

ADS/BSE/2023-24/01/01
Dated 11/01/2024

To,
The General Manager Listing Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street Mumbai, Maharashtra

SCRIP CODE -523031

Sub: Notice of the Extra Ordinary General Meeting of the Company going to be held on Tuesday 06th February 2024.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation, 2015, as amended and any other applicable provision, We are pleased to inform that the Extra Ordinary General Meeting ("EGM") of the Members of ADS Diagnostic Limited ("the Company") will be held on **Tuesday the 06th February 2024 at 11:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")**

The remote e-voting will be available during the following period:

Commencement of remote e-voting	From Saturday, 03 rd February, 2024 (09:00 A.M. IST)
End of remote e-voting	Till Monday, 05 th February, 2024 (05:00 P.M. IST)

The remote e-voting module shall be disabled by CDSL for voting after Monday, 05th February, 2024 (05:00 P.M. IST)

Members, who are present at the EGM through VC / OAVM 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 during the EGM.

Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the **cut-off date i.e., Monday, 29th January, 2024** will be entitled to cast their votes by remote e-voting or e-voting during the EGM. The voting right of members shall be in proportion to their shares of the paid up equity share capital of the company as on cut-off date. Once the vote on a resolution is cast by the shareholder, the shareholder would not be allowed to change it subsequently. A person who is not a member on the cut-off date should accordingly treat the EGM Notice as for information purposes only.

We request you to kindly take the above on record and bring to the notice of all concerned

Thanking You.

Yours Faithfully

For ADS Diagnostic Limited


N.L. Gayari
Chief Financial Officer
& Company Secretary.



Encl.:- A/a

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

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF ADS DIAGNOSTIC LIMITED WILL BE HELD AT THE REGISTERED OFFICE SITUATED AT 114 SANT NAGAR EAST OF KAILASH, NEW DELHI-110065 OF THE COMPANY ON TUESDAY, 06TH DAY OF FEBRUARY 2024 AT 11.00 AM, TO TRANSACT THE FOLLOWING BUSINESS THROUGH VIDEO CONFERENCE.

SPECIAL BUSINESS:

Item No. 1: Appointment of Mr. Abhay Singh (DIN: 06492252) 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. Abhay Singh (DIN: 06492252), 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 14.11.2023 to 13.11.2026

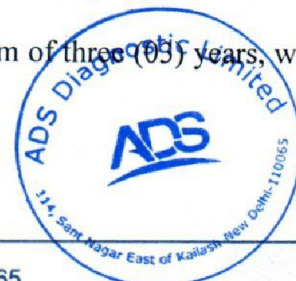
RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper, incidental or expedient in this regard.”

Item No. 2: 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 14.11.2023 to 13.11.2026.



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RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper, incidental or expedient in this regard."

**By order of the Board of Directors
For ADS Diagnostic Limited**



**Dr. Gautam Sehgal
Managing Director
DIN: 00034243**

Place: New Delhi
Date: 13.01.2024



NOTES:

- a) A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and a Proxy need not be the member of the Company.
- b) The instrument appointing the Proxy, if any, shall be delivered at the registered office of the company not later than forty eight hours before the time of commencement of the meeting and in default, the instrument of Proxy shall be treated as invalid.
- c) Members are requested to notify immediately any change in their address to the Company at its registered office.
- d) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.
- e) Members are requested to bring their copy of notice of the EGM. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
- f) Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting. .
- g) Electronic Copy of Notice will be sent to the members whose email IDs are registered with the Company/Deposit Participant(s).
- h) Members may also note that Notice of the Extraordinary General Meeting will also available on the Company's website www.ramapulp.com for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during the normal business hours on working days till the date of the meeting. Even after registering e-communication, members are entitled to received such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor@ramapulp.com
- i) E-voting cut of date is 05th February, 2024 (05:00 P.M. IST), E-voting opens from 03rd February, 2024 at 10:00 A.M. IST and ends on 05th February, 2024 at 05:00 P.M. IST.

VOTING THROUGH ELCETRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their votes for all the resolutions detailed in an Extraordinary General Meeting scheduled to be held on 06th February, 2024 at 11.00 AM. The Company has engaged the services of CDSL, as the authorized agency to provide the e-voting as per instruction below:

The instructions for shareholders voting electronically are as under:

- I. The voting period begins on 03rd February, 2024 at 10:00 A.M. IST and ends on 05th February, 2024 at 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 29th January, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. The shareholders should log on to the e-voting website www.evotingindia.com.



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- III. Click on Shareholders.
- IV. Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- V. Next enter the Image Verification as displayed and Click on Login.
- VI. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on at earlier voting of any company, then your existing password is to be used.
- VII. If you are a first time user follow the steps given below.

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

- VIII. After entering these details appropriately, click on "SUBMIT" tab.
- IX. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XI. Click on the EVSN for the relevant Rama Pulp and papers Limited on which you choose to vote.
- XII. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XIII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.




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- XIV. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVI. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XVII. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVIII. 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile
- XIX. Note for Non – Individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@cdslindia.com.
 - After receiving the login details they have to create compliance user, using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



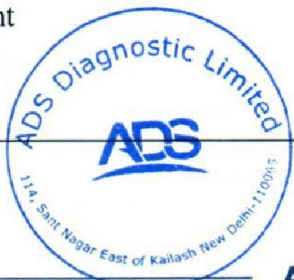
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1: Appointment of Mr. Abhay Singh (DIN: 06492252) 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, Abhay Singh (DIN: 06492252) 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. Abhay Singh is given below:

Particulars	Mr. Abhay Singh
Director Identification Number (DIN)	06492252
Date of Birth / Age	19/11/1969
Address	F/79/5, 1st Floor, Western Avenue, W-1, Lane Sainik Farm, Khanpur, Delhi-110062
Date of first appointment on the Board	14.11.2023
Educational Qualification	Graduate degree in the field of Commerce
Experience (including expertise in specific functional areas) / Brief Resume	He has industry experience working as a Professional for 22 Years and working as a Consultant for 7 Years.
Directorships held in other companies	Ultimate Resorts 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. Abhay Singh 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.




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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.
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Item No. 2: 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:

Particulars	Mr. Uday J S Walia
Director Identification Number (DIN)	02393545
Date of Birth / Age	18/12/1973
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	14.11.2023
Educational Qualification	B.Sc. (Honours) Chemistry, Delhi University BA Law, Exhibitioner, University of Cambridge Master of Laws, Exhibitioner, University of Cambridge
Professional Qualification	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 Keefees Communications Private Limited Coaltrans Conferences Private Limited
Memberships/ Chairmanships of committees across companies	Nil




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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.

By order of the Board of Directors
For ADS Diagnostic Limited



Dr. Gautam Sehgal
Managing Director
DIN: 00034243

Place: New Delhi
Date: 13.01.2024

