

June 07, 2022

To,
The BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001.

Scrip Code: 540788
Security ID: ASPIRA

Dear Sir/ Madam,

Sub: Submission of Postal Ballot Notice

Pursuant to provisions of Section 110 of the Companies Act, 2013 (the "Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in compliance with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/ 2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and the General Circular No. 20/2021 dated December 8, 2021 issued by Ministry of Corporate Affairs, we attach herewith the Postal Ballot Notice to obtain consent and approval of the members via remote e-voting for the following resolutions:

1. Re-appointment and Remuneration of Dr. Pankaj Shah as Managing Director of the Company
2. Re-appointment of Mr. Avinash Mahajan as an Independent Director of the Company

The details of the calendar of events for the Postal Ballot are as follows:

Sr.No.	Event	Date
1.	Relevant date/ Benpos date for sending notice to shareholders/Cut-off Date	June 03, 2022
2.	Date of completion of dispatch of Postal Ballot Notice & Postal Ballot Forms/circulation through e-mail	June 06, 2022
3.	Voting Start Date and Time	June 8, 2022 at 9:00 AM
4.	Voting End Date and Time	July 07, 2022 at 5:00 PM
5.	Last date of submission of Scrutinizer's Report	On or before July 09, 2022
6.	Date of declaration of Result	On or before July 09, 2022

Please take the above intimation on record and kindly acknowledge the receipt of the same.

Thanking you,
Yours faithfully,
For **Aspira Pathlab & Diagnostics Limited**


Ms. Priya Pandey
Company Secretary & Compliance officer
(M. No. ACS 66213)



ASPIRA PATHLAB & DIAGNOSTICS LIMITED

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

CIN: L85100MH1973PLC289209 **Website:** www.aspiradiagnostics.com

Email: info@aspiradiagnostics.com; Phone no.: 7208042227

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

NOTICE OF POSTAL BALLOT

E-VOTING STARTS ON	E-VOTING ENDS ON
Wednesday, June 8, 2022 at 9.00 a.m. (IST)	Thursday, July 7, 2022 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of SEBI (Listing Regulations & Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and in accordance with the guidelines prescribed by Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 ("MCA Circulars"), in view of COVID-19 pandemic and any other applicable laws and regulations, the following resolutions is proposed to be passed by the Members of Aspira Pathlab & Diagnostics Limited ("**the Company**") through Postal Ballot by way of voting through electronic means ("**e-voting**") only.

- 1. Re-appointment and Remuneration of Dr. Pankaj Shah as Managing Director of the Company**
- 2. Re-appointment of Mr. Avinash Mahajan as an Independent Director of the Company**

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on May 28, 2022, has appointed Mr. Nilesh A. Pradhan (Membership No. FCS 5445) and failing him Ms. Prajakta V. Padhye (Membership No. 7478), of M/s. Nilesh A. Pradhan & Co., LLP Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the Company is offering facility of e-voting to all Members to enable them to cast their votes electronically only. Members are requested to follow the procedure as stated in the Notes for casting of votes by e-voting.

The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, June 8, 2022 and ends at 5.00 p.m. (IST) on Thursday, July 7, 2022. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) on **Saturday, July 9, 2022**.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.aspiradiagnostics.com and on the website of National Securities Depository Limited ("NSDL") www.evoting.nsdl.com. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

RESOLUTION NO. 1:

RE-APPOINTMENT AND REMUNERATION OF DR. PANKAJ SHAH AS MANAGING DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, as amended from time to time thereto and the Articles of Association of the Company, subject to such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable, approval of the Company be and is hereby accorded for the reappointment of Dr. Pankaj Shah (DIN: 02836324) as Managing Director of the Company, whose office will be liable to

determination by retirement by rotation, for a period of three years from August 01, 2022 to July 31, 2025 as approved by the Nomination & Remuneration Committee in its meeting held on May 28, 2022.

RESOLVED FURTHER THAT approval of the shareholders of the Company be and is hereby accorded for payment of remuneration of Rs. 60,00,000/- (Rupees Sixty Lakhs) per annum including perquisites, allowances, benefits and amenities payable for a period of three (3) years w.e.f. August 01, 2022 to July 31, 2025, as per the terms and conditions of Dr. Pankaj Shah for the aforesaid re-appointment and as set out in the statement annexed to the Notice.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, the Managing Director shall be paid salary, perquisites and other allowances as set out in Explanatory Statement, as the minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time and in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors and/or any Committee thereof be and is hereby authorized from time to time to amend, alter or otherwise vary the terms and conditions of the re-appointment and remuneration so as to not exceed the limits specified in Schedule V of the Companies Act, 2013, as may be agreed to by the Board of Directors and without any further reference to the shareholders in general meeting;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

RESOLUTION NO. 2:

RE-APPOINTMENT OF MR. AVINASH MAHAJAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Avinash Mahajan (DIN: 00041661) who was appointed as an Independent Director of the Company for a term of 5 years upto September 24, 2022 by the shareholders and being eligible and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, the consent of members of the Company be and is hereby accorded for re-appointment of Mr. Avinash Mahajan as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years effective immediately after expiry of his current term on September 24, 2022 i.e. from September 25, 2022 to September 24, 2027.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 Mr. Avinash Mahajan (DIN: 00041661) be continued as an Independent Director of the Company for the term of 5 years effective 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.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company, be and are hereby authorized to take this agenda to the Board of Directors and the Shareholders for seeking their approval and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By Order of the Board of Directors
Sd/-

Priya Pandey
Company Secretary

Membership No. ACS 66213

Place: Mumbai

Date: May 28, 2022

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. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolutions, is annexed hereto.
2. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment are also annexed to this Notice.
3. In terms of the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020 and 10/2021 dated 23rd June, 2021 and Circular No. 20/2021 dated 8th December, 2021 (the “MCA Circulars”), this Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the **Cut-off date i.e., Friday, June 3, 2022**. Members may note that this Notice also will be available on the Company’s website, www.aspiradiagnostics.com, websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, www.bseindia.com and on the website of National Securities Depository Limited (“NSDL”), www.evoting.nsdl.com. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this notice. Any person who is not a member on the Cut-off date shall treat this notice for information purpose only. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form are not being sent to the members for this Postal Ballot.
4. The Company hereby requests all its members to register their email addresses, if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through email.
5. For receiving copy of postal ballot notice electronically, members who have not yet registered their email addresses are requested to send an email to info@aspiradiagnostics.com by mentioning the Shareholder Name, DP and Client ID (if shares held in electronic form)/Folio number (if shares held in physical form) and Permanent Account Number (“PAN”) on or before 5:00 p.m. (IST) on June 15, 2022.

For permanent registration of email, kindly contact your Depository Participant (“DP”), if shares are held in electronic form and Registrar and Share Transfer Agent, if shares are held in physical form.

6. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide voting facility by electronic means (“e-voting”) to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.
7. The e-voting period commences from **9.00 a.m. (IST) on Wednesday, June 8, 2022 to 5.00 p.m. (IST) on Thursday, July 7, 2022**. During this period, Members holding shares either in physical form or in dematerialized form, as on **Friday, June 3, 2022, i.e. Cut-off date**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
8. The Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e., **Thursday, July 7, 2022**.
9. The details of the process and manner for remote e-voting are explained herein below:
Step 1: Log-in to NSDL e-voting system at www.evoting.nsdl.com

Step 2: Cast your vote electronically on NSDL e-voting system.

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 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"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com/. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>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> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or https://www.cdslindia.com/ and click on New System Myeasi. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration <p>Alternatively, the user can directly access e-Voting page by providing</p>

	demat Account Number and PAN No. from a link in https://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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-voting system?

- 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.
- Select "EVEN" of Aspira Pathlab & Diagnostics Limited, which is 120022 for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 toll free no.: 18001020990 and 1800224430 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in.

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 remote e-voting for the resolution set out in this notice:

Member may send a request to evoting@nsdl.co.in / info@aspiradiagnostics.com for procuring user id and password for e-voting:

1. In case **shares are held in physical mode**, please provide:-
 - Name of shareholder and Folio No,
 - 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)
2. In case **shares are held in demat mode (other than individual)**, 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)
3. 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 for Individual shareholders holding securities in demat mode.**
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.

EXPLANATORY STATEMENT

Pursuant to Sections 102 and 110 of the Companies Act, 2013 ("Act")

Item No. 1

Dr. Pankaj Shah had been re-appointed as Managing Director of the Company on May 28, 2022 w.e.f August 01, 2022 for a period of 3 years. The term of office of Dr. Pankaj Shah as Managing Director of the Company is due to expire on July 31, 2022. The present proposal is to seek the Shareholders' approval for the re-appointment of Dr. Pankaj Shah as the Managing Director in terms of the applicable provisions of the Companies Act, 2013.

The payment of remuneration has been approved by the Nomination & Remuneration Committee in its meeting held on May 28, 2022 & subsequently by the Board of Directors in its Board Meeting held on the same date. Therefore, the Board proposes to seek approval of the Shareholders of the Company.

Brief Profile of Dr. Pankaj Shah

Dr. Pankaj Shah has been the guiding beacon behind the entire process. His 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.

Further details are given in the Annexure to this Postal Ballot Notice.

The Members are requested to consider re-appointment of Dr. Pankaj Shah as Managing Director for a term of 3 years with effect from August 1, 2022 up to July 31, 2025.

The main terms and conditions of appointment of Dr. Pankaj Shah (hereinafter referred to as "MD") are given below:

A. Tenure of Appointment

The appointment as MD is for a period of 3 years with effect from August 1, 2022.

B. Nature of Duties

The MD shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

C. Remuneration

Term: 3 years i.e. from August 01, 2022 to July 31, 2025 Remuneration structure:

Basic Salary: Rs. 60,00,000/- (Rupees Sixty Lakhs) per annum plus incentives as per the agreement with authority to the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee to grant such increment as they deem fit.

Other terms and Conditions:

- (i) Leave with full pay and allowances shall be allowed as per the Company's rules.
- (ii) Reimbursement of expenses actually and properly incurred in the course of business of the Company shall be allowed.
- (iii) No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.
- (iv) Any other perquisites as may be determined by the Board of Directors of the Company from time to time within the overall limits specified in the Companies Act, 2013.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:

I. General information

(1)	Nature of Industry	Healthcare Service Provider CIN: L85100MH1973PLC289209 Flat NO.2, R.D. Shah Bldg, Shraddhanand Road Opp. Ghatkopar Railway Station, Ghatkopar (West) Mumbai, Maharashtra - 400086
(2)	Date or expected date of commencement of commercial production	Existing Company. The Company is not a manufacturing Company. However, it commenced its business immediately after incorporation on 03rd July, 1973.
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Existing Company, not applicable

(4) Financial performance based on given indicators.

Sr. no.	Particulars	Audited figure as on 31.03.2021	Audited figure as on 31.03.2020
1.	Income from operations and Other Income	1540.92	870.44
2.	Total Expenditure	1402.82	1291.16
3.	Profit Before Taxation (PBT)	138.10	(421.17)
4.	Profit After Taxation (PAT)	138.10	(424.06)

(5). Export performance and net foreign exchange collaborations, if any: NA

(6). Foreign investments or collaborations, if any: NA

II. Information about the Dr. Pankaj Shah:

Particulars	Dr. Pankaj Shah								
1. Background details	Dr. Pankaj Shah, aged about 62 years, is the Managing Director and CEO of Aspira Pathlab and Diagnostics Limited. He has been the guiding beacon behind the entire process. His 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. He has been a consulting pathologist for the past 40 years and his experience has enriched many students and patients alike. His knowledge clubbed together with his gross root knowledge of the business has played an instrumental role in the exponential growth and success of the Company.								
2. Past Remuneration	<table border="1"> <thead> <tr> <th>Financial Year</th> <th>Remuneration Paid (Rs.)</th> </tr> </thead> <tbody> <tr> <td>2019-2020</td> <td>60,00,000 per annum</td> </tr> <tr> <td>2020-2021</td> <td>60,00,000 per annum</td> </tr> <tr> <td>2021-2022</td> <td>60,00,000 per annum</td> </tr> </tbody> </table>	Financial Year	Remuneration Paid (Rs.)	2019-2020	60,00,000 per annum	2020-2021	60,00,000 per annum	2021-2022	60,00,000 per annum
Financial Year	Remuneration Paid (Rs.)								
2019-2020	60,00,000 per annum								
2020-2021	60,00,000 per annum								
2021-2022	60,00,000 per annum								
3. Recognition or awards	Under the dynamic leadership of Dr. Pankaj Shah, the Company has been winning Best Diagnostics for Health Care Award in the year 2018.								
4. Job Profile and his suitability	Subject to superintendence, control and direction of the Board, he exercises substantial managerial powers in general and specific powers as may from time to time be lawfully entrusted to and conferred upon him by the Board. As a Managing Director and CEO, he has played a key role in making the Company one of the key players in healthcare sector in India.								
5. Remuneration proposed	As stated in the Explanatory Statement at Item No. 1 of this Notice.								
6. Comparative Remuneration Profile with respect to industry, size of the Company, profile of the position and person:	The remuneration as proposed of Dr. Pankaj Shah is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its businesses. Moreover, in his position as Managing Director and CEO of the Company, Dr. Pankaj Shah devotes his substantial time in overseeing the operations of the Company.								

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Dr. Pankaj Shah is a Managing Director and CEO of the Company. He is holding 5,00,000 Equity Shares of the Company. Apart from receiving remuneration as stated above, he is receiving royalty for using the Ankur Pathology lab and rent for using the Lab premises.
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III. Other Information:

1.	Reasons of loss or inadequate profits	The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment.
2.	Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The senior Management of the Company is working very hard to bring liquidity into the Company, improve profit margin, reduce costs and increase profit as a whole.
3.	Expected increase in productivity and profits in measureable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

IV. Disclosures:

1.	Remuneration package of the managerial person:	Fully described in the explanatory statement as stated above.
2.	Disclosures in the Board of Directors' report under the Heading 'Corporate Governance' to be included in Annual Report 2021-2022	The requisite details of remuneration etc. of Directors are to be included in the Corporate Governance Report, forming part of the Annual Report of FY 2021-2022 of the Company.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions read with Schedule V to the Act, the terms of appointment and remuneration of the MD as specified above are now being placed before the Members for their approval by way of a Special Resolution. The Board recommends the Resolution for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Dr. Pankaj Shah, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 2

Mr. Avinash Mahajan is an Independent Director on the Board of Aspira Pathlab & Diagnostics Limited. He joined the Board of Directors ("the Board") of the Company on February 01, 2017. Members of the Company at 44th Annual General Meeting held on September 25, 2017 approved his appointment as an Independent Director under the Companies Act, 2013 ("the Act") for a term from September 25, 2017 up to September 24, 2022. Mr. Avinash Mahajan is due for retirement from his term as an Independent Director on September 24, 2022.

In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution.

Brief Profile of Mr Avinash Mahajan

Mr. Avinash Mahajan had a career of 38 years in the Banking Industry where he held top and significant decision-making positions in four large Banks of the country before retirement in 2010. After retirement, he is actively associated with various companies as an independent director on their Board. He has rich and diversified experience in Bank of India, Bank of Baroda, Allahabad Bank and Canara Bank, particularly in the areas of credit, foreign exchange, treasury, etc. He has very good knowledge and experience in the field of finance and has significantly contributed to strengthen the position of all these four banks in the comity of banks in the country.

Further details are given in the Annexure to this Postal Ballot Notice.

The Independent Directors shall be appointed by the Board of Directors of the Company, based on the nomination received from Nomination and Remuneration Committee of the Company, constituted by the Board, in accordance

with Applicable Law and the Independent Director(s) to be so appointed shall be persons of high standing, good repute and widely acknowledged as experts in their respective field, which the Board deems beneficial to the Company.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Avinash Mahajan as an Independent Director of the Company for a Second term of 5 (five) consecutive years.

Based on the performance evaluation and as per the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Avinash Mahajan, the Board of Directors at its meeting held on May 28, 2022 approved the continuance of office of Mr. Avinash Mahajan as Independent Director for a second term of 5 (Five) years, commencing from September 25, 2022 to September 24, 2027, subject to approval of members of the Company by way of a special resolution.

Mr. Avinash Mahajan is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has also received declaration from him that he meets the criteria of independence as prescribed, both under Section 149(6) of the Act and under the SEBI Listing Regulations.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Avinash Mahajan, the Shareholders are requested to approve the re-appointment of Mr. Avinash Mahajan as an Independent Directors for a second term of five consecutive years with effect from September 25, 2022.

Except for Mr. Avinash Mahajan to whom the resolution relates, none of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

By Order of the Board of Directors

Sd/-

Priya Pandey

Company Secretary

Membership No. ACS 66213

Place: Mumbai

Date: May 28, 2022

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
Details of Directors seeking re-appointment

Particulars	Dr. Pankaj Shah	Mr. Avinash Mahajan																		
Date of Birth	October 29, 1959	July 5, 1950																		
Age	62 years	71 years																		
Date of first appointment on the Board	August 01, 2016	February 01, 2017																		
Qualifications	-Medial Science Degree- Government Medical College in Miraj, Mumbai -Diploma in Pathology and Bacteriology -Master's degree from Tata Memorial Hospital	Msc. (Hons. School) CAIIB -I																		
Experience (including expertise in specific functional area)	40 years of experience in the field of pathology	38 years of experience in the Banking Industry																		
Terms and Conditions of Appointment/re-appointment	Re-appointed as the Managing Director for a further period of 3 years, from August 01,2022 to July 31, 2025.	Re-appointed as an Independent Director for a second term of 5 years, from September 25, 2022 to September 24, 2027.																		
Remuneration proposed to be paid	Rs. 60,00,000 per annum which will be included Salary, Benefits, Perquisites, Allowances and Commission	Nil (Sitting Fee shall be paid for attending Board and Committee Meetings of the Company)																		
Remuneration last drawn	Remuneration for the financial year 2021-2022 was Rs. 60,00,000 per annum which included Salary, Benefits, Perquisites, Allowances and Commission.	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																		
Directorships held in other companies	-	<table border="1"> <tr> <td>Lanco Anpara Power Limited</td> <td>Independent Director</td> </tr> <tr> <td>IDBI MF Trustee Company Limited</td> <td>Independent Director</td> </tr> <tr> <td>CFM Asset Reconstruction Private Limited</td> <td>Independent Director</td> </tr> </table>	Lanco Anpara Power Limited	Independent Director	IDBI MF Trustee Company Limited	Independent Director	CFM Asset Reconstruction Private Limited	Independent Director												
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Memberships / Chairmanships of committees of other companies	-	<table border="1"> <tr> <td colspan="2">Lanco Anapara Power Limited</td> </tr> <tr> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>Corporate Social Responsibility Committee</td> <td>Member</td> </tr> <tr> <td colspan="2">IDBI Mutual Fund Trustee Company Limited</td> </tr> <tr> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Risk Management Committee</td> <td>Member</td> </tr> <tr> <td colspan="2">CFM Asset Reconstruction Private Limited</td> </tr> <tr> <td>Risk Management Committee</td> <td>Member</td> </tr> </table>	Lanco Anapara Power Limited		Audit Committee	Member	Nomination and Remuneration Committee	Member	Corporate Social Responsibility Committee	Member	IDBI Mutual Fund Trustee Company Limited		Audit Committee	Member	Risk Management Committee	Member	CFM Asset Reconstruction Private Limited		Risk Management Committee	Member
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Audit Committee	Member																			
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IDBI Mutual Fund Trustee Company Limited																				
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Number of Equity Shares held in the Company	5,00,000 Equity Shares	-																		