPF.

The following table provides a list of years for which unclaimed dividends and their corresponding shares would become eligible to be transferred to the IEPF on the dates mentioned below:

<b>Year</b>	<b>Dividend Per Share (In Rs.)</b>	<b>Date of Declaration</b>	<b>Due Date for Transfer to IEPF</b>
2022-23	0.90	29.05.2023	27.05.2030

### **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.

### **Managerial Remuneration and Particulars of Employees**

The information pertaining to particulars of employees as Section 197 of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is given in the Annexure forming part of this Report.

### **Deposits**

The Company has not accepted any deposits under Section 73 of Companies Act, 2013, during the financial year under report.

### **Corporate Governance Report**

Corporate governance provisions as specified in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are not applicable to the Company. However, as per the governance policies of the Company, the Company has substantially followed and observed these regulations. A report on Corporate Governance covering among others details of meetings of the Board and Committees along with a certificate for compliance with the regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **Management Discussion and Analysis Report**

A detailed analysis of your Company's performance is discussed in the Management Discussion and Analysis Report, which forms part of this Annual Report.

### **Acknowledgment**

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: 30/05/2024**

**S/D-  
Gautam Sehgal  
DIN 00034243**

**S/D-  
Dr.(Mrs.) Versha Sehgal  
DIN 00034303**

**Annexure to Directors Report Declaration under Section 149(6) of the Companies Act, 2013.**

We, Girish Sareen, Sunil Jasuja and Abhay Singh being the Independent Directors of ADS Diagnostic Limited ("The Company") hereby acknowledge, confirm and declare that:

- a) We are or were not promoters of the Company or its holding, subsidiary or associate company; nor are we related to promoters or directors in the Company, its Holding, Subsidiary or associate company;
- b) We do not have or had any pecuniary relationship with the Company, with the Company, its holding, subsidiary or associate company or their promoters or directors, during the two immediately preceding financial years or during the current financial year;
- c) None of our relatives have or had any pecuniary relationship or transaction with the company, its holding, Subsidiary or associate company or their promoters or directors, amounting to two percent or more of its gross turnover or total income of fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- d) We neither ourselves nor any of our relatives,
  - I. Hold or have held the position of key managerial personnel or is or has been employee of the Company or its holding, or subsidiary or associate company in any of the three financial years immediately preceding the financial year in which we are proposed to be appointed;
  - II. Are or have been an employee or proprietor or partner, in any of the three financial years immediately preceding the financial year in which we are proposed to be appointed, of-
    - A firm of auditors or company secretaries in practice or cost auditors of the Company or its holding or subsidiary or associate company; or
    - Any Legal or consulting firm that has or had any transaction with the Company, or its holding or subsidiary or associate company amounting to ten percent or more of the gross turnover of such firm;
  - III. Hold together two percent or more of the total voting power of the Company; or
  - IV. Are chief Executive or Director, by whatever name called, of any non- profit organization that receives twenty five percent or more of its receipt from the Company, any of its promoters or directors or its holding or subsidiary or associate company or that holds two percent or more of total voting power of the Company;
- e) We possess appropriate skills, experience and knowledge of discipline related to the Company's business.

**Place: New Delhi**  
**Date: 30/05/2024**

**S/D-**  
**Sunil Jasuja**  
**DIN 00937770**

**S/D-**  
**Girish Sareen**  
**DIN 01128112**

**S/D-**  
**Abhay Singh**  
**DIN 06492252**



**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:**

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.

Total foreign exchange used and earned: -

- i) Foreign Exchange earned - Rs. 59.40 Lakhs (Previous Year 81.57 Lakhs)
- ii) Foreign Exchange outgo - Rs. 4.77 Lakhs (Previous Year 5.77 Lakhs)

**MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES****Managerial Remuneration**

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 The ratio of the remuneration of each director to the **median remuneration** of the employees of the company for the financial year: -

Sr. No.	Name of the Director	Remuneration P.A. (INR '000')	Median Remuneration P.A. (INR'000')	Ratio
1.	Dr. Gautam Sehgal	6788	476	14.26

- 2 The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary Manager, if any, in the financial year: -

Sr.No.	Name of KMP	Designation	Current Remuneration P.A. (INR'000')	Previous Remuneration P.A. (INR'000')	% Increase
1.	Dr. Gautam Sehgal	Managing Director	6788	6685	1.54%
2.	N.L. Gayari	CFO & Company Secretary	2831	2645	7.03%

- 3 The percentage increase in the median remuneration of employees in the financial year:-

S. No.	Current Year Median Remuneration in (INR '000')	Previous Year Median Remuneration in (INR '000')	Percentage Increase
1.	476	470	1.28%

- 4 The number of permanent employees on the rolls of Company:- **24**
- 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 1.28%, whereas managerial personal is getting raise as 3.51% p.a as approved by Central Government.
- 6 It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

**Particulars of Employees**

Provisions of rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not applicable to the Company as no employee is getting specified remuneration.



<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>0</b>	<b>994210</b>	<b>994210</b>	<b>45.34</b>	<b>0</b>	<b>995410</b>	<b>995410</b>	<b>45.39</b>	<b>0.05</b>
<b>B. Public Shareholding</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
<b>1. Institutions</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
a) Mutual Funds	0	25000	25000	1.14	0	25000	25000	1.14	0
b) Banks/FI	0	75300	75300	3.43	0	75300	75300	3.43	0
c) Central Govt	0	0	0	0	0	0	0	0	
d) State Govt(s)	0	0	0	0	0	0	0	0	
e) Venture Capital Funds	0	0	0	0	0	0	0	0	
f) Insurance Companies	0	0	0	0	0	0	0	0	
g) FIs	0	0	0	0	0	0	0	0	
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	
i) Others (specify)	0	0	0	0	0	0	0	0	
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>100300</b>	<b>100300</b>	<b>4.57</b>	<b>0</b>	<b>100300</b>	<b>100300</b>	<b>4.57</b>	<b>0.00</b>
<b>2. Non-Institutions</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
<b>a) Bodies Corp.</b>									
i) Indian	0	7600	7600	0.33	0	7600	7600	0.33	0.00
ii) Overseas	0	0	0	0	0	0	0	0	
<b>b) Individuals</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	1086040	1086040	49.53	0	1084840	1084840	49.50	-0.05
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0		0	0	0	0
c) Director/ Relatives	0	4650	4650	0.21	0	4650	4650	0.21	0.00
<b>Sub-total (B)(2):-</b>	<b>0</b>	<b>1098290</b>	<b>1098290</b>	<b>50.08</b>	<b>0</b>	<b>1089490</b>	<b>1089490</b>	<b>50.04</b>	<b>0.00</b>
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>0</b>	<b>1198590</b>	<b>1198590</b>	<b>54.66</b>	<b>0</b>	<b>1197390</b>	<b>1197390</b>	<b>54.61</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>0</b>	<b>2192800</b>	<b>2192800</b>	<b>100</b>	<b>0</b>	<b>2192800</b>	<b>2192800</b>	<b>100</b>	<b>0.00</b>

## II. SHAREHOLDING OF PROMOTERS

Promoters Name	No. of Shares	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		% 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		
Dr. Arjun Dev Sehgal	0	0	0	0	0	0	0	0
Dr. Gautam Sehgal	129600	5.91	0	130800	5.96	0	0	0
Dr. Vivek Sehgal	206250	9.41	0	206250	9.41	0	0	0
Dr. (Mrs.) Versha Sehgal	552360	25.19	0	552360	25.19	0	0	0
Dr. A.D. Sehgal & Sons	86000	3.92	0	86000	3.92	0	0	0
Mrs. Radhika Sehgal	20000	0.91	0	20000	0.91	0	0	0
<b>TOTAL</b>	<b>995410</b>	<b>45.39</b>	<b>0</b>	<b>995410</b>	<b>45.39</b>	<b>0</b>	<b>0</b>	<b>0</b>

### III. CHANGE IS PROMOTERS SHAREHOLDING.

Note:- There is no Change During the year..

### IV. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (other than Directors, Promoters and Holders of GDRs and ADRs):

Top ten Shareholders	Date	Shareholding at the beginning/end of the year		Date	Changes during the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company		Increase/ Decrease	Reason	No. of Shares	% of total Shares of the company
Rajeev Sehgal	1.4.2023	16300	0.74	NIL	NIL	NIL	16300	0.74
Nazer Ahmed	1.4.2023	9000	0.32	NIL	NIL	NIL	7000	0.32
Ramesh Khiani	1.4.2023	6000	0.15	NIL	NIL	NIL	6000	0.15
Vikas Bhayana	1.4.2023	2000	0.09	NIL	NIL	NIL	2000	0.09
Vikas Bhayana	1.4.2023	4000	0.18	NIL	NIL	NIL	4000	0.18
Archana Bhayana	1.4.2023	6000	0.27	NIL	NIL	NIL	6000	0.27
Rame Chander Bhayana	1.4.2023	7000	0.31	NIL	NIL	NIL	7000	0.31
Vijay Singh	1.4.2023	5500	0.25	NIL	NIL	NIL	5500	0.25
Puja Goel	1.4.2023	3000	0.13	NIL	NIL	NIL	3000	0.13
Krishan Lal	1.4.2023	4200	0.19	NIL	NIL	NIL	4200	0.19

### V. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL.

Directors and KMP Name	Shareholding at the beginning/end of the year		% of total Shares of the company	Changes during the year		Reason	Cumulative Shareholding during the year	
	Date	No. of Shares		Date	Increase/ Decrease		No. of Shares	% of total Shares of the company
Dr. (Mrs.) Versha Sehgal	01-Apr-2023	552360	25.19	-	-	-	552360	25.19
	31-Mar-2024	552360	25.19	-	-	-	552360	25.19
Dr. Gautam Sehgal	01-Apr-2023	130800	5.96	-	-	-	130800	5.96
	31-Mar-2024	130800	5.96	-	-	-	130800	5.96
Dr. Vivek Sehgal	01-Apr-2023	206250	9.41	-	-	-	206250	9.41
	31-Mar-2024	206250	9.41	-	-	-	206250	9.41
Mrs. Radhika Sehgal	01-Apr-2023	20000	0.91	-	-	-	20000	0.91
	31-Mar-2024	20000	0.91	-	-	-	20000	0.91

## VI. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness(I NR '000')
Indebtedness at the beginning of the financial year				
i) Principal Amount	3040	13947	NIL	16987
ii) Interest due but not paid	0	1336	NIL	1336
iii) Interest accrued but not	15	0	NIL	15

<b>Total(i+ii+iii)</b>	<b>3055</b>	<b>15283</b>	<b>NIL</b>	<b>18338</b>
Change in Indebtedness during the financial year				
- Addition				
- Reduction	284	768	NIL	1052
<b>Net Change</b>				
Indebtedness at the end of the financial year				
i) Principal Amount	2756	13179	NIL	15935
ii) Interest due but not paid	NIL	550	NIL	550
iii) Interest accrued but not due	37	NIL	NIL	37
<b>Total (i+ii+iii)</b>	<b>2793</b>	<b>13729</b>	<b>NIL</b>	<b>16522</b>

## VII. Remuneration of Directors and Key Managerial Personnel

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Name of MD/ WTD/ Manager	Gross salary			Stock Option	Sweat Equity	Commission		Others, please specify	Total (INR'00 0')	Ceiling as per the Act
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			as % of profit	others, specify			
Dr. Gautam Sehgal	6788	NIL	NIL	NIL	NIL	NIL	NIL	NIL	6788	NA

### B. Remuneration to other directors:

Name of Directors	Fee for attending board/ committee meetings	Commission	Others, please specify	Total Amount (INR '000)
<u>Independent Directors</u>				
• Mr. Girish Sareen		NIL	NIL	
• Mr. Sunil Jasuja		NIL	NIL	
<b>Total (1)</b>		<b>NIL</b>	<b>NIL</b>	
<u>Other Non-Executive Directors</u>				
• Dr.(Mrs.) Versha Sehgal		NIL	NIL	
• Mrs. Radhika Sehgal		NIL	NIL	
• Mr. Vivek Sehgal		NIL	NIL	
<b>Total (2)</b>		<b>NIL</b>	<b>NIL</b>	
<b>Total (1+2)</b>		<b>NIL</b>	<b>NIL</b>	
<b>Total Managerial Remuneration</b>		<b>NIL</b>	<b>NIL</b>	

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Key Managerial Personnel	Name	Gross salary			Stock Option	Sweat Equity	Commission			Total (INR '000')
		(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			as % of profit	others, specify	Others, please specify	
CFO & Company Secretary	Narayan Lal Gayari	2831	-	NIL	NIL	NIL	NIL	NIL	NIL	

**VIII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

## FORM NO. MR-3 SECRETARIAL AUDIT REPORT

For the financial year ended 31<sup>st</sup> March, 2024. I 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,

AD S Diagnostic Limited

114 Sant Nagar East of Kailash New Delhi-110065

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 31<sup>st</sup> March, 2024, 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 31<sup>st</sup> March, 2024, 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 wider;
- (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 and 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosures 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 applicable clauses of the following:**

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India, effective from 01<sup>st</sup> July, 2015
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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. 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. As per the representations made by the Management, dematerialization of securities of the Company is under process.

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. All decisions at Board Meetings and Committee Meetings, as represented by the management, were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be

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.

**New Delhi**  
**30/05/2024**

**For and on behalf of**  
**Sandeep Tripathi & Associates**  
**Company Secretaries**

**S/D-**  
**CS Sandeep Tripathi**  
**Proprietor**  
**M. No. 56065**  
**C. P. No. 21110**

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'

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To,  
The Members,  
ADS 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.

New Delhi  
30.05.2024

**For and on behalf of  
Sandeep Tripathi & Associates  
Company Secretaries**

**S/D-  
CS Sandeep Tripathi  
Proprietor  
M. No. 56065  
C. P. No. 21110**

# CORPORATE GOVERNANCE REPORT

## 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.

## 2 Board of Directors

### ➤ Composition of Board of Directors as on 31<sup>st</sup> March 2024:

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### ➤ Number of Board Meetings:

The Board of Directors met **4 times** during 2023-24. The meetings of the Board were held on 14.08.2023, 14.11.2023, 14.02.2024 and 30.05.2024.

### ➤ 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, 2024** 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 2023-24		At AGM held on September 29, 2023	Other Directorships	Committee Memberships	Committee Chairmanships
		Held	Attendance				
Dr. (Mrs.) Versha Sehgal	Director	04	03	Yes	2	-	-
Dr. Vivek Sehgal	Director	04	02	No	1	-	-
Dr. Gautam Sehgal	Managing Director	04	04	Yes	4	-	-
Mrs. Radhika Sehgal	Director	04	01	No	2	-	-
Mr. Girish Sareen	Independent Director	04	04	No	5	-	-
Mr. Sunil Jasuja	Independent Director	04	04	No	3	-	-
Mr. Abhay Singh	Independent Director	03	03	No	2	-	-

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

### (a) 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 Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Your Company follows a structured orientation and familiarization programme.

The Company periodically to undertake Familiarization programme 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.adsdiagnosticlinetd.com](http://www.adsdiagnosticlinetd.com)

### 3 Audit Committee:

- **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.

- **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, 2024) is shown below:

Name of Director	Category	No. of Meetings during the FY 2023-24	
		Held	Attended
Mr. Girish Sareen	Member	4	4
Mr. Sunil Jasuja	Member	4	4
Mr. Abhay Singh	Member	3	3

### 4 Nomination and Remuneration Committee:

- **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 Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.
- **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, 2024) is shown below:

Name of Director	Category	No. of Meetings during the FY 2023-24	
		Held	Attended
Mr. Girish Sareen	Chairman	4	3
Mr. Sunil Jasuja	Member	4	4
Mr. Abhay Singh	Member	3	3

- **The following are the details of the remuneration paid to the managerial personnel during the financial year 23-24:**

1. Dr. Gautam Sehgal, Managing Director, from 01.04.2023 to 31.03.2024:

Particulars	Amount In (Rs.),000
Salary & Allowances (excluding Perquisites):	6788
Perquisites as per IT Act	-
Others	-
<b>TOTAL</b>	<b>6788</b>

- The Company pays sitting fees of Rs. 7000/- per Meeting & The Stakeholders' Relationship Committee comprises 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 fee fees.

## 5 Stakeholders' Relationship Committee:

- 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, 2024) is shown below:

Name of Director	Category	No. of Meetings during the FY 2023-24	
		Held	Attended
Mr. Sunil Jasuja	Chairman	4	4
Mr. Girish Sareen	Member	4	4
Mr. Abhay Singh	Member	3	3

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

- The Committee considers and resolves the grievances of the security holders and approves of the share transfers, transmissions and transpositions, etc.
- 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.
- The number of complaints received from the shareholders during financial year 2023-24 and the number of pending complaints are shown below:
- No. of Complaints received during the financial year 2023-24: 0  
Pending as on March 31, 2024: Nil
- 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
2022-23	29 <sup>th</sup> September,2023	11:30 A.M.	Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility
2021-22	29 <sup>th</sup> September,2022	11:30 A.M.	Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility
2020-21	29 <sup>th</sup> September,2021	03:30 PM	Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility

## 7. Disclosures:

### (A) Related party transactions

There were no materially significant related party transactions during the FY 2022-23. 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](http://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 Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Sandeep Kumar Tripathi, Practicing Company Secretary has certified the Corporate Governance Report for the Financial Year 2022-23 as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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 Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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**

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:**

**Financial Result:** Half yearly and quarterly results of the Company are published in "The Pioneer" in English and "Hari Bhoomi" in Hindi.

**Website:** The Company's website [www.adsdiagnosticlimited.net](http://www.adsdiagnosticlimited.net) contains the updated information pertaining to quarterly, half-yearly and annual financial results, shareholding pattern, important announcements, etc. The said information is available in a user friendly and downloadable form.

**Annual Report:** Annual Report containing inter alia Standalone Financial Statements, Directors' Report, Auditors' Report, Corporate Governance Report is circulated to the members and others entitled thereto and is also available on the website of the Company [www.adsdiagnosticlimited.net](http://www.adsdiagnosticlimited.net). The relevant information relating to the Directors to be appointed/re-appointed at the ensuing Annual General Meeting is given in the Notice convening the Annual General Meeting.

## 9. General Shareholder Information

<b>Annual General Meeting:</b>	<b>Date:</b> 29 <sup>th</sup> September, 2024 <b>Time:</b> 11:30 A.M. Venue: through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility.
<b>Financial Calendar (Tentative):</b> Results for quarter ending June 30, 2023 Results for quarter ending September 30, 2023 Results for quarter ending December 31, 2023 Results for quarter ending March 31, 2024	14 <sup>th</sup> August,2023 14 <sup>th</sup> November,2023 14 <sup>th</sup> February,2024 30 <sup>th</sup> May,2024
<b>Dates of Book Closure</b>	23.09.2024 to 29.09.2024, (both days inclusive)
<b>Dividend Payment Date</b>	03.10.2024
<b>Listing on Stock Exchange</b>	Bombay Stock Exchange
<b>Stock Code</b>	523031 BSE
<b>Market Price data</b>	Securities of the Company is not actively trading
<b>Performance in comparison to broad based indices</b>	Securities of the Company is not actively trading
<b>Registrar and Transfer Agent</b>	the Company maintained at In-house Share Transfer facility
<b>Share Transfer System</b>	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.
<b>Dematerialization of Shares and liquidity</b>	The Company is in process of dematerialization of shares of the company.
<b>Registered Office and address for Correspondence</b>	114, Sant Nagar East of Kailash New Delhi-110065
<b>Corporate Identity Number</b>	L85110DL1984PLC018486

(i) The distribution of shareholdings as on 31<sup>st</sup> March, 2024 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
<b>Grand Total</b>	<b>5514</b>	<b>100.00</b>	<b>21928000</b>	<b>100.00</b>

(ii) Shareholding pattern as on 31<sup>st</sup> March, 2024 is as follows:

Category	No. Of Shares	%
<b>Indian Promoters</b>	994210	45.34
<b>Mutual Funds</b>	25000	1.14
<b>Financial Institutions/Banks</b>	75300	3.43
<b>Private Corporate Bodies Indian Public</b>	1098290	50.09
<b>TOTAL</b>	<b>21,92,800</b>	<b>100.00</b>

**Declaration of Compliance with the Code of Conduct as provided in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

I, Dr. Gautam Sehgal, Managing Director and a member of the Board of Director of ADS Diagnostic Limited (“the Company”) hereby acknowledge, confirm and certify that:

- i. All the directors and Senior Management Personnel have received, read and understood the Code of Conduct for Board Members and Senior Management of the Company.
- ii. All the Directors/Senior Management Personnel are bound by the said Code to the extent applicable to their functions as a member of the Board of Directors/Senior Management of the Company respectively;
- iii. Since the date of appointment as a Directors/Senior Management Personnel of the Company, all the Directors/Senior Management Personnel have affirmed compliance with the provision of the Code of Conduct which were adopted by the Company;
- iv. Directors and senior Management personnel were not a party to any non-compliance with the said code.

**Place: New Delhi**  
**Date: 30/05/2024**

**S/D-**  
**Dr. Gautam Sehgal**  
**Managing Director**  
**DIN-00034243**

The Management of ADS Diagnostic Ltd. has pleasure in presenting its analysis report covering one division.

**A) Sales & Service of Medical Equipments.**

**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 1263 Lacs to 2282 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 the entire 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 businessheads / 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 are circulated in the meeting of board of Directors of and notes of directors in meeting physically present/virtual meeting.

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 Committeemeetings**

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.

## CEO/CFO Certification

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We, Dr. Gautam Sehgal, Managing Director and N.L. Gayari Chief Financial officer & Company Secretary of the Company certify that:

- A) We have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2024 and that to the best of our knowledge and belief:
- These statements do not contain any material untrue statement or omit any material fact or contain statement that might be misleading; all the compliance is as per the companies act, 2013.
  - 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.
- B) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal or violation of the Company's code of Conduct.
- C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D) We have indicated to the Auditors and the Audit Committee that:
- There has not been any significant changes in internal control over financial reporting during the year ended March 31, 2024;
  - There has not been and significant changes in accounting policies during the year ended March 31, 2024 requiring disclosure in the notes to the financial statements; and
  - There has not been any instance of significant fraud during the year ended March 31, 2024.

Place: New Delhi  
Date: 30/05/2024

S/D-  
Dr. Gautam Sehgal  
Managing Director

S/D-  
N.L. Gayari  
CFO & Company Secretary

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

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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 31<sup>st</sup> March, 2024 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 violate 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.

Dr. Gautam Sehgal  
Managing Director

S/D-  
N. L. Gayari  
CFO & Company Secretary

Place: New Delhi  
Date: 30.05.2024

## **DIVIDEND DISTRIBUTION POLICY OF ADS DIAGNOSTIC LIMITED**

**This policy applies to the distribution of dividend by ADS Diagnostic Limited (the “Company”) in accordance with the provisions of the Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations).**

### **Background**

This policy is being adopted and published in compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2016. SEBI vide its notification dated July 8, 2016 introduced a new regulation 43A which prescribed that the top five hundred listed entities based on market capitalization (calculated as on March 31 of every financial year) shall formulate a dividend distribution policy which shall be disclosed in their annual reports and on their websites.

The regulation further prescribed that, the dividend distribution policy shall include the following parameters:

- the circumstances under which the shareholders of the listed entities may or may not expect dividend;
- the financial parameters that shall be considered while declaring dividend;
- internal and external factors that shall be considered for declaration of dividend;
- policy as to how the retained earnings shall be utilized; and
- parameters that shall be adopted with regard to various classes of shares

Provided that if the listed entity proposes to declare dividend on the basis of parameters in addition to clauses (a) to (e) or proposes to change such additional parameters or the dividend distribution policy contained in any of the parameters, it shall disclose such changes along with the rationale for the same in its annual report and on its website

### **Objective**

ADS Diagnostic Limited (the “Company”) has always strived to enhance stakeholder value for its investors. The Company believes that returning cash to shareholders is an important component of overall value creation.

### **Considerations**

The Board of Directors of the Company (“Board”) recommends dividend distribution based on the following factors:

1. Reported and Projected Net Profit after Tax (PAT) available for distribution in the consolidated financial statements prepared in accordance with International Financial Reporting Standards (IFRS) for the current and projected periods.
2. Reported and Projected statements of Free Cash Flow generation
3. Current and Projected Cash Balance
4. Current and Projected Debt-raising capacity
5. Committed and projected cash flow needs owing to forecasted capital expenditure, anticipated investments in M&A and working capital requirements for current and projected periods.
6. The macro economic factors and the general business environment.
7. Corporate actions resulting in significant cash outflow for the Company.

### **Dividend Declaration**

Final dividend will be recommended by the Board for approval of the shareholders in a general meeting, while an interim dividend, if any, may be declared by the Board. The company currently has only one class of shares, i.e. equity shares.

### **Amendments/Modifications**

To the extent any change/amendment is required in terms of any applicable law or change in regulations or any specific instructions from regulator, the regulations or specific instructions would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law. Such amended policy shall be placed before the Board for noting and necessary ratification.

### **Review of Policy**

The dividend policy would be reviewed annually.

### **Disclosure of the policy**

This Policy will be uploaded on the website of the Company. The Company also announces from time to time its capital allocation policy which is available at [www.adsdiagnosticlimited.com](http://www.adsdiagnosticlimited.com).

### **Limitation and Amendment**

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

The Board may review and amend this Policy from time to time, as may be deemed necessary.

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:

-

Name of First Holder.

Folio No.

E-mail ID.

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,**

**S/D-**

**N. L. Gayari**  
**CFO & Company Secretary.**  
**E-mail: [nlg1653@yahoo.com](mailto:nlg1653@yahoo.com)**