



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

Date: September 01, 2023

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

Security Code: 540788

Security ID: ASPIRA

Subject: Notice convening 50th Annual General Meeting

Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), enclosed herewith a copy of notice for convening 50th Annual General Meeting of the Company scheduled on Tuesday, September 26, 2023 at 12.00 PM (IST) through Video conferencing/Other Audio Visual means to transact the business as set out in the notice and the explanatory statement.

Further as per regulation 46(2)(q) of the Listing Regulation, the aforesaid intimation is also available on the website of the Company at www.aspiradiagnostics.com.

Request you to kindly take the above information on your record.

Thanking you,

Yours Faithfully,
For **Aspira Pathlab & Diagnostics Limited**

Pankaj Shah
Managing Director & CEO

Encl: As above

INDIA'S FIRST
FULLY INTEGRATED LAB

☎ 0227197 5756, 022 2513 9090 🌐 www.aspiradiagnostics.com
✉ support@aspiradiagnostics.com | info@aspiradiagnostics.com



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 50th ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF ASPIRA PATHLAB & DIAGNOSTICS LIMITED (“COMPANY”) WILL BE HELD ON TUESDAY, SEPTEMBER 26, 2023 AT 12.00 P.M (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pankaj J Shah, (DIN: 02836324) who retires by rotation and being eligible, offers himself for re- appointment.

SPECIAL BUSINESS:

3. To seek the approval for the Material Related Party Transaction

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

“RESOLVED THAT pursuant to Regulation 23 and such other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the applicable provisions, if any of the Companies Act, 2013, read with rules made thereunder and such other applicable provisions of other relevant laws and regulations if any, and any amendments, modifications, variations or re-enactments thereof and the policy on related party transactions of the Aspira (“the Company”), approval of the members be and is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) with parties as for providing and/or receiving loans or guarantees or securities or making investments, or any other transactions of similar nature to be entered during the Financial Year 2023-24 within the aggregate limit mentioned below, notwithstanding that such transactions may exceed 10% of the Consolidated Turnover of the Company in any financial year or such other threshold limits as may be specified by the Listing Regulations from time to time.

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

in the best interest of the Company.”

4. Regularization of Mr. Manas Mengar (DIN: 10218206) as a Non-Executive Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of section 149,150,152 read with Schedule IV and other applicable provisions, if any of the Companies Act,2013 and rules made thereunder and Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. Manas Mengar (DIN: 10218206) who was appointed by the Board as an Additional Independent Director of the Company with the effect from August 12, 2023 in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature to the office of Director and who has submitted a declaration that he meets the criteria of independence prescribed under section 149(6) of the Act and regulation 16(1)(b) of the SEBI LODR and being eligible for appointment under the provisions of the Act and rules framed thereunder and the SEBI(LODR)Regulation, 2015 be and is hereby appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from August 12,2023 and upto August 11,2028.

RESOLVED FURTHER THAT any Director or Key Managerial Person of the Company be and are hereby severally authorized and directed to do all such acts, deeds and things as may be required to give effect to the above resolution and to file such forms and other related documents as may be required to be filed with Registrar of Companies, Mumbai”

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

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

Date: August 12, 2023

Place: Mumbai

Registered Office:

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

Shraddhanand Road, Opp.

Ghatkopar Railway Station,

Ghatkopar (West), Mumbai-400086

Email Id-info@aspiradiagnostics.com

Website: www.aspiradiagnostics.com

NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the AGM is annexed hereto. Details of Director whose appointment and reappointment is proposed pursuant to regulation 36(3) of SEBI (LODR) Regulation, 2015 and Secretarial Standard on General Meetings (SS-2) is also appended hereto **Annexure I**
2. The Company has appointed Ms. Prajakta V. Padhye (Membership No FCS: 7478 and COP: 7891) and failing her Mr. Nilesh A Pradhan (Membership No. FCS 5445, Certificate No. 3659), Partners of Nilesh A. Pradhan & Co., LLP, Practicing Company Secretaries as the Scrutinizer of the Company.
3. In accordance with General Circular No. 10/2022 dated 28th December, 2022, General Circular No. 2/2022 dated 5th May, 2022, General Circular No. 21/2021 dated 14th December, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 02/2021 dated 13th January, 2021 and General Circular no. 20/2020 dated 5th May, 2020 issued by Ministry of Corporate Affairs coupled with Circular No. 14/2020 dated 8th April, 2020 and 13th April, 2020 and all other relevant circulars issued from time to time : the Annual General Meeting (“AGM”) is being held through video conferencing without the physical presence of the Members at a common venue and it shall be deemed that the same is held at the registered office of the company situated at Flat No. 2, R.D. Shah Bldg, Shradhanand Road, Opp. Ghatkopar Railway Station, Ghatkopar (West), Mumbai-400086. Hence, in compliance with the Circulars, the AGM of the Company is being held through Video Conferencing.
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 pursuant to the Section 112 of the Companies Act, 2013.
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 and to NSDL by email at evoting@nsdl.co.in with a copy marked to 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 accompanying Notice and the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the of the Companies Act, 2013 read with the rules made thereunder shall be made available for inspection by the members in electronic mode at the Annual General Meeting, and also from the date of circulation of this Notice up to the date of AGM, i.e. 26th September, 2023 without any payment of fee by the members. Members seeking to inspect such documents can send an email to info@aspiradiagnostics.com.
9. In compliance with the aforesaid MCA Circulars and SEBI Circular January 5, 2023 read with SEBI circular dated May 13, 2022, January 15, 2021 May 12, 2020, Notice of the AGM along with the Annual Report of 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report of 2022-23 will also be available on the Company's website www.aspiradiagnostics.com, websites of the Stock Exchange i.e. BSE Limited www.bseindia.com and on the website of National Securities Depository Limited ("NSDL"), (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evoting.nsdl.com.
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. 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.
12. 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 Companies Act, 2013 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.
13. 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

- 14. 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.
- 15. 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 to enable the Company to make available the required information at the AGM. The same will be replied by the Company suitably.
- 16. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM;
- 17. To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically
- 18. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL on all resolutions set forth in this Notice;
- 19. 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 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 **Saturday, September 23, 2023 at 9:00 A.M. (IST)**, and ends on **Monday, September 25, 2023 at 5:00 P.M. (IST)**. 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. **Tuesday, September 19, 2023**, 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 **Tuesday, September 19, 2023**.

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">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com 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 & voting during the meeting.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select

	<p>“Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the

	<p>system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

5. 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 125738 then user ID is 125738001***

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

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.
- b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@napco.in with a copy marked to 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 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 or call on **022 - 4886 7000 and 022 - 2499 7000** or send a request to **Mr. Sagar S Ghudhate** at evoting@nsdl.co.in.
4. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. September 19, 2023 may obtain the login ID and password by sending a request at 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 or call on **022 - 4886 7000 and 022 - 24997000**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. September 19, 2023 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.
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. 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 for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company i.e 125738 will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. As, the AGM is being conducted through VC/OAVM, for the smooth proceeding of the AGM, Members who would like to express their views or ask questions during AGM may register themselves as a speaker by sending their request from their registered email ID mentioning their name, DP ID and Client ID/Folio no., PAN, mobile no., at info@aspiradiagnostics.com by **September 20,2023**. 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 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 and the same also be in safe custody of the Company.

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

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

Date: August 12, 2023
Place: Mumbai
Registered Office:
Flat No. 2, R.D. Shah Bldg,
Shraddhanand Road, Opp.
Ghatkopar Railway Station,
Ghatkopar (West), Mumbai-400086
Email Id-info@aspiradiagnostics.com
Website: www.aspiradiagnostics.com

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 and 4 of the accompanying notices:

Item No. 3

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section requires a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company in case the value of the Related Party Transactions exceed the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis.

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

Accordingly, the related party transactions as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on 14th February, 2023 are hereby placed before the shareholders for their approval by way of ordinary resolution to enable the Company to enter into the following Related Party Transactions in one or more tranches.

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

Sr. No.	Description	Details	
1.	Name of Related Party	Yashraj Biotechnology Limited	Orangutan Gaming Private Limited
2.	Nature of Relationship	Mr. Arvind Bhanushali is a Director & Promoter of Aspira Pathlab & Diagnostics Limited and Yashraj Biotechnology Limited.	Mr. Arvind Bhanushali is a Director & Promoter of Aspira Pathlab & Diagnostics Limited and Son of Mr. Arvind Bhanushali is a director of Orangutan Gaming Private Limited.
3.	Nature and Material Terms of Contract	Providing and/or Receiving of loans/guarantees/securities/ making investments. As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.	Providing and/or Receiving of loans/guarantees/securities/ making investments. As per the terms of the respective contracts or arrangements entered into or to be

			entered into from time to time.
4.	Value of Approval being sought	Not exceeding Rs. 5 Crore	Not exceeding Rs. 7 Crore
5.	Justification as to how these RPTs is in the interest of the Company	Commercially beneficial for the Company	Commercially beneficial for the Company
6.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	76.76% - Turnover of Aspira Pathlab & Diagnostics Limited for FY 2022	76.76% - Turnover of Aspira Pathlab & Diagnostics Limited for FY 2022
7.	If the transaction relates to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary:		
	i) Details of the source of funds in connection with the proposed transaction.	Own share capital / Internal accruals and liquidity of the Company	Own share capital / Internal accruals and liquidity of the Company
	ii) Where any financial indebtedness is incurred to make or give loans, inter- corporate deposits, advances or investments: - Nature of indebtedness, - Cost of funds and - Tenure.	Not Applicable.	Not Applicable.
	iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Tenure: more than 12 months. Interest rate: 9% - 12% Security: Unsecured Currency: INR	Tenure: more than 12 months. Interest rate: 9% - 12% Security: Unsecured Currency: INR
	iv) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet working capital requirement and for its principal business activities	To meet working capital requirement and for its principal business activities
8.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of	Valuation report or other external report, if applicable, shall be obtained by the parties concerned.	
9.	Any other information that may be relevant.	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.	

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

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

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

Item No. 4

Mr. Manas Mengar has completed his education in MBBS, DNB (Respiratory Diseases), D.M. Pulmonary and Critical Care Medicine. Currently he is serving as a consultant chest Physician, in Jupiter Hospital, Thane and Consultant Intensivist, in Padmashree Hospital, Dombivali. Maharashtra.

Further the brief profile of Mr. Manas Mengar as per regulation 36(3) of the SEBI Listing Regulations is given in Annexure -1 of this notice

The Board of Director of the Company has appointed Mr. Manas Mengar as the Additional Independent Director of the Company with the effect from August 12,2023 for a term of 5 years in compliance with the provisions of Section 161 of the Companies Act,2013 and regulation 17(1C) and 25(2A) of the SEBI Listing Regulations the shareholders of the Company are required to approve the appointment of an Independent Director of the Company as and by way of a special resolution. Accordingly all the shareholders of the Company are requested to kindly approve the appointment for the period of five years from August 12,2023 to August 11,2028.

The main terms and conditions of appointment of Mr. Manas Mengar as an Independent Director of the Company are as under:-

Tenure	Five (5) Years from August 12,2023 to August 11, 2028.
Nature	Directors, not liable to retire by rotation
Designation	Independent Director

The Company has received a declaration from Mr. Manas Mengar confirming that he fulfills the criteria of independence as provided in Section 149(6) of the Act and in regulation 16(1)(b) of SEBI Listing Regulation. In the opinion of the Board he fulfills the conditions specified in the Act and rules made thereunder and SEBI Listing Regulation

Keeping in the view his vast experience in health sectors, medical knowledge the Board and Nomination & Remuneration Committee has recommended seeking shareholders' approval in respect of his appointment as an Independent Director of the Company which is in the best interest of the Company

Mr. Manas Mengar does not hold any shares in the Company. The relatives of Mr. Manas Mengar may be deemed to be interested in the resolution no .4 of the Notice ,to the extent of their equity shareholding interest, if any in the Company.

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

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

Date: August 12, 2023

Place: Mumbai

Registered Office:

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

Shraddhanand Road, Opp.

Ghatkopar Railway Station,

Ghatkopar (West), Mumbai-400086

Email Id-info@aspiradiagnostics.com

Website: www.aspiradiagnostics.com

Annexure-1

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. Pankaj Shah	Mr. Manas Mengar
DIN	02836324	10218206
Date of birth (Age)	29/10/1959 (63 years)	15/02/1987 (36 years)
Date of appointment on the Board	01/08/2016	12/08/2023
Qualification	Microbiologist in Pathology	MBBS, DNB (Respiratory Diseases), D.M. Pulmonary and Critical Care Medicine
Experience (including expertise in specific functional area)	Dr. Pankaj Shah experience and expertise in the field of pathology is par excellence. His portfolio boasts of over 40 years of experience in the field of pathology. After having completed his medical sciences degree from the Government Medical college in Miraj, he completed his Diploma in Pathology and Bacteriology in 1987. His zeal for education made him pursue a Master's degree from Tata Memorial Hospital in 1987 too. He has been a consulting pathologist for the past 40 years and his experience has enriched many students and patients alike.	He is having good 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	Rs 6,000,000/- p.a	Nil
Details of last drawn remuneration	Rs 6,000,000/- p.a	Nil
Number of Board meetings Attended during the Financial Year 2022-23	Five (5)	Nil
Directorship held in other Companies	Nil	Nil
Memberships / Chairmanships of committees of other Companies	Nil	Nil
Number of Equity Shares held in the Company	5,00,000	Nil