

**ASPIRA PATHLAB & DIAGNOSTICS LIMITED
(FORMERLY KNOWN AS UTKAL SOAP PRODUCTS LIMITED)**

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF ASPIRA PATHLAB & DIAGNOSTICS LIMITED (FORMERLY KNOWN AS UTKAL SOAP PRODUCTS LTD) WILL BE HELD ON MONDAY, 15TH DAY OF MAY, 2017 AT 11:00 A.M. AT 608-611, MARATHON MAX, MULUND GOREGOAN LINK ROAD, MULUND (W) MUMBAI-400080 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO: 1- Approval of Related Party Transactions under Section 188 of the Companies Act, 2013.

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

RESOLVED THAT pursuant to provision of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with companies (Meeting of Board and its Power) Rules 2014, (including any statutory modifications or re-enactment thereof for the time being in force), the Company do avail professional services from **Dr. Snehal Pankaj Shah** (wife of Dr. Pankaj J Shah, Managing Director of the Company – hence it is related party transaction) who has a qualification of L.C.E.M., DMLT and experience of about 25 years in the field of clinical pathology to be with effect from 15th March 2017 on Professional fee of Rs. 5,00,000/- per annum inclusive service Tax and other Taxes as applicable from time to time in addition to the said Professional fee.

RESOLVED THAT pursuant to provision of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with companies (Meeting of Board and its Power) Rules 2014, (including any statutory modifications or re-enactment thereof for the time being in force), Aspira Pathlab & Diagnostics Limited (*Formerly known as Utkal Soap Products Ltd*) will render services to **Yashraj Biotechnology Ltd.** (promoter of Aspira Pathlab & Diagnostics Limited) hence it is a related party transaction) in pathology and diagnostics in the normal course of business.

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

Item No 2: Issue of Equity Shares on Preferential Basis:

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

“RESOLVED THAT pursuant to provisions of Section 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re- enactment thereof for the time being in force) and in accordance with the existing Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (hereinafter referred to as “SEBI (ICDR) Regulations”) and other Regulations/Guidelines issued by the Securities and Exchange Board of India (SEBI) and other applicable laws, as may be applicable, and subject to all necessary approvals, consents, ratification, permission and/or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, SEBI and/or any other

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competent authorities and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into by the Company with Stock Exchanges where the shares of the Company are listed and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, ratification, permissions or sanctions and which may be agreed to by the Board of Directors of the Company and subject to such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee which the Board may constitute to exercise its powers including powers conferred by this Resolution), the consent and approval of the Company, approval be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to offer, issue and allot, on preferential basis to Promoters & Non Promoters up to 29,43,000 (Twenty-Nine Lacs Forty-Three Thousand Only) Equity Shares of face value of Rs.10/- each at a price of Rs. 17/- per Equity Shares (including premium amount of Rs. 7/- per share), being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations and on such term and conditions as stated in this resolution to the below mentioned allottees.

Sr. No	Name of the Proposed Allottees	Identity of the ultimate Beneficial Owners*	No. & % of Equity Shares held prior to the Preferential Allotment	No. & % of Equity Shares to be issued and allotted	No. & % of Post Issue Equity and Voting Share Capital
1	Arvind K. Bhanushali	Promoter	NIL	5,85,500	5, 85,500 (11.27%)
2.	Deepali Bhanushali	Promoter	NIL	5,85,500	5, 85,500 (11.27%)
3	Paresh Bhanushali	Promoter	NIL	60,000	60,000 (1.16%)
4.	Bharat Dagha	Promoter	NIL	60,000	60,000 (1.16%)
	Sub-Total	Promoter		12,91,000	
5	Pankaj Shah	Public	NIL	5,00,000	5,00,000 (9.63%)
6.	Vinod Bhanushali	Public	NIL	5,16,000	5,16,000 (9.94%)
7	Rinku Bhanushali	Public	17,500	5,16,000	5, 33,500 (10.27%)
8	Susheela Unnikrishnan	Public	17,500	60,000	77,500 (1.49%)
9.	Subodh Gadgil	Public	1,000	60,000	61,000 (1.17%)
	Sub-Total	Public		16,52,000	
		TOTAL		29,43,000	

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RESOLVED FURTHER THAT the equity shares of the Company are not traded on Calcutta Stock Exchange Limited or Metropolitan Stock Exchange of India Limited (where the shares of the Company are listed) during Twenty six weeks or two weeks preceding the relevant dated as arrived at in accordance with the provisions of Regulation 71 of SEBI (Issue of capital and Disclosure Requirements) Regulations, 2009. "Relevant Date" will be 30 days prior to the date of the meeting of the Shareholders of the Company or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI)/Financial Institutions/Investment Institutions and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board;

RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company:

1. The relevant date as per Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for the determination of applicable price for the issue of Equity Shares shall be 15.04.2017 i.e. 30 days prior to the date of this Meeting
2. The equity shares will be issuing and allotting to Promoters & Non-Promoters of the Company shall be in dematerialized form also.
3. The Equity Shares allotted in terms of this resolution shall be subject to the Memorandum and Article of Association of the Company and shall be listed and traded on the Stock Exchanges and shall rank paripassu in all respects with the existing equity shares of the Company including Dividend.
4. The aforesaid Equity Shares shall be subject to a lock-in period in accordance with regulation 78 of the SEBI (ICDR) Regulations, 2009.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of Equity Shares, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above mentioned resolutions, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for issue or allotment of the aforesaid Equity Shares and listing thereof with the Stock Exchange as appropriate and to resolve and settle all queries that may arise in relation to the proposed issue, offer and allotment of any of the said Equity Shares, utilization of the

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issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolutions.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by these resolutions to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to the above mentioned resolutions.”

**For ASPIRA PATHLAB & DIAGNOSTICS LIMITED
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Sd/-

Paresh Bhanushali

(Director)

DIN: 00205142

Place: Mumbai

Date: 14-04-2017

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NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and proxy need not be a member of the Company. The instrument of proxy in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this notice under Note No. 12

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

2. Members are requested to bring their attendance slip along with their copy of Notice of EGM to the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail the nomination facility by filling form SH-13. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.
5. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of Meeting.
6. Pursuant to provisions of the SEBI (LODR) Regulation, 2015, the Company is maintaining an E-mail ID, utkalsoaps@gmail.com for quick redressal of member/investor grievances.
7. Members may note that the Notice of Extra Ordinary General Meeting will also be available on the company's website www.utkalsoaproductsltd.com for their download.
8. Members holding shares in physical form are requested to notify any change in address to the Registrar & Share Transfer Agents of the Company. Members holding shares in electronic form are requested to intimate change in address and email addresses to their Depository Participants.

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9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form can submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrar & Share Transfer Agent M/s. Niche Technologies Private Limited.
10. Electronic copy of the Notice of EGM is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of EGM is being sent in the permitted mode. Members are requested to register/ update their e-mail IDS with their respective Depository Participant(s)/ or with Company for shares in electronic form (Demat) or in physical form respectively.
11. E-voting facility to all members has been provided through the e-voting platform of NDSL and the Company has appointed Mr. S.K. Pandey, Practicing Company Secretary (Membership No. ACS 8546), and/or failing Ms. Sajeda Patel or Ms. Pooja Jobanputra an Independent Professional has been appointed as Scrutinizer to scrutinize the remote e-voting process and voting at the EGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, which shall countersign the same and declare the result of the voting forthwith.

12. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot/Poll paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot/Poll paper.
- III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

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- IV. The remote e-voting period commences on **12th May, 2017 (9:00 am)** and ends on **14th May, 2017 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **08th May, 2017**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "**UTKAL SOAP PRODUCTS LTD.**" our new name is "**ASPIRA PATHLAB & DIAGNOSTICS LIMITED**".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pandeysk2004@gmail.com with a copy marked to evoting@nsdl.co.in

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- B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the EGM) :
- | EVEN (Remote e-voting Event Number) | USER ID | PASSWORD/PIN |
|-------------------------------------|---------|--------------|
|-------------------------------------|---------|--------------|
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **08thMay, 2017**.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **08thMay, 2017**, 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" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot/Poll paper.
- XIII. Mr. S.K. Pandey, Practicing Company Secretaries (Membership No. ACS 8546) and/or failing Ms. Sajeda Patel or Ms. PoojaJobanputra an Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot/ Poll Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.

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- XIV. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot/Poll Paper” for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.utkalsoaproductsltd.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Calcutta Stock Exchange Limited (CSE) and Metropolitan Stock Exchange of India Ltd. (MSEI).

**For ASPIRA PATHLAB & DIAGNOSTICS LIMITED
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Sd/-

Paresh Bhanushali

(Director)

DIN: 00205142

Place: Mumbai

Date: 14-04-2017

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Explanatory Statement

Under Section 102 of the Companies Act, 2013 [Forming Part of the Notice to the Members]

Item No 1:

According to the provision of Section 188 and other applicable provisions under the Companies Act, 2013 and rules notified there under, and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolution passed in the meeting held on 13th day of April 2017, the consent of the Shareholders of the Company be and is hereby accorded to the Related party Transaction as entered by the Company subject of the Conditions prescribed under the said provisions

All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 are provided in the table appended below for the perusal of the members.

Sr. No	Name of Related Party Transaction	Nature of Relationship	Nature of Transactions	Value of Transactions
1	Dr. Snehal Pankaj Shah	Wife of Managing Director (Dr Pankaj Jashwant Shah)	Professional Service	Rs. 5,00,000 (Rupees Five Lacs)
2	Yashraj Biotechnology Ltd	Promoter of Aspira Pathlab & Diagnostics Limited (Formerly known as Utkal Soap Products Limited).	Render Services in Pathlogy and diagnostics	Amount cannot be ascertained, it will depend on various transactions, however Aspira will charge its fees to Yashraj at arm's length basis, i.e. which normally it will charge to other parties.

3. Any advance paid or received for the Contract, if any: **NIL**
4. Manner of determining the pricing: All the Proposed transaction would be carried out as part of business requirement of the Company and are ensured to be on arm's length basis.
5. Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: All factors have been considered.
6. Any other information relevant or important for the Board to take a decision on the proposed transaction: **NIL**

Your Director recommends the resolution for your approval

None of the Directors and key managerial Personnel of the Company and their relatives except as above are Concerned or Interested, in the resolution.

Item No: 2

The Company has recently amended its main object wherein it intends to venture into Research, Laboratory & Diagnostic centers, initially in and around Mumbai/Thane & Navi Mumbai & later on in other states of India. The

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Company requires capital for acquisition of medical equipment's; acquisition of running diagnostic centers and for its working capital. Hence, it intend to issue further equity shares on a preferential basis to the promoters of the Company as well as strategic group of investors, who are not forming part of the promoters group. The Company proposes to raise Rs. 5,00,31,000 by issue of 29,43,000 Equity Shares of Rs. 10/- each at a price of Rs. 17/- per Equity Shares (including premium amount of Rs. 7/- per share), or at such higher prices as may be determined in compliance with Chapter VII of the SEBI (ICDR) Regulations, 2009 on Preferential Basis to the Promoters & Non-Promoters, not forming part of the Promoter Group of the Company.

The Company has held Board Meeting on 22nd August 2016 and got the Approval from Shareholders at its Annual General Meeting of the Company held on 30th day of September, 2016 for issue and allotment of 29,43,000 (Twenty-Nine Lacs Forty-Three Thousand Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 17/- per Equity Shares (including premium amount of Rs. 7/- per share) on Preferential basis to the Promoters & Non Promoters. The Company has received In-Principle approval on 21st October 2016. The Company has allotted 29,43,000 Shares on 19th November, 2016 and has filed the necessary forms with Registrar of Companies on 30th November, 2016. The Company has also filed the listing application of 29,43,000 Equity Shares of Rs. 10/- each at a price of Rs. 17/- per Equity Shares (including premium amount of Rs. 7/- per share) with MSEI on 05th December, 2016, however MSEI vide its email dated 09th December, 2016 has advised the Company that since the allotment was not done within the time stipulated by Regulation 74(1) read with provision 1 to 74 (1) SEBI (ICDR) Regulation, 2009, hence the Company is now seeking ratification from the Shareholders of the Company for allotment made on 19th November, 2016. The Company has received Rs. 5,00,31,000/- on 18th November, 2016 and fund was utilized for object for which issue was made.

The Board of Directors in its meeting held on 13th April, 2017 has decided to ratify its earlier resolution of issue of 29,43,000 Equity Shares of Rs. 10/- each at a price of Rs. 17/- per Equity Shares (including premium amount of Rs. 7/- per share), Accordingly, the allottees has agreed to give the additional funds if required as per the pricing calculated according to Regulation 76 of the SEBI (ICDR) Regulations, 2009. The Object of the issue is to repay unsecured loan from Body Corporates, as the Company required funds for purchase of medical equipment's on urgent basis. The Board in order to raise resources to repay the unsecured loan taken from Body Corporates; to fund its future growth plans and expansion of the Company, to meet long term working capital requirements and for general corporate purposes.

i. Object of the Issue:

The main object of the issue of Equity Shares pursuant to the Resolution set out in the accompanying Notice shall be for any one or in combination with any one or more of the purposes viz. to repay the unsecured loan taken from Body Corporate for purchase of medical equipments; to augment resources for meeting its business requirements, expansion plans and also to meet long working capital requirements of the Company and other general corporate purpose

ii. Relevant Date:

The relevant date as per Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for the determination of applicable price for the issue of Equity Shares shall be 15.04.2017 i.e. 30 days prior to the date of this Meeting

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iii. Price of the Issue:

The preferential allotment of 29, 43, 000 Equity Shares of the face value of Rs. 10/- each at a price of Rs. 17/- per Equity Shares (including premium of Rs.7/- each)

iv. The Intention of the Promoters/Promoter Group/Directors/Key Management Persons to subscribe to this Offer:

The Promoters/ Promoter Group of the Company intend to subscribe to this offer, as per details given below.

v. Shareholding Pattern before and after the Proposed Preferential Issue:

Category	Pre-Issue Equity Holdings		Allotment of Equity Shares		Post-Issue Equity Holdings	
	No. of Shares	% of Share Holding	No. of Equity Shares	% of Equity Share holding	No. of Shares	% of Share Holding
1) Promoter Holdings						
a. Indian Promoters	1435800	63.81%	-	-	1435800	27.65%
b. Indian Promoters(Individual)	-	-	1291000	43.87%	1290000	24.85%
Sub-total	1435800	63.81%	1291000	43.87%	2726800	52.51%
2) Public Holding						
a. Resident Indians (Individuals, HUF)	813090	36.14%	1652000	56.13%	2465090	47.47%
b. Bodies Corporate	1110	0.05%	NIL	NIL	1110	0.02%
c. NRI/FI/FII/NRR	-	-				
d. Others(Trust)	-	-				
Sub-Total	814200	36.19%	1652000	56.13%	2466200	47.49%
Total	2250000	100%	2943000	100%	5193000	100%

vi. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of Post Preferential Issue Capital that may be held by them:

Sr. No	Name of the Proposed Allottees	Identity of the ultimate Beneficial Owners*	No. & % of Equity Shares held prior to the Preferential Allotment	No. & % of Equity Shares to be issued and allotted	No. & % of Post Issue Equity and Voting Share Capital
1	Arvind K. Bhanushali	Promoter	NIL	5,85,500	5, 85,500 (11.27%)
2.	Deepali Bhanushali	Promoter	NIL	5,85,500	5, 85,500 (11.27%)

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Sr. No	Name of the Proposed Allottees	Identity of the ultimate Beneficial Owners*	No. & % of Equity Shares held prior to the Preferential Allotment	No. & % of Equity Shares to be issued and allotted	No. & % of Post Issue Equity and Voting Share Capital
3	Paresh Bhanushali	Promoter	NIL	60,000	60,000 (1.16%)
4.	Bharat Dagha	Promoter	NIL	60,000	60,000 (1.16%)
	Sub-Total	Promoter		12,91,000	
5	Pankaj Shah	Public	NIL	5,00,000	5,00,000 (9.63%)
6.	Vinod Bhanushali	Public	NIL	5,16,000	5,16,000 (9.94%)
7	Rinku Bhanushali	Public	17,500	5,16,000	5, 33,500 (10.27%)
8	Susheela Unnikrishnan	Public	17,500	60,000	77,500 (1.49%)
9.	Subodh Gadgil	Public	1,000	60,000	61,000 (1.17%)
	Sub-Total	Public		16,52,000	
		TOTAL		29,43,000	

vii. Proposed time within which allotment shall be completed:

In accordance with Regulation 74 of the SEBI (ICDR) Regulations, the Company shall complete the allotment of Equity Shares within a period of 15 (fifteen) days from the date of passing of this Special Resolution by the Shareholders or order/permission by any regulatory authority including SEBI/Stock Exchange or the Central Government, etc, the period of fifteen days shall be counted from the date of order on such application or the date of approval or permission from regulatory authority whichever is later, as the case may be in dematerialized form.. However, the Allotment of Equity Shares has already been done on 19th November, 2016.

viii. Consequential Changes in the Voting Rights:

Voting rights will change in tandem with the shareholding pattern.

ix. Lock-in:

The aforesaid allotment of Equity Shares arising shall be locked in as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009. Further, the entire Pre-Preferential allotment shareholding of all the proposed allottees, if any, shall also be under lock-in from the relevant date up to a period of six months from the date of the trading approval received from the Stock Exchanges. [Here the date of trading approval shall be reckoned as the latest date when trading approval has been obtained from the Stock Exchanges where it is listed].

**ASPIRA PATHLAB & DIAGNOSTICS LIMITED
(FORMERLY KNOWN AS UTKAL SOAP PRODUCTS LIMITED)**

x. Change in the control or composition of the Board:

Subsequent to the proposed issue of Equity Shares on preferential basis, there will neither be a change in control nor a change in the management of the Company. However there will be a corresponding change in the shareholding pattern as well as voting rights.

xii. Undertakings:

1. The Issuer Company undertakes that they shall re-compute the price of the equity shares issued in terms of the SEBI (ICDR) Regulations, 2009, where it is required to do so.
2. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the equity shares shall continue to be locked– in till the time such amount is paid by the allottees.
3. During the period, the Company has not issued any securities on preferential .basis or Private Placement basis other than mentioned above.
4. The Issuer Company has not issued any securities for consideration other than cash; hence Valuation Report of the Registered Valuer is not applicable.

xiii Auditors Certificate:

A copy of the certificate from the Statutory Auditors of the Company, M/s. P Khetan & Co., certifying that the issue of the Equity Shares is being made in accordance with the requirement of SEBI (ICDR) Regulations, 2009 for Preferential Issue, will be available for inspection at the Registered Office of the Company during 10.00 A.M. to 6.00 P.M. on any working day excluding Saturday up to the date of Extraordinary General Meeting and at the meeting.

Further, under section 23, 42, 62 of the Companies Act, 2013, approval of the Shareholders is required for ratification of allotment of securities done on preferential basis on 19th November, 2016. Accordingly, the consent of the Shareholders is being sought, pursuant to the applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for time being in force), wherever applicable, SEBI (ICDR) Regulations, 2009, if any, and in terms of the provisions of the Listing Agreements executed by the Company with **CSE** and **MSEI**. None of the Directors of the Company is, in any way, concerned or interested in the said resolution except to the extent of their respective shareholding in the Company and also to the extent of fresh equity shares being allotted either to them or to the companies in which they are interested as Director or Shareholder. The Board of Directors believes that this Offer will be in the best interest of the Company and its shareholders.

Your Directors recommend the Special Resolution for the approval of Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in this resolution, except in case of Promoter Directors, who are interested in this resolution to the extent of their holding.

**For ASPIRA PATHLAB & DIAGNOSTICS LIMITED
(FORMERLY KNOWN AS UTKAL SOAP PRODUCTS LIMITED)**

Sd/-

Paresh Bhanushali

(Director)

DIN: 00205142

Place: Mumbai

Date: 14-04-2017

ASPIRA PATHLAB & DIAGNOSTICS LIMITED

(Formerly known as Utkal Soap Products Ltd.)

Regd., Office: Flat No. 2, R.D. Shah Bldg, Shradhanand Road, Opp. Ghatkopar Railway Station,

Ghatkopar (West), Mumbai-400086

CIN - 185100MH1973PLC289209

Corporate Office : Plot No. 6, RPT House, Sector 24, Turbhe, Navi Mumbai - 400 705

ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE

I/We hereby record my/our presence at the Extraordinary General Meeting of **Aspira Pathlab & Diagnostics Limited (Formerly Known As Utkal Soap Products Limited)** held **608-611, Marathon Max, Mulund Goregoan Link road, Mulund (W) Mumbai-400080**, on **Monday, the 15th day of May 2017** at 11.00 A.M.

Name of the Shareholder :

Registered Address of the Shareholder :

Ledger Folio No./CL ID/DP ID No. :

Number of shares held :

Name of the Proxy/Representative, if any :

Signature of the Member/s/Proxy :

Signature of the Representative :

ASPIRA PATHLAB & DIAGNOSTICS LIMITED

(Formerly known as Utkal Soap Products Ltd.)

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Ghatkopar (West), Mumbai-400086

CIN - 185100MH1973PLC289209

Corporate Office : Plot No. 6, RPT House, Sector 24, Turbhe, Navi Mumbai - 400 705

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	:	L85100MH1973PLC289209
Name of the Company	:	ASPIRA PATHLAB & DIAGNOSTICS LIMITED (Formerly known as Utkal Soap Products Limited)
Registered Office	:	Flat No. 2 R.D Shah Bldg, Shradhanand Road, Opp. Ghatkopar Railway Station, Ghatkopar (West), Mumbai-400086. Phone No.: 022 2783 6553 / 022-7197 5756 Email address: utkalsoaps@gmail.com Website www.utkalsoaproductsltd.com
Name of the member (s)	:	
Registered address	:	
E-mail Id	:	
Folio No./ Client Id :		DP ID :

I/We, being the member (s) of Shares of the above named company, hereby appoint

1. Name			
Address			
E-mail Id		or failing him	
Signature			
2. Name			
Address			
E-mail Id		or failing him	
Signature			

**ASPIRA PATHLAB & DIAGNOSTICS LIMITED
(FORMERLY KNOWN AS UTKAL SOAP PRODUCTS LIMITED)**

3. Name		
Address		
E-mail Id	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on the **15th day of May, 2017** at 11.00 A.M. at **608-611, Marathon Max, Mulund Goregoan Link road, Mulund (W) Mumbai-400080** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
1.	Approval of Related Party Transactions under Section 188 of the Companies Act, 2013
2.	Issue of Equity Shares on Preferential Basis

Signed this day of 2017.

Signature of shareholder : _____

Signature of proxy holder (s) : _____

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ASPIRA PATHLAB & DIAGNOSTICS LIMITED

(Formerly known as Utkal Soap Products Ltd.)

Regd., Office: Flat No. 2, R.D. Shah Bldg, Shraddhanand Road, Opp. Ghatkopar Railway Station,
Ghatkopar (West), Mumbai-400086 CIN - 185100MH1973PLC289209

Corporate Office : Plot No. 6, RPT House, Sector 24, Turbhe, Navi Mumbai - 400 705

Form MGT-12

Ballot/Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of Company: ASPIRA PATHLAB & DIAGNOSTICS LIMITED (Formerly known as Utkal Soap Products Limited)

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

- 1 Name of the First Named Shareholder(In block letters) :
- 2 Name of the Joint Holder(s) if any :
- 3 Registered address of the sole/first named Shareholder :
- 4 Registered Folio No./ DP No./ Client ID No. :
- 5 Class of shares & No. of shares held :

I/We hereby exercise my/our vote in respect of **Resolutions** enumerated below by recording my assent or dissent to the said resolutions in the following manner::

Item No.	Items	No. of shares	I/We assent to the Resolution	I/We dissent to the Resolution
	Special Resolution			
1.	Approval of Related Party Transactions under Section 188 of the Companies Act, 2013			
2.	Issue of Equity Shares on Preferential Basis			

Place:

Date:

Signature of the Shareholder

Note:

1. Please read carefully the instructions overleaf before exercising your vote.
2. If you opt to cast your vote by remote e-voting, there is no need to fill up and sign this form.
3. Please note that the last date for receipt of Postal Poling Forms by the Scrutinizer is **14th May, 2017**.

1. General Instructions:

- a. There will be one Poling Form/remote e-voting for every Client ID No. /Folio No., irrespective of the number of joint holders.
- b. Members have option to vote either through Polling Form or through remote e-voting. If a member has opted for Physical Poling, then he/she should not vote by remote e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal Poling and remote e-voting, then vote cast through remote e-voting shall prevail and vote cast through Physical Postal Poling shall be considered as invalid.
- c. Voting in the Poling/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below.
- d. The Scrutinizer's decision on the validity of a Poling/remote e-voting shall be final and binding.

2. Instructions for voting physically by Postal Poling Form:

- a. A member desirous of exercising his/her Vote by Poling may complete this Poling Form and send it to the Scrutinizer, Mr. S.K.Pandey, a Practicing Company Secretary, at Raja Bahadur Building, 1st Floor, 45 Tamarind Lane, M. P. Shetty, Marg, Fort, Mumbai – 400 001, in the attached self-addressed envelope. Postage will be borne and paid by the Company. Further, any envelopes containing postal Poling, if deposited in person or sent by courier at the expense of the Registered Member(s) will also be accepted.
- b. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- c. This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
- d. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Poling Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
- e. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Poling Form. The assent or dissent received in any other form shall not be considered valid.
- f. Members are requested to fill the Poling Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- g. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours by 5.00 p.m. on, 14th May, 2017. All Poling Forms received after this date will be strictly treated as if no reply has been received from the Member.
- h. A Member may request for a duplicate Poling Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.2 (g) above.
- i. Members are requested not to send any other paper along with the Poling Form. They are also requested not to write anything in the Poling Form except giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the Scrutinizer.
- j. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
- k. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within two (2) days of passing of the resolutions at the EGM of the Company and shall be communicated to the Stock Exchange, where its securities are listed.

3. Process for Members opting for Remote E-Voting:

- l. In case of members receiving the Polling Form by Post:
User ID and initial password is provided at the bottom of the Postal Ballot Form.
- m. If you are already registered with NSDL for remote e-voting then you can use existing user ID and password for Login to cast your vote.
- n. In case of any queries, remote e-voting user manual for shareholders available at the Downloads section on NSDL remote e-voting website: www.evoting.nsdl.com can also send your queries/ grievances relating to remote e-voting to the e-mail ID:- evoting@nsdl.co.in.
- o. The period for remote e-voting starts on, **12th May, 2017 at 9.00 a.m. and ends on 14th May, 2017 at 5.00 p.m.**