

ADS/BSE/2025-26/09/05
29th September, 2025

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

Subject: Certified True Copy of the Proceedings of 40th Annual General Meeting held on September 29, 2025.

Reference: Scrip Code: 523031

Dear Sir,

Please find enclosed herewith the proceedings of the 40th Annual General Meeting of the Company held on 29th September, 2025.

This is for your information and record.

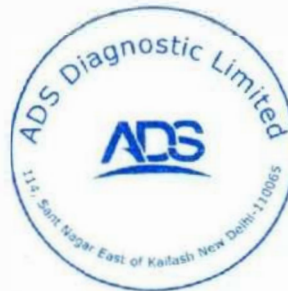
Thanking you,

Yours faithfully,



N.L. Gayari

CFO & Company Secretary



PROCEEDINGS OF THE FOURTIETH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ADS DIAGNOSTIC LIMITED HELD ON MONDAY 29th SEPTEMBER 2025, THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO VISUAL MEANS (OAVM) FACILITY TO TRANSACT THE FOLLOWING BUSINESS.

Directors & KMP Present:-

Dr. Gautam Sehgal –Managing Director
Dr. (Mrs.) Versha Sehgal-Director
Dr. Vivek Sehgal –Director
Mrs. Radhika Sehgal- Director
Mr. Uday Walia - Director
Mr. Sunil Jasuja - Director
Mr. Abhay Singh - Director
Mr. N.L. Gayari- CFO & Company Secretary

Member Attendance:-

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

Chairman of the Meeting:-

Dr. Gautam Sehgal took the Chair.

Other Representatives

Mr. Nitesh Kumar Singh, Proprietor of M/ s Nitesh Singh & Associates, Company Secretaries, Scrutinizer of 40th AGM had joined the meeting through VC. On the request from the statutory auditors, the Company has granted exemption to the auditor from attending the 40th Annual General Meeting.

Proceedings in Brief:

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

The Notice convening 40th AGM as a part of Annual Report for the Financial Year 2024-25 and report of Statutory Auditors (being Non-qualified) were taken as read. Chairman also informed the member that, observations of Secretarial Auditor which are self-explanatory and management reply on the same has been provided in the board report of the Company. The Report of Secretarial Auditors Report was also taken as read.

The Company Secretary further informed the members that, MOA, AOA and the Register of Directors & KMPs (including their shareholding) maintained under Section 170) and Register of Contract maintained under section 189 of the Companies Act, 2013, are made available electronically for inspection by the Members during the AGM. Members seeking to inspect. Such documents can send their request to adsmedical@rediffmail.com the following items of business as set out in the Notice convening the 40th AGM were recommended for consideration, approval & adoption of the shareholders.



ADS DIAGNOSTIC LIMITED

114, SANT NAGAR, EAST OF KAILASH, NEW DELHI -110065

TEL.: 011-41622193, 41620434, FAX.: 011-41665880, ☎ : 07290037529, E-mail: adsmedical@rediffmail.com

CIN:- L85110DL1984PLC018486, Udyam Registration Number (MSME) - UDYAM-DL-08-0007361

E-Voting Facility:-

The Chairman then Informed the Members that Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the Members of the Company the e-voting commenced at 09:00 a.m. on Friday, 26th September, 2025 till 5:00 p.m. (IST) on Sunday, 28th September, 2025 in respect of the Ordinary and Special Business to be transacted at the Annual General Meeting. He further informed that, Practicing Company Secretaries (CP NO. 54016) were appointed as Scrutinizers in the said process. He then stated that the said Scrutinizers have submitted their report of E-Voting to him.

Ordinary Businesses:**Resolution No.1 (Ordinary Resolution)****Adoption of Accounts and Directors and Auditors report thereon**

“RESOLVED THAT the audited Balance Sheet of the Company as at 31st March, 2025 and the statement of profit and loss for the year ended on that date, with the report of the Directors and the Auditors thereon, be received, approved and adopted.”

Resolution No.2 (Ordinary Resolution)**Re-appointment of Director.**

“RESOLVED THAT to appoint a Director in place of Dr. Vivek Sehgal (DIN: 00036060), who retires by rotation and, being eligible, offers herself for re-appointment.

Resolution No.3 (Ordinary Resolution)**Declare Dividend financial year 2024-25.**

“RESOLVED THAT to declare Dividend on equity shares for the financial year 2024-25.

Special Business:**Resolution No.1 (Special Resolution)****Re-Appointment of Dr. Gautam Sehgal as an Managing Director.**

“RESOLVED THAT pursuant to the provisions of Sections 196 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded for the re-appointment of Dr. Gautam Sehgal, as Managing Director of the Company w.e.f. 01.06.2025 for a period of five years at the remuneration and perquisite as per details hereunder during his tenure from 01-06-2025 To 31-05-2030.

Salary:- Rs.5,11,615/- (Rupees Five Lac Eleven Thousand Six Hundred and Fifteen only) Per Month.

HRA:-RS. 2,35,076/- (Rupees Two Lac Thirty Five Thousand Seventy Six only) Per Month.

Club Membership fee of one club not Exceeding Rs. 12,000/- P.A.

With 20% Increase in above Emoluments every year and also eligible for Provident Fund and Gratuity as per Company Rules.

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

All the resolutions were passed with requisite majority. The meeting concluded at 12:30 PM

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VOTE OF THANKS:-

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



Dr. Gautam Sehgal
Managing Director

Dated 29/09/2025

Place New Delhi

