



## Aspira Pathlab & Diagnostics Limited

**Registered. Office:** Flat No. 2, R D Shah Building, Shraddhanand Road, Opp. Railway Station, Ghatkopar (W), Mumbai-400086

**Corporate Office:** 6 & 7, Bhaveshwar Arcade, Near Shreyas Junction LBS Marg, Behind Saraswat Bank, Ghatkopar (W), Mumbai-400086

**CIN:** L85100MH1973PLC289209

**Date: September 05, 2024**

To,  
Department of Corporate Services  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001.

**Security Code: 540788**

**Security ID: ASPIRA**

### **Sub: Notice convening the 51<sup>st</sup> Annual General Meeting of the Company**

Dear Sir/Maa'm,

With reference to the subject captioned above, we wish to inform that Fifty-First (51<sup>st</sup>) Annual General Meeting ("AGM") of members of Company will be held on **Friday, September 27, 2024 at 12.00 P.M. (IST)** through Video-conferencing ("VC") / Other audio-visual means ("OAVM") in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice convening 51<sup>st</sup> Annual General Meeting of the Company.

We request you to kindly take the same on your record.

Thanking you.

Yours Faithfully,

For **Aspira Pathlab & Diagnostics Limited**



**Krupali Shah**  
**Company Secretary & Compliance officer**

**Enclosed: As above**

**Aspira Pathlab & Diagnostics Limited**

CIN: L85100MH1973PLC289209

Regd. Office: Flat No. 2, R D Shah Building, Shraddhanand Road, Opp. Railway Station, Ghatkopar (W), Mumbai 400086

Contact No: 0227197 5756, 022 2513 9090

Website: [www.aspiradiagnostics.com](http://www.aspiradiagnostics.com)Email: [info@aspiradiagnostics.com](mailto:info@aspiradiagnostics.com)**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 51<sup>st</sup> ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF ASPIRA PATHLAB & DIAGNOSTICS LIMITED ("COMPANY") WILL BE HELD ON FRIDAY, SEPTEMBER 27, 2024 AT 12.00 P.M (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Nikunj V Mange, (DIN:08489442) who retires by rotation and being eligible, offers himself for re- appointment.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of section 152 of the Companies Act, 2013, Mr. Nikunj V Mange, (DIN:08489442) who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as a director of the company."

3. To appoint M/s. Sarda Soni Associates LLP, Chartered Accountants, Nagpur as the Statutory Auditor of the Company for a term of Five (5) consecutive years from the conclusion of the 51<sup>st</sup> Annual General Meeting of the Company until the conclusion of the 56<sup>th</sup> Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s. Sarda Soni Associates LLP, Nagpur (FRN.: 117235W) be and are hereby appointed as the Statutory Auditor of the Company in place of M/s. P Khetan & Co. Chartered Accountants, (FRN.: - 327386E), the retiring statutory auditor, to hold the office from the conclusion of the 51<sup>st</sup> Annual General Meeting of the Company until the conclusion of the 56<sup>th</sup> Annual General Meeting of the Company at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with

the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**SPECIAL BUSINESS:**

**4. To seek the approval for the Material Related Party Transaction**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company’s Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be accorded to the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of ‘Related Party Transaction’ under Regulation 2(1)(zc) of the Listing Regulations of the Company as detailed in the explanatory statement to this Resolution on such material terms and conditions as mentioned therein and as may be mutually from the agreed between the parties, for a period commencing Fifty first Annual General Meeting upto the date of Fifty Second Annual General Meeting of the Company to be held in the year 2025 provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) shall be carried out in the ordinary course of business and at an arm’s length basis.

**RESOLVED FURTHER THAT** any Board of Directors of the Company be and is hereby authorised to execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

**5. Re-appointment of Dr. Haseeb Drabu (DIN:00489888) as a Non-Executive Independent Director for the second term of Five (5) years**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to provisions of Sections 149, 152 of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force, Dr. Haseeb Drabu (DIN : 00489888), who was appointed as an Independent Director of the Company by the members for first term up to September 20, 2024, who being eligible for re-appointment subject to the approval of the members for a second term and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature to the office of Director of the Company, and is hereby re-appointed as an Independent Director of the Company for a second term of five(5) consecutive years i.e from the September 20, 2024 to September 19, 2029 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

**For and on behalf of Board of Directors  
Aspira Pathlab & Diagnostics Limited**

**Sd/-  
Nikunj Mange  
Executive Director  
DIN: 08489442**

**Date:** August 13, 2024

**Place:** Mumbai

**Registered Office:**

Flat No. 2, R.D. Shah Bldg,

Shraddhanand Road, Opp.

Ghatkopar Railway Station,

Ghatkopar (West), Mumbai-400086

**Email** [id-info@aspiradiagnostics.com](mailto:info@aspiradiagnostics.com)

**Website:** [www.aspiradiagnostics.com](http://www.aspiradiagnostics.com)

## NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the AGM is annexed hereto. Details of Director whose reappointment is proposed pursuant to regulation 36(3) of SEBI (LODR) Regulation, 2015 and Secretarial Standard on General Meetings (SS-2) is also appended hereto **Annexure I**
2. The Board has appointed Ms. Prajakta V. Padhye (Membership No FCS: 7478 and COP: 7891), or failing her Mr. Nilesh A. Pradhan (Membership No FCS: 5445 and COP: 3659), Partner of M/s. Nilesh A. Pradhan & Co., LLP, Practicing Company Secretaries as the Scrutinizer of the Company to scrutinize the votes cast through the e-Voting system at the meeting and remote e-Voting process in a fair and transparent manner.
3. The Scrutinizer shall submit his report to the Chairman of the Meeting or any person authorized by him within the statutory timelines. The Results declared along with the report of Scrutinizer shall be placed on the website of the Company [www.aspiradiagnostics.com](http://www.aspiradiagnostics.com) and on website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after declaration of results by the Chairman or person authorized by him in this behalf. The Company shall simultaneously forward the results to BSE, where the shares of the Company are listed.
4. In accordance with the Ministry of Corporate Affairs ("MCA") vide its circulars dated September 25, 2023, May 5, 2020, and all other relevant circulars issued from time to time (hereinafter referred as MCA Circulars), permitted holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. Accordingly, the AGM of the Company is being held through VC/OAVM. The facility of VC/OAVM and casting votes by a member using remote e-Voting as well as e-Voting on the date of the AGM will be provided by NSDL.
5. As the AGM is being held through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, in pursuance of Section 113 of the Act, the Body Corporate member / institutional members are entitled to appoint authorised representatives to attend the AGM through VC and participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution/Power of Attorney authorizing its representatives to attend and vote at the AGM to the scrutinizer at [info@napco.in](mailto:info@napco.in) with a copy marked and to NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) with a copy marked to [info@aspiradiagnostics.com](mailto:info@aspiradiagnostics.com)
6. The Members can join the AGM in the VC/OAVM mode 30 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 for 1,000 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.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the of the Companies Act, 2013 shall be made available for inspection by the members in electronic mode at the Annual General Meeting, and also from the date of circulation of this Notice up to the date of AGM, i.e. September, 27 2024 without any payment of fee by the members. Members seeking to inspect such documents can send an email to [info@aspiradiagnostics.com](mailto:info@aspiradiagnostics.com).
9. Members may note that the Notice and Annual Report of 2023-2024 will also be available on the Company's website [www.aspiradiagnostics.com](http://www.aspiradiagnostics.com), websites of the Bombay Stock Exchange at [www.bseindia.com](http://www.bseindia.com) and on the website of National Securities Depository Limited ("NSDL"), (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form w.e.f. April 01, 2020
11. Shareholders holding shares in the dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to their Depositories Participants. In case of any queries/ difficulties in registering the e-mail ids, Members may write to the Company/RTA at [info@aspiradiagnostics.com](mailto:info@aspiradiagnostics.com) or [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to M/s. Linkintime India Private Limited at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
13. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM;
14. To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address in respect of shares held in electronic form with the Depository through their Depository Participant(s). for receiving all communication including Annual Report, Notices, etc. from the Company electronically.
15. Shareholders who would like to express their views/ask questions during the meeting may register themselves as speaker by sending their request till September 15, 2024 (05:00 P.M.) mentioning their name, demat account number/folio number, email ID, mobile number at [info@aspiradiagnostics.com](mailto:info@aspiradiagnostics.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries till September 15, 2024 (05:00 P.M.) mentioning their name, demat account number/folio number, e-mail ID, mobile number at [info@aspiradiagnostics.com](mailto:info@aspiradiagnostics.com). These queries will be replied to by the Company suitably by e-mail.
16. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and MCA Circulars, the Company is providing facility of remote e-



Voting as well as voting at the AGM to its shareholders in respect of the business to be transacted at the AGM;

#### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM: -

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Friday, September 20, 2024**, may cast their vote electronically. The remote e-voting period begins on **Tuesday, September 24, 2024 at 9:00 A.M. (IST)**, and ends on **Thursday, September 26, 2024 at 5:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, September 20, 2024**.

#### How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*





#### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for <b>IDeAS</b> e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<ol style="list-style-type: none"> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  <b>App Store</b>                  <b>Google Play</b> </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in</li> </ol>



	progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices*

after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of **Aspira Pathlab & Diagnostics Limited**, which is **125738** for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [info@napco.in](mailto:info@napco.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on **022 - 4886 7000 and 022 - 2499 7000** or send a request to **Mr. Sagar S Ghudhate** at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. September 20, 2024 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on **022 - 4886 7000 and 022 - 24997000**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. September 20, 2024 may follow steps mentioned in the Notice of the AGM under “**Access to NSDL e-Voting system**”.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [info@aspiradiagnostics.com](mailto:info@aspiradiagnostics.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [info@aspiradiagnostics.com](mailto:info@aspiradiagnostics.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF 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 Members/ shareholders, who will be 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 in the AGM.
3. Members 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company i.e 125738 will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. As, the AGM is being conducted through VC/OAVM, for the smooth proceeding of the AGM, Members who would like to express their views or ask questions during AGM may register themselves as a speaker by sending their request from their registered email ID mentioning their name, DP ID and Client ID/Folio no., PAN, mobile no., at [info@aspiradiagnostics.com](mailto:info@aspiradiagnostics.com)

by **September 15, 2024**. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**DECLARATION OF RESULTS**

1. The Scrutinizer shall provide, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or in his absence, a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.
2. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.aspiradiagnostics.com](http://www.aspiradiagnostics.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to BSE Limited, where the shares of the Company is listed.
3. The record transcript of the proceeding of AGM shall be placed on the Company's website at [www.aspiradiagnostics.com](http://www.aspiradiagnostics.com) and the same also be in safe custody of the Company.

**For and on behalf of Board of Directors  
Aspira Pathlab & Diagnostics Limited**

**Sd/-  
Nikunj Mange  
Executive Director  
DIN: 08489442**

**Date:** August 13, 2024

**Place:** Mumbai

**Registered Office:**

Flat No. 2, R.D. Shah Bldg,

Shraddhanand Road, Opp.

Ghatkopar Railway Station,

Ghatkopar (West), Mumbai-400086

**Email** [Id-info@aspiradiagnostics.com](mailto:Id-info@aspiradiagnostics.com)

**Website:** [www.aspiradiagnostics.com](http://www.aspiradiagnostics.com)



**EXPLANATORY STATEMENT****(Pursuant to Section 102 of the Companies Act, 2013)****Item No. 4**

As per the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from 1<sup>st</sup> April, 2022, related party transactions, if material, require the prior approval of shareholders through a resolution, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business.

For this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower.

Further, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, also stipulates that all material related party transactions shall require prior approval of the shareholders through ordinary resolution

Accordingly, the related party transactions as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on May 28, 2024 are hereby placed before the shareholders for their approval by way of ordinary resolution to enable the Company to enter into the following Related Party Transactions in one or more tranches.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662, dated November 22, 2021, the particulars of transactions to be entered into by the Company with related parties are as under:

1	Name of related parties	<b><u>Related Parties-</u></b>
		<ul style="list-style-type: none"> <li>• Yashraj Biotechnology Limited (Entity in which promoter has significant influence)</li> <li>• Aspira DNA Diagnostics Gujarat LLP (Associate LLP)</li> <li>• Orangutan Gaming Private Limited (Entity in which relative of the Promoter of the Company is Director)</li> <li>• Chartered Finance Management Private Limited (Common Directors)</li> <li>• Dr. Pankaj Shah (Managing Director and CEO)</li> <li>• Dr. Snehal Shah (Wife of Dr. Pankaj Shah)</li> <li>• Smt. Shashibala Shah (Mother of Dr. Pankaj Shah)</li> <li>• Mr. Arvind Bhanushali (Promoter)</li> <li>• Mr. Yash Arvind Bhanushali (Son of Promoter)</li> <li>• Mrs. Deepali Arvind Bhanushali (Wife of Promoter)</li> </ul>

2	Nature of Transaction	(i) sale, purchase or supply of any goods or materials or services
		(ii) Leasing of property of any kind
		(iii) availing or rendering of any services
3	Duration of transaction	From this meeting till the meeting for consideration of financial statements for FY 2023-24
4	Maximum amount of transaction that can be entered into	For each transaction not exceeding Rs. 50 Lakh per Entity/related party
5	Maximum value per transaction which can be allowed	No limit, subject to the overall limit under serial no. 4 above

Approval of the Members of the Company is, therefore, being sought in terms of Regulation 23 of the SEBI (LODR) Regulations, 2015 and other applicable provisions by way of passing of Ordinary Resolution for item no. 3 for the aforesaid Related Party Transactions.

Except Mr. Arvind Bhanushali, Promoter and their respective relatives, none of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution.

The Board recommends the Resolutions as set out in the Notice for approval by the Members.

#### Item No. 5

At the Board Meeting of the Company held on August 13, 2024 the Nomination and Remuneration Committee and Board had re-appointed Dr. Haseeb Drabu as an Non-Executive & Independent Director of the Company with immediate effect. In terms of Section 161(1) of the Act, Dr. Haseeb Drabu holds office upto the date of this Annual General Meeting and is eligible for re-appointment as Independent Director. The appointment of Dr. Haseeb Drabu shall be effective upon approval by the members in the Meeting. Dr. Haseeb Drabu is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company and has given declaration to the Board that he meets criteria for independence as provided under section 149(6) of the Act and Regulation 16 (1)(b) of the SEBI ( Listing Obligations and Disclosures Requirements) Regulations, 2015.

#### Brief Resume of Dr. Haseeb Drabu

Dr. Haseeb A Drabu is an Indian politician, economist and the former member of Jammu and Kashmir Legislative Assembly from Rajpora constituency in Pulwama district. He was elected as Finance Minister of Jammu and Kashmir in the BJP-PDP coalition government from 2015 to 2018.

Further he chose to put policy into operations and headed a bank as Chairman and Chief executive for five years. In between government policy making and banking operations, headed India's premier financial daily, Business Standard. Even as a regular commentator on economic issues, was associated with various governmental policy making bodies both at the Centre as well as the state level. He has worked as a lawmaker, policy planner, banker and an economic commentator. He was an active member of the GST council in its most crucial phase of formulating and introducing the new tax regime in India. He has introduced a new state budget structure and a new government payments system.

He also writes a fortnightly column for Wall Street Journal partner in India, the business daily, Mint.

The main terms and conditions of re-appointment of Dr. Haseeb Drabu as an Independent Director of the Company are as under:-

<b>Tenure</b>	Five (5) Years from August 13, 2024 to August 12, 2029.
<b>Nature</b>	Directors, not liable to retire by rotation
<b>Designation</b>	Non-Executive & Independent Director

Except Dr. Haseeb Drabu, and their respective relatives, none of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution.

The Board recommends the Resolutions as set out in the Notice for approval by the Members by way of Special Resolution

**For and on behalf of Board of Directors  
Aspira Pathlab & Diagnostics Limited**

**Sd/-  
Nikunj Mange  
Executive Director  
DIN: 08489442**

**Date:** August 13, 2024

**Place:** Mumbai

**Registered Office:**

Flat No. 2, R.D. Shah Bldg,  
Shraddhanand Road, Opp.

Ghatkopar Railway Station,

Ghatkopar (West), Mumbai-400086

**Email** [Id-info@aspiradiagnostics.com](mailto:info@aspiradiagnostics.com)

**Website:** [www.aspiradiagnostics.com](http://www.aspiradiagnostics.com)

**Annexure-1**
**Item No-2 & 5**

Brief Profile of Directors pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2) are as mentioned below:

<b>Particulars</b>	<b>Mr. Nikunj Mange</b>	<b>Dr. Haseeb Drabu</b>
DIN	08489442	00489888
Date of birth (Age)	27/08/1990 (34 years)	10/04/1961 (64 years)
Date of first appointment on the Board	29/08/2020	02/10/2018
Qualification	B.E in Computer Science, Master's student from The University of Texas at Arlington	He is professional economist with a diverse skill set and wide ranging experience.
Experience (including expertise in specific functional area)	6 + years of experience in the Software industry	Economist
Terms and conditions of appointment/re-appointment	Re-appointed as an Executive Director of the Company & liable to retire by rotation	Re-appointed as Non-Executive & Independent Director not liable to retire by rotation
Remuneration sought to be paid	Rs 48,00,000/- p.a	Except sitting fees for attending Board meeting no other remuneration is paid
Details of last drawn remuneration	Rs 44,47,200/-, p.a	
Number of Board meetings Attended during the Financial Year 2023-24	Four (4)	Four (4)
Directorship held in other Companies	Nil	- Kahnov E-Learning Private Limited - Kahnov Realty Private Limited - Air Works Livery Services Private Limited - Air Works India (Engineering) Pvt Limited - IRIS Business Services Limited - Yashraj Biotechnology Limited.
Memberships / Chairmanships of committees of other Companies	Nil	He is the member of Audit Committee & also Chairperson of Risk Management Committee in IRIS Business Services Limited
Number of Equity Shares held in the Company	1,87,658	Nil
Relationship with other Directors or KMP of the Company	Nil	Nil

Annexure-2Item No-3

Information pursuant to Regulation 36(5) of SEBI Listing Regulations, the following details are mentioned below for the information of Members:

Proposed audit fee payable to auditors	The fees proposed to be paid to M/s. Sarda Soni Associates LLP towards statutory audit and limited review (including certifications but excluding applicable taxes and reimbursements) for FY 2025 shall be INR 3.65 lakh with authority to Board to make changes as it may deem fit for the balance term.
Terms of appointment	M/s. Sarda Soni Associates LLP is proposed to be appointed as Statutory Auditor for the one term of five years i.e from the conclusion of the 51 <sup>st</sup> Annual General Meeting of the Company until the conclusion of the 56 <sup>th</sup> Annual General Meeting of the Company
Material change in fee payable	There is no material change in the fee payable to the New Statutory Auditors in comparison to the earlier Statutory Auditors.
Basis of recommendation and auditor credentials	<p>The Audit Committee and the Board of Directors based on the credentials of the firm and partners and eligibility criteria prescribed under the Companies Act, 2013 and SEBI LODR, recommends the appointment of M/s. Sarda Soni Associates LLP as statutory auditors of the Company.</p> <p><b><u>Brief Profile</u></b></p> <p>M/s. Sarda Soni Associates LLP is a professional Chartered Accountant firm. It was established in the year 1998 and registered with ICAI (FRN:117235W/W100126) and having experience of around 26 years. The firm has its head office in Nagpur with branches at Mumbai &amp; Kolkata.</p> <p>The firm has 8 partners. The firm peer review certificate is valid till 2026.</p> <p>It has earned recognition, reputation and respect of their clients who trust and rely on them for their expertise and professionalism.</p> <p>The partners of the firm have rich experience in the fields of Statutory Audit, Bank Audit, Company Audit etc.</p> <p>The firm is engaged in Audit and assurance, tax advisory both direct and indirect, due diligence and valuations etc.</p>

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice.

The Board recommends passing of the ordinary resolution set forth in Item No. 3 of the notice for approval of the members.