

ADS/BSE/23-24-05

Dated 06.02.2024

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001
Email ID: corp.relations@bseindia.com

Ref.: ADS DIAGNOSTIC LIMITED (523031)

Sub: Certified True Copy of the minutes of Extraordinary General Meeting held on 06.02.2024.

Dear Sir,

Please find enclosed herewith the Minutes of the Extraordinary General Meeting of the Company held on 06.02.2024

Kindly take the above document on record.

Thanking you,

Yours faithfully,
For ADS Diagnostic Limited



N.L. Gayari
Vice President Finance &
Company Secretary



PROCEEDINGS OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF ADS DIAGNOSTIC LIMITED HELD ON TUESDAY, 06TH FEBRUARY 2024, THROUGH VIDEO CONFERENCING VC/OTHER AUDIO VISUAL MEANS (OAVM) FACILITY TO TRACT THE FOLLOWING BUSINESS

Present:-

| | | |
|--------------------------|---|------------------------------|
| Dr. Gautam Sehgal | : | Managing Director (In Chair) |
| Dr. (Mrs.) Versha Sehgal | : | Director |
| Mrs. Radhika Sehgal | : | Director |
| N.L. Gayari- | : | Company Secretary |
| Auditor- | : | Mr. Gaurav Joshi |

Member Attendance:-

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

Chairman of The Meeting:-

Mr. Gautam Sehgal took the Chair.

Quorum:-

As sufficient quorum was present, the chairman called the Meeting to order. He then welcomed the Members present to the Extraordinary General Meeting of the company and began with the formal proceedings of the meeting.

Notice Convening the Meeting thereon:-

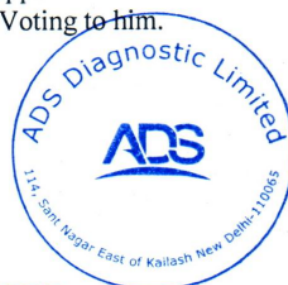
With the consent of Members present, the Notice convening the Meeting, already been circulated were taken as read.

Chairman's Speech:-

The Chairman then made a speech on the economy in general and the working of the Company. He then mentioned that the Registers as required under the Companies Act, 2013 are kept at the meeting for inspection of the Members till the conclusion of the meeting.

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 Saturday, 03rd February, 2024 and ended at 06:00 p.m. on Monday, 05 February, 2024 in respect of the Ordinary and Special Business to be transacted at the Extraordinary General Meeting. He further informed that M/s. Anand Pandey & Associates, Practicing Company Secretaries (CP NO. 21110) were appointed as Scrutinizers in the said process. He then stated that the said Scrutinizers have submitted their report of E-Voting to him.



ADS DIAGNOSTIC LIMITED

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

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

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

Physical Ballot:-

The Chairman then suggested to the members, physically present and who had not voted electronically, to cast their vote through physical ballot and instructed the Company Secretary to carry out the physical ballot process for all the process for all the 6 resolutions specified in the Notice. He declared that M/s. M/s. Anand Pandey & Associates., practicing Company Secretaries will act as the scrutinizers in the ballot process. The Chairman further informed that upon completion of voting by physical ballot, the Scrutinizer will count the votes and sign and submit the result to the Chairman by adding the physical votes to the electronically casted votes in favour and against each resolution within 2 working days from the conclusion of the Meeting.

Result of E-Voting and Physical Ballot:-

The Chairman then informed the Meeting that the Result of the polling would be declared by the Company to the Stock Exchange within 2 working days from the conclusion of the Meeting. He also mentioned that the Reports of the Scrutinizers on E-Voting and the Physical Ballot would be available for inspection at the Registered Office of the Company.

VOTE OF THANKS:-

There being no other business to be transacted, the meeting ended with a vote of thanks to the Chair.

**Results of e-voting and Physical Ballot on the ordinary and special
Businesses conducted at the Extraordinary General Meeting of the company
held on Tuesday, February 06, 2024**

On the basis of the Scrutinizer's Report for the Electronic Voting dated 05.02.2024 and the Scrutinizer's Report for the Physical Ballot held at the Extraordinary General Meeting dated 06.02.2024, the Chairman announced the results of the Voting on 06.02.2024 that all the 2 Resolutions for the Special Businesses specified in the Notice have been passed with requisite majority as follows:

| Item No. in the Notice | Ordinary/ Special Resolution | Votes cast in favour of the Resolution | | Votes cast against the Resolution | | Status |
|------------------------|------------------------------|--|---------------------------------|-----------------------------------|---------------------------------|--------|
| | | No. of votes | % of total votes cast in favour | No. of votes | % of total votes cast in favour | |
| 1 | Special | 1219735 | 100% | 0 | 0 | Pass |
| 2 | Special | 1219735 | 100% | 0 | 0 | Pass |

The Resolutions for the Special Business as set out from Item No. 1 & 2 in the Notice of the EGM, duly approved by the Members with requisite majority, are recorded hereunder as part of the proceedings of the EGM of the Company held on 06.02.2024.



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RESOLUTION NO.1 (SPECIAL RESOLUTION)

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.”

RESOLUTION NO.2 (SPECIAL RESOLUTION)

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.

Dated - 06.02.2024



Dr. Gautam Sehgal
Managing Director

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