



## Aspira Pathlab & Diagnostics Limited

**Regd. Office:** Flat No. 2, R D Shah Building, Shraddhanand Road,  
Opp. Railway Station, Ghatkopar (W), Mumbai 400 086  
CIN:L85100MH1973PLC289209

August 18, 2022

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

Security Code: 540788

Security ID: ASPIRA

### Sub: Notice convening the 49<sup>th</sup> Annual General Meeting

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice convening the 49<sup>th</sup> Annual General Meeting of the Company, scheduled to be held on **Saturday, September 10, 2022 at 11:30 A.M. (IST) through Video Conferencing (VC)/Other Audio Visual (OAVM).**

We request you to please take the same on record.

Thanking You,

Yours Faithfully,  
For Aspira Pathlab & Diagnostics Limited

Priya Pandey  
Company Secretary & Compliance Officer

Membership No: A66213

Encl: As above





# Aspira Pathlab & Diagnostics Limited

**India's First  
Fully Automated Lab**

Untouched by hand  
touched by heart

**49<sup>TH</sup>**  
**Annual Report**  
**2021 - 2022**



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# Board of Directors



**Dr. Haseeb Drabu**  
Chairman & Independent Director



**Dr. Pankaj Shah**  
Managing Director & CEO



**Mr. Avinash Mahajan**  
Independent Director



**Mr. Arvind Bhanushali**  
Executive Director



**Dr. Subhash Salunke**  
Independent Director



**Mrs. Mangala Prabhu**  
Independent Director



**Mr. Nikunj Mange**  
Executive Director

“ We at Aspira firmly believe in the promise to provide world class healthcare and working tirelessly towards our vision of being a destination for quality healthcare to make preventive, predictive and diagnostic healthcare accessible for everyone.”

**CORPORATE INFORMATION****BOARD OF DIRECTORS**

Dr. Haseeb Drabu

Dr. Pankaj J Shah

Mr. Arvind K Bhanushali

Mr. Avinash C Mahajan

Mrs. Mangala K Prabhu

Dr. Subhash R Salunke

Mr. Nikunj V Mange

Independent Director & Chairman

Managing Director

Executive Director

Independent Director

Independent Director

Independent Director

Executive Director

**KEY MANAGERIAL PERSONNEL**

Dr. Pankaj J Shah

Mr. Balkrishna Talawadekar

Ms. Devyangi Patel (till 24.09.2021)

Ms. Darshana Sawant (from 15.11.2021 to 19.03.2022)

Ms. Priya Pandey (from 16.04.2022)

Chief Executive Officer

Chief Financial Officer

Company Secretary & Compliance Officer

Company Secretary & Compliance Officer

Company Secretary & Compliance Officer

**STATUTORY AUDITORS**

M/s P. Khetan & Co

Chartered Accountants

**SECRETARIAL AUDITORS**

M/s. Nilesh A. Pradhan & Co., LLP (FY 2022-23)

Company Secretaries

**REGISTRAR & SHARE TRANSFER AGENT**

Link Intime (India) Private Limited

C 101, 247 Park, L B S Marg,

Vikhroli (West), Mumbai 400 083

**Tel No:** (022) 4918 6270

**Fax No.:** (022) 4918 6060

**E-mail Id:** [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

**PRINCIPAL BANKER**

Bank of Baroda

HDFC Bank

**REGISTERED OFFICE**

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

Shraddanand Road,

Opp. Ghatkopar Railway Station,

Ghatkopar (West), Mumbai -400086, India

Phone: 022 - 71975756/5656

**E-Mail:** [info@aspiradiagnostics.com](mailto:info@aspiradiagnostics.com)

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

**CIN:** L85100MH1973PLC289209

**CORPORATE OFFICE**

6 & 7 , Bhaveshwar Arcade,

Near Shreyas Junction LBS Marg,

Behind Saraswat Bank,

Ghatkopar (West), Mumbai-400086, India

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 49<sup>th</sup> ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF ASPIRA PATHLAB & DIAGNOSTICS LIMITED (“COMPANY”) will be held on Saturday, September 10, 2022 at 11:30 a.m. through video conferencing /other audio visual means (“VC/OAVM”) facility to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended **March 31, 2022** together with the reports of the Board of Directors and Auditors thereon.
2. To appoint Mr. Arvind Bhanushali, who retires by rotation as a Director, and being eligible, offers himself for re- appointment.
3. Ratification of Appointment of Statutory Auditor

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

“RESOLVED THAT the appointment of M/s P. Khetan & Co, Chartered Accountants (Firm’s Registration No. 327386E) as Statutory Auditors of the Company, which has been approved at the Annual General Meeting held on September 21, 2019, for a term of 5 years i.e. from the conclusion of 46<sup>th</sup> Annual General Meeting till the conclusion of 51<sup>st</sup> Annual General Meeting to held in the year 2024, be and is hereby ratified.”

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, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out of pocket expenses incurred in connection hereto.”

**SPECIAL BUSINESS**

4. **Continuation of Directorship of Dr. Subhash Salunke as Non-Executive 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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, consent of the members of the Company be and is hereby accorded to Dr. Subhash Salunke (DIN 07940567), be continued as an Non-Executive Independent Director of the Company up to September 28, 2023, being the date of expiry of his current term of office, notwithstanding that on April 19, 2023 he attains the age of seventy-five (75) years during his current term of office.

RESOLVED FURTHER THAT Dr. Pankaj Shah, Managing Director, Mr. Nikunj Mange, Executive Director and Ms. Priya Pandey, Company Secretary of the Company be and are hereby severally authorised to do all such acts, file necessary forms and do such things including but not limited to make necessary intimations to the stock exchanges and other statutory authorities to give effect to the above resolution.”

FOR Aspira Pathlab & Diagnostics Limited

Priya Pandey  
Company Secretary

Place: Mumbai

Date: August 13, 2022

## NOTES:

1. Explanatory statement(s) pursuant to Section 102(1) of the Companies Act, 2013 relating to Ordinary and Special Business (es) to be transacted at the AGM is annexed hereto.
  2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circulars dated May 5, 2022 and May 5, 2020, permitted the 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 also casting votes by a member using remote e-Voting as well as venue e-Voting system on the date of the AGM will be provided by NSDL.
  3. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020, General Circular No. 02/2021 dated 13th January, 2021 and General Circular No. 02/2022 dated 5<sup>th</sup> May, 2022 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") has vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, SEBI/HO/DDHS/P/CIR/2022/0063 dated 13<sup>th</sup> May, 2022 permitted the holding of this 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. National Securities Depository Limited shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.
  4. 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, Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-Voting.
  5. Institutional/Corporate Shareholders are required to send a scanned copy of their Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through e-Voting/remote e-Voting. The said Resolution/Authorization shall be sent to Scrutinizer by email at [info@napco.in](mailto:info@napco.in) 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 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 for 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.
  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. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 shall be available for inspection through electronic mode, basis the request being sent on [info@aspiradiagnostics.com](mailto:info@aspiradiagnostics.com).
- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act will be available for inspection on the Company's website at [www.aspiradiagnostics.com](http://www.aspiradiagnostics.com) during the AGM.
9. In compliance with the SEBI Circular dated May 13 2022, Annual Report 2021-22 is being sent through electronic mode. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website [www.aspiradiagnostics.com](http://www.aspiradiagnostics.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of National Securities

Depository Limited (“NSDL”),  
[www.evoting.nsdl.com](http://www.evoting.nsdl.com).

10. SEBI vide its notification dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or its Registrars for assistance in this regard.

11. Additional information, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard for General Meetings (SS-2) in respect of director(s) recommended for re-appointment is annexed with this AGM Notice.

12. The Company’s Registrar and Share Transfer is M/s. Link Intime India Pvt. Ltd, having their office at C 101, 247 Park, LBS Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai- 400083. All communication in respect of share transfers and change in the address of members may be communicated to them.

13. **NOMINATION:** Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Act. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Registrar and Share Transfer Agent at the above mentioned address. Members holding shares in electronic form may contact their respective Depository.

14. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:** In line with the MCA General Circulars dated 5th May, 2020 and 13th January, 2021 and SEBI Circulars dated 12th May, 2020, 15th January, 2021 and 13th May, 2022, the Notice of the AGM along with the Annual Report for the Financial Year 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Linkintime India Private Limited /Depositories. A copy of the Notice of this AGM along with the Annual Report is available on the website of the Company at [www.aspiradiagnostics.com](http://www.aspiradiagnostics.com), websites of the Stock Exchanges where the Equity Shares of the Company

are listed, viz. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>. For any communication, the Members may also send a request to the Company’s investor email id: [info@aspiradiagnostics.com](mailto:info@aspiradiagnostics.com). The Company will not be dispatching physical copies of the Annual Report for the Financial Year 2021-22 and the Notice of AGM to any Member.

15. Members are requested to:

- a) intimate to Linkintime India Private Limited, changes, if any, in their registered addresses/pin code, bank mandates, email address, etc at an early date, in case of shares held in physical form;
- b) intimate to respective Depository Participant, changes, if any, in their registered addresses/bank mandates at an early date, in case of shares held in electronic/dematerialized form;
- c) quote their folio numbers/ Client ID and DP ID in all correspondence;
- d) consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.

Alternatively, Members may intimate the e-mail address along with their respective Client ID and DP ID/Folio No. by letter / e-mail to the Company on [info@aspiradiagnostics.com](mailto:info@aspiradiagnostics.com).

16. 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 the Company/Linkintime India Private Limited.

17. Members desirous of obtaining any information with regards to this Notice are requested to write to the Company at least one week before the AGM at [info@aspiradiagnostics.com](mailto:info@aspiradiagnostics.com) to enable the Company to make available the required information at the AGM. The same will be replied by the Company suitably.



18. Members can also provide their feedback on the Shareholders Services of the Company by filling the “Shareholders Satisfaction Survey” attached in the last page of Annual Report and emailing the same at [info@aspiradiagnostics.com](mailto:info@aspiradiagnostics.com) through their registered e-mail ID or sending the signed copy at the Corporate Office of the Company at 6 & 7, Bhaveshwar Arcade, Near Shreyas Junction LBS Marg, Behind Saraswat Bank, Ghatkopar west, Mumbai 400086.

Your feedback will help the Company in improving its Shareholders Service Standards.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on **Wednesday, September 7, 2022 at 9:00 A.M. and ends on Friday, September 9, 2022 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Saturday, September 3, 2022**, may cast their vote electronically. 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 **Saturday, September 03, 2022**.

**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.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile.</li> </ol>

	<p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 &amp; voting during the meeting.</p>

**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.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

**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.*

**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](#).

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.co.in](mailto:evoting@nsdl.co.in) 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 120899** 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to 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. 3<sup>rd</sup> September, 2022, 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 toll free no. **18001020990 and 1800224430**. 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. 3<sup>rd</sup> September, 2022 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 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) at least one week before AGM. 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 <https://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.

**EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013, the following explanatory statements sets out all material facts relating to the business mentioned under Item Nos. 3 to 4 of the accompanying notices:

**Item No. 3**

The explanatory statement is provided as per Section 102 of the Act, though strictly not required.

M/s. P Khetan & Co. Chartered Accountants, (Firm Registration No. - 327386E) were re-appointed as statutory auditors of the Company for a period of five years at the Annual General meeting held on September 21, 2019 to hold office from the conclusion of 46<sup>th</sup> Annual general Meeting till the conclusion of 51<sup>st</sup> Annual General meeting, subject to ratification by members at every Annual General Meeting.

Accordingly, ratification by members is being sought for the proposal contained in the Resolution set out at item No. 3 of the Notice.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

Accordingly, the Board commends the Ordinary Resolution as set out in item No. 3 of the accompanying notice.

**Item No. 4**

Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") provides that no listed company shall appoint or continue the directorship of any person as Non-Executive Director who has attained the age of 75 (Seventy-Five) years, unless a Special Resolution is passed to that effect and justification thereof is disclosed in the explanatory statement annexed to the Notice for such appointment.

Dr. Subhash Salunke was appointed as a Non-Executive Independent Director on the Board of the Company for a period of five years with effect from October 28, 2017 and the same was approved by the Members of the Company at their Annual General Meeting held on September 29, 2018 for a period of five years with effect from September 29, 2018 to September 28, 2023.

Dr. Salunke will attain the age of 75 years on April 19, 2023 and his appointment as approved by the Members of the Company is valid up to September 28, 2023. Accordingly, to comply with the provisions of Regulations 17(1A) of the SEBI LODR Regulations, Company is seeking approval of the Members through Special Resolution.

A brief justification for his continuation as Non-Executive Independent Director on the Board of the Company is as under:

Dr. Subhash Salunke has an MBBS, a Diploma in Public Health, a Diploma in Industrial Health and an M.D. from the University of Pune. He is Senior Advisor, Health Systems Support Unit (HSSU), PHFL since 15th May, 2010.

Dr. Subhash Salunke has been an effective and popular faculty in the subject of Preventive and Social Medicine (Community Medicine) for eight years and a postgraduate guide. Also, he was an adjunct Associate professor of Biological Sciences, human ecology at the University of Texas, USA - School of Public Health - from 1994 to 2000. His 30 years' experience in the Public Health Department spans from Deputy Director to Director General in the Health Services of Maharashtra. Most of his illustrative examples of achievements in contemporary Public Health emanate from his own personal experience. Being an achiever, he has experienced a meteoric rise in the field of

Public Health. His stint with the WHO SEARO spanned from being Regional Advisor in 2005 to Assistant Regional Director in 2009, including three years as the WHO representative to Indonesia.

He has navigated various portfolios in Public Health not only by fulfilling goals and target but also by demonstrating innovative and rational ways. He has assisted State Governments to initiate a number of schemes, mainly focusing on health services to the poorer section of society. He was actively involved in formulating projects like "Health System Development" for Maharashtra that was supported by the World Bank. He has shown leadership in designing the HIV/AIDS Control special programme (AVERT) with the assistance of USAID for Maharashtra State. He was one of the members of designing National AIDS Control Programme Phase II during 1999-2000 that was a major step in control of HIV/AIDS through the National Programme for Control of HIV/AIDS.

Dr. Salunke fulfills all conditions specified under the applicable laws for the position of Non-Executive Independent Director of the Company. The Company has also received necessary declarations from him that he meets the criteria of independence as prescribed under the applicable laws including but not limited to SEBI LODR Regulations. He is not disqualified to act as Director in terms of Section 164 of the Companies Act, 2013. He is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

Details of Dr. Subhash Salunke pursuant to the provisions of (i) SEBI LODR Regulations and (ii) Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are provided in the 'Annexure' to the Notice.

Except Dr. Subhash Salunke, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors of the Company recommends the resolution set out at Item No. 4 for approval of the Members as a Special Resolution.

By Order of the Board  
For **Aspira Pathlab & Diagnostics Limited**

Date: August 13, 2022  
Place: Mumbai

Priya Pandey  
Company Secretary  
Membership No. A66213

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:

Particulars	Mr. Arvind Bhanushali	Dr. Subhash Salunke										
DIN	00011903	07940567										
Date of birth (Age)	20/04/1963 (59 years)	19/04/1948 (74 years)										
Date of appointment on the Board	30/05/2016	28/10/2017										
Qualification	B.com	MBBS, a Diploma in Public Health, a Diploma in Industrial Health and an M.D. from the University of Pune										
Experience (including expertise in specific functional area)	Finance, banking, Corporate re-structuring, capital market	30 years' experience in the Public Health Department spans from Deputy Director to Director General in the Health Services of Maharashtra										
Terms and conditions of appointment/re-appointment	An Executive Non Independent Director of the Company and liable to retire by rotation	Non-Executive Independent Director and not liable to retire by rotation										
Remuneration sought to be paid	Waiver of any sought of remuneration to be paid	Nil (Sitting Fee shall be paid for attending Board and Committee Meetings of the Company)										
Details of last drawn remuneration	Nil	Nil (Only Sitting Fee paid)										
Number of Board meetings Attended during the year (Financial Year 2021-22)	Attended all Four Board Meetings held during the year	Attended all Four Board Meetings held during the year										
Directorship held in other Companies	<table border="1"> <tr> <td>Yash-Raj Diagnostics Pvt. Ltd</td> <td>Director</td> </tr> <tr> <td>Yashraj Biotechnology Ltd</td> <td>Director</td> </tr> <tr> <td>Chartered Finance Management Ltd.</td> <td>Director</td> </tr> <tr> <td>CFM Asset Reconstruction Private Limited</td> <td>Director</td> </tr> </table>	Yash-Raj Diagnostics Pvt. Ltd	Director	Yashraj Biotechnology Ltd	Director	Chartered Finance Management Ltd.	Director	CFM Asset Reconstruction Private Limited	Director	<table border="1"> <tr> <td>Yashraj Biotechnology Ltd</td> <td>Director</td> </tr> </table>	Yashraj Biotechnology Ltd	Director
Yash-Raj Diagnostics Pvt. Ltd	Director											
Yashraj Biotechnology Ltd	Director											
Chartered Finance Management Ltd.	Director											
CFM Asset Reconstruction Private Limited	Director											
Yashraj Biotechnology Ltd	Director											
Memberships / Chairmanships of committees of other companies	<table border="1"> <tr> <td colspan="2">Yashraj Biotechnology Ltd</td> </tr> <tr> <td>Nomination &amp; Remuneration Committee</td> <td>Member</td> </tr> </table>	Yashraj Biotechnology Ltd		Nomination & Remuneration Committee	Member	<table border="1"> <tr> <td colspan="2">Yashraj Biotechnology Ltd</td> </tr> <tr> <td>Audit Committee</td> <td>Member</td> </tr> </table>	Yashraj Biotechnology Ltd		Audit Committee	Member		
Yashraj Biotechnology Ltd												
Nomination & Remuneration Committee	Member											
Yashraj Biotechnology Ltd												
Audit Committee	Member											
Number of Equity Shares held in the Company	8,85,500	Nil										



## BOARD'S REPORT

To  
The Members,  
Aspira Pathlab & Diagnostics Limited

Your Directors have pleasure in presenting 49<sup>th</sup> Annual Report on the business and operations of the Company together with the Audited Financial Statement for the year ended March 31, 2022.

**FINANCIAL RESULTS**

The Company's financial performance during the year ended March 31, 2022 as compared to the previous financial year is summarized below:

Particulars	(Rs. In Lakhs)	
	FY 2021-22	FY 2020-21
Revenue from operations	1954.19	1520.54
Other Income	10.29	20.38
<b>Total Income</b>	<b>1964.48</b>	<b>1540.92</b>
Total Expenses	1518.53	1402.82
Profit/(Loss)Before Tax	445.94	138.10
Tax	-	-
<b>Net Profit /(Loss) After Tax</b>	<b>445.94</b>	<b>138.10</b>
Other Comprehensive Income (net of tax)	1.55	13.27
<b>Total Comprehensive Income</b>	<b>447.49</b>	<b>151.36</b>

**NATURE OF BUSINESS**

The Company is primarily engaged in the activities of pathology and related healthcare services. There was no change in nature of the business of the Company, during the year under review.

**FINANCIAL PERFORMANCE**

During the year under review the total income of the Company is Rs. 1,964.48 Lakhs as compared to Rs. 1540.92 Lakhs in previous year, representing increase in total income, and profit stood at Rs. 445.94 Lakhs as compared to Rs. 138.10 lakhs in last year. The total comprehensive income stood at Rs. 447.49 Lakhs as compared to Rs. 151.36 Lakhs in the previous year.

**DIVIDEND**

With a view to conserve resources, the directors do not recommend any dividend for the year ended March 31, 2022.

**TRANSFER TO RESERVE**

During the year under review, no amount has been transferred to the General Reserve of the Company for FY 2021-22.

**SHARE CAPITAL**

During the Financial Year 2021-22, there was no change in the authorised, subscribed, issued and paid-up share capital of the Company.

**SUBSIDIARY/JOINT VENTURES/ ASSOCIATE COMPANIES:**

The Company does not have any subsidiary/ joint venture or associate Company.

**DEPOSITS**

During the year under review, your Company neither accepted any deposits nor there were any amounts outstanding at the beginning of the year which were classified as 'Deposits' in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 and hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Companies Act, 2013 is not applicable.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION**

No material changes and commitments, other than disclosed as part of this report, affecting the financial position of the Company have occurred between March 31, 2022 and the date of the report.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

In compliance with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has formulated a Policy on Related Party Transactions which is also available on Company's website at [www.aspiradiagnostics.com](http://www.aspiradiagnostics.com).

The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and its Related Parties. All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions which are of repetitive nature and / or entered in the Ordinary Course of Business and are at Arm's Length.

All related party transaction entered during the year were in Ordinary Course of the Business and on Arm's Length basis. No Material Related Party Transaction, i.e. transaction exceeding ten percent of the annual turnover as per the last audited financial statements, was entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

**PARTICULARS OF LOANS, INVESTMENT AND GUARANTEES BY THE COMPANY**

In terms of the provisions of section 186 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, loans, guarantees and investments given/made by the Company as on March 31, 2022 are mentioned in the financial statements of the Company.

**PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the prescribed format and annexed herewith as **Annexure - I** to this Annual Report.

**DIRECTORS****a) RETIREMENT BY ROTATION AND SUBSEQUENT RE- APPOINTMENT**

Mr. Arvind Bhanushali (DIN: 00011903) Executive Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting ("AGM") in terms of Section 152, 149(13) of the Companies Act, 2013 with read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and being eligible offers himself for reappointment. Appropriate

resolution for his reappointment is incorporated in the Notice of the ensuing Annual General Meeting.

A brief profile and other information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") relating to him forms part of the Notice of ensuing Annual General Meeting.

The Board considered the said re-appointment in the interest of the Company and hence recommends the same to the shareholders for approval.

#### **b) APPOINTMENT/RESIGNATION/REDESIGNATION OF DIRECTORS**

During the year under review, Ms. Vandana Bhansali resigned as Non-Executive Non Independent Director w.e.f June 5, 2021. Dr. Abhay Chowdhary, Non-Executive Independent Director, resigned from the Directorship of the Company w.e.f. June 5, 2021, due to preoccupation and increase in professional work. Also, Mr. Yash Bhanushali resigned as Executive Director of the Company w.e.f June 5, 2021.

Further, the Board of Directors at its meeting held on May 28, 2022 and Postal Ballot held on 7th July, 2022 considered and approved the re-appointment of Dr. Pankaj Shah for the further term of 3 years as a Managing Director i.e. from 1st August, 2022 to 31st July, 2025 and Mr. Avinash Mahajan as a Non-Executive - Independent Director for the second consecutive term of 5 years as Independent Director i.e. from September 25, 2022 to September 24, 2027 notwithstanding that on July 5, 2025 he attains the age of 75 years during the aforesaid tenure.

Save and except the above, there were no changes in the composition of Board of Directors during the year under review.

#### **c) DECLARATION OF INDEPENDENCE FROM INDEPENDENT DIRECTORS**

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Independent Directors fulfil the conditions specified in the Companies Act, 2013 read with the Schedules and Rules made thereunder as well as in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent from Management.

#### **KEY MANAGERIAL PERSONNEL(KMP)**

In accordance with the provisions of Sections 2(51), 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following were the Key Managerial Personnel of the Company:

1. Dr. Pankaj Shah - Managing Director & Chief Executive Officer
2. Mr. Balkrishna Talawadekar- Chief Financial Officer
3. Ms. Devyangi Patel – Company Secretary (Resigned on September 24, 2021)
4. Ms. Darshana Sawant- Company Secretary (Appointed November 15, 2021 and Resigned on March 19, 2022)
5. Ms. Priya Pandey- Company Secretary (Appointed w.e.f. April 16, 2022)

#### **PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out annual evaluation of (i) its own performance; (ii) Individual Directors Performance; (iii) Chairman of the Board; and (iv) Performance of all Committees of Board for the Financial Year 2021-22.

A structured questionnaire was prepared after taking into consideration the inputs received from Nomination and Remuneration Committee, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors, who were evaluated on parameters such as level of engagement and contribution, independence of

judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Non-Independent Directors and Chairman of the Board was carried out by the Independent Directors.

The Directors expressed their satisfaction with the evaluation process.

Further, the evaluation process confirms that the Board and its Committees continue to operate effectively and the performance of the Directors and the Chair is satisfactory.

#### **REMUNERATION POLICY**

In compliance with the provision of Section 178 of the Companies Act, 2013, the Board has, on the recommendation of the Nomination & Remuneration Committee of the Company, framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration. The detailed Nomination and Remuneration policy can be viewed on website of the Company at <https://www.aspiradiagnostics.com/wp-content/uploads/2020/08/Nomination-and-Remuneration-Policy-Aspira-Pathlab.pdf>.

#### **NUMBER OF MEETINGS OF THE BOARD AND ITS COMMITTEES**

The Board met Four (4) times during the Financial Year 2021-22. The details of the meetings of the Board and Committees thereof are given in the Corporate Governance Report, which forms an integral part of this Annual Report.

#### **NOMINATION AND REMUNERATION COMMITTEE`**

A Nomination and Remuneration Committee is in existence in accordance with the provisions of sub-section (1) of Section 178 of the Companies Act, 2013. Kindly refer section on Corporate Governance, under head 'Nomination & Remuneration Committee' for

matters relating to constitution, meetings, functions of the Committee; and the remuneration policy formulated by this Committee.

#### **AUDIT COMMITTEE**

An Audit Committee is in existence in accordance with the provisions of Section 177 of the Companies Act, 2013. Kindly refer section on Corporate Governance, under head 'Audit Committee' for matters relating to constitution, meetings and functions of this Committee.

All recommendations made by the Audit Committee have been accepted by the Board of Directors.

#### **OTHER BOARD COMMITTEE**

For details of other Board Committee, kindly refer the section on Corporate Governance.

#### **AUDITORS AND AUDITOR'S REPORT STATUTORY AUDITORS**

Pursuant to the provisions of Section 139 of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended, M/s. P Khetan & Co, Chartered Accountants, the Statutory Auditors of the Company, hold office upto the conclusion of 51st Annual General Meeting.

#### **OBSERVATIONS OF STATUTORY AUDITORS REPORT ON STATEMENT**

The observations and comments furnished by the Auditors in their report read together with the notes to Accounts are self- explanatory and hence do not call for any further comments under Section 134 of the Companies Act, 2013.

#### **SECRETARIAL AUDIT REPORT FOR YEAR ENDED MARCH 31, 2022**

As required under provisions of Section 204 of the Companies Act, 2013 and pursuant to Regulation 24A of Listing Regulations, the reports in respect of the Secretarial Audit for FY 2021-22 carried out by

Practicing Company Secretary, Santoshkumar K Pandey, in Form MR-3, is annexed herewith as **Annexure II**. The report in Form MR-3 does not contain any adverse observation or qualification or modified opinion requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

#### **INTERNAL AUDITORS**

Based on the recommendation of the Audit Committee of the Company, the Board of Directors of the Company had appointed M/s. Vishal J Bhanushali, Chartered Accountants as the Internal Auditors of the Company for the financial year 2021-22.

#### **DIRECTOR'S RESPONSIBILITY STATEMENT**

In accordance with the requirement of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended March 31, 2022, the Board of Directors of the Company confirm that:

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2022 the applicable accounting standards have been followed;
- b) such accounting policies have been selected and applied consistently and the Directors 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 as on March 31, 2022 and of the profit of the Company for the year ended on that date;
- c) proper and sufficient care is taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting material fraud and other irregularities;
- d) the annual accounts of the Company have been prepared on a going concern basis;
- e) proper internal financial controls have been laid down to be followed by the Company and that

such internal financial controls are adequate and were operating effectively;

- f) the Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **WHISTLE BLOWER MECHANISM**

Your Company has a Whistle Blower Mechanism in place as required under Section 177 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. More details in this regard have been outlined in the Corporate Governance Report annexed to this report and are also available under Investors Section on the Company's website at: [www.aspiradiagnostics.com](http://www.aspiradiagnostics.com).

#### **FRAUD REPORTING**

During the year under review, no instances of fraud were reported by the Auditors of the Company.

#### **COST RECORDS**

Section 148(1) of the Companies Act, 2013 with respect to maintenance of Cost records is not applicable to your Company.

#### **PREVENTION OF INSIDER TRADING**

Your Company has adopted the "Code of Conduct on Prohibition of Insider Trading" and "Code for fair disclosure of Unpublished Price Sensitive Information" for regulating the dissemination of Unpublished Price Sensitive Information and trading in securities by insiders. The said codes are also available on the website of the Company at [www.aspiradiagnostics.com](http://www.aspiradiagnostics.com).

#### **MANAGEMENT DISCUSSION AND ANALYSIS**

The Management Discussion and Analysis ('MDA') Report gives details of the overall industry structure, developments, performance and state of affairs of the Company's business and other material developments

during the Financial Year. The MDA report is attached herewith as **Annexure-III** and forms an integral part of this Annual Report.

### **CORPORATE GOVERNANCE**

In compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate report on Corporate Governance along with a certificate from the Practicing Company Secretary regarding compliance with the conditions of Corporate Governance have been furnished in the Annual Report and forms a part of the Annual Report.

### **CODE OF CONDUCT**

Regulations 17(5) of the Listing Regulations, requires listed Companies to lay down a Code of Conduct for its Directors and Senior Management, incorporating duties of a Directors as laid down in the Companies Act, 2013. The Board has adopted a Code of Conduct for all Directors and Senior Management of the Company and the same has been placed on Company's website at [www.aspiradiagnostics.com](http://www.aspiradiagnostics.com).

### **RISK MANAGEMENT POLICY**

The Risk Management policy of the Company lays down the framework of Risk Management promoting a proactive approach in reporting, evaluating and resolving risks associated with the business. Mechanisms for identification and prioritization of risks include scanning the business environment and Internal risk factors. Identified risks are used as one of the key inputs for the development of strategy and business plan.

### **CORPORATE SOCIAL RESPONSIBILITY**

The Section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility Committee is not applicable to the Company as the Net Profit of the Company is below the threshold limit prescribed by the Companies Act, 2013.

### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has in place an Anti-Sexual Harassment Policy in compliance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has complied with the provisions relating to the constitution of Internal Complaints Committee (ICC) as specified under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company conducts sessions for employees to build awareness amongst employees about the Policy and the provisions of Prevention of Sexual Harassment of Women at Workplace Act.

During the year under review, no such complaints have been filed with the Committee under provision of the said Act, nor any complaints were outstanding at the beginning of the year.

### **ANNUAL RETURN**

The Annual Return of the Company in Form MGT-7 in accordance with Section 92(3) of the Companies Act, 2013 is available on the website of the Company at [www.aspiradiagnostics.com](http://www.aspiradiagnostics.com), under the section 'Investor Corner'.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTIONS AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information relating to the conservation of energy,

technology absorption foreign exchange earnings and outgo under provisions of 134 of the Companies Act, 2013 is appended as **Annexure IV** to this report.

### **SERVICE OF DOCUMENTS THROUGH ELECTRONIC MEANS**

Subject to the applicable provisions of the Companies Act, 2013, all documents, including the Notice and Annual Report shall be sent through electronic transmission in respect of members whose email IDs are registered in their demat account or are otherwise provided by the members.

#### **INTERNAL FINANCIAL CONTROLS**

Your Company has in place an adequate internal financial control framework with reference to financial and operating controls thereby ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information.

During Financial Year 2021-22, such controls were tested and no reportable material weakness in the design or operation was observed. The Directors have in the Directors Responsibility Statement confirmed the same to this effect.

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observations has been received from the Auditor of the Company for inefficiency or inadequacy of such controls.

#### **DISCLOSURE RELATED TO INSOLVENCY AND BANKRUPTCY**

During the financial year under review, there is no application made and/or no proceeding pending under the Insolvency and Bankruptcy Code, 2016.

#### **SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS**

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

#### **COMPLIANCE OF SECRETARIAL STANDARDS**

The Company has duly complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors (SS-1) and Shareholders (SS-2).

#### **APPRECIATION**

Your Directors wish to convey their gratitude and place on record their appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year. Your Directors sincerely convey their appreciation to customers, shareholders, vendors, bankers, business associates, regulatory and government authorities for their continued support.

**For and on behalf of the Board of Directors**

**Dr. Pankaj J Shah**  
Managing Director & CEO  
DIN: 02836324

**Mr. Nikunj Mange**  
Executive Director  
DIN: 08489442

**Mumbai, August 13, 2022**

#### **Registered Office**

Aspira Pathlab & Diagnostics Limited  
Flat NO.2, R.D. Shah Bldg, Shradhanand Road Opp.  
Ghatkopar Railway Station, Ghatkopar (West)  
Mumbai 400086

**CIN: L85100MH1973PLC289209**

**Tel No: 7208042200**

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

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

Disclosures pertaining to remuneration under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended March 31, 2022

A. The ratio of the remuneration paid to each director during the year to the median remuneration of the employees of the Company for the Financial Year:

Name of Director/Key Managerial Personnel	Designation	Ratio to median remuneration
Dr. Pankaj Shah	Managing Director	32.78
Mr. Yash Bhanushali	Executive Director	1.08
Mr. Nikunj Mange	Executive Director	18.72
<b>Key Managerial Personnel</b>		
Ms. Devyangi Patel (Resigned w.e.f September 24, 2021)	Company Secretary	1.31
Mr. Balkrishna Tawaldekar	Chief Financial Officer	4.57
Ms. Darshana Sawant (from November 15, 2021 to March 19, 2022)	Company Secretary	0.90

B. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary, in the Financial Year:

Name of Director/Key Managerial Personnel	Designation	% increase in Remuneration over previous year
Dr. Pankaj Shah	Managing Director	0
Mr. Yash Bhanushali	Executive Director	-69.47
Mr. Nikunj Mange	Executive Director	324.16
<b>Key Managerial Personnel</b>	<b>Company Secretary</b>	
Ms. Devyangi Patel (Resigned w.e.f September 24, 2021)	Company Secretary	350.67
Mr. Balkrishna Talawadekar	Chief Financial Officer	845.85
Ms. Darshana Sawant (from November 15, 2021 to March 19, 2022)	Company Secretary	0

C. Percentage increase in the median remuneration of employees in the FY 2021-22: 112.46

D. Number of permanent employees on the rolls of the Company as on 31 March, 2022: 108



E. 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 the managerial remuneration has been 44.48% while for other it is about 18.36%. This is based on the Remuneration Policy of the Company that rewards people differently based on their contribution and also ensures that external market competitiveness and internal relativities are taken care of.

- Affirmation that the remuneration is as per the Remuneration Policy of the Company:

It is hereby confirmed that the remuneration is as per the Nomination and Remuneration Policy of the Company.

**Affirmation:**

It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and other employees is as per the Remuneration Policy of the Company.

## Annexure II

## FORM NO. MR-3

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March 2022

[Pursuant to section 204(1) of the Companies Act, 2013

and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Aspira Pathlab & Diagnostics Limited

Flat NO. 2, R.D. Shah Bldg., Shraddhanand Road

Opp. Ghatkopar Railway Station, Ghatkopar (West)

Mumbai-400086.

CIN: L85100MH1973PLC289209

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Aspira Pathlab & Diagnostics Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **Aspira Pathlab & Diagnostics Limited**, 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2022**, 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Aspira Pathlab & Diagnostics Limited** ("the Company") for the financial year ended on **31<sup>st</sup> March, 2022**, according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder 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 - **Not Applicable to the Company during Audit period;**

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 - **Applicable to the Company and necessary compliances has been disclosed from time to time;**

c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **Not Applicable to the Company during Audit period;**

d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - **Not Applicable to the Company during Audit period;**

e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable to the Company during the Audit Period;**

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 - **Not**

**Applicable to the Company during the Audit Period;**

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **Not Applicable to the Company during the Audit Period;**

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not Applicable to the Company during the Audit Period;**

vi. The management has identified and confirmed about following other laws as specifically applicable to the Company & they have complied with most of the Rules & Regulations specified in the Acts.

1. Bombay Shop & Establishments Act, 1952
2. Employee Provident Fund & Misc. Provisions Act, 1952
3. Employee State Insurance Act, 1948
4. Payment of Bonus Act, 1956
5. Payment of Gratuity Act, 1972
6. Environment Protection Act, 1986
7. Companies Act, 2013
8. The Income Tax Act, 1961
9. GST Laws
10. Professional Tax Act, 1976
11. The Preconception and Pre-natal Diagnostics Techniques (Prohibition of sex Selection) Act, 1994 and rules made thereunder
12. The Atomic Energy Act 1962 and rules made thereunder
13. The sexual Harrassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

I/we have also examined compliance with the applicable clauses of the following:

a. Secretarial Standards issued by The Institute of Company Secretaries of India

b. The Listing Agreements entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

I/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.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that 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.

I further report that during the audit period the company has;

1. The Company has not filed all Forms with ROC/ MCA on time during the year 2021-2022.

2. The Company has not created / modified any charge during the year, however the Company has satisfied Charges during the year:

Sr. No	Date of Creation	Amount	Charge Holder	Date of Satisfaction
1.	07-12-2016	47500000	HDFC Bank Ltd	07-10-2021
2.	19-07-2020	9680000	HDFC Bank Ltd	18-06-2021
3.	04-06-2018	5000000	HDFC Bank Ltd	02-06-2021

- The Company has paid Annual Listing fees to Stock exchange/Depository during 2021-2022.
- There has been changes in the composition of Board of Directors of the Company during F.Y. 2021-2022.

Sr. no.	Name of Directors	Date of Resignation
1.	Ms. Vandana Sachin Bhansali (Non-Executive - Non Independent Director)	June 05, 2021
2.	Abhay Sadashiv Chowdhary (Non-Executive - Independent Director)	June 05, 2021
3.	Yash Bhanushali (Executive Director)	June 05, 2021

- The Company has not declared any Dividend during the year 2021-2022.
- The Company has appointed/resigned following KMP and Directors during the Financial year 2021-2022.

Sr. No	Name of Director/KMP	Designation-Category	Date of Appointment	Date of Cessation
1	Devyangi Patel	Company Secretary and Compliance Officer	17 <sup>th</sup> February, 2021	24 <sup>th</sup> September, 2021
2	Darshana Sawant	Company Secretary and Compliance Officer	15 <sup>th</sup> November, 2021	19 <sup>th</sup> March, 2022
3	Priya Pandey	Company Secretary and Compliance Officer	16 <sup>th</sup> April, 2022	-

- The Company has not held EGM during 2021-2022.
- The Company has not held postal ballot voting during 2021-2022.
- The Company has held the Annual General Meeting during the FY 2021-2022 through Video Conferencing and other Audio Visual Means.

10. The Company has re-constituted various committees during the year.

<b>Sr. No.</b>	<b>Name of Committee</b>	<b>Members in Committee</b>	<b>Date of Constitution</b>
1.	Audit Committee	Mangala Prabhu- Chairperson Avinash Mahajan - Member Arvind Bhanushali- Member Subhash Salunke- Member	05-06-2021
2.	Nomination & Remuneration Committee	Avinash Mahajan- Chairperson Mangala Prabhu - Member Subhash Salunke- Member	05-06-2021

I further report that during the audit period company has not done any corporate action, other than those mentioned above.

I Further report that compliance of applicable Financial Laws including direct and indirect tax Laws by the Company has not been reviewed in the Audit since the same has been subject to review by the statutory auditor and other designated professional.

Sd/-

**SantoshKumar Pandey**  
(Practicing Company Secretary)

ACS 8546 / C P No. 5484

Place: Thane

Date: 28-05-2022

ICSI UDIN: A008546D000414776

**Annexure-1**

To,  
The Members,  
Aspira Pathlab & Diagnostics Limited  
Flat No. 2, R.D. Shah Bldg., Shraddhanand Road  
Opp. Ghatkopar Railway Station, Ghatkopar (West)  
Mumbai-400086.  
CIN: L85100MH1973PLC289209

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 processes 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 processes 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 procedures 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.

Sd/-

**SantoshKumar Pandey**  
**(Practicing Company Secretary)**  
**ACS 8546 / C P No. 5484**  
**Place: Thane**  
**Date: 28-05-2022**  
**ICSI UDIN: A008546D000414776**

## Annexure III

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**STRUCTURE OF DIAGNOSTIC INDUSTRY**

The Indian healthcare industry has been growing at a compound annual growth rate CAGR of 22% since CY16 (according to the Niti Aayog and IBEF) and is expected to reach USD 372 billion in CY22. While the Government's spending on healthcare remains low, there has been considerable progress made in the last few years, especially since CY20, when the COVID-19 pandemic hit the entire world.

After various events that unfolded due to COVID-19 pandemic, the Government of India has become more cognizant and is focusing on building a resilient and sustainable healthcare ecosystem. In line with this, the allocation of funds to the Department of Health and Family Welfare was increased by more than 100% to ₹ 5,632 crore for FY22-23. Even the budget under the Ayushman Bharat – Pradhan Mantri Jan Arogya Yojana (PMJAY) has more than doubled ₹ 6,412 crore.

The diagnostics market in India, which has been valued at ₹ 710-730 billion in FY20-21 is projected to grow at a CAGR of 14-16% over FY21-23 to ₹ 980 billion.

The COVID-19 pandemic outbreak has further sensitized Governments and citizens across the world to the importance of healthcare infrastructure and the role the diagnostic industry will play in earlier detection, prevention and management of diseases.

While diagnostic tests cannot treat patients or cure illnesses, it is an integral part of the healthcare value chain. Diagnostic tests improve patient care and help to limit healthcare spending by finding potential problems sooner.

**GOVERNMENT INITIATIVE TOWARDS HEALTHCARE INDUSTRY**

- In India, 70,000 Ayushman Bharat centres are functioning, with the goal of delivering basic health care services to people closer to their homes.
- The diagnostics sector in India is presently worth USD 4 billion. In this category, the organised sector accounts for over 25%.
- Health insurance accounts for 20% of the non-life insurance sector, making it the second biggest portfolio. In FY 2020, gross direct premium income covered by health insurance increased 17.16% year on year to USD 6.87 billion.

## MAJOR GROWTH DRIVERS

- **Ageing Population:** The share of older people in the overall Indian population is rising. In many cases, an increase in age means an increase in the number and complexity of illnesses. Thereby, resulting in more demand for diagnostic services and preventive care.
- **Rising Income level:** People's disposable income has increased as per average spending has risen. This results in increased client spending and changing lifestyle. This has created opportunities for promoting healthy and preventative care, which in return has created opportunities in the diagnostics business.
- **Preventive Testing:** Increasing awareness and the measures taken by the Government to promote preventive testing via tax cuts will become a tailwind for volume growth.
- **Health screening:** Companies encourages their workforce to undertake preventative and wellness screenings. It is performed primarily to assist their employees' well-being and, perhaps, to minimize absenteeism and health risk levels. With employers covering the cost of employees' health screenings as part of the packages, the medical business will undoubtedly see a new stream of revenue from this market.
- **Continual brand building initiatives** will create more opportunities to formalise patient interactions with the diagnostics space.

## OPPORTUNITIES AND THREATS

The fragmented structure of the industry provides the organized diagnostic players an opportunity to consolidate the smaller players. It is an effective way to expand geographical reach and penetration for the larger businesses.

Further regional brands are also emerging as national players, thereby leading to increased competition. E-commerce based offerings have also started to slowly creep into the industry and have initiated the onset of digitization of services, as they have in almost every other industry. With this increasing competition, margins are likely to remain stable and growth would be led by volumes and not pricing. These developments can impact Aspira by impacting margins.



## **OUTLOOK**

The future outlook for the diagnostics industry in India is favorable with the rapid technological advancements in the healthcare industry and doctors increasingly relying on evidence-based treatment. Instances and situations like the COVID-19 outbreak also further boost the importance of diagnostics as an integral part of healthcare and the awareness among people regarding preventive testing for lifestyle and chronic diseases.

With emphasis on providing quality services and compliance, the organized players will benefit from such developments. Hence, the switch in the industry from small, standalone players to larger more organized setup is also positive and welcome.

Aspira is focused on evidence based healthcare. More and more Doctors are also relying on diagnostic reports before prescribing therapy. Therefore, it is important to engage with the Doctors by adopting various digital technologies.

Still affordability is an Issue, No, good Policy exist around diagnose of patients, No insurance claims for preventive measures.

## **RISK AND CONCERNS**

### *Competition and pricing*

The entry barrier is very low in the diagnostic labs segment. Therefore, many small labs come into the market every year. This puts pressure on the pricing of established players since they have much larger overheads. Trust, transparency and empathy would be important drivers to engage with the customers. Aspira is continuously working towards building its brand around these core values. Aspira has fully supported Government's mandate for pricing for TB, Malaria etc.

The aggregators are going to increase their market share by offering a range of services and providing pricing options to the customers. However, Aspira has its own labs and therefore unlike the aggregators we stand committed to reliable reports. Aspira follows regulations and offers better service levels.

Point of care system are still coming in market, and there is drop in the Routine health checkup margin.

Entry in new market requires strong on field team, which is still an essential factor for marketing.

## **NETWORK OF LABS**

Aspira is focused on establishing itself as a strong regional player before scaling up its operations. Although we follow an asset light model, other costs are significantly high. Most of these cost is front

ended and the payback period is high. We are therefore working on building the right systems and aggressively optimize the cost. We are adopting new technologies that would improve customer experience. Some of these are use of Chatbot, improving website, implementing patient engagement platform, Customer Service, etc.

Also concentrating more on HLM, trying to expand area by targeting newly setup hospitals and laboratory and trying to achieve more technology and advancement.

## REGULATORY INTERVENTION

Although largely operating through un-organized laboratories, the diagnostics industry is subject to intervention from the state or central governments in order to enhance testing. During seasonal epidemics, typical guidelines will fix certain pricing for a particular test/panel on a temporary basis. Being cognizant of the important role it has to play in society, the Company is totally compliant with such requirements. Historically, the industry has witnessed capping for instances of Swine Flu, Dengue and Chikungunya.

### Financial performance (in INR Lakhs)

Particulars	FY 2021-22	FY 2020-21	FY 2019-20
Revenue from operations	1954.19	1520.54	870.44
EBITDA	646.78	371.70	(688.37)
Profit after Tax	445.94	138.10	(421.17)

### Key Financial Ratio

In accordance with the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in key financial ratios. The company has identified the following ratios as key financial Ratios:

Particulars	FY2022 (%)	FY2021 (%)	Variance (%)	Reason for major variance
Current ratio (in times)	3.99	1.93	107.03	Refer note (a) below
Debt-Equity ratio (in times)	0.07	0.15	-55.36	Refer note (b) below

Debt service coverage ratio (in times)	4.78	0.80	500.99	Refer note (c) below
Trade receivables turnover ratio (in times)	6.31	13.18	-52.12	Refer note (d) below
Net capital turnover ratio (in times)	3.65	8.14	-55.15	Refer note (e) below
Net profit ratio (in %)	22.82	9.08	151.26	Refer note (f) below
Return on capital employed (in %)	29.94	5.12	485.17	Refer note (g) below

**Notes:**

- |   |
|---|
| a) Increase on account of increase in current assets and decrease in current liabilities.       |
| b) Decreased due to reduction in borrowings   |
| c) Increase on account of increase in earnings of the Company and repayment of borrowings.      |
| d) Decrease is on account of increase in average trade receivables.                             |
| e) Decrease is on account of increase in working capital.                                       |
| f) Increased on account of increase in net profit during the year.                              |
| g) Increased on account of increase in profit during the year and reductions in the borrowings. |

**STRATEGY FOR GROWTH**

Aspira is executing the following strategy for growth:

- Create unique customer experience by personalizing the offering and augmenting it with digital technologies.
- Develop online presence together with sharper focus on home collection of samples to drive customer convenience
- Strengthen the network of Doctors in the target areas
- Develop unique solutions for specialized segments like athletes, corporates etc.
- Associate with local labs that are threatened by the presence of collection centres of large labs.
- Develop specialized, personalised health packages.
- Expand test range and services

**IT AND DIGITAL INFRASTRUCTURE**

Digitalization, which streamlines healthcare procedures across the care continuum, is one of the most important parts of technology. Modern solutions with digital infrastructure enable healthcare providers to deliver smarter, more effective, and responsive treatment at a lower cost and with a better patient

experience. The primary technological distinction remains the ability to completely integrate and automate the process, which includes everything from specimen registration, bar-coding, and payment through analysis and reporting of test findings. This has assisted us in streamlining and optimising operations while also reducing human errors. The robust IT and digital infrastructure is critical to staying ahead of industry standard performance and ensuring we are the simplest location to conduct business.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an adequate internal controls system in place. The policies and procedures, covering all financial and operating functions, are also documented. The system controls are designed to provide reasonable assurance for maintaining proper accounting records. This reinforces reliability of financial reporting, monitoring of operations, protection of assets from unauthorized use or losses and compliance of regulations.

The scope and coverage of audits include:

- Reviewing and reporting of key process risks.
- Adhering to operating guidelines and statutory compliances.
- Recommending improvements for monitoring and enhancing efficiency of operations.
- Ensuring reliability of financial and operational information. The Audit Committee periodically monitors and reviews the significant internal audit observations. It also reviews compliance with accounting standards, risk management and control systems and profitability.

### **HUMAN RESOURCES MANAGEMENT**

Aspira is a new age lab. Human resources are the key to performance. As of March 31, 2022, the Company has 108 employees on its payrolls. The focus during the year has been around enhancing the productivity of the workforce and increasing the sales team. The growth in business was achieved with marginal increase in workforce strength. This was achieved by active redeployment of resources, introducing multi-taskers and job enlargements. The Company has also invested in information technology solution for sales force automation and logistics automation thus aiding employee productivity.

**CAUTIONARY STATEMENT**

Statement in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand and supply conditions, finished goods prices, input materials availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent development, information or events or otherwise.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**For ASPIRA PATHLAB & DIAGNOSTICS LIMITED**

**Place: Mumbai**  
**Date: August 13, 2022**

**Dr. Pankaj J Shah**  
**Managing Director**  
**DIN: 02836324**

**Mr. Nikunj Mange**  
**Director**  
**DIN: 08489442**

## Annexure - IV

**Statement on Conservation of Energy, Technology Absorption & Foreign Exchange Earnings and Outgo****A. CONSERVATION OF ENERGY**

**i. the steps taken or impact on conservation of energy:** The operations of your Company are not energy-intensive. However, significant measures are being taken to reduce energy consumption by using energy efficient equipment. The Company has taken initiatives to conserve energy and consume less energy like Shutting off the lights when not in use. The Company has designed its facilities keeping in view the objective of minimum energy loss. The Company has taken all steps to conserve Energy in workplaces by educating and training employees to conserve energy.

Energy saving LED lights are installed at various laboratories and collection centers.

**ii. the steps taken by the company for utilizing alternate sources of energy:** The Company being in the service industry does not have any power generation units and did not produce/generate any renewable or conventional power.

**iii. the capital investment on energy conservation equipment's:** The Capital investment on energy conservation equipment's is insignificant.

**B. TECHNOLOGY ABSORPTION****i. Efforts mad towards technology absorption-**

The Company being in service industry has adopted all new technology in terms of new software and hardware and latest machinery with automated processes available in the current Techno-environment to the size, scale and complexity of operations.

**ii. Benefits derived from technology absorption-**

Technology absorption has helped the Company to provide better and accurate results to the Customers.

**iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-**

- a. the details of technology imported; - Nil
- b. the year of import; - N.A
- c. whether the technology been fully absorbed; - N.A
- d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof;

**iv. the expenditure incurred on Research and Development.: Nil**

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The Company has not earned nor spent foreign exchange during the year under review.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**For ASPIRA PATHLAB & DIAGNOSTICS LIMITED**

**Place: Mumbai  
Date: August 13, 2022**

**Dr. Pankaj J Shah  
Managing Director  
DIN: 02836324**

**Mr. Nikunj Mange  
Director  
DIN: 08489442**

## CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED MARCH 31, 2022

**I. CORPORATE GOVERNANCE PHILOSOPHY**

Corporate Governance is an insight into the management of affairs of the Company. It implies governance with the highest standards of professionalism, integrity, accountability, fairness, transparency, social responsiveness and business ethics for efficient and ethical conduct of business. For your Company, Corporate Governance is more than a set of processes and compliances. It doesn't practice Corporate Governance as an act of Compliance but with the Spirit of Governance. Your Company believes in good corporate governance practices, as they are important for meeting its obligations towards shareholders and other stakeholders.

The Company's Corporate Governance philosophy is based on the following principles:

- Appropriate size and composition of the Board with each Director bringing in expertise in a different area;
- Systematic information flow to the Directors to enable them to effectively discharge their fiduciary duties;
- Ethical business conduct by the Management and Employees;
- Appropriate systems and processes for internal controls on all operations; and
- Timely and accurate disclosure of all material, operational and financial information to the stakeholders.

**II. BOARD OF DIRECTORS**

Your Company has an optimum mix of Executive, Non-Executive and Independent Directors which is essential to effectuate the two main functions of the Board viz Governance and Management.

As on March 31, 2022, the Board of Directors of your Company comprised of 7 Directors out of which 3 were Executive, 4 Non-Executive Independent Directors including woman independent Director. The Chairman of the Board is a Non-Executive, Independent Director.

The names and categories of Directors on the Board during the Financial Year 2021-22, their attendance at Board Meetings held during the Financial Year 2021-22 and at the last Annual General Meeting and the number of Directorship and Committees Chairmanship/Membership held by them as on March 31, 2022 are given hereunder:

Name of Director	Category	Attendance Particulars			Directorships, Chairmanships/Memberships		
		No. of Board meeting held	No. of Board meeting attended	Last AGM Attendance	Directorships \$	Committee Chairmanships+	Committee Memberships +
Dr. Haseeb Drabu (DIN: 00489888)	Independent Director and Chairman	4	4	No	8	0	1



Dr. Pankaj Shah (DIN: 02836324)	Managing Director & CEO	4	4	Yes	1	0	0
Mr. Arvind Bhanushali (DIN: 00011903)	Promoter & Executive Director	4	4	Yes	5	0	2
Mr. Avinash Mahajan (DIN: 00041661)	Non-Executive, Independent Director	4	4	Yes	4	0	4
Mrs. Mangala Prabhu (DIN: 06450659)	Non-Executive, Independent Director	4	4	Yes	13	3	3
Dr. Subhash Salunke (DIN: 07940567)	Non-Executive, Independent Director	4	4	Yes	2	0	2
Mr. Nikunj Mange (DIN: 08489442)	Executive Director (Appointed w.e.f August 29, 2020)	4	4	Yes	1	0	0

\* Excludes foreign companies and Companies under section 8 of the Companies Act, 2013.

\$ Includes Additional Directorship and Directorship in your Company.

+ For the purpose of considering the limit of Committees Membership and Chairmanships of a Director, Audit Committee and Stakeholders' Relationship Committee, including that of your Company.

A separate meeting of Independent Directors was held on March 19, 2022, which was attended by the following Independent Directors:

1. Dr. Haseeb Drabu
2. Mrs. Mangala Prabhu
3. Dr. Subhash Salunke
4. Mr. Avinash Mahajan

Listed entities, other than Aspira Pathlab & Diagnostics Limited, where Directors of the Company are Directors as on March 31, 2022 and their category therein is as under:

Name	Name of Listed Entity	Category
Dr. Haseeb Drabu	IRIS Business Services Limited	Independent Director
Dr. Pankaj Shah	-	-
Mr. Avinash Mahajan	-	-
Mrs. Mangala Prabhu	Siyaram Silk Mills Limited	Independent Director

	Ladderup Finance Limited Kesoram Industries Limited	Independent Director Independent Director
Dr. Subhash Salunke	-	-
Mr. Arvind Bhanushali	-	-
Mr. Nikunj Mange	-	-

Mr. Vandana Bhansali, Non-Executive, Non-Independent Director, Mr. Yash Bhanushali, Executive Director and Mr. Abhay Chowdhary, Independent Director resigned w.e.f June 5, 2021.

## 1. NUMBER OF BOARD MEETING

During the Financial Year 2021-22, four (4) meetings of the Board of Directors were held and the maximum time gap between two consecutive meetings did not exceed one hundred and twenty (120) days.

### Date(s) on which meeting(s) were held

- June 05, 2021
- August 14, 2021
- November 13, 2021
- February 12, 2022

Except for Mr. Arvind Bhanushali and Mr. Nikunj Mange, no other Directors are related to each other in terms of the definition of 'relative' given under Companies Act, 2013. Mr. Nikunj Mange is nephew of Mr. Arvind Bhanushali.

The number of directorships, chairmanships and committee memberships of each director is in compliance with the relevant provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### Core skills/expertise/competencies of Board of Directors

In context of your Company's business, the Board of Directors have identified the following:

- i. Core skills/expertise/competencies for it to function effectively
- ii. Directors who possess such core skills/expertise/competencies

Sr. no.	Skills/Expertise/Competencies	Brief Descriptions	Directors who possess these Skills/Expertise/Competencies
1.	Communication and relationship Skills	Ability to communicate expectations and concerns in a constructive manner and develop meaningful interpersonal relationships with other Board members and executive management.	1. Dr. Haseeb Drabu 2. Dr. Pankaj Shah 3. Mr. Avinash Mahajan 4. Mrs. Mangala Prabhu
2.	Commitment and Engagement	Commitment to the Company, its culture, values and people; displaying a commitment to the Board and the role individual Directors play in ensuring overall Board effectiveness.	5. Dr. Subhash Salunke 6. Mr. Arvind Bhanushali 7. Mr. Nikunj Mange
3.	Board and	Experience and knowledge of Board	1. Dr. Haseeb Drabu

	Governance skills	governance practices. Clear understanding of roles and responsibilities of the Board of a Company and responsibilities as a Director of the Company.	2. Dr. Pankaj Shah 3. Mr. Avinash Mahajan 4. Mrs. Mangala Prabhu 5. Dr. Subhash Salunke 6. Mr. Arvind Bhanushali 7. Mr. Nikunj Mange
4.	Specialized Industry and Environmental Knowledge	Specialized knowledge of the industry and environment(s) in which the Company is doing business.  Ability to assess and manage strategic and operational risks including but not limited to regulatory and legal risks	1. Dr. Haseeb Drabu 2. Dr. Pankaj Shah 3. Dr. Subhash Salunke 4. Mr. Arvind Bhanushali
5.	Finance, Accounting and Financial Reporting and management of financial risk	In depth understanding of financial reporting and the accounting and control practices required to manage financial risks	1. Dr. Haseeb Drabu 2. Mrs. Mangala Prabhu 3. Mr. Avinash Mahajan 4. Mr. Arvind Bhanushali
6.	Information Technology	Information Technology expertise with knowledge of current and emerging technologies.	1. Mr. Nikunj Mange 2. Dr. Haseeb Drabu 3. Mr. Arvind Bhanushali 4. Mr. Avinash Mahajan 5. Mrs. Mangala Prabhu

### Confirmation of Independence

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013.

In the opinion of the Board, the independent directors fulfil the conditions of independence criteria as specified in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent from the management.

### 2. SHAREHOLDING OF DIRECTORS IN THE COMPANY AS ON MARCH 31, 2022

Name	Nature of Directorship	Number of Equity Shares	% of Total Paid Share Capital
Mr. Arvind Bhanushali	Executive Director	8,85,500	8.60
Dr. Pankaj Shah	Managing Director & CEO	5,00,000	4.86
Dr. Haseeb Drabu	Independent Director	NIL	NIL
Mr. Avinash Mahajan	Independent Director	NIL	NIL
Mrs. Mangala Prabhu	Independent Director	NIL	NIL
Dr. Subhash Salunke	Independent Director	NIL	NIL
Mr. Nikunj Mange*	Executive Director	NIL	NIL

\* Mr. Nikunj Mange as on date holds 14137 (i.e. 0.14%) Equity Shares of the Company.

Additionally, Mr. Arvind Bhanushali holds 7,05,300 i.e 14.23% shares of Yashraj Biotechnology Limited, which holds 14,35,800 (i.e. 13.95%) equity shares of the Company as on March 31, 2022.

### 3. Familiarization Programme for Independent Directors

The Directors are provided with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices. Further, periodic presentations are made at the Board and Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Quarterly updates on relevant statutory changes are also provided to the Directors in the Board Meetings.

The details of Familiarisation Programme are disclosed on the website of the Company and can be accessed at [www.aspiradiagnostics.com](http://www.aspiradiagnostics.com).

### III. AUDIT COMMITTEE

Your Company has a duly constituted Audit Committee and its composition meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the Financial Year 2021-22, four (4) meetings of Audit Committee were held.

#### Date(s) on which meeting(s) were held

- June 05, 2021
- August 14, 2021
- November 13, 2021
- February 12, 2022

The composition of the Audit Committee and the attendance details of the members are given below:

Name of Member	Category	Position	No. of Meeting	
			Held	Attended
Mrs. Mangala Prabhu	Non-Executive Independent Director	Chairperson	4	4
Mr. Avinash Mahajan	Non-Executive Independent Director	Member	4	4
Mr. Arvind Bhanushali	Executive Director	Member	4	4
Dr. Subhash Salunke	Non-Executive Independent Director	Member	3	2

The Company Secretary of the Company, acted as the Secretary of the Company.

In addition to the members of Audit Committee, these meetings were also attended by Chief Financial Officer, Internal and Statutory Auditors and other executives considered necessary for providing inputs to the Committee.

**Terms of reference**

**The brief terms of reference, inter-alia, includes the following:**

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by them;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - i. Matters required to be included in the Director's Responsibility Statement to be included in the Director's Report in terms of clause I of sub-section 3 of Section 134 of the Companies Act, 2013;
  - ii. Changes, if any, in accounting policies and practices and reasons for the same;
  - iii. Major accounting entries involving estimates based on the exercise of judgment by the management of the Company;
  - iv. Significant adjustments made in the financial statements arising out of audit findings;
  - v. Compliance with listing and other legal requirements relating to financial statements;
  - vi. Disclosure of any related party transactions; and
  - vii. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance and effectiveness of audit process;
8. Formulating a policy on related party transactions, which shall include materiality of related party transactions;
9. Approval or any subsequent modification of transactions of the Company with related parties;

10. Scrutiny of inter-corporate loans and investments;
11. Valuation of undertakings or assets of the Company, wherever it is necessary;
12. Evaluation of internal financial controls and risk management systems;
13. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
14. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
15. Discussion with internal auditors of any significant findings and follow up there on;
16. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
17. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
18. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
19. To review the functioning of the whistle blower mechanism;
20. Approval of the appointment of the Chief Financial Officer of the Company after assessing the qualifications, experience and background, etc. of the candidate;
21. Overseeing the vigil mechanism including to whom directors and employee shall report in case of any concern;
22. Consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc.
23. Carrying out any other function as mentioned in the terms of reference of the Audit Committee.

#### IV. NOMINATION & REMUNERATION COMMITTEE

Your Company has a duly constituted Nomination and Remuneration Committee and its composition meets the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the Financial Year 2021-22, three (3) meetings of Nomination and Remuneration Committee were held.

##### Date(s) on which meeting(s) were held

- June 05, 2021
- August 14, 2021
- November 13, 2021

The composition of the Nomination and Remuneration Committee and the attendance details of the members are given below:

Name of Member	Category	Position	No. of Meeting	
			Held	Attended
Mrs. Mangala Prabhu	Non-Executive Independent Director	Chairperson	3	3
Mr. Avinash Mahajan	Non-Executive Independent Director	Member	3	3
Dr. Subhash Salunke	Non-Executive Independent Director	Member	2	2

Ms. Vandana Bhansali was Chairperson of Nomination and Remuneration Committee and resigned on June 5, 2021.

The Company Secretary of the Company, acted as the Secretary of the Committee.

##### Terms of reference

**The terms of reference of the Nomination & Remuneration Committee, inter alia, includes the following:**

1. Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with prescribed criteria, recommend to the Board their appointment and removal.
2. Lay down the evaluation criteria for performance evaluation of Independent Directors and the Board.
3. Carry out evaluation of every Director's performance and also the performance of the Board.
4. Formulation of the criteria for determining the qualifications, positive attributes and independence of a Director.

5. Recommending to the Board a policy, relating to the remuneration of directors, key managerial personnel and other employees. While formulating the policy, the committee must ensure that:
  - i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
  - ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
  - iii) Remuneration of Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
6. Devise a policy on Board diversity.
7. Framing suitable policies and procedures to ensure that there is no violation of securities laws, as amended from time to time, including SEBI (Prohibition of Insider Trading) Regulations, 2015 and Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003 by the Company and its employees, as applicable.
8. Recommend to the Board, all remuneration, in whatever form, payable to Senior Management.
9. To evaluation, prepare a description of the role and capabilities required of an independent director.
10. Perform such other activities as may be delegated by the Board of Directors and/or statutorily prescribed under any law to be attended to by such Committee.

### **Performance evaluation**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has carried out the annual evaluation of (i) its own performance; (ii) Individual Directors Performance (Including Independent Directors); (iii) Chairman of the Board; and (iv) Performance of all Committees of the Board, for the Financial Year 2021-22.

A structured questionnaire was prepared after taking into consideration inputs received from the Nomination and Remuneration Committee, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Non-Independent Directors and Chairman was carried out by the Independent Directors.

The Directors expressed their satisfaction with the evaluation process.



**V. STAKEHOLDERS RELATIONSHIP COMMITTEE**

Your Company has a duly constituted Stakeholders Relationship Committee and its composition meets the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the Financial Year 2021-22, one (1) meeting of Stakeholders Relationship Committee were held on February 12, 2022.

The composition of the Stakeholders Relationship Committee and the attendance details of the members are given below:

Name of Member	Category	Position	No. of Meeting	
			Held	Attended
Mrs. Mangala Prabhu	Non-Executive Independent Director	Chairperson	1	1
Mr. Avinash Mahajan	Non-Executive Independent Director	Member	1	1
Mr. Arvind Bhanushali	Executive Director	Member	1	0

The Company Secretary of the Company acted as the Secretary of the Committee.

**Terms of reference**

**The Committee supervises the systems of redressal of Investor Grievances and ensures cordial investor relations. Committee's terms of reference are provided herein below:**

1. Redressal of all security holders' and investors' grievances such as complaints related to transfer of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc. and assisting with quarterly reporting of such complaints.
2. Giving effect to all transfer/transmission of shares and debentures, dematerialization of shares and re-materialization of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time.
3. Overseeing the performance of the registrars and transfer agents of our Company and to recommend measures for overall improvement in the quality of investor services.
4. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
5. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the Company.
6. Review of measures taken for effective exercise of voting rights by shareholders.
7. Carrying out such other functions as may be specified by the Board from time to time.

**Compliance Officer**

Name: Ms. Priya Pandey

Designation: Company Secretary and Compliance Officer

Address: Flat No-2, R. D. Shah building, Shraddhanand Road,

Opp. Ghatkopar Railway Station, Ghatkopar-West,

Mumbai -400086

Tel: +91 7208042227

Email: info@aspiradiagnostics.com

The details of shareholders' complaints received and resolved during the Financial Year ended March 31, 2022 are given in the table below:

Particulars	No. of Compliants
Number of Shareholders' complaints outstanding as at April 1, 2021	0
Number of shareholders' complaints received during the Financial Year	0
Number of shareholders' complaints resolved to the satisfaction of shareholders during the Financial Year	0
Number of pending shareholders' complaints as at March 31, 2022	0

**VI. REMUNERATION OF DIRECTORS**

The remuneration paid to Executive Director of the Company for the financial year 2021-2022 is in accordance with the terms and conditions contained as agreed between them and the Company and approved by the shareholders.

The Independent Directors are paid sitting fees for attending meetings of Board / Board Committees.

Details of remuneration / sitting fees paid to Executive and Non-Executive Directors for the year ended March 31, 2022 is as follows:

Name	Remuneration	Allowances	Performance Incentive	Perquisite	Sitting Fee	Commission
<b>Executive Director</b>						
Dr. Pankaj Shah	60,00,000	-	-	-	-	-
Mr. Nikunj Mange	34,26,000	-	-	-	-	-
Mr. Yash Bhanushali <sup>^</sup>	10,99,000	-	-	-	-	-
<b>Non - Executive Director</b>						
Dr. Haseeb Drabu	-	-	-	-	60,000	-
Mr. Avinash Mahajan	-	-	-	-	60,000	-
Mrs. Mangala Prabhu	-	-	-	-	60,000	-
Dr. Subhash Salunke	-	-	-	-	60,000	-
Dr. Abhay Chowdhary <sup>^</sup>	-	-	-	-	-	-
Ms. Vandana Bhansali <sup>^</sup>	-	-	-	-	-	-

<sup>^</sup>Resigned w.e.f June 5, 2021.

As on March 31, 2022, none of the Directors are issued or granted any stock options.

**Criteria for making payments to Non-Executive Directors:**

Non-Executive Directors of the Company are paid sitting fees for attending Board/ Committee meetings and Commission within the limits prescribed under Companies Act, 2013. The Nomination and Remuneration Policy of the Company, inter alia, disclosing detailed criteria of making payments to Non-Executive Directors of the Company is placed on Company's website [www.aspiradiagnostics.com](http://www.aspiradiagnostics.com).

**VII. GENERAL BODY MEETINGS**

Details of Annual General Meetings convened during the last three years are as follows:

Financial Year	Date & Time	Venue	Special Resolutions passed, if any
2020-21	September 22, 2021 at 1:00 p.m.	Meeting convened through Video Conferencing	<ul style="list-style-type: none"> <li>• Increase in remuneration of Mr. Nikunj Mange (DIN:08489442), Executive Director of the Company</li> <li>• Ratification of Notice given for 47th Annual General Meeting</li> </ul>
2019-20	September 29, 2020 at 02:00 p.m	Meeting convened through Video Conferencing	<ul style="list-style-type: none"> <li>• Re-appointment of Mrs. Mangala Prabhu (DIN: 06450659) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013</li> <li>• To approve the issue of Equity shares on preferential issue</li> </ul>
2018-19	September 21, 2019 11.00 a.m.	Lantana Hall, Ghatkopar Jolly Gymkhana, Jugaldas Modi Marg, (Kiral Road), Ghatkopar (West), Mumbai- 400086, Maharashtra	<ul style="list-style-type: none"> <li>• Re-appointment of Ms. Vandana Bhansali (DIN: 06916248) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.</li> <li>• Re-Appointment of Dr. Pankaj Shah (DIN: 02836324), as Managing Director of the Company</li> <li>• To approve the issue of Equity Shares on Preferential Basis</li> <li>• Increase in borrowing power in terms of Section 180 (1) (c) of the Companies Act, 2013</li> <li>• To Creation of charge / mortgage etc. on Company's movable or immovable properties in terms of Section 180 (1) (a) of the Companies Act, 2013</li> </ul>

Details of extra-ordinary general meetings held during the last three years are as follows:

Financial Year Ended	Date & Time	Venue	Special Resolutions passed, if any
July 31, 2018	July 31, 2018 at 11:00 a.m	608-611, Marathon Max, Mulund Goregoan Link Road, Mulund (W) Mumbai-400080.	<ul style="list-style-type: none"> <li>• Increase in Authorized Share Capital of the Company</li> <li>• To Amend the Article of Association of the Company</li> <li>• To Issue Equity shares on Preferential Basis</li> <li>• To Convert loan into 9% Non-Convertible, Non-cumulative, Non-participating, Redeemable Preference Shares ("NCRPS")</li> <li>• To Issue and offer of Non-Convertible, Non-cumulative, Non-Participating, Redeemable Preference Shares on a Private Placement Basis ("NCRPS")</li> </ul>

### Postal Ballot

During FY 2021-22, 2020-21 and FY 2019-20, no ordinary or special resolutions were passed through postal ballot. No special resolution is proposed to be conducted through postal ballot.

## VIII. MEANS OF COMMUNICATION

### Company's Means of Communication

Website	Your Company maintains a website <a href="https://www.aspiradiagnostics.com">https://www.aspiradiagnostics.com</a> , wherein there is a dedicated section 'Investors'. The website provides details, inter alia, about the Company, its performance including quarterly financial results, annual reports, share price data, unpaid dividend details, shareholding pattern, contact details etc.
Quarterly/Annual Financial Results	Generally published in Business Standard and Mumbai Lakshadweep, Mumbai edition. The results are also uploaded by BSE on their website <a href="http://www.bseindia.com">www.bseindia.com</a>
Stock exchanges	All periodical information, including the statutory filings and disclosures, are filed with BSE.  The filings required to be made under the Listing Regulations, including the Shareholding pattern and Corporate Governance Report for each quarter are also filed on BSE Listing Centre.
Designated Exclusive Email ID	The Company has designated the email id i.e. <a href="mailto:info@aspiradiagnostics.com">info@aspiradiagnostics.com</a> for investor grievances. This Email ID has been displayed on the Company's website viz. <a href="https://www.aspiradiagnostics.com">https://www.aspiradiagnostics.com</a> .
Annual Report	Annual Reports and any other communication will be sent to email ids of members whose emails are registered with the Company.
SEBI Complaints Redress	All complaints received through SEBI SCORES are resolved in a timely

System (SCORES)	manner by the Company.
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## IX. GENERAL SHAREHOLDER INFORMATION

### 1. Other Information

CIN	L85100MH1973PLC289209
Registered office address	Flat No.2 , R.D. Shah Bldg, Shraddhanand Road Opp. Ghatkopar Railway Station, Ghatkopar (West) Mumbai 400086
Administrative Office/ Correspondence Address	6 & 7, Bhaveshwar Arcade, Near Shreyas Junction LBS Marg, Behind Saraswat Bank, Ghatkopar W, Mumbai 400086
Date, Time and Venue of Annual General Meeting	Kindly refer notice of 49 <sup>th</sup> Annual General Meeting
Financial Year	The Company follows Financial Year from April 1 to March 31. The Current Financial Year of the Company is April 1, 2021 to March 31, 2022.
Dividend Payment Date and Date of Book Closure	N.A
Dividend History	The Company has not made payment of Dividend
Listing on stock exchanges	The Equity Shares of the Company are listed on BSE Limited.
Listing fees	The listing fees of BSE for FY 2021-22 and FY 2022-23 has been paid.
Stock code	The BSE scrip code of equity shares is 540788.
ISIN Number	INE500C01017
Suspension of trading in securities	There was no suspension of trading in securities of the Company during the year under review.
Registrar and Transfer agents	Link Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 Email: rnt.helpdesk@linkintime.co.in Tel: (022) 4918 6270 Fax: (022) 4918 6060
Share Transfer system	SEBI has mandated that, effective April 1, 2019, no share can be transferred in physical mode. Hence, the Company has stopped accepting any fresh lodgement of transfer of shares in physical form. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation. The Company obtains from a Company Secretary in practice, yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and files a copy of the same with the Stock Exchanges.
Outstanding GDRs/ ADRs/Warrants/ Convertible Instruments and their impact on Equity	As on March 31, 2022, the Company have not issued any outstanding GDRs / ADRs /Warrants/ Convertible Instruments, including stock options.
Plant locations	The Company does not have any plants.
List of all credit ratings obtained by the entity along with any revisions	Your Company has not obtained any Credit Rating.

thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad	
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## 2. Market Price Data & Share Price Performance

The monthly High & Low share price during each month of the last Financial Year 2021-2022 are as below:

Aspira Pathlab & Diagnostics Limited Share Price on BSE Limited		
Month	High (Rs.)	Low (Rs.)
Mar-22	86.00	61.65
Feb-22	99.35	73.00
Jan-22	107.80	75.65
Dec-21	99.60	75.60
Nov-21	124.15	76.10
Oct-21	80.75	68.70
Sep-21	82.00	55.90
Aug-21	53.25	38.00
Jul-21	36.20	31.35
Jun-21	-	-
May-21	29.90	29.90
Apr-21	29.90	29.90

## 3. Distribution of Shareholding as on 31st March, 2022

Description	Shareholders	% to Total	No. of share holding	% of share-Holding to total
Upto - 100	622	71.57	29632	0.29
101 - 200	61	7.02	11407	0.11
201 - 500	84	9.67	33214	0.32
501 - 1000	24	2.76	18170	0.18
1001 - 5000	25	2.88	58981	0.57
5000 - 10000	4	0.46	31301	0.30
10001 - 100000	31	3.57	1347032	13.09
1,00,001 And Above	18	2.07	8763263	85.14
<b>Total</b>	<b>869</b>	<b>100.000</b>	<b>1,02,93,000</b>	<b>100.000</b>

## 4. Shareholding pattern as on March 31, 2022

Category code	Category of Shareholder	No. of shares held at the end of the year			
		Demat	Physical	Total	% of Total Shares
<b>(A)</b>	<b>Promoters</b>				
<b>1</b>	<b>Indian</b>				
(a)	Individuals/ Hindu Undivided Family	2295595	-	2295595	22.3
(b)	Central Govt(s)	-	-	-	-
(c)	State Govt(s)	-	-	-	-
(d)	Bodies Corporate	-	-	-	-
(e)	Banks / FI	-	-	-	-
(f)	Any Others(Specify)	1435800	-	1435800	13.95
(e-ii)					
	<b>Sub Total(A)(1)</b>	3731395	-	3731395	36.25
<b>2</b>	<b>Foreign</b>				
a	NRIs - Individuals	-	-	-	-
b	Other Individuals	-	-	-	-
c	Bodies Corporate	-	-	-	-
d	Banks / FI	-	-	-	-
e	Any Others(Specify)	-	-	-	-
	<b>Sub Total(A)(2)</b>	-	-	-	-
	<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	3731395	-	3731395	36.25
<b>(B)</b>	<b>Public shareholding</b>				
<b>1</b>	<b>Institutions</b>				
(a)	Mutual Funds	-	-	-	-
(b)	Banks / FI	-	-	-	-
(c)	Central Govt(s)	-	-	-	-
(d)	State Govt(s)	-	-	-	-
(e)	Alternate Investment Funds	-	-	-	-
(f)	Insurance Companies	-	-	-	-
(g)	FII's	-	-	-	-
(h)	Foreign Portfolio Investors	-	-	-	-
(i)	Any Other (specify)	-	-	-	-
	<b>Sub-Total (B)(1)</b>				

<b>2</b>	<b>Non-institutions</b>				
<b>(a)</b>	Bodies Corporate	-	-	-	-
(i)	Indian	-	-	-	-
(ii)	Overseas	-	-	-	-
<b>(b)</b>	Individuals	-	-	-	-
(i)	Individual shareholders holding nominal share capital up to Rs 2 lakh	258749	47880	306629	2.98
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	3962157	-	3962157	38.49
<b>(c)</b>	Others (specify)				
(i)	Clearing Members	5990	-	5990	0.06
(ii)	HUF	325893	-	325893	3.17
(iii)	NRI / OCBs	2332	-	2332	0.02
(iv)	Body Corporates	1957504	1100	1958604	19.03
(v)	IEPF A/C	-	-	-	-
(vi)	LLP	-	-	-	-
	<b>Sub-Total (B)(2)</b>				
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	6512625	48980	6561605	63.75
	<b>TOTAL (A)+(B)</b>	<b>10244020</b>	<b>48980</b>	<b>10293000</b>	<b>100</b>
<b>(C)</b>	<b>Shares held by Custodians for GDRs &amp; ADRs</b>	-	-	-	-
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>10244020</b>	<b>48980</b>	<b>10293000</b>	<b>100</b>

\*The Company has allotted 55,00,000 (9% Non-Convertible, Non-Cumulative, Non-Participating redeemable preference shares ("NCRPS")) of Rs. 10/- each on 24th August, 2018, shall not be listed with any stock exchange.

### 1. Status of dematerialisation of shares

As on March 31, 2022, all except 48,980 equity shares of the Company are held in dematerialised form. The breakup of the equity shares held in dematerialised and physical form as on March 31, 2022 is as follows:

Particulars	No. of Shares	Percent of Equity (%)
NSDL	40,50,451	39.35
CDSL	61,93,569	60.17
Physical	48,980	0.48
<b>Total</b>	<b>1,02,93,000</b>	<b>65.17</b>



\*The Company has allotted 55,00,000 (9% Non-Convertible, Non-Cumulative, Non-Participating redeemable preference shares ("NCRPS")) of Rs. 10/- each on 24th August, 2018, shall not be listed with any stock exchange.

## **2. Reconciliation of Share Capital Audit**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital to reconcile the total capital held with the National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The report, inter alia, confirms that the number of shares issued, listed on the Stock exchanges and that held in demat and physical mode are in agreement with each other.

## **3. Unclaimed Dividend**

The Company has not declared any dividend for financial year 2013-2014, and therefore there is no unclaimed/unpaid dividend for the financial year 2013-2014, liable to transfer to Investor Education and Protection Fund (IEPF).

## **4. Address for correspondence**

**For query relating to financial statements / investor relations, please contact:**

**Aspira Pathlab & Diagnostics Limited**

Flat NO. 2, R.D. Shah Bldg., Shraddhanand Road

Opp. Ghatkopar Railway Station, Ghatkopar (West)

Mumbai-400086.

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

Phone: 022-7197 5756

## **X. DISCLOSURES**

### **a. Related Party Transactions (RPTs)**

There are no materially significant related party transactions that have potential conflict with the interests of the Company. The disclosure of all related party transactions are set out in notes forming part of the financial statements. The policy framed by your Company on dealing with Related Party Transactions is posted on the Company's website at [www.aspiradiagnostics.com](http://www.aspiradiagnostics.com).

### **b. Non-Compliances by the Company**

During the last three years, there were no strictures or penalties imposed on the Company either by the Stock Exchanges or SEBI, or any other statutory authority for noncompliance of any matter related to capital markets.

### **c. Whistle Blower Policy**

The Company is committed to conduct its business in accordance with applicable laws, rules and regulations. The Company promotes ethical behaviour in its operations and has a Whistle Blower Policy which is overseen by the Audit Committee. Under the Whistle Blower Policy, employees and stakeholders are free to report violations of applicable laws and regulations and the Code of Conduct. During the year under review, no employee was denied access to the Audit Committee. The policy on Whistle Blower Policy has been posted on the Company's website at [www.aspiradiagnostics.com](http://www.aspiradiagnostics.com).

**d. Details of compliance with mandatory requirements on Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The Company has complied with the mandatory requirements on Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**e. Subsidiary Companies**

Your Company has no subsidiary.

**f. Practicing CS Certification**

A certificate from a Company Secretary in Practice that as on March 31, 2022, none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of Company by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority is annexed to this Report as **Annexure - A**.

**g. Statutory Auditor Fee**

The particulars about the total amount of fees paid to the Statutory Auditors of the Company and its subsidiaries, during the financial year 2021-22, is stated in Notes to financial statements, which forms part of the Annual Report.

**h. Disclosure under the sexual harassment of women at Workplace (prevention, prohibition and redressal) Act, 2013**

In compliance of the terms of the sexual harassment of women at Workplace (prevention, prohibition and redressal) Act, 2013 and rules made thereunder, the Company has in place a policy to prevent and deal with sexual harassment at workplace. Status of Complaints under the sexual harassment of women at Workplace (prevention, prohibition and redressal) Act, 2013 during the Financial Year 2021-22 is detailed below:

Particulars	Number of Complaints
Compliant pending at beginning of Financial Year	0
Complaint received during Financial Year	0
Compliant resolved during Financial Year	0
Compliant pending at end of Financial Year	0

**i. Detail of compliance with the corporate governance requirements specified in Regulations 17 to 27 and clause (b) to (i) of sub - regulation (2) of Regulation 46 of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015**

The Company is in compliance with the applicable corporate governance requirements specified in Regulations 17 to 27 and clause (b) to (i) of Regulation 46(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, securities of the Company have not been suspended for trading at any point of time during the financial year ended March 31, 2022.

**j. Recommendation of Committee(s) of the Board of Directors**

During the year, all recommendations of Committees of Board of Directors, which are mandatorily required, were accepted by the Board.

**k. Disclosures with respect to demat suspense account/ unclaimed suspense account**

The disclosures with respect to demat suspense account/unclaimed suspense account is not applicable to the Company for Financial Year 2021-22.

**l. Insider Trading**

In terms of the SEBI (Prohibition of Insider Trading) Regulations 2015 ('PIT Regulations'), the Company has a comprehensive Code of Conduct for regulating, monitoring and reporting of trading by Insiders. The said Code lays down guidelines which provide for the procedure to be followed and disclosures whilst dealing with shares of the Company. Further, in terms of the PIT Regulations, the Company has in place a Code of Practices and Procedures of Fair Disclosures of Unpublished Price Sensitive Information.

**m. Disclosure of commodity price risks and commodity hedging activities**

The Company does not have commodity price risk nor does the Company engage in hedging activities.

**n. Board Procedures**

The Board meets at least once in a quarter to review financial results and operations of the Company. In addition to the above, the Board also meets as and when necessary to address specific issues concerning the businesses of your Company. The tentative annual calendar of Board Meetings for the ensuing year is decided in advance by the Board.

The Board Meetings are governed by a structured Agenda. The Agenda along with detailed explanatory notes and supporting material are circulated in advance before each meeting to all the Directors for facilitating effective discussion and decision making. The Board has access to any information within your Company which includes the information as specified in Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**o. Independent Directors' Meeting**

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Independent Directors of the Company was held on March 19, 2022 without the presence of Non-Independent Directors and wherein all Independent Directors were present in person.

The Company Secretary was an invitee to the said meeting and facilitated the conduct of the meeting.

**p. Non-mandatory Requirements**

The Company has adopted the following non-mandatory requirements on Corporate Governance:

**i. Shareholder Rights**

The quarterly / half yearly / yearly financial results of your Company are published in widely circulated newspapers.

**ii. Audit qualifications**

There was no audit qualification on your Company's financial statements, during the year under review.

**iii. Reporting of Internal Auditor**

The Internal Auditors of the Company M/s. Vishal Bhanushali & Associates, Chartered Accountant directly reports to the Audit Committee of the Company.

**XI. CODE OF CONDUCT**

The Board of Directors has laid down a Code of Conduct, which is applicable to all Directors and Senior Management personnel of the Company. The Code has also been posted on the website of the Company.

All Board Members and Senior Management Executives have affirmed compliance with the Code of Conduct for the Financial Year 2021-22.

An annual declaration signed by the Chief Executive Officer of the Company affirming compliance to the Code by the Board of Directors and the Senior Management is annexed to this Report as **Annexure - B**. The Code of Conduct is available on website of the Company at [www.aspiradiagnostics.com](http://www.aspiradiagnostics.com).

**XII. CEO & CFO CERTIFICATION**

In compliance with Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate from Chief Executive Officer and Chief Financial Officer of the Company to the Board of Directors as specified in Part B of Schedule II of the said regulations is annexed to this Report as **Annexure - C**.

**XIII. COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate on Corporate Governance issued by Company Secretary in Practice is annexed to this Report as **Annexure - D**.

**XIV. SHAREHOLDERS SATISFACTION SURVEY**

The Company invites feedback from all Shareholders on various service areas that it continually works on.

The feedback in the form of a questionnaire is attached in last page of Annual Report.

Shareholders are requested to fill up the "Shareholders Satisfaction Survey" form and provide their valuable feedback by emailing the same at [info@aspiradiagnostics.com](mailto:info@aspiradiagnostics.com) through their registered e-mail ID or sending the signed copy at the Corporate Office of the Company at Flat No-2, R. D. Shah building, Shraddhanand Road, Opp Ghatkopar Railway Station, Ghatkopar-West, Mumbai -400086.

**Annexures to Report on Corporate Governance for the Financial Year Ended March 31, 2022**

Annexure A

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Members  
ASPIRA PATHLAB & DIAGNOSTICS LIMITED

We have examined the relevant registers, records, forms, returns maintained/filed by ASPIRA PATHLAB & DIAGNOSTICS LIMITED (CIN : L85100MH1973PLC289209) having registered office at Flat No.2 , R.D. Shah Bldg, Shraddhanand Road Opp. Ghatkopar Railway Station, Ghatkopar (West) Mumbai - 400086 (hereinafter referred to as 'the Company'), and notices and disclosures received from the Directors of the Company and produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including verifications of Directors Identification Number status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary by us and explanations furnished to us by the Company, we hereby certify that none of the Directors on the Board of the Company as stated below as on March 31, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA), or any such other Statutory Authority.

Sr. No	Name of Director	DIN	Date of appointment in the Company
1	Mr. Arvind Karsandas Bhanushali	00011903	30-05-2016
2	Mr. Avinash Chander Mahajan	00041661	01-02-2017
3	Dr. Haseeb Ahmad Drabu	00489888	27-10-2018
4	Dr. Pankaj Jashwant Shah	02836324	01-08-2016
5	Mrs. Mangala Radhakrishna Prabhu	06450659	28-09-2015
6	Dr. Subhash Raghunath Salunke	07940567	28-10-2017
7	Mr. Nikunj Velji Mange	08489442	29-08-2020

\*Ms. Vandana Sachin Bhansali, Mr. Yash Arvind Bhanushali and Mr. Abhay Sadashiv Chowdhary have resigned w.e.f June 5, 2021 and as on date are not Directors of Company.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Nilesh A. Pradhan & Co.  
Company Secretaries

Date: August 13, 2022  
Place: Mumbai

Prajakta Padhye  
(Partner)  
FCS No: 7478  
COP No: 7891  
UDIN: F007478D000791096

**DECLARATION - COMPLIANCE WITH THE CODE OF CONDUCT**

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Pankaj Shah, Managing Director & Chief Executive Officer of the Company, hereby declare that the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company for the year ended March 31, 2022.

**Date: August 13, 2022**

**Place: Mumbai**

**Pankaj Shah**

**MD & Chief Executive Officer**

**CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER**

To,  
The Members  
ASPIRA PATHLAB & DIAGNOSTICS LIMITED  
Flat No. 2, R.D. Shah Bldg, Shraddhanand Road  
Opp. Ghatkopar Railway Station, Ghatkopar (West) Mumbai-400086

We, the undersigned to the best of our knowledge and belief, we certify that:

1. We have reviewed the financial statements and the cash flow statements for the year ended March 31, 2022, and to the best of our knowledge and belief:
  - I. These statements do not contain any materially untrue statement or omit any material factor contain statements that might be misleading.
  - II. 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 in violation of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the 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.
4. We have indicated to the Auditors and the Audit Committee:
  - i. significant changes in the internal control over financial reporting during this year;
  - ii. significant changes in the accounting policies this year and that the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control systems over financial reporting.

**Dr. Pankaj Shah**  
MD & Chief Executive Officer

**Balkrishna Talawadekar**  
Chief Financial Officer

Date: August 13, 2022  
Place: Mumbai



**CORPORATE GOVERNANCE CERTIFICATE**

To,  
The Members  
Aspira Pathlab & Diagnostics Limited  
CIN: L85100MH1973PLC289209

We have examined the compliance of conditions of Corporate Governance by **Aspira Pathlab & Diagnostics Limited ("the Company")**, for the Financial Year ended on March 31, 2022 as stipulated under Regulation 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations, 2015 ("Listing Regulations").

The compliance of regulations of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations furnished to us by the Company the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations for the year ended 31st March, 2022.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Nilesh A. Pradhan & Co.**  
**Company Secretaries**

**Date: August 13, 2022**  
**Place: Mumbai**

**Prajakta Padhye**  
**(Partner)**  
**Membership No. 7478**  
**Certificate of Practice No. 7891**  
**UDIN: F007478D000791063**

**INDEPENDENT AUDITOR'S REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2022**

TO THE MEMBERS OF ASPIRA PATHLAB &amp; DIAGNOSTICS LIMITED

**Report on the Audit of the Financial Statements ("Report")****Opinion**

We have audited the accompanying financial statements of Aspira Pathlab & Diagnostics Limited ("**the Company**"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including the statement of Other Comprehensive Income), 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 according to the explanations given to us, 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 Indian Accounting Standards ("**Ind AS**") prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("**Ind AS Rules**"), and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

**Basis for Opinion**

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

**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 below to be the key audit matters to be communicated in our Report.

<b>Key Audit Matter</b>	<b>How the matter was addressed in our audit</b>
<p><b>Revenue Recognition-</b> The Company's major part of revenue relates to billing to direct/retail customers/patients which comprise of high volumes of individually small transactions recorded in the books through sales vouchers and journals.</p> <p>Revenue comprises of revenue from providing healthcare services such as health checkup and laboratory services. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the</p>	<p><b>Audit procedures performed:</b></p> <p>In view of the significance of the matter, we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"> <li>Obtaining an understanding of and assessing the design, implementation and operating effectiveness of relevant internal controls relating to the recognition of revenue, including those</li> </ul>

<p>revenue can be reliably measured. Revenue from rendering services are recognised on an accrual basis as and when services are performed.</p> <p>Revenue comprises of amount billed (net of discounts) in respect of tests conducted and is recognized as and when the samples are registered for the purpose of conducting the tests which usually take not more than 48 hours.</p> <p>The timing of revenue recognition is relevant to the reported performance of the Company. The management considers revenue as a key measure for evaluation of performance. Since revenue comprises of high volumes of individually small transactions, the process of summarizing and recording sales revenue is critical with regard to the completeness, existence and accuracy of retail sales revenue.</p>	<p>related to the reconciliation of sales records to cash / credit card / online receipts, preparation, posting and approval of manual sales voucher and journal entries relating to revenue recognition.</p> <ul style="list-style-type: none"> <li>• Testing the accuracy of retail revenue recorded during the year by examining that the sale of service transactions are in agreement with the cash / credit card / online receipts and deposit of cash amounts recorded in daily cash reports with bank remittances, on sample basis.</li> <li>• Testing whether the sales have been recorded in the correct period by selecting samples of reconciliation between sales transactions and cash / credit card / online and agreeing those reconciliations through supporting documentation.</li> <li>• Obtaining reconciliation of sales as per books of account with the sales as per billing software and inquire about reasons for differences, if any.</li> <li>• Obtaining an understanding of and assessing the design, implementation and operating effectiveness of relevant internal and IT controls.</li> </ul>
<p><b>Trade receivables-collectability and certainty</b></p> <p>The gross balance of trade receivables as at 31 March 2022 amounted to Rs 478.84 Lakhs, against which the Company has recorded, expected credit loss provision of Rs. 29.73 Lakhs. The collectability of trade receivables is a key element of the Company's working capital management.</p> <p>In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on trade receivables which is based on the credit loss incurred in the past, current conditions and forecasts of future conditions.</p> <p>Estimation of provisions and assessment of recoverability of amounts involves significant degree of judgement and evaluation basis the ongoing communications with the respective parties.</p> <p>The Company's disclosures are included in Notes to the financial statement, which outlines the accounting policy for determining the allowance for doubtful debts and details of the period on period movement in gross and net trade receivables.</p>	<p><b>Audit procedures performed:</b></p> <p>We have performed following audit procedures over trade receivables:</p> <ul style="list-style-type: none"> <li>• Obtained an understanding the process adopted by the Company for calculation, recording and monitoring of the impairment loss recognized for ECL.</li> <li>• We assessed and tested the design and operating effectiveness of key controls over completeness and accuracy of the key inputs and assumptions considered for calculation, recording and monitoring of the impairment loss recognized. Also, evaluated the controls over the ECL modeling process, validation of data and related approvals.</li> <li>• We discussed with the management about the conditions leading to and their assessment of recoverability of dues from the debtors and also referred to the available communication, if any, between them.</li> </ul>

	<ul style="list-style-type: none"> <li>• We referred to the aging of trade and other receivables and discussed the key balances to establish the management's assessment of recoverability of such dues.</li> <li>• Obtaining evidence of subsequent receipts from the trade receivables.</li> <li>• We have assessed the adequacy of disclosures made by the management in the financial statements to reflect the ECL provision and trade receivables, including relevant Notes to the financial statement.</li> </ul>
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### Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements 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.

### Management's Responsibility for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS prescribed under section 133 of the Act read with Ind AS Rules, as amended, and 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 the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring 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 misstatement, whether due to fraud or error.

In preparing the financial statements, Management and Board of Directors are 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 are also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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 from fraud or error and are considered material if, individually or in the 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 SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- 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 for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors 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 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 up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- 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.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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 control 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, related 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, 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 section 143 (3) of the Act, based on our audit 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 purpose 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;
- (c) The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act, read with Ind AS Rules;
- (e) On the basis of written representations received from the directors as on March 31, 2022, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022, 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-A" to this report;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act as amended:  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act.
- (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, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the

circumstances, nothing has come to our notice that has caused us to believe that the representations under (a) and (b) above, contain any material misstatement.

- v. The Company has not declared dividend during the year.
2. As required by the Companies (Auditor's report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure-B** a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For P Khetan & Co**  
Chartered Accountants  
Firm Reg. No- 327386E

(Rajesh Dilip Sarfare)

Place- Mumbai Partner  
Date- 28.05.2022 Membership No- 140399  
UDIN: 21140399AMUQQM7088

### ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 (f) under the heading 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

#### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Act**

We have audited the internal financial controls over financial reporting of the Company as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI ("the Guidance Note"). 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 the 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, as required under the Act.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the SAs as specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those SAs 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A Company's internal financial control over financial reporting 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 over financial reporting 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 that receipts and expenditures of the Company are being made only in accordance with authorisations 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 Over Financial Reporting**

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

#### **Opinion**

According to the information and explanation given to us and based on our audit, in our opinion, the company has generally maintained, in all material respects, an adequate internal financial controls over financial reporting and such internal controls over financial reporting were generally operating effectively as of 31st March 2022, based on the internal control over financial reporting criteria established by the Company 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.

**For P Khetan & Co**  
Chartered Accountants  
Firm Reg. No- 327386E

(Rajesh Dilip Sarfare)  
Partner

**Place-** Mumbai  
**Date-** 28.05.2022

**Membership No-** 140399  
**UDIN:** 21140399AMUQQM7088



**ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT:**

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date).

To the best of our knowledge and belief and according to the information and explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of- use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so to cover all items in a phased manner over a period of two years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As informed, no material discrepancies were noticed on such verification.

(c) The Company is not having any land and building (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), and hence reporting under clause 3(i)(c) of the Order is not applicable.

(d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami

property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii (a) In our opinion, the inventories were physically verified during the year by the management at reasonable intervals and procedures and coverage as followed by the management were appropriate. There were no discrepancies of 10% or more in the aggregate for each class of inventory on physical verification of inventories as compared to book records.

(b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

iii. 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 investments, provided guarantee or security to companies, firms, limited liability partnerships or any other parties during the year. The Company has granted loans to other parties during the year, details of the loan is stated in sub-clause (a) below.

(a) A. Since the Company is no having any subsidiary, joint venture and associate, reporting under this clause is not applicable to the Company.

B. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has granted loans to parties other than subsidiaries, joint venture and associates as below:

Particulars	Amount (` in lakhs)
Aggregate amount during the year	105.00
Balance outstanding as at balance sheet date (including interest)	108.21

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of the loans given are, prima facie, not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, the repayment of principal and payment of interest has been stipulated and the repayments or receipts, wherever due, are regular.
- (d) 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 overdue amount for more than ninety days in respect of loans given.
- (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.
- (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 either repayable on demand or without specifying any terms or period of repayment.
- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- v. According to the information and explanations given to us, the Company has not accepted any deposits from the public during the year and the provisions of Sections 73 to 76 of the Act are not applicable and hence reporting under clause 3(v) of the Order is not applicable.
- vi. To the best of our knowledge and as explained, the maintenance of cost records under Section 148(1) of the Act, is not applicable to the Company. Hence, reporting under clause 3(vi) of the Order is not applicable.
- vii. According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company has generally been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Investor Education and Protection Fund, Income Tax, Custom Duty, Goods & Service Tax, Cess and any other material statutory dues applicable to it with the appropriate authorities during the year.
- There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Customs Duty, Goods & Service Tax, Cess and other material statutory dues in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.
- (b) There are no dues of Income-tax, Goods and Service Tax & Customs Duty which have not been deposited as on March 31, 2022 on account of disputes.
- viii. According to the information and explanations given to us and based on our examination of records of the Company, the Company has not surrendered or disclosed any transactions, which were not recorded previously in the books of account, in the tax assessments under the Income Tax Act, 1961 (43 of 1961) as income during the year.
- ix. (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

- (c) The Company has not taken any new term loan during the year and there was no unutilised amount at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, the Company has not raised any funds on short-term basis during the year and hence, reporting under clause 3(ix)(d) of the Order is not applicable.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The Company does not hold any investment in any subsidiary, joint venture or associate company during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised any money by way of initial public offer or further public offer (Including debt instrument) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year (and upto the date of this report).
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable Ind AS.
- xiv. (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of the Act are not applicable to the Company.
- xvi. (a) According to the information and explanation given to us and in our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) and (b) and (c) of the Order is not applicable.
- (b) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India Act. Hence, reporting under clause 3(xvi) (c) of the Order is not applicable.

- (c) The Company is not a part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. According to the information given by the management the Company has not incurred any cash losses in the current and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix. 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 and 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 indicating that Company is not 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. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. According to the information and explanation given to us and based on our examination of the records of the Company, it has not required to spend any amount as per the section 135 of the said Act. Hence clause 3 (xx) (a) and (b) of the Order are not applicable.
- xxi. According to the information and explanation given to us and based on our examination of the records of the Company, preparation of consolidated financial statements is not applicable to the Company and hence clause (xxi) of the Order is not applicable.

**For P Khetan & Co**  
Chartered Accountants  
Firm Reg. No- 327386E

(Rajesh Dilip Sarfare)  
Partner

**Place-** Mumbai

**Date-** 28.05.2022

**Membership No-** 140399  
**UDIN:** 21140399AMUQQM7088

## Balance Sheet as at 31st March, 2022

(All amounts in (₹) Lakhs, unless otherwise stated)

Particulars	Notes	As at 31.03.2022 (₹)	As at 31.03.2021 (₹)
<b>Assets</b>			
<b>Non-Current assets</b>			
Property, plant and equipment	3a	387.62	421.95
Right of Use Assets	3b	294.81	73.57
Goodwill	4	265.18	265.18
Other Intangible Assets	5	9.74	14.54
<b>Financial Assets</b>			
i) Loans and advances	6	108.21	-
ii) Other financial assets	7	33.56	14.33
		<b>1,099.11</b>	<b>789.57</b>
<b>Current Assets</b>			
Inventories	8	40.45	36.67
<b>Financial assets</b>			
i) Trade Receivables	9	449.11	170.27
ii) Cash and cash equivalents	10a	135.44	118.77
iii) Bank balances other than (ii) above	10b	28.93	-
iv) Other current financial assets	11	4.94	27.55
Current tax assets (net)	12	46.41	28.13
Other Current assets	13	9.15	6.62
<b>Total Current Assets</b>		<b>714.42</b>	<b>388.01</b>
<b>Total Assets</b>		<b>1,813.53</b>	<b>1,177.58</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	14	1,029.30	1,029.30
Other equity	15	249.65	(197.85)
<b>Total equity</b>		<b>1,278.95</b>	<b>831.45</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
<b>Financial Liabilities</b>			
(i) Borrowings	16	85.87	76.67
(ii) Lease liability	36	241.59	48.55
Provisions	17	28.25	19.78
		<b>355.71</b>	<b>145.00</b>
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
(i) Borrowings	18	-	48.39
(ii) Lease liability	36	64.72	34.83
(iii) Trade Payables	19		
Total outstanding dues of micro and small enterprises		-	-

Total outstanding dues of creditors other than micro and small enterprises		60.96	66.49
(iv) Other Financial Liabilities	20	42.25	38.41
Other current liabilities	21	9.97	12.83
Provisions	22	0.97	0.18
<b>Total Current Liabilities</b>		<b>178.87</b>	<b>201.12</b>
<b>Total Liabilities</b>		<b>534.59</b>	<b>346.12</b>
<b>Total Equity and Liabilities</b>		<b>1,813.53</b>	<b>1,177.58</b>
Significant Accounting Policies & Notes	1-46		

The Significant accounting policies and notes to accounts referred to above form an integral part of the Financial statement.

In terms of our report of even date attached

For P KHETAN & CO

Chartered Accountants

F.R.N. 327386E

**(Rajesh D Sarfare)**

Partner

Membership No. 140399

Date: 28th May, 2022

Place: Mumbai

For and on behalf of the Board of Directors

**Dr. Pankaj Shah**  
**Managing Director**  
**DIN-02836324**

**Nikunj Mange**  
**Director**  
**DIN-08489442**

**Balkrishna S. Talawadekar**  
**Chief Financial Officer**

**Priya Pandey**  
**Company Secretary**

## Statement of Profit and Loss for the period ended 31st March, 2022

(All amounts in (₹) Lakhs, unless otherwise stated)

Particulars	Notes	For the year ended Mar 31, 2022 (₹)	For the year ended Mar 31, 2021 (₹)
<b>Income:</b>			
Revenue from operations	23	1,954.19	1,520.54
Other Income, net	24	9.47	20.38
<b>Total Income(I)</b>		<b>1,963.66</b>	<b>1,540.92</b>
<b>Expenses:</b>			
Cost of materials consumed	25	313.81	263.37
Laboratory Testing Charges	26	119.66	206.34
Employee benefit expenses	27	501.95	402.57
Finance cost	28	37.27	89.15
Depreciation and amortisation expense	29	163.57	144.45
Other expenses	30	381.45	296.93
<b>Total Expenses(II)</b>		<b>1,517.72</b>	<b>1,402.82</b>
<b>III. Profit/(Loss) before tax (I-II)</b>		<b>445.94</b>	<b>138.10</b>
<b>IV. Tax expense:</b>	32		
(1) Current tax		-	-
(2) Deferred tax		-	-
(3) Tax relating to earlier years-Short/(Excess)		-	-
<b>Total Income tax expenses</b>		<b>-</b>	<b>-</b>
<b>V. Profit/(Loss) after tax for the year (A)</b>		<b>445.94</b>	<b>138.10</b>
<b>VI. Other comprehensive income</b>			
Items that will not be reclassified to profit or loss:			
Remeasurement of defined benefit plans		1.55	13.27
Income tax on above		-	-
<b>Total Other Comprehensive income for the year net of tax (B)</b>		<b>1.55</b>	<b>13.27</b>
<b>VII. Total Comprehensive income for the year (A+B)</b>		<b>447.49</b>	<b>151.36</b>
<b>VIII. Earnings per equity share:</b>			
	31		
(1) Basic earning per share (face value of Rs. 10 each)		4.33	1.45
(2) Diluted earning per share (face value of Rs. 10 each)		4.33	1.45

Significant Accounting Policies &amp; Notes

1-46

The Significant accounting policies and notes to accounts referred to above form an integral part of the Financial statement.

In terms of our report of even date attached

For and on behalf of the Board of Directors

**For P KHETAN & CO**

Chartered Accountants

F.R.N. 327386E

(Rajesh D Sarfare)

Partner

Membership No. 140399

Date: 28th May, 2022

Place: Mumbai

**Dr. Pankaj Shah**  
**Managing Director****DIN-02836324****Balkrishna S. Talawadekar**  
**Chief Financial Officer****Nikunj Mange**  
**Director****DIN-08489442****Priya Pandey**  
**Company Secretary**

## Cash flow Statement for the year ended 31st March 2022

(All amounts in (₹) Lakhs, unless otherwise stated)

Particulars	Notes	For the year ended Mar 31, 2022 (₹)	For the year ended Mar 31, 2021 (₹)
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit/(Loss) for the year		445.94	138.10
<b>Adjustments for:</b>			
Interest income		(9.47)	(20.38)
Bad debts		13.64	-
Deposit W/off		15.00	-
Finance Costs		37.27	89.15
Depreciation and amortisation expenses		163.57	144.45
Remeasurement of defined benefit plans		1.55	13.27
Provision for impairment of trade receivables and advances		18.15	9.48
<b>Operating profit before working capital changes</b>		<b>685.65</b>	<b>374.07</b>
<b>Working capital adjustments:</b>			
(Increase)/Decrease in Trade receivables		(310.63)	(114.29)
(Increase)/Decrease in Inventories		(3.78)	(9.02)
(Increase)/Decrease in other Non Current advances		(103.89)	70.06
(Increase)/Decrease in Current Assets, Loans & advances and Other non-current assets		(48.16)	325.00
(Increase)/Decrease in other Current Assets		(20.80)	(10.89)
Increase/(Decrease) in Trade payables		(5.53)	26.39
Increase/(Decrease) in Provisions		9.26	(2.06)
Increase/(Decrease) in other Current and non current Liabilities		(2.85)	(40.68)
Increase/(Decrease) in Other financial liabilities		3.84	(51.25)
<b>CASH GENERATED FROM OPERATIONS</b>		<b>203.10</b>	<b>567.34</b>
Taxes Paid ( net of refunds)		-	-
<b>NET CASH (USED IN)/ GENERATED FROM OPERATING ACTIVITIES(A)</b>		<b>203.10</b>	<b>567.34</b>
<b>B CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Purchase of property , plant and equipment		(59.86)	(12.37)
Purchase of Intangible assets		(0.84)	(17.20)
Interest Received		9.47	20.38
<b>NET CASH FLOW (USED IN)/ GENERATED FROM INVESTING ACTIVITIES - (B)</b>		<b>(51.23)</b>	<b>(9.19)</b>



**C CASH FLOWS FROM FINANCING ACTIVITIES**

Repayment of long term borrowings	9.20	(378.49)
Repayment of short term borrowings	(48.39)	-
Repayment of Lease Liability	(58.75)	(49.56)
Interest paid	(37.27)	(89.15)
Premium on issue of Shares	-	200.00
Proceeds from issue of shares	-	100.00
<b>NET CASH (USED IN)/ GENERATED FROM FINANCING ACTIVITIES (C)</b>	<b>(135.20)</b>	<b>(217.20)</b>
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	16.66	340.95
Add: Cash and Cash Equivalents at the beginning of the year	118.77	9.65
Less: Cash Credits at the beginning of the year	-	(231.83)
<b>Adjusted cash &amp; cash equivalents at the beginning of the year</b>	<b>118.77</b>	<b>(222.17)</b>
<b>Cash and Cash Equivalents at the end of the year</b>	<b>135.44</b>	<b>118.77</b>
<b>Components of cash and cash equivalents comprise:</b>		
Cash in hand	2.81	10.09
Balances with banks:		
-In Current Accounts	132.62	108.25
-In Escrow Account	0.01	0.43
-In Cash Credit Accounts	-	-
-Deposits with maturity less than 3 months	-	-
Cash and Cash Equivalents in cash flow statement	135.44	118.77

Significant Accounting Policies & Notes 1-46

The Significant accounting policies and notes to accounts referred to above form an integral part of the Financial statement.

**Note:**

- 1) Cash and Cash equivalents represents cash in hand and balances with banks and Overdraft Facilities.
- 2) The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard (Ind AS) 7 Statement of Cash Flows.
- 3) Previous year figures have been regrouped and reclassified where necessary to conform to current year's classification.

In terms of our report of even date attached

**For P KHETAN & CO**

Chartered Accountants

F.R.N. 327386E

(Rajesh D Sarfare)

Partner

Membership No. 140399

Date: 28th May, 2022

Place: Mumbai

**For and on behalf of the Board of Directors**

**Dr. Pankaj Shah**  
Managing Director  
DIN-02836324

**Nikunj Mange**  
Director  
DIN-08489442

**Balkrishna S. Talawadekar**  
Chief Financial Officer

**Priya Pandey**  
Company Secretary

## Statement of changes in Equity for the year ended 31st March, 2022

## A Equity Share Capital (All amounts in (₹) Lakhs, unless otherwise stated)

Particulars	Amount
Balance as at April 1, 2020	929.30
Add/(Less): Changes in Equity Share Capital due to prior period errors	-
<b>Restated balance as at April 1, 2020</b>	<b>929.30</b>
Addition during the year	100.00
<b>Balance as at March 31, 2021</b>	<b>1,029.30</b>
<b>Particulars</b>	<b>Amount</b>
Balance as at April 1, 2021	1,029.30
Add/(Less): Changes in Equity Share Capital due to prior period errors	-
<b>Restated balance as at April 1, 2021</b>	<b>1,029.30</b>
Addition during the year	-
<b>Balance as at March 31, 2022</b>	<b>1,029.30</b>

## B Other Equity (All amounts in (₹) Lakhs, unless otherwise stated)

Particulars	Reserves & Surplus			Total Other Equity
	Securities Premium Reserve	Retained Earnings	Equity Component of Redeemable Preference Shares (Compound Financial Instrument)	
<b>Balance as at April 1, 2020</b>	703.01	(1,745.20)	492.98	(549.21)
Changes in accounting policy or prior period errors	-	-	-	-
<b>Restated balance as at April 1, 2020</b>	<b>703.01</b>	<b>(1,745.20)</b>	<b>492.98</b>	<b>(549.21)</b>
Addition during the year on account of Issue of equity shares	200.00	-	-	200.00
Profit/(loss) for the year	-	138.10	-	138.10
Other comprehensive income/(expense)	-	13.27	-	13.27
<b>Balance as at March 31, 2021</b>	<b>903.01</b>	<b>(1,593.84)</b>	<b>492.98</b>	<b>(197.85)</b>
<b>Balance as at April 1, 2021</b>	903.01	(1,593.84)	492.98	(197.85)
Changes in accounting policy or prior period errors	-	-	-	-
<b>Restated balance as at April 1, 2021</b>	<b>903.01</b>	<b>(1,593.84)</b>	<b>492.98</b>	<b>(197.85)</b>
Addition during the year on account of Issue of equity shares	-	-	-	-
Profit/(loss) for the year	-	445.94	-	445.94
Other comprehensive income/(expense)	-	1.55	-	1.55
<b>Balance as at March 31, 2022</b>	<b>903.01</b>	<b>(1,146.35)</b>	<b>492.98</b>	<b>249.65</b>

Significant Accounting Policies &amp; Notes

1-46

The Significant accounting policies and notes to accounts referred to above form an integral part of the Financial statement.

In terms of our report of even date attached

**For and on behalf of the Board of Directors****For P KHETAN & CO**

Chartered Accountants

F.R.N. 327386E

(Rajesh D Sarfare)

Partner

Membership No. 140399

Date: 28th May, 2022

Place: Mumbai

**Dr. Pankaj Shah**  
**Managing Director**  
**DIN-02836324****Nikunj Mange**  
**Director**  
**DIN-08489442****Balkrishna S. Talawadekar**  
**Chief Financial Officer****Priya Pandey**  
**Company Secretary**

**Notes to the financial statements for the year ended 31st March 2022****1. Background and nature of operations**

Aspira Pathlab & Diagnostics Limited (the "Company") having CIN-L85100MH1973PLC289209 is a public limited company incorporated and domiciled in India and has its registered office at Flat NO.2, R.D. Shah Bldg, Shraddhanand Road Opp. Ghatkopar Railway Station, Ghatkopar (West) Mumbai- 400086, Maharashtra, India. The Company is engaged in the business of running, owning, managing and administering Diagnostics Centers. The principal activities of the Company consist of pathology investigation services, radiology investigation services and other related healthcare services at Diagnostic Centers in Mumbai. The equity shares of the Company are listed on BSE Limited.

**2. Summary of Significant accounting policies****2.1 Basis of Preparation and Presentation**

- a) The Balance Sheet of the Company as at 31 March 2022 and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash flows for the year ended 31st March, 2022 and summary of significant accounting policies and other financial information (together referred as 'Financial Statements') have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under section 133 of the companies (Indian Accounting Standards) Rules, 2015 as amended, and other accounting principles generally accepted in India.
- b) The financial statements of the Company have been prepared in accordance with the Indian Generally Accepted Accounting Principles (GAAP) on the accrual basis of accounting and historical cost convention with the exception of certain material items that have been measured at fair value as required by the relevant Ind AS and explained in the ensuing policies below. 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.

- c) All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products/activities of the Company and the normal time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.
- d) The financial statements are presented in Indian Rupees ('INR'). All amounts disclosed in the financial statements and notes have been rounded-off to two decimal places to the nearest lakhs as per the requirement of Schedule III to the Companies Act, 2013, unless otherwise indicated.

**2.2 Use of estimates and judgements**

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amount of revenues and expenses for the years presented. Actual results may differ from the estimates. Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are included in the following notes:

**Impairment of goodwill**

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash generating unit and a suitable discount rate in order to

calculate present value. Where the actual future cash flows are less than expected, an impairment loss may arise.

#### **Useful lives of property, plant and equipment**

The Company reviews the estimated useful lives of property, plant and equipment at the end of each reporting period. There is no such change in the useful life of the assets.

#### **Fair value measurements and valuation processes**

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 under current market conditions. For financial reporting purposes, fair value measurements are categorised into Level 1,2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- b) Level 2 inputs are inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
- c) Level 3 inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants.

#### **Property, Plant and Equipment (PPE)**

Property, Plant and Equipments are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price including any import duties and other taxes (other than those subsequently recoverable from the tax authorities), borrowing costs if capitalization criteria are met and any directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Capital Work-in-Progress represents Property, plant and equipment that are not ready for their intended use as at the reporting date.

Subsequent expenditure related to an item of Property, Plant and Equipments is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing Property, Plant and Equipments, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the year during which such expenses are incurred.

Gains or losses arising from derecognition of Property, Plant and Equipments are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

#### **Depreciation methods, estimated useful lives and residual values**

Depreciation on Property, Plant and Equipments other than Leasehold Improvements is provided, pro-rata for the period in use, on the straight-line method in the manner prescribed under Schedule II to the Companies Act, 2013. Estimated useful lives of assets are determined based on technical parameters/assessments.

The Management believes that useful lives currently used, which is prescribed under Part C of Schedule II to the Companies Act, 2013, fairly reflects its estimate of the useful lives and residual values of PPE, though these lives in certain cases are different from lives prescribed under Schedule II.

Leasehold Improvements are depreciated over the useful lives of the assets or the unexpired lease period, whichever, is lower. Based on the same, leasehold improvements are being depreciated over a period of 3 - 5 years.

In respect of Computers, Office Equipment and Furniture, the depreciation is calculated by straight line basis considering the useful lives prescribed under Schedule II of the Companies Act, 2013.

In respect of Plant & Machinery comprise of Lab equipments and Lab Instruments, the depreciation is calculated by straight line basis considering the useful life that is period of eight years & ten years respectively, determined based on the management's experience of use of the assets, as against the period of thirteen years & fifteen years as prescribed under Schedule II of the Companies Act, 2013

The Company has considered following useful lives to provide depreciation on its fixed assets:

Tangible assets	Useful Life (in years) followed by the Company (SLM)	Useful Life (in years) under Schedule II (SLM)
<b>Plant &amp; Machinery</b>		
-Electrical Machinery, X-ray and electrotherapeutic apparatus and accessories thereto, medical, diagnostic equipments, namely, Cat-scan, Ultrasound Machines, ECG Monitors, etc	8	13
-Other equipments	10	15
<b>Computers</b>		
-Servers and networks	6	6
-End user devices, such as desktops, laptops, etc.	3	3
<b>Office equipment</b>	5	5
<b>Furniture</b>	10	10
<b>Electrical installations</b>	10	10
<b>Electric Vehicles</b>	8	8

### Intangible assets

Intangible assets are stated at cost of acquisition less accumulated amortization / impairment losses.

### Goodwill

For measurement of goodwill arising on a business combination, subsequent measurement is at costs less any accumulated impairment losses.

### Acquired intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired at purchase of business is recorded at their fair value as at the date of purchase of business. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized

development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

The Company amortizes intangible assets with a finite useful life using the straight-line method over the estimated useful lives. Computer software and Website development cost is being amortized using the straight line method over its useful life, not exceeding three years.

## 2.4 Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of non-financial assets except inventories to ascertain whether there is any indication that those assets have suffered an impairment loss. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. 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. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period. Intangible assets excluding goodwill with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

## 2.5 Investments and Other financial assets

### Classification

The Company classifies its financial assets in the following categories:

Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and

Those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flow.

### Initial recognition and measurement

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. All Financial assets other than those measured subsequently at fair value through Profit and Loss (FVTPL), are recognized initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through Profit and Loss are expensed in the Statement of Profit and Loss.

### Subsequent measurement

After initial recognition, financial assets are measured at: fair value (either through other comprehensive income or through Profit and Loss), or amortized cost.

### Debt instruments

Debt instruments are subsequently measured at amortized cost, fair value through other comprehensive income ('FVOCI') or fair value through Profit and Loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

#### Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in the Statement of Profit and Loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

#### Fair Value Through Profit and Loss (FVTPL):

Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVTPL. A gain or

loss on a debt investment that is subsequently measured at FVTPL is recognised in Statement of Profit and Loss in the period in which it arises. Interest income from these financial assets is recognised in the Statement of Profit and Loss.

### Equity instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in Other Comprehensive Income (OCI). There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of such investments. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

### Impairment of financial assets

In accordance with Ind-AS 109, the Company applies Expected Credit Loss ("ECL") model for measurement and recognition of impairment loss on the financial assets measured at amortized cost and debt instruments measured at FVOCI. Loss allowances on trade receivables are measured following the 'simplified approach' at an amount equal to the lifetime ECL at each reporting date. In respect of other financial assets, the loss allowance is measured at 12 month ECL only if there is no significant deterioration in the credit risk since initial recognition of the asset or asset is determined to have a low credit risk at the reporting date.

### Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset ) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

The contractual rights to receive cash flows from the financial asset have expired, or the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either

- (a) the Company has transferred substantially all the risks and rewards of the asset, or
- (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On de-recognition, any gains or losses on all equity instruments (measured at FVTPL) and debt instruments (other than debt instruments measured at FVOCI) are recognized in the Statement of Profit and Loss. Gains and losses in respect of debt instruments measured at FVOCI and that are accumulated in OCI are reclassified to profit or loss on de-recognition.

### Income recognition

#### Interest income

Interest income or expense is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

## 2.6 Financial liabilities and equity instruments

### Classification of debt or equity

Debt and equity instruments issued by a Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

### Equity instruments

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

### Financial liabilities

Financial liabilities are initially recognised at fair value, net of transaction cost incurred. All financial liabilities are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction cost) 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 established loan facilities are recognised as transaction cost of the loan, to the extent that it is probable that some or all the facility will be drawn down. 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.

### De-recognition of financial liabilities

The Company de-recognises financial liabilities when, and only when, the Company's obligations specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gain/(loss).

## 2.7 Inventories

Inventories comprise of Reagents, Diagnostic Kits, laboratory Chemicals, Stores and Consumables. Inventories are valued at lower of cost and net realizable value. Cost of inventories comprises cost of purchase and other costs incurred in bringing the inventories to their present condition and location. Cost is determined by the FIFO method.

## 2.8 Revenue recognition

Company's Revenue comprises of revenue from providing healthcare services such as health check up and laboratory services to the customers. Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, price concessions etc with the customer or based on the consideration as specified in a contract with a customer. Revenue is recognized at a point in time when the Company satisfies



performance obligations by rendering the promised service to its customers. Generally, each test represents a separate performance obligation for which revenue is recognised when the test report is generated i.e. when the performance obligation is satisfied. Unearned revenue is recognised when there is billings in excess of revenues.

Interest Income is accounted for on time proportion basis taking into account the amount outstanding and the applicable rate of interest.

## 2.9 Leases

The Company has adopted Ind AS 116- Leases on 1 April 2019 using the modified retrospective approach by applying the new standard to all leases existing at the date of initial application and therefore the comparative information has not been restated and continues to be reported in accordance with Ind AS 17. The Company also elected to use the recognition exemption for lease contracts that, at the commencement date, have a lease term of twelve months or less ("short-term leases") and lease contracts for which the underlying asset is of low value other than land. ("low value assets").

### The company as a lessee

As a lessee the Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate. Generally, the company uses its incremental borrowing rate as the discount rate. Lease payments included in the measurement of the lease liability comprise fixed payments as per lease agreement initially measured using effective interest method. For short-term leases and low value leases, the Company recognises the lease payments on straight-line basis over the term of the lease to statement of profit and loss as an expense. Interest cost on lease liability is booked as finance cost in the statement of profit and loss.

## 2.10 Foreign currency transactions

Initial recognition - Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. Conversion - Monetary assets and liabilities denominated in foreign currency are converted at the rate of exchange prevailing on the date of the Balance Sheet. Exchange differences - Exchange differences arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

## 2.11 Employee benefits

Employee benefits include provident fund, ESI and gratuity.

### Defined contribution plan

Employees of the Company are entitled to receive benefits under the provident fund & ESI, which is a defined contribution plan, in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Employees' State Insurance Act, 1948 (ESI Act). Contribution paid or payable is recognised as an expense in the period in which services are rendered by the employee.

### Defined benefit Plan

Gratuity is a post-employment benefit and is in the nature of a defined benefit plan. The liability recognised in the balance sheet in respect of gratuity is the present value of the defined benefit/ obligation at the balance sheet date. The defined benefit/ obligation is calculated at the balance sheet date by an independent actuary using the projected unit credit method.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss: a) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements b) Net interest expense or income The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefit expenses in the statement of the profit & loss.

Re-measurement comprising of actuarial gains and losses arising from Re-measurement of Actuarial(gains)/losses, return on plan assets, excluding amount recognized in effect of asset ceiling. Re-measurement arising because of change in effect of asset ceiling are recognised in the period in which they occur directly in other comprehensive income. Remeasurements are not reclassified to Statement of Profit and Loss in subsequent periods.

All short term employee benefits are accounted on undiscounted basis during the accounting period based on services rendered by employees. Long term employee benefits, if any, which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the obligation as at the Balance Sheet date.

Ind AS 19 requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates and employee and pensioner demographics. The Company determines the assumptions in

conjunction with its actuaries, and believes these assumptions to be in line with best practice, but the application of different assumptions could have a significant effect on the amounts reflected in the income statement, other comprehensive income and balance sheet. There may be also interdependency between some of the assumptions.

### 2.12 Taxes on income

Income tax comprises current tax and deferred tax.

The provision for current taxation is computed in accordance with the relevant tax regulations. Deferred tax is recognised on temporary differences between the carrying amount of assets and liabilities in the financial statements and corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences.

Current tax comprises the expected tax payable or recoverable on the taxable profit or loss for the year and any adjustment to the tax payable or recoverable in respect of previous years. It is measured at the amount expected to be paid to (or recovered from) the taxation authorities, using the applicable tax rates and tax laws.

Deferred tax is recognized in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purpose and the amount considered for tax purpose. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted by the end of the reporting period. Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences, only if it is probable that future taxable profits will be available against which they can be utilized.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that deferred tax asset to be utilized such reductions are reversed

when it becomes probable that sufficient taxable profits will be available.

Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be recovered.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

### 2.13 Provisions and contingent liabilities

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

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.

### 2.14 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. The weighted average number of

equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

### 2.15 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and on hand and short term investments with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purposes of the statement of cash flows, Cash and cash equivalents consist of cash at bank and on hand and short term deposits, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

### 2.16 Segment reporting policy

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. The chief operating decision maker (CODM) is responsible for allocating resources and assessing performance of the operating segments and has been identified as the Board of Directors of the Company. Refer note 35 for segment information presented.

### 2.17 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities.

## 2.18 Recent Accounting Developments

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

### **Ind AS 103 – Business Combination:**

The amendments specifies that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

### **Ind AS 16 – Property Plant and equipment:**

The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The Company has evaluated the amendment and there is no impact on its financial statements.

### **Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets:**

The amendments specify that that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The

effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Company has evaluated the amendment and there is no impact on its financial statements. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

### **Ind AS 109 – Financial Instruments:**

The amendment clarifies which fees an entity includes when it applies the ‘10 percent’ test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.

Notes on Financial Statements for the year ended 31st March, 2022												
3a. Tangible Asset												
	Lab equipments	Lab instruments	Computers	Office equipment	Furniture	Electrical fittings	Leasehold improvements	Vehicle	Total			
<b>Gross block</b>												
<b>Balance as at 01 April 2020</b>	130.76	464.56	37.37	8.02	39.60	3.32	183.14	-	<b>866.77</b>			
Acquired in business takeover	-	-	-	-	-	-	-	-	-			
Addition	1.62	0.89	4.36	0.74	0.68	2.54	0.00	1.53	<b>12.37</b>			
Disposal	-	-	-	-	-	-	-	-	-			
<b>Balance as at 31st Mar 2021</b>	132.39	465.45	41.73	8.76	40.28	5.86	183.14	1.53	<b>879.14</b>			
Acquired in business takeover	-	-	-	-	-	-	-	-	-			
Addition	23.82	2.97	2.73	1.26	1.16	10.51	17.34	0.07	<b>59.86</b>			
Disposal	-	-	-	-	-	-	-	-	-			
<b>Balance as at 31st Mar 2022</b>	156.21	468.42	44.46	10.02	41.44	16.37	200.48	1.60	<b>939.01</b>			
<b>Accumulated Depreciation</b>												
<b>Balance as at 01 April 2020</b>	43.93	140.19	32.26	4.27	11.49	0.64	130.95	-	<b>363.73</b>			
Depreciation charge	16.94	44.18	3.33	1.55	4.06	0.37	22.92	0.12	<b>93.47</b>			
Reversal on disposal of asset	-	-	-	-	-	-	-	-	-			
<b>Balance as at 31st Mar 2021</b>	60.86	184.37	35.59	5.82	15.55	1.01	153.88	0.12	<b>457.19</b>			
Depreciation charge	16.21	44.28	2.98	1.69	3.97	1.24	23.65	0.18	<b>94.19</b>			
Reversal on disposal of asset	-	-	-	-	-	-	-	-	-			
<b>Balance as at 31st Mar 2022</b>	77.08	228.64	38.57	7.51	19.52	2.24	177.53	0.30	<b>551.39</b>			
<b>As at 31 March 2021</b>	<b>71.52</b>	<b>281.08</b>	<b>6.14</b>	<b>2.95</b>	<b>24.73</b>	<b>4.85</b>	<b>29.26</b>	<b>1.41</b>	<b>421.95</b>			
<b>As at 31st Mar 2022</b>	<b>79.13</b>	<b>239.77</b>	<b>5.90</b>	<b>2.52</b>	<b>21.92</b>	<b>14.13</b>	<b>22.95</b>	<b>1.30</b>	<b>387.62</b>			

## Notes to Financials Statements for the year ended 31st March, 2022

3b Right of Use Assets	(All amounts in (₹) Lakhs, unless otherwise stated)	
Particulars	Office & Lab Premises	
<b>Balance as at 01 April 2020</b>	<b>141.19</b>	
Additions	20.55	
Disposals	-	
<b>Balance as at 31st Mar 2021</b>	<b>161.74</b>	
Additions	284.98	
Disposals	-	
<b>Balance as at 31st Mar 2022</b>	<b>446.72</b>	
<b>Accumulated Depreciation</b>		
<b>Balance as at 01 April 2020</b>	<b>40.63</b>	
Depreciation charge	47.54	
Reversal on disposal of asset	-	
<b>Balance as at 31st Mar 2021</b>	<b>88.17</b>	
Depreciation charge	63.74	
Reversal on disposal of asset	-	
<b>Balance as at 31st Mar 2022</b>	<b>151.91</b>	
<b>Net Carrying Value</b>		
<b>As at 31 March 2021</b>	<b>73.57</b>	
<b>As at 31 March 2022</b>	<b>294.81</b>	

4 Goodwill		
Particulars	As at 31st March, 2022	As at 31st March, 2021
Cost or Deemed Cost	265.18	265.18
Accumulated Impairment Loss	-	-
Closing Balance	265.18	265.18
	<b>As at 31st March, 2022</b>	<b>As at 31st March, 2021</b>
<b>Balance at the beginning of the year</b>	265.18	265.18
Addition/deletion	-	-
<b>Closing Balance</b>	265.18	265.18
<b>Accumulated Impairment Loss</b>		
<b>Balance at the beginning of the year</b>	-	-
Impairment loss recognised during the year	-	-
<b>Closing Balance</b>	-	-
<b>Impairment of Goodwill</b>		

Based on impairment testing, the management believes that the recoverable amounts of the cash Generating Unit (CGU) to which the goodwill belongs is higher than the carrying amount of the CGU and hence the Goodwill is not impaired.

## Notes to Financials Statements for the year ended 31st March, 2022

(All amounts in (₹) Lakhs, unless otherwise stated)

5 Other Intangible assets Particulars	Software	Website	Total
<b>Gross block</b>			
<b>Balance as at 1 April, 2020</b>	10.69	7.14	<b>17.83</b>
Additions	0.68	16.52	<b>17.20</b>
Disposal	-	-	-
<b>Balance as at 31st Mar 2021</b>	11.37	23.66	<b>35.03</b>
Additions	0.84	-	<b>0.84</b>
Disposal	-	-	-
<b>Balance as at 31st Mar 2022</b>	12.21	23.66	<b>35.87</b>
<b>Accumulated Amortisation</b>			
<b>Balance as at 1 April, 2020</b>	10.22	6.83	<b>17.05</b>
Amortisation	0.32	3.12	<b>3.45</b>
Reversal on Disposal	-	-	-
<b>Balance as at 31st Mar 2021</b>	10.55	9.95	<b>20.50</b>
Amortisation	0.41	5.23	<b>5.64</b>
Reversal on Disposal	-	-	-
<b>Balance as at 31st Mar 2022</b>	10.95	15.18	<b>26.14</b>
<b>Net Block</b>			
<b>As at 31 March 2021</b>	0.83	13.71	14.54
<b>As at 31st Mar 2022</b>	1.26	8.48	9.74

## Notes to Financials Statements for the year ended 31st March, 2022

(All amounts in (₹) Lakhs, unless otherwise stated)

	As at 31st Mar 2022 ₹	As at 31st Mar 2021 ₹
<b>6 Long Term Loans &amp; Advances</b> <b>(Unsecured Considered Good)</b>		
Loan given to related party	-	-
Loan given to Other party	108.21	-
	<b>108.21</b>	<b>-</b>
<b>7 Other financial assets</b>		
Security deposits		
- to related parties	3.79	-
- to Others	29.77	14.33
	<b>33.56</b>	<b>14.33</b>
<b>8 Inventories</b> <i>Lower of cost and NRV</i>		
Reagents, chemicals & consumables	40.45	36.67
	<b>40.45</b>	<b>36.67</b>
<b>Break up of Inventories</b>		
Reagents and chemicals	35.88	33.07
Consumables & others	4.56	3.60
<b>9 Trade Receivables</b>		
Unsecured, considered good	478.84	181.85
Less: Allowance for doubtful debts (Expected credit loss allowance)	29.73	11.59
	<b>449.11</b>	<b>170.27</b>

The average credit period from service is 0-30 days. No interest is charged on the trade receivables for the amount overdue above the credit period. There are 5 customers who represent more than 5% of the total balance of trade receivables.

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix. The provision matrix at the end of the reporting period is as follows.

Age of Receivables	As at 31st Mar 2022	As at 31st Mar 2021
0-90 days	208.42	84.42
90-180 days	154.00	54.07
180-360 days	71.24	13.05
1 to 2 years	30.73	3.75
More than 2 years	14.46	26.56
	<b>478.84</b>	<b>181.85</b>



## Notes to Financials Statements for the year ended 31st March, 2022

Movement in the expected credit loss allowance	(All amounts in (₹) Lakhs, unless otherwise stated)	
	Year ended 31 March 2022	Year ended 31 March 2021
Balance at the beginning of the year	11.59	7.11
Movement in the expected credit loss allowance on trade receivables calculated at life time expected credit losses	18.15	4.48
<b>Balance at the end of the year</b>	<b>29.73</b>	<b>11.59</b>

The concentration of Credit risk is limited due to the fact that the customers base is large and unrelated.

Ageing	Expected Credit Loss (%)	Expected Credit Loss (%)
0-90 days	0%	0%
90-180 days	5%	5%
180-365 days	10%	10%
1 to 2 years	25%	25%
More than 2 years	50%	0%

## Trade Receivables ageing schedule as on 31st March, 2022

Particulars	(Amount in Rs.)					
	Outstanding for following periods from due date of payment#					Total
	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables — considered good	362.42	71.24	30.73	4.11	10.35	478.84
(ii) Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables — considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables — credit impaired	-	-	-	-	-	-
<b>Total</b>	<b>362.42</b>	<b>71.24</b>	<b>30.73</b>	<b>4.11</b>	<b>10.35</b>	<b>478.84</b>
Less: Allowances for expected credit loss	(7.70)	(7.12)	(7.68)	(2.06)	(5.17)	(29.73)
Less: Allowance for Credit Impairment	-	-	-	-	-	-
<b>Total</b>	<b>354.72</b>	<b>64.12</b>	<b>23.05</b>	<b>2.06</b>	<b>5.17</b>	<b>449.11</b>

(All amounts in (₹) Lakhs, unless otherwise stated)

## Trade Receivables ageing schedule as on 31st March, 2021

Particulars	Outstanding for following periods from due date of payment#					(Amount in Rs.)
	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables — considered good	138.50	13.05	3.75	17.05	9.51	181.85
(ii) Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables — considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables — credit impaired	-	-	-	-	-	-
<b>Total</b>	<b>138.50</b>	<b>13.05</b>	<b>3.75</b>	<b>17.05</b>	<b>9.51</b>	<b>181.85</b>
Less: Allowances for expected credit loss	(2.70)	(1.30)	(0.94)	(4.26)	(2.38)	(11.59)
Less: Allowance for Credit Impairment	-	-	-	-	-	-
<b>Total</b>	<b>138.50</b>	<b>13.05</b>	<b>3.75</b>	<b>17.05</b>	<b>9.51</b>	<b>181.85</b>

10a **Cash & Cash Equivalent**

(All amounts in Lakhs, unless otherwise stated)

**Balances with banks:**

-In Current Accounts	132.62	108.25
-In Escrow Account	0.01	0.43

**Cash In Hand:**

Cash In hand	2.81	10.09
<b>Total</b>	<b>135.44</b>	<b>118.77</b>

10b **Other bank balances**

Balance with bank held as

-Deposits with maturity more than 3 months but less than 12 months	28.93	-
<b>Total</b>	<b>28.93</b>	<b>-</b>

**Total****28.93****-**

## Notes to Financials Statements for the year ended 31st March, 2022

(All amounts in (₹) Lakhs, unless otherwise stated)

11	<b>Other financial assets</b>		
	Security Deposits		
	- to related parties	-	4.87
	- to others	2.80	22.67
	Interest accrued on Deposits	2.14	-
		<b>4.94</b>	<b>27.55</b>
	(Unsecured, considered doubtful)		
	Security deposits		
	- significant increase in credit risk	-	5.00
	- credit impaired	-	-
	Less : Provision for advances having significant increase in credit risk	-	5.00
	<b>Total</b>	<b>4.94</b>	<b>27.55</b>
12	<b>Current tax assets (net)</b>		
	Advance Taxes and TDS (net)	46.41	28.13
		<b>46.41</b>	<b>28.13</b>
13	<b>Other Current Assets</b>		
	Advance to Staff	2.06	0.48
	Advances to creditors	3.30	1.70
	Prepaid expenses	3.79	4.44
		<b>9.15</b>	<b>6.62</b>
14	<b>Equity Share Capital</b>		
	<b>Authorised Capital</b>		
	20000000 (Pr. Yr. 20000000) Equity Shares of Rs.10/-	2,000.00	2,000.00
	15000000 (Pr. Yr. 15000000) Preference Shares of Rs.10/-	1,500.00	1,500.00
		<b>3,500.00</b>	<b>3,500.00</b>
	<b>Issued, Subscribed and Paid-up</b>		
	10293000 (Pr. Yr. 10293000) Equity Shares of Rs.10/- each fully paid up in cash	1,029.30	1,029.30
		<b>1,029.30</b>	<b>1,029.30</b>

## Notes to Financials Statements for the year ended 31st March, 2022

(All amounts in (₹) Lakhs, unless otherwise stated)

## 14.1 Terms and rights attached to equity shares

The Company has only one class of Equity Shares having a par value of Rs.10/- per share. Each shareholder is entitled to one vote per share. All shareholders carry equal rights as to dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in the proportion of the no. of equity shares held by the shareholder.

**The Details of Shareholders holding more than**14.2 **5% shares in the company**

<u>Name of the Shareholders</u>	<u>As at 31st March 2022</u>		<u>As at 31st March 2021</u>	
		<u>% of holding</u>		<u>% of holding</u>
Yashraj Biotechnology Limited	1435800	13.95%	1435800	13.95%
Mrs. Rinku Bhanushali	833500	8.10%	833500	8.10%
Mr. Arvind Bhanushali	885500	8.60%	885500	8.60%
Mrs. Deepali Bhanushali	885500	8.60%	885500	8.60%
Glorious Holdings Private Limited	1050000	10.20%	1050000	10.20%
Vincent Commercial Private Limited	907494	8.82%	1050000	10.20%
Mr. Vinod Bhanushali	516000	5.01%	516000	5.01%

14.3 **The reconciliation of the number of shares outstanding at the beginning and at the end of the year**

<u>Particulars</u>	<u>As at 31st</u>	<u>As at 31st</u>	<u>As at 31st</u>	<u>As at 31st March</u>
	<u>March 2022</u>	<u>March 2022</u>	<u>March 2021</u>	<u>2021</u>
	<u>No. of Shares</u>	<u>₹</u>	<u>No. of Shares</u>	<u>₹</u>
Equity Shares at the beginning of the year	1,02,93,000	1,029.30	92,93,000	929.30
Add: Shares issued during the year	-	-	10,00,000	100.00
Equity Shares outstanding at the end of the year	<u>1,02,93,000</u>	<u>1,029.30</u>	<u>1,02,93,000</u>	<u>1,029.30</u>

During the year 2020-21, the Company has allotted 10,00,000 equity shares of Rs. 10 each at an issue price of Rs. 30 each (including premium of Rs. 20 each) on preferential basis to strategic investors not forming part of promoter group.

## Notes to Financials Statements for the year ended 31st March, 2022

(All amounts in (₹) Lakhs, unless otherwise stated)

## 14.4 Disclosure of Shareholding of Promoters

Disclosure of shareholding of promoters as at March 31, 2022 is as follows

Shares held by Promoters					
Promoter Name	As at 31st March 2022		As at 31st March 2021		% Change during the year
	No. of Shares	% of total Shares	No. of Shares	% of total Shares	
YASH RAJ					
BIOTECHNOLOGY LTD	1435800	13.95%	1435800	13.95%	0.00%
ARVIND KARSANDAS					
BHANUSHALI	885500	8.60%	885500	8.60%	0.00%
DEEPALI ARVIND					
BHANUSHALI	885500	8.60%	885500	8.60%	0.00%
RAJ ARVIND					
BHANUSHALI	4595	0.04%	4595	0.04%	0.00%
BHARAT TOKARSHI					
DAGHA	60000	0.58%	60000	0.58%	0.00%
PARESH BHANJI					
BHANUSHALI	260000	2.53%	260000	2.53%	0.00%
GEETA PARESH					
BHANUSHALI	200000	1.94%	200000	1.94%	0.00%
Total	3731395	36.25%	3731395	36.25%	0.00%

Disclosure of shareholding of promoters as at March 31, 2021 is as follows

Shares held by Promoters					
Promoter Name	As at 31st March 2021		As at 31st March 2020		% Change during the year
	No. of Shares	% of total Shares	No. of Shares	% of total Shares	
YASH RAJ					
BIOTECHNOLOGY LTD	1435800	13.95%	1435800	15.45%	-1.50%
ARVIND KARSANDAS					
BHANUSHALI	885500	8.60%	885500	9.53%	-0.93%
DEEPALI ARVIND					
BHANUSHALI	885500	8.60%	885500	9.53%	-0.93%
RAJ ARVIND					
BHANUSHALI	4595	0.04%	4595	0.05%	0.00%
BHARAT TOKARSHI					
DAGHA	60000	0.58%	60000	0.65%	-0.06%
PARESH BHANJI					
BHANUSHALI	260000	2.53%	260000	2.80%	-0.27%
GEETA PARESH					
BHANUSHALI	200000	1.94%	200000	2.15%	-0.21%
Total	3731395	36.25%	3731395	40.15%	-3.90%

## Notes to Financials Statements for the year ended 31st March, 2022

	(All amounts in (₹) Lakhs, unless otherwise stated)	
	As at 31st Mar 2022	As at 31st Mar 2021
15 <b>Other Equity</b>		
(a) <b>Security Premium Account</b>		
Opening Balance	903.01	703.01
Add: Premium on shares issued during the year	-	200.00
<b>Closing Balance</b>	<u>903.01</u>	<u>903.01</u>
(b) <b>Retained Earnings</b>		
Opening Balance	(1,593.84)	(1,745.20)
Add: Net profit/(loss) for the year	445.94	138.10
Remeasurement of defined benefit plans	1.55	13.27
<b>Closing Balance</b>	<u>(1,146.35)</u>	<u>(1,593.84)</u>
(c) <b>Equity Component of Redeemable Preference Shares(Compound Financial Instrument)</b>		
Opening Balance	492.98	492.98
Add: Equity Component of Compound Instrument	-	-
<b>Closing Balance</b>	<u>492.98</u>	<u>492.98</u>
<b>Total (a) + (b)+ (c)</b>	<u>249.65</u>	<u>(197.85)</u>

**Securities premium**

Securities premium is used to record premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

**Retained Earnings**

Retained Earnings are the profits/(loss) that the Company has earned/incurred till date and adjustments done on transition to Ind AS, less any transfer to general reserve, dividends or other distributions paid to shareholders.

**Equity Component of Redeemable Preference Shares(Compound Financial Instrument)**

This represents equity components of redeemable preference shares issued by the company as per terms of the contract. Refer Note- 16(b).

## Notes to Financials Statements for the year ended 31st March, 2022

(All amounts in (₹) Lakhs, unless otherwise stated)

	<u>As at</u> <u>31st Mar 2022</u> ₹	<u>As at</u> <u>31st Mar 2021</u> ₹
16 <b>Financial Liabilities- Long term Borrowings</b>		
(a) <b>Secured loans</b>		
From banks		
-Term loans	-	48.39
	-	48.39
Less: Current maturities of long term borrowings (Refer Note-18)	-	48.39
<b>Total</b>	-	-
<b>Notes</b>		
Term loan taken from HDFC bank is secured by hypothecation of Lab Equipments and Instruments. The loan has interest of HDFC bank's base rate plus 285 BPS. Term loan was repayable in 72 monthly installments from the date of first disbursement of Lab Equipment loan with Moratorium of 6 months. The term loan of Rs. 194.20 Lakhs has been repaid during the year 2020-21 and balance amount of Rs. 48.39 Lakhs has shown under short term borrowing in F.Y 2020-21 as same was repaid in F.Y 2021-22.		
(b) <b>Liabilities Component of Compound Financial Instruments</b>		
9% Non-convertible, Non-Cumulative, Non-Participating, Redeemable Preference Shares (Unsecured)	85.87	76.67
	<b>85.87</b>	<b>76.67</b>
<b>Grand Total (a+b)</b>	<b>85.87</b>	<b>76.67</b>

During F.Y. 2018-19, the Company had allotted 55,00,000 Fully paid-up 9% Non-convertible, Non-Cumulative, Non-Participating, Redeemable Preference Shares (NCRPS) of Face Value of Rs. 10 each at par to Yashraj Biotechnology Limited on conversion of unsecured loan. The Company (issuer) has discretionary right to redeem Preference shares within a period not exceeding 20 years from the date of allotment and these preference shares shall rank prior in respect of payment of dividend or redemption amount compared to equity shareholders of the Company and in the event of winding up, preferential rights over the equity shareholders in participating of surplus funds, surplus assets and profit of the Company. These non-convertible preference shares are separated into liability and equity components based on the terms of the contract. The Liability has been measured at amortised cost using effective interest rate of 12% over the tenure of 20 years and recognised as liability component of compound financial instruments. Interest on liability component is also recognised using the effective interest method.

	<u>As at</u> <u>31st Mar 2022</u> ₹	<u>As at</u> <u>31st Mar 2021</u> ₹
17 <b>Long term provisions</b>		
Provision for Employee benefits - Gratuity (Refer Note No- 37)	28.25	19.78
	<b>28.25</b>	<b>19.78</b>

## Notes to Financials Statements for the year ended 31st March, 2022

(All amounts in (₹) Lakhs, unless otherwise stated)		
	<u>As at</u> <u>31st Mar 2022</u>	<u>As at</u> <u>31st Mar 2021</u>
	₹	₹
18 <b>Financial Liabilities- Short term Borrowings</b>		
Secured		
From banks (Refer Note- 16)	-	48.39
	-	<b>48.39</b>
19 <b>TRADE PAYABLES</b>		
Dues of Micro and Small Enterprises	-	-
Dues of others	60.96	66.49
	<b>60.96</b>	<b>66.49</b>

**Note:**

Trade payables are generally non-interest bearing and settled upto 30 days term.

Based on the information available with the Company, there is no balance due to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 as on 31 March, 2022 and no interest has been paid or is payable during the year under the terms of the MSMED Act, 2006.

**Disclosure under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)**

	<b>Particulars</b>	<b>As at 31st Mar 2022</b>	<b>As at 31st Mar 2021</b>
a)	The Principal amount and interest due there on remaining unpaid to suppliers under MSMED as at the end of the accounting year,		
	Principal	-	-
	Interest due thereon	-	-
b)	Payment made to suppliers beyond the appointed day during the year		
	Principal	-	-
	Interest due thereon	-	-
c)	Amount of interest due and payable for delay in payment (which have been paid but beyond the appointed day during the year) but without adding the interest under MSMED	-	-
d)	Amount of interest accrued and remaining unpaid as on last day	-	-
e)	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 of a deductible expenditure under section 23 of the MSMED Act, 2006.	-	



## Notes to Financials Statements for the year ended 31st March, 2022

(All amounts in (₹) Lakhs, unless otherwise stated)

## Trade Payables aging schedule as on 31st March, 2022

Particulars	Outstanding for following periods from due date of payment#				(Rs. in Lakhs )
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	0	0	0	0	0
(ii) Others	60.96	0	0	0	60.96
(iii) Disputed dues — MSME	0	0	0	0	0
(iv) Disputed dues - Others	0	0	0	0	0

\*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

## Trade Payables aging schedule as on 31st March, 2021

Particulars	Outstanding for following periods from due date of payment#				(Rs. in Lakhs )
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME					0
(ii) Others	65.53	0.41	0.55	0	66.49
(iii) Disputed dues — MSME					0
(iv) Disputed dues - Others					0

\*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

	<u>As at</u> <u>31st Mar 2022</u> ₹	<u>As at</u> <u>31st Mar 2021</u> ₹
<b>20 Other financial liabilities</b>		
Interest Payable	-	0.29
Salary Payable	34.92	26.85
Audit Fees Payable	3.29	3.38
Liabilities for Expenses	3.50	7.85
Deposit from Customer	0.55	0.05
	<b>42.25</b>	<b>38.41</b>
<b>21 Other current liabilities</b>		
Professional Tax Payable	0.21	0.17
PF & ESI Payable	4.00	3.19
TDS Payables	4.99	7.92
Unearned revenue	0.78	1.55
	<b>9.97</b>	<b>12.83</b>
<b>22 Short-term provisions</b>		
Provision for Employee benefits- Gratuity (Refer Note No 37)	0.97	0.18
	<b>0.97</b>	<b>0.18</b>

## Notes to Financials Statements for the year ended 31st March, 2022

(All amounts in (₹) Lakhs, unless otherwise stated)		
	As at 31st Mar 2022 ₹	As at 31st Mar 2021 ₹
<b>23 Revenue from operations</b>		
Sale of services	1,954.19	1,520.54
	<b>1,954.19</b>	<b>1,520.54</b>
<b>24 Other Income</b>		
Interest income		
- Bank Deposits	3.92	19.28
-Others	5.56	1.09
	<b>9.47</b>	<b>20.38</b>
<b>25 Cost of Material Consumed</b>		
<u>Material Consumed</u>		
Opening Stock of Raw Materials	36.67	27.65
Add: Purchases	317.59	272.39
	354.26	300.04
Less: Closing Stock of Raw Materials	40.45	36.67
	<b>313.81</b>	<b>263.37</b>
<b>26 Laboratory Testing Charges</b>		
Laboratory Testing Charges	119.66	206.34
	<b>119.66</b>	<b>206.34</b>
<b>27 Employee benefit expenses</b>		
Salary & Bonus	456.04	368.71
Contribution to PF & ESI	23.08	19.28
Gratuity expenses (refer note 37)	10.81	11.21
Staff welfare	12.02	3.37
	<b>501.95</b>	<b>402.57</b>

## Notes to Financials Statements for the year ended 31st March, 2022

(All amounts in (₹) Lakhs, unless otherwise stated)

	<u>As at</u> <u>31st Mar 2022</u> ₹	<u>As at</u> <u>31st Mar 2021</u> ₹
<b>28 Finance cost</b>		
Interest on Bank overdrafts	-	10.99
Interest on unsecured loan	-	21.31
Interest on Bank Term Loans	0.84	25.99
Interest on liability component of compound financial instruments	9.20	8.21
Interest on lease liability	20.78	12.33
Other borrowing costs	1.36	0.79
Bank charges	5.09	9.53
	<b>37.27</b>	<b>89.15</b>
<b>29 Depreciation and amortisation</b>		
Depreciation on tangible assets	94.19	93.47
Amortisation on intangible assets	5.64	3.45
Depreciation on right of use leased assets	63.74	47.54
	<b>163.57</b>	<b>144.45</b>

## Notes to Financials Statements for the year ended 31st March, 2022

(All amounts in (₹) Lakhs, unless otherwise stated)

	<u>As at</u> <u>31st Mar 2022</u> ₹	<u>As at</u> <u>31st Mar 2021</u> ₹
30 <b>Other Expenses</b>		
Power & Fuel charges	20.85	13.33
Rent , Rates & Taxes	3.48	0.13
Repairs & maintenance		
-Machinery	6.98	1.83
-Building	0.10	-
-Others	13.74	11.73
Printing & Stationery	19.97	12.57
Professional Charges	63.71	56.03
Advertising & Business promotion	16.54	39.30
ROC & other statutory filing fees	6.48	7.27
Royalty	16.90	15.09
Insurance	1.73	1.71
Payment to Auditor (refer details below)	3.65	3.65
Communication expenses	11.03	15.64
Travelling & Conveyance	46.59	41.56
Collection Charges	22.45	15.65
Logistic expenses	56.35	28.30
Provision for doubtful debts	18.15	4.48
Provision for doubtful advances	-	5.00
Bad Debts	13.64	-
Deposit W/off	20.00	-
Less: Reversal of provision for doubtful advances	(5.00)	-
Sundry balances written off	(0.67)	0.25
Administrative and other Expenses	24.79	23.42
<b>Total</b>	<b>381.45</b>	<b>296.93</b>
<b>Payment to auditor</b>		
-Audit Fees	2.50	2.50
-Tax Audit Fees	0.50	0.50
-Limited Review	0.50	0.50
-Certification fees	0.15	0.15

## Notes to Financials Statements for the year ended 31st March, 2022

(All amounts in (₹) Lakhs, unless otherwise stated)

**31. Earnings per share**

Particulars	As at 31-Mar-22	As at 31-Mar-21
Profit for the period - (in Lakhs)	445.94	138.10
Number of equity shares	1,02,93,000	1,02,93,000
Weighted average number of equity shares outstanding during the year	1,02,93,000	95,20,397
Basic earnings per share of Rs. 10 each	4.33	1.45
Diluted earnings per share of Rs. 10 each	4.33	1.45
Face value per share - (in 'Rs')	10.00	10.00

Weighted average number of ordinary shares outstanding during the period is the number of ordinary shares outstanding at the beginning of the period, adjusted by the number of ordinary shares issued during the period multiplied by a time-weighting factor. The time-weighting factor is the number of days that the shares are outstanding as a proportion of the total number of days in the period.

**32. Income tax**

The effective tax rate for the financial year 2021-22 and 2020-21 is 25.168%.

**32.1 Income tax recognised in the statement of profit & loss**

Particulars	As at 31-Mar-22	As at 31-Mar-21
<b>Current tax</b>		
In respect of the current year	-	-
In respect of the prior years	-	-
	-	-
<b>Deferred tax</b>		
In respect of the current year	-	-
In respect of the prior years	-	-
	-	-
<b>Total income tax expenses recognised in the current period</b>	-	-

The Company does not have taxable profits as per the provisions of the Income Tax Act 1961, accordingly there are no income tax expenses accounted for the current year.

## Notes to Financials Statements for the year ended 31st March, 2022

(All amounts in (₹) Lakhs, unless otherwise stated)

32.2 Deferred Tax Assets Particulars	As at 31-Mar-22	As at 31-Mar-21
Deferred Tax Liability	-	(43.83)
Deferred Tax Assets	-	(43.83)
<b>Net Deferred Tax assets/(liabilities)</b>	<b>-</b>	<b>-</b>

Year ended March 31, 2022	Opening	Recognised in P&L	Recognised in OCI	Closing Balance
<b>Deferred Tax Liability</b>				
Property, Plant & Equipment	(29.30)	29.30	-	-
Other items- Temporary Differences	(14.53)	14.53	-	-
	<b>(43.83)</b>	<b>43.83</b>	<b>-</b>	<b>-</b>
<b>Deferred Tax Assets</b>				
Other items- Temporary Differences	18.17	(18.17)	-	-
Tax Losses	25.66	(25.66)	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Year ended March 31, 2021	Opening	Recognised in P&L	Recognised in OCI	Closing Balance
<b>Deferred Tax Liability</b>				
Property, Plant & Equipment	(29.30)	-	-	(29.30)
Other items- Temporary Differences	(3.93)	(10.60)	-	(14.53)
	<b>(33.24)</b>	<b>(10.60)</b>	<b>-</b>	<b>(43.83)</b>
<b>Deferred Tax Assets</b>				
Other items- Temporary Differences	7.57	10.60	-	18.17
Tax Losses	25.66	-	-	25.66
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**32.3 Unrecognised deductible temporary differences, unused tax losses and unused tax credits for which no deferred tax assets have been recognised are attributable to the following:**

Particulars	Expiry period	As at 31-Mar-22	As at 31-Mar-21
Unused Tax Losses	within 4 -8 years	160.06	290.15
Unabsorbed Depreciation	Expiring without limitation	124.15	124.15
Other Temporary Difference		41.07	8.31
		<b>325.28</b>	<b>422.60</b>

The Company follows Ind AS 12 - Income taxes for the recognition of deferred tax. In view of the virtual certainty laid down by the Ind AS, the Company has not recognised deferred tax assets of Rs.325.28 lakhs (March 31, 2021: Rs. 422.60 lakhs) in respect of unabsorbed depreciation, business losses and other items resulted into temporary differences as a matter of prudence.

**33. Capital and other commitments :**

	As at 31-Mar-22	As at 31-Mar-21
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-

**34. Contingent liabilities (not provided for) in respect of:**

	As at 31-Mar-22	As at 31-Mar-21
a) Claims against the Company by a vendor not acknowledged as debts* (As per the Company, these claims are not tenable and therefore no provision is required)	-	-
b) Other claims against the Company not acknowledged as debts	-	-

**35. Segment information****Primary segments: Business Segment**

The Company is solely engaged in the business of running laboratories for carrying out Pathological investigations in various branches of Bio-chemistry, Haematology, Histopathology, Microbiology, Immuno-chemistry, Immunology, Virology, Cytology, other pathological and radiological investigations. The Board of Directors of the Company, which has been identified as being the chief operating decision maker (CODM), evaluates the Company's performance, allocate resources based on the analysis of the various performance indicator of the Company as a single unit. Therefore there is no reportable segment for the Company, in accordance with the requirements of Indian Accounting Standard 108- 'Operating Segments', notified under the Companies (Indian Accounting Standard) Rules, 2015."

**Secondary Segments: Geographical Segments**

The analysis of geographical segment is based on geographical location of its customers. The following table shows the distribution of the Company's consolidated revenue and trade receivables by geographical market:

<b>(All amounts in (₹) Lakhs, unless otherwise stated)</b>		
	As at 31-Mar-22	As at 31-Mar-21
<b>Revenue</b>		
-India	1,954.19	1,520.54
-Outside India	-	-
<b>Total Revenue</b>	1,954.19	1,520.54
	<b>As at 31-Mar-22</b>	<b>As at 31-Mar-21</b>
<b>Trade receivable</b>		
-India	449.11	170.27
-Outside India	-	-
<b>Total Receivables</b>	449.11	170.27

No single customers contributed more than 10% or more to the Company's revenue during the years ended 31 March, 2022 and 31 March, 2021.

**36. Leases****The Company as a lessee**

The Company has taken premises on operating lease. The Company has entered into lease agreement/ leave and license agreement for using its premises for 3 to 5 years. As per Ind AS 116, leases for the premises taken on operating lease, the Company has applied the standard to all applicable lease contracts existing during the year. The Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the ROU asset at its carrying amount. Summary for the disclosures required as per Ind AS 116 are as below :

**Payment recognised as an expense** (All amounts in (₹) Lakhs, unless otherwise stated)

Particulars	Year ended 31-Mar-22	Year ended 31-Mar-21
Short term lease	3.48	0.10
Low value assets	-	-

**Details of lease liability**

The following is the movement in lease liabilities during the year ended 31 March, 2022 & 31 March, 2021:

Particulars	Year ended 31-Mar-22	Year ended 31-Mar-21
<b>Balance at the beginning of the year</b>	83.37	112.79
Additions for the new leases	281.69	20.14
Finance cost accrued during the period	20.78	12.33
Payment/adjustment of lease liabilities*	(79.53)	(61.88)
<b>Balance as at end of the year</b>	<b>306.31</b>	<b>83.37</b>
Current Lease Liability	64.72	34.83
Non-Current Lease Liability	241.59	48.55
Total Lease Liability	<b>306.31</b>	<b>83.37</b>

\*This amount includes payment of lease principle liability of Rs. 58.75 Lakh (31st March, 2021: Rs. 49.56 Lakh) and interest paid shown under finance cost amounting to Rs 20.78 Lakh (31st March, 2021: Rs. 12.33 Lakh).

**Contractual maturities of lease liabilities on an undiscounted basis:**

Particulars	As at 31-Mar-22	As at 31-Mar-21
Not later than one year	91.45	42.61
Later than one year but not later than five years	282.33	58.38
Later than five years	-	-
Total	<b>373.78</b>	<b>100.99</b>



**Details of right-of-use asset:**

The following is the movement in right-of-use asset during the year ended

Particulars	As at 31-Mar-22	As at 31-Mar-21
<b>Balance at the beginning of the year</b>	73.57	100.56
Additions for the new leases*	284.98	20.55
Deletions	-	-
Amortisation expenses	63.74	47.54
<b>Balance as at end of the year</b>	<b>294.81</b>	<b>73.57</b>

**37. Employee Benefit Plans****37.1 Defined Contribution Plans**

Employee benefit under defined contribution plan comprising of provident fund and ESI scheme is recognised based on the amount of obligation of the Company to contribute to the plan. The contribution is paid to Provident Fund & ESI authorities which is expensed during the year.

The total expenses recognised in statement of profit and loss Rs.23.08 Lakh (for the year ended 31 March, 2021: Rs.19.28 Lakh) represents contributions payable to provident fund & ESI Scheme by the Company at rates specified in the rules of the plans. As at 31 March, 2022, employer's contributions of Rs.2.24 Lakh (as at 31 March, 2021: Rs. 1.81 Lakh) due in respect of 2021-22 (2020-21) reporting period had not been paid over to the plans. The amounts were paid subsequent to the end of the respective reporting periods.

**37.2 Defined benefit plans**

The Group has a defined benefit gratuity plan which is unfunded. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days' salary (last drawn salary) for each completed year of service or part thereof in excess of six months. The present value of the defined benefit obligation and the related current service cost are measured using the Projected Unit Credit method with actuarial valuations being carried out at each balance sheet date.

**37.3 The Company is exposed to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.**

Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

**37.4 Actuarial Assumptions - Gratuity**

Date of Valuation	As at 31 March, 2022	As at 31 March, 2021
Discount rate	7.25%p.a.	6.85%p.a.
Rate of salary increase	7.00%p.a.	7.00%p.a.
Rate of return	NA	NA
Retirement age	60 Years	60 Years
Attrition rate	2 to 10 %	2 to 10 %
Mortality table	Indian Assured Lives Mortality (2012-2014)	Indian Assured Lives Mortality (2012-2014)

(All amounts in (₹) Lakhs, unless otherwise stated)

**37.5 Amounts recognised in the financial statements before allocation in respect of these defined benefit plans are as follows:**

Particulars	Year ended 31 March, 2022	Year ended 31 March, 2021
<b>Service Cost :</b>		
Current service cost	9.45	9.71
Past service cost and (gain)/loss from settlements	-	-
Net interest expense	1.36	1.51
<b>Components of defined benefit costs recognised in employee benefit expenses</b>	<b>10.81</b>	<b>11.21</b>
<b>Remeasurement on the net defined benefit liability:</b>		
Return on plan assets (excluding amounts included in net interest expense)	-	-
Actuarial (gains)/losses arising from changes in demographic assumptions	-	-
Actuarial (gains)/losses arising from changes in financial assumptions	(1.35)	-
Actuarial (gains)/losses arising from experience adjustments	(0.20)	(13.27)
<b>Components of remeasurement</b>	<b>(1.55)</b>	<b>(13.27)</b>
<b>Total</b>	<b>9.26</b>	<b>(2.06)</b>

**37.6 Movements in the present value of the defined benefit obligation:**

Particulars	Year ended 31 March, 2022	Year ended 31 March, 2021
Opening defined benefit obligation	19.96	22.01
Current service cost	9.45	9.71
Past service cost and (gain)/loss from settlements	-	-
Net interest expense	1.36	1.51
Return on plan assets (excluding amounts included in net interest expense)	-	-
Actuarial (gains)/losses arising from changes in demographic assumptions	-	-
Actuarial (gains)/losses arising from changes in financial assumptions	(1.35)	-
Actuarial (gains)/losses arising from experience adjustments	(0.20)	(13.27)
Benefits paid	-	-
Closing defined benefit obligation	<b>29.22</b>	<b>19.96</b>
<b>Total</b>		

**37.7 The amount included in the Balance sheet arising from the entity's obligation in respect of its defined benefit plan is as follows :**

Particulars	As at 31 March, 2022	As at 31 March, 2021
Present value of funded defined benefit obligation	29.22	19.96
Fair value of plan assets	-	-
<b>Net liability arising from defined benefit obligation</b>	<b>29.22</b>	<b>19.96</b>

## Notes to Financials Statements for the year ended 31st March, 2022

(All amounts in (₹) Lakhs, unless otherwise stated)

## 38. Related Party Disclosures

## I. Names of related parties and related party relationship

## a. Entities in which key managerial personnel can exercise significant influence

- Yashraj Biotechnology Limited
- Orangutan Gaming Pvt Ltd.

## b. Key managerial personnel

- Dr.Pankaj Shah-Managing Director
- Arvind K Bhanushali- Executive Director
- Nikunj Mange - Executive Director
- Yash Arvind Bhanushali - Executive Director upto 05/06/2021
- Balkrishna Subhash Talawadekar- CFO (From 13/02/2021)
- Devyangi Patel- Company Secretary (upto 24/09/21)
- Darshana Sawant - Company Secretary (From 15/11/21 to 19/03/2022)
- Avinash Chander Mahajan- Independent Director
- Haseeb Drabu – Chairman & Independent Director
- Abhay Sadashiv Chowdhary- Independent Director upto 05/06/2021
- Mangala Radhakrishna Prabhu - Independent Director
- Vandana Sachin Bhansali- Independent Director upto 05/06/2021
- Subhash Raghunath Salunke- Independent Director

## c. Relatives of key management personnel

- Dr.Snehal Shah (wife of Dr.Pankaj Shah)
- Smt. Shashibala J. Shah (mother of Dr.Pankaj Shah)
- Yash Arvind Bhanushali (son of Arvind K Bhanushali)
- Jay Arvind Bhanushali (son of Arvind K Bhanushali)

## II. Transactions/Outstanding balances with related parties during the year

(Figures in bracket relates to previous year)

(in ₹) Lakhs, unless otherwise stated)

Particulars	Entities in which key management personnel can exercise significant influence	Key Management Personnel	Relatives of Key Management Personnel	Grand Total
-------------	---	--------------------------	---------------------------------------	-------------

## A. Transactions during the year

## a. Salary &amp; Remuneration

- Dr.Pankaj Shah	-	60.00	-	60.00
	-	(60.00)	-	(60.00)
-Balkrishna Subhash Talawadekar	-	8.39	-	8.39
	-	(0.89)	-	(0.89)
-Prahlad Kanji Bhanushali	-	-	-	-
	-	(10.41)	-	(10.41)
-Mamta Nilesh Mav	-	-	-	-
	-	(3.40)	-	(3.40)
-Devyangi Patel	-	2.39	-	2.39
	-	-	-	-
-Darshana Sawant	-	1.65	-	1.65
	-	-	-	-
- Yash Arvind Bhanushali	-	10.99	-	10.99
	-	(10.99)	-	(10.99)
- Jay Arvind Bhanushali	-	1.36	-	1.36
	-	(10.99)	-	(10.99)
- Nikunj Mange	-	34.26	-	34.26
	-	(8.08)	-	(8.08)
<b>b. Loan received</b>				
-Mr. Arvind K Bhanushali	-	-	-	-
	-	(10.00)	-	(10.00)
-Yashraj Biotechnology Limited	-	-	-	-
	(150.00)	-	-	(150.00)
<b>C. Loan repaid</b>				
-Mr. Arvind K Bhanushali	-	-	-	-
	-	(10.00)	-	(10.00)
-Yashraj Biotechnology Limited	-	-	-	-
	(150.00)	-	-	(150.00)
<b>d. Interest paid</b>				
-Mr. Arvind K Bhanushali	-	-	-	-
	-	(0.40)	-	(0.40)
-Yashraj Biotechnology Limited	-	-	-	-
	(7.34)	-	-	(7.34)
<b>e. Sale of Services</b>				
-Yashraj Biotechnology Limited	22.19	-	-	22.19
	(25.93)	-	-	(25.93)
-Orangutan Gaming Pvt Ltd.	0.20	-	-	0.20
	-	-	-	-
<b>f. Royalty Paid</b>				
- Dr.Pankaj Shah	-	15.00	-	15.00
	-	(15.00)	-	(15.00)
<b>g. Professional/Consultancy Fees</b>				

-Dr. Snehal Shah	-	-	6.60	6.60
	-	-	(6.60)	(6.60)
<b>h. Rent Expenses</b>				
- Dr. Pankaj Shah	-	16.00	-	16.00
	-	(15.00)	-	(15.00)
- Smt. Shashibala J. Shah	-	-	27.55	27.55
	-	-	(20.83)	(20.83)
<b>i. Directors Sitting Fees</b>	-	2.83	-	2.83
	-	(3.72)	-	(3.72)
<b>B. Outstanding Balances at year end</b>				
<b>a. Salary &amp; Remuneration</b>				
-Pankaj Shah	-	3.49	-	3.49
-Balkrishna S. Talawadekar	-	0.66	-	0.66
-Darshana Sawant	-	0.23	-	0.23
-Yash Bhanushali	-	0.74	-	0.74
-Jay Bhanushali	-	-	-	-
-Nikunj Mange	-	3.41	-	3.41
				-
<b>b. Trade Recievables</b>				
-Yashraj Biotechnology Limited	13.21	-	-	13.21
	(15.42)	-	-	(15.42)
-Mr. Arvind K Bhanushali	-	-	-	-
	-	-	-	-
<b>c. Consultancy Fees Payable</b>				
-Dr. Snehal Shah	-	-	0.50	0.50
	-	-	(0.51)	(0.51)
<b>d. Royalty Payable</b>				
- Dr.Pankaj Shah	-	1.13	-	1.13
	-	(1.16)	-	(1.16)
<b>e. Rent Expenses</b>				
- Dr.Pankaj Shah	-	1.35	-	1.35
	-	(1.16)	-	(1.16)
- Smt. Shashibala J. Shah	-	2.43	-	2.43
	-	(1.68)	-	(1.68)

**39. Financial Instruments- fair valuation and risk management****(a) Capital Management**

The Company's objectives when managing capital is to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders. The Company has investments in fixed deposits with banks, where there is no risk.

The Company has following outstanding debt as at the end of reporting periods. Gearing ratio as at 31 March, 2022 & 31 March, 2021 is as under. (in ₹) Lakhs, unless otherwise stated)

Particulars	As at 31-Mar-22	As at 31-Mar-21
Long Term Liabilities (including current maturities and lease liabilities)	392.19	208.44
Total Equity	1,278.95	831.45
Gearing Ratio	0.31	0.25

**(b) Financial risk management objective and policies**

This section gives an overview of the significance of financial instruments for the Company and provides additional information on the balance sheet. Details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note No 2.

**(c) Financial assets and liabilities:**

The accounting classification of each category of financial instruments, and their carrying amounts, are set out below:

**As at 31 March, 2022**

(in ₹) Lakhs, unless otherwise stated)

Financial Assets	FVTPL	FVTOCI	Amortised Cost	Total	Carrying Value
Trade receivables	-	-	449.11	449.11	449.11
Cash and cash equivalents	-	-	135.44	135.44	135.44
Bank balances other than cash and cash equivalents above	-	-	62.49	62.49	62.49
Other financial assets	-	-	113.15	113.15	113.15
<b>Total</b>	-	-	<b>760.19</b>	<b>760.19</b>	<b>760.19</b>

  

Financial Liabilities	FVTPL	FVTOCI	Amortised Cost	Total	Carrying Value
Borrowings	-	-	85.87	85.87	85.87
Lease liabilities	-	-	306.31	306.31	306.31
Trade payables	-	-	60.96	60.96	60.96
Other financial liabilities	-	-	42.25	42.25	42.25
<b>Total</b>	-	-	<b>495.40</b>	<b>495.40</b>	<b>495.40</b>

As at 31 March, 2021

(in ₹ Lakhs, unless otherwise stated)

Financial Assets	FVTPL	FVTOCI	Amortised Cost	Total	Carrying Value
Trade receivables	-	-	170.27	170.27	170.27
Cash and cash equivalents	-	-	118.77	118.77	118.77
Bank balances other than cash and cash equivalents above	-	-	-	-	-
Other financial assets	-	-	41.87	41.87	41.87
<b>Total</b>	-	-	<b>330.92</b>	<b>330.92</b>	<b>330.92</b>

  

Financial Liabilities	FVTPL	FVTOCI	Amortised Cost	Total	Carrying Value
Borrowings	-	-	125.06	125.06	125.06
Lease liabilities	-	-	83.37	83.37	83.37
Trade payables	-	-	66.49	66.49	66.49
Other financial liabilities	-	-	38.41	38.41	38.41
<b>Total</b>	-	-	<b>313.34</b>	<b>313.34</b>	<b>313.34</b>

The carrying amount of the current financial assets and current financial liabilities are considered to be same as their fair values, due to their short term nature.

### Financial risk management

The Company activities expose it to market risk, liquidity risk, interest rate and credit risk. The company's risk management is carried out by the senior management under policies approved by the board of directors. The Board provides guiding principles for overall risk management, as well as policies covering specific areas such as credit risk and liquidity risk. This table explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management
Credit Risk	Trade receivables, security deposits, bank deposits and loans	Ageing analysis, Credit score of customer/entities	Diversification of bank deposit and monitoring the credit limit of customers
Liquidity Risk	Other financial liabilities	Cash flow forecast by the finance team under the overview of senior management	Working capital management by senior management.
Interest rate risk	Borrowings	Cash flow forecast by the finance team under the overview of senior management	monitoring the movement in market interest rate closely by senior management.

#### (i) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The following are remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted.

(in ₹) Lakhs, unless otherwise stated)  
(As at 31 March, 2022)

	< 1 year	1-3 years	3-5 years	>5 years	Total
<b>Non-current</b>					
Borrowings	-	-	-	85.87	85.87
Lease liabilities	-	147.57	94.03	-	241.59
Other non-current financial liabilities	-	-	-	-	-
<b>Current</b>					
Borrowings	-	-	-	-	-
Lease liabilities	64.72	-	-	-	64.72
Trade payables	60.96	-	-	-	60.96
Other current financial liabilities	42.25	-	-	-	42.25
<b>Total</b>	<b>167.93</b>	<b>147.57</b>	<b>94.03</b>	<b>85.87</b>	<b>495.40</b>

(in ₹) Lakhs, unless otherwise stated)  
(As at 31 March, 2021)

	< 1 year	1-3 years	3-5 years	>5 years	Total
<b>Non-current</b>					
Borrowings	-	-	-	76.67	76.67
Lease liabilities	-	44.97	3.58	-	48.55
Other non-current financial liabilities	-	-	-	-	-
<b>Current</b>					
Borrowings	48.39	-	-	-	48.39
Lease liabilities	34.83	-	-	-	34.83
Trade payables	66.49	-	-	-	66.49
Other current financial liabilities	38.41	-	-	-	38.41
<b>Total</b>	<b>188.12</b>	<b>44.97</b>	<b>3.58</b>	<b>76.67</b>	<b>313.34</b>

### (ii) Interest rate risk

Fixed rate financial assets are largely interest bearing fixed deposits held by the Company. The returns from these financial assets are linked to bank rate notified by Reserve Bank of India as adjusted on periodic basis. The Company does not charge interest on overdue trade receivables. Trade payables are non-interest bearing and are normally settled up to 30 days terms.

The exposure of the Company's financial assets as at 31 March, 2022 to interest rate risk is as follows:

(in ₹) Lakhs, unless otherwise stated)

	Floating Rate	Fixed Rate	Non Interest Bearing Rate	Total
<b>Non-current</b>				
Loans and advances	-	108.21	-	108.21
Other financial assets	-	-	33.56	33.56



	108.21	33.56	141.76
<b>Current</b>			
Investments	-	-	-
Trade receivables	-	-	449.11
Cash and cash equivalents	-	-	135.44
Bank balances other than cash and cash equivalents above	-	28.93	-
Other financial assets	-	-	4.94
<b>Total</b>	-	<b>28.93</b>	<b>589.49</b>
			<b>618.42</b>

The exposure of the Company's financial liabilities as at 31 March, 2022 to interest rate risk is as follows:

(in ₹) Lakhs, unless otherwise stated)

	Floating Rate	Fixed Rate	Non Interest Bearing Rate	Total
<b>Non-current</b>				
Long term borrowings	-	85.87	-	85.87
Lease liabilities	-	241.59	-	241.59
	-	<b>327.47</b>	-	<b>327.47</b>
<b>Current</b>				
Borrowings	-	-	-	-
Lease liabilities	-	64.72	-	64.72
Trade payables	-	-	60.96	60.96
Other financial liabilities	-	-	42.25	42.25
<b>Total</b>	-	<b>64.72</b>	<b>103.21</b>	<b>167.93</b>

The exposure of the Company's financial assets as at 31 March, 2021 to interest rate risk is as follows:

(in ₹) Lakhs, unless otherwise stated)

	Floating Rate	Fixed Rate	Non-Interest Bearing Rate	Total
<b>Non-current</b>				
Loans and advances	-	-	-	-
Other financial assets	-	-	14.33	14.33
			<b>14.33</b>	<b>14.33</b>
<b>Current</b>				
Investments	-	-	-	-
Trade receivables	-	-	170.27	170.27
Cash and cash equivalents	-	-	118.77	118.77
Bank balances other than cash and cash equivalents above	-	-	-	-
Other financial assets	-	-	27.55	27.55
<b>Total</b>	-	-	<b>316.59</b>	<b>316.59</b>

The exposure of the Company's financial liabilities as at 31 March, 2021 to interest rate risk is as follows:

	Floating Rate	Fixed Rate	(in ₹) Lakhs, unless otherwise stated) Non-Interest Bearing Rate	Total
<b>Non-current</b>				
Long term borrowings	-	76.67	-	76.67
Lease liabilities	-	48.55	-	48.55
	-	<b>125.22</b>	-	<b>125.22</b>
<b>Current</b>				
Borrowings	48.39	-	-	48.39
Lease liabilities	-	34.83	-	34.83
Trade payables	-	-	66.49	66.49
Other financial liabilities	-	-	38.41	38.41
<b>Total</b>	<b>48.39</b>	<b>34.83</b>	<b>104.90</b>	<b>188.12</b>

The exposure of the Company's financial assets as at 31 March, 2022 to interest rate risk is as follows:

#### Interest rate sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to interest rates at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the long term borrowing balance at the end of the reporting period was outstanding for the whole year. A 100 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

(in ₹) Lakhs, unless otherwise stated)

Particulars	Year ended 31 March, 2022	Year ended 31 March, 2021
Impact on profit or loss for the year for increase in interest rate*	-	-
Impact on profit or loss for the year for decrease in interest rate	-	-

\* There is no long term borrowing balance having floating rate as at 31.03.2022.

#### (iii) Credit risk

Credit risk refers to the risk that 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 counterparties, as a means of mitigating the risk of financial loss from defaults. The Company is exposed to credit risk for receivables, cash and cash equivalents, bank balances other than cash and cash equivalents, investments and loans.

Credit risk management considers available reasonable and supportable forward-looking information including indicators like external credit rating (as far as available), macro-economic information such as regulatory changes, government directives, market interest rate.

Only high rated banks are considered for placement of deposits. Bank balances are held with reputed and creditworthy banking institutions.

None of the Company's cash equivalents are past due or impaired. Regarding trade and other receivables, the Company has accounted for impairment based on expected credit losses method as at 31 March, 2022 & 31 March, 2021 based on expected probability of default.

41. The Company don't have any foreign currency exposure during the year.

42. The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post- employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact after the Code becomes effective.

### **43. Additional disclosures with respect to amendments to Schedule III**

a) The Company had not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

b) The Company was not holding any benami property and no proceedings were initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

c) The Company had not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

d) The Company did not have any transactions with struck off companies under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

e) The Company did not have any charges or satisfaction which were yet to be registered with ROC beyond the statutory period

f) The Company has not traded or invested in Crypto currency or Virtual Currency during year ended 31 March, 2022.

g) The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) any funds to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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.

h) The Company has not received any funds from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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.

i) The Company did not have any transaction which had not been recorded in the books of account that had been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

## Notes to Financials Statements for the year ended 31st March, 2022

**44. Key Ratio:** In accordance with the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in key financial ratios. The company has identified the following ratios as key financial Ratios:

Particulars	Numerator	Denominator	As at 31st March 2022	As at 31st March 2021	Variance	Reason for major variance
Current ratio (in times)	Current assets	Current liabilities	3.99	1.93	107.03%	Refer note (a) below
Debt-Equity ratio (in times)	Debt consists of borrowings	Shareholder's equity (Total equity)	0.07	0.15	-55.36%	Refer note (b) below
Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit after taxes + depreciation and amortisation expenses + finance cost + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	4.78	0.80	500.99%	Refer note (c) below
Return on equity ratio (in %)	Profit for the year less Preference dividend (if any)	Average shareholder's equity	21.13%	11.40%	9.73%	
Inventory turnover ratio	Sales	Average Inventory	50.68	47.28	7.19%	
Trade receivables turnover ratio (in times)	Sales	Average trade receivables	6.31	13.18	-52.12%	Refer note (d) below
Trade payables turnover ratio (in times)	Purchases	Average trade payables	4.98	5.11	-2.49%	
Net capital turnover ratio (in times)	Sales	Working capital (i.e. Total current assets less Total current liabilities)	3.65	8.14	-55.15%	Refer note (e) below
Net profit ratio (in %)	Net profit after taxes	Revenue from operations	22.82%	9.08%	151.26%	Refer note (f) below
Return on capital employed (in %)	Earning before interest and taxes	Capital Employed (Tangible Net Worth + Total Debt + Deferred Tax Liability)	29.94%	5.12%	485.17%	Refer note (g) below
Return on investment (in %)	Income generated from invested funds	Average invested funds in treasury investments	NA	NA	NA	

**Notes:**

- a) Increase on account of increase in current assets and decrease in current liabilities.
- b) Decreased due to reduction in borrowings
- c) Increase on account of increase in earnings of the Company and repayment of borrowings.
- d) Decrease is on account of increase in average trade receivables.
- e) Decrease is on account of increase in working capital.
- f) Increased on account of increase in net profit during the year.
- g) Increased on account of increase in profit during the year and reductions in the borrowings.

45. Previous year's figures have been regrouped / reclassified/ rearranged wherever necessary to correspond with the current year's classification/disclosure.

46. The Financial Statements were approved by the Board of Directors and authorised for issue on 28th May, 2022.

In terms of our report of even date attached

**For P KHETAN & CO**

Chartered Accountants

F.R.N. 327386E

(Rajesh D Sarfare)

Partner

Membership No. 140399

Date: 28th May, 2022

Place: Mumbai

**For and on behalf of the Board of Directors**

**Dr. Pankaj Shah**  
**Managing Director**  
**DIN-02836324**

**Balkrishna S. Talawadekar**  
**Chief Financial Officer**

**Nikunj Mange**  
**Director**  
**DIN-08489442**

**Priya Pandey**  
**Company Secretary**

**ASPIRA PATHLAB & DIAGNOSTICS LIMITED**

**Regd. Office:** Flat No. 2, R.D. Shah Bldg., Shraddhanand Road,

Opp. Ghatkopar Railway Station, Ghatkopar (West), Mumbai-400086.

**Corporate Office:** 6 & 7, Bhaveshwar Arcade, Near Shreyas Junction LBS Marg,

Behind Saraswat Bank, Ghatkopar W, Mumbai 400086

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

Phone no.: 7208042227

**SHAREHOLDER SATISFACTION SURVEY**

Dear Member,

As part of our constant endeavour to improve shareholder service, we seek your feedback on this Shareholder’s Satisfaction Survey. Please spare a few minutes of your valuable time to fill this questionnaire.

Name of Sole/First Shareholder:

DP ID & Client ID/Folio Number:

Email ID:

Kindly rate your responses on specified service areas listed below on the following scale:

Sr. no.	Area	Rating				
		5	4	3	2	1
1.	Overall Service Rating of RTA					
2.	Response to queries/grievances by Company/RTA					
3.	Receipt of various documents from the Company i.e. Annual Report, ECS Intimation etc.					
4.	Quality of disclosures to Stock Exchanges/on Company’s Website					
5.	Quality and content of Annual Report					
5- Excellent ; 4-Very Good ; 3-Good ; 2-Satisfactory; 1-Need Improvement						

Do you have any grievance which has not been addresses so far: Yes ( ) No ( )

If yes, please provide a brief summary of the grievance.

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Any Suggestions for improving the quality of Investor Services

.....

**(SIGNATURE OF THE MEMBER)**

**THANK YOU FOR YOUR SUPPORT. YOUR FEEDBACK IS IMPORTANT TO US.**

# Aspira Pathlab & Diagnostics Limited

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