

**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 :**L85100MH1973PLC289209

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

**Corporate Office:** PlotNo.6,RPTHouse,Sector24,Turbhe,NaviMumbai-400705

**NOTICE OF EXTRA ORDINARY 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 Tuesday, **31<sup>st</sup> July, 2018** at 11. a.m. at 608-611, Marathon Max, Mulund Goregoan Link Road, Mulund (W) Mumbai-400080 to transact the following business:

**Special Business:**

**1. INCREASE IN AUTHORIZED SHARE CAPITAL 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 61(1)(a) and 64 and any other applicable provisions and the relevant rules, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and in accordance with the provisions of the Articles of Association of the Company the existing Authorized Share Capital of the Company of Rs. 10,00,00,000 (Rupees Ten Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10 (Rupees Ten) each be and is hereby increased to Rs. 35,00,00,000 (Rupees Thirty Five Crores) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10 (Rupees Ten) each and 1,50,00,000 (One Crore Fifty Lakhs) 9% Non- Cumulative Non-convertible, Non-Participating Redeemable Preference Shares of Rs.10 (Rupees Ten) each.”

**RESOLVED FURTHER THAT** the new equity shares shall rank pari passu with the existing equity shares.”

**“RESOLVED THAT** pursuant to Section 13 and other applicable provisions of the Companies Act, 2013, if any, the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. “The Authorized Share Capital of the Company is Rs. 35,00,00,000 (Rupees Thirty Five Crores) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10 (Rupees Ten) each and 1,50,00,000 (One Crore Fifty Lakh ) 9% Non-Cumulative Non-convertible, Non-Participating Redeemable Preference Shares of Rs.10 (Rupees Ten) each.”

The Company has power to divide the shares in the capital of the Company for the time being, whether original or increased, into different classes and to issue the same with such preferential, deferred, qualified or other special rights, privileges or conditions attached thereto respectively whether in regard to allotment, dividend,

voting, return of capital or otherwise as may be determined but so that and if and whenever the capital of the Company is divided into shares of various classes with any preferential or special rights and attached thereto such rights shall not {except where the terms of issue otherwise provide} be varied, modified or dealt with in any manner otherwise than pursuant to the provisions of the Articles of Association of the Company .”

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and they are hereby severally authorized to file statutory applications and other forms, remit fees and to do all acts, deeds, things and matters as may be deemed expedient, desirable and necessary to give effect to this resolution.

## **2. TO AMEND THE ARTICLES OF ASSOCIATION 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 Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, and subject to such other approvals or consents as may be required under applicable law or from concerned Statutory Authority (is), Articles of Association of the company be and is hereby altered by substituting the existing clause 3 (a) (b) by the following new clause 3 (a) (b);

The Authorized Share Capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in clause V of Memorandum of Association, with power to increase or reduce such capital from time to time in accordance with the Regulations of the Company and with power to divide the shares in the capital for the time being into Equity Share Capital or Preference Share Capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions. If and whenever the capital of the Company is divided into shares of different classes, the rights of any such class may be varied, modified, extended, abrogated or surrendered as provided in the Articles of the Company and the legislative provisions for the time being in force. The Company shall be entitled to dematerialize its existing shares, reconvert its shares held by the depositories electronically to physical form and/or to offer its fresh shares in electronic form pursuant to the Depositories Act, 1996 and the rules framed there under, if any.”

**RESOLVED FURTHER THAT** the Board of Directors of the company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary or any other officer(s) of the company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

## **3. TO ISSUE EQUITY SHARE CAPITAL 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 Securities and Exchange Board of India (Issue of Capital and Disclosure

Requirements) Regulations, 2009, as amended (hereinafter referred to as “SEBI (ICDR) Regulations, 2009”) 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, permission and/or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, SEBI and/or any other 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, 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 members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot, in one or more tranches on preferential basis to Promoters & Strategic Investors not forming part of Promoters Group up to 30,00,000 (Thirty Lakhs) Equity Shares of face value of Rs.10/- each for cash at a price of Rs. 17 /- (Rupees Seventeen only) per share (including a premium of Rs. 7/- per share) aggregating to Rs. 5, 10,00,000 (Rupees Five Crores Ten Lakhs) being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations, 2009 and on such term and conditions as the Board may decide in accordance with the SEBI (ICDR) Regulations.

**RESOLVED FURTHER THAT** the equity shares of the Company are infrequently traded on BSE Limited and Calcutta Stock Exchange Limited (where the shares of the Company are listed) during six months or two weeks preceding the relevant date 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 Company hereby takes note of the certificate from the statutory auditors of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

**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 stipulated in the Regulations 71 of Securities and Exchange of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 for the purpose of determining the Issue Price of the Equity Shares on Preferential basis of Rs. 10/- each shall be 1<sup>st</sup> July, 2018 which is thirty (30) days

prior to the date of this Meeting 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.

2. The Equity Shares will be issued and allotted to Subscribers 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 offer, issue, allotment of the Equity Shares, 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 issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto and also to seek the listing of such Equity shares on Stock Exchanges on which Company is listed and 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** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, stabilizing agent, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.

**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."

**4. TO CONVERT LOAN INTO 9% NON-CONVERTIBLE, NON CUMULATIVE, NON-PARTICIPATING, REDEEMABLE PREFERENCE SHARES ("NCRPS")**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 62(3), 55 and other applicable provisions, if any, of the Companies Act, 2013 (" Act") read with the Rules framed there under, as may be amended from time to time, and the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals,

permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof constituted/ to be constituted for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the shareholders of the Company be and is hereby accorded to the Board to convert the unsecured loan already taken from Yashraj Biotechnology Limited, Promoter of the Company ("Lender") as on 31st March, 2018 into 55,00,000 ( Fifty Five Lakhs ) 9% Non-Convertible, Non-Cumulative, Non- Participating, Redeemable Preference Shares (NCRPS) of the Company, of the face value of Rs. 10 each, on such terms and conditions, for an aggregate value not exceeding Rs. 5,50,00,000 (Five Crores Fifty Lakhs), which has been taken in one or more tranches from time to time by the Company from the Lender & the Consent of the Lender has been obtained for conversion of unsecured loan into NCRPS.

**RESOLVED FURTHER THAT** upon allotment of the NCRPS to the Lender pursuant to conversion of a part of their facilities/loans into NCRPS, the loans shall stand reduced to the extent of conversion thereof into NCRPS; and such loans/facilities so converted shall cease to carry any interest from the date of allotment of the NCRPS;

**RESOLVED FURTHER THAT** the said NCRPS shall not be listed with any Stock Exchange.

**RESOLVED FURTHER THAT** in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, the terms of issue of NCRPS are as follows:

- (i) The NCRPS shall rank for dividend (if declared by the Company) in priority to the Equity Shares of the Company for the time being of the Company ;
- (ii) The NCRPS shall, in winding up, be entitled to rank, as regards repayment of capital and dividend (if declared by the Company), up to the commencement of the winding up, in priority to the Equity Shares but shall not be entitled to any further participation in profits or assets or surplus funds;
- (iii) holders of NCRPS shall be paid dividend (if declared) on a non- cumulative basis;
- (iv) NCRPS shall not be convertible into equity shares;
- (v) NCRPS shall not carry any voting rights and
- (vi) NCRPS shall be redeemable.
- (vii) The NCRPS shall be redeemable, at par, at any time within a period not exceeding 20 years from the date of allotment as per the provisions of the Companies Act, 2013.
- (viii) The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of NCRPS, and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject however to compliance with the Act, the Listing Regulations, applicable SEBI Regulations and other applicable laws The Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any Committee of Directors or employee(s) or officer(s) of the Company, as it may consider appropriate, to give effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to agree and to make such modification (s) and alteration (s) from time to time as it deems fit and to take all such steps as it may deem necessary, desirable or expedient as may be prescribed under the Act and the Rules made thereunder and to resolve all questions of doubt and to do all acts, deeds and things and execute all such deeds, documents, writings, in connection therewith and incidental thereto and the Board in its absolute discretion without being required to seek any fresh approval of the members of the Company and the decision of the Board shall be final and conclusive and also to pay such fees and incur such expenses in relation thereto as it may deem appropriate.”

**5. TO ISSUE AND OFFER OF NON-CONVERTIBLE, NON-CUMULATIVE, NON-PARTICIPATING, REDEEMABLE PREFERENCE SHARES ON A PRIVATE PLACEMENT BASIS (“NCRPS”):**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as may be amended from time to time, and the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof constituted/ to be constituted for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the shareholders of the Company be and is hereby accorded to the Board to offer or invite to subscribe, issue and allot up to 95,00,000 (Ninety Five Lakh ) 9% Non-Convertible, Non-Cumulative, Non-Participating, Redeemable Preference Shares of the Company, of the face value of Rs. 10 each, on such terms and conditions, for an aggregate value not exceeding Rs. 9,50,00,000 (Rupees Nine Crores Fifty Lakh ) in one or more tranches, from time to time, as may be decided by the Board under this offer, at par or otherwise viz., including but not limited to conversion of loan into Non-Convertible, Non-Cumulative, Non-Participating, Redeemable Preference Shares (“NCRPS”) on a private placement basis, Promoter/Promoter Group of the Company and on such terms and conditions as , as may be decided by the Board;

**RESOLVED FURTHER THAT** upon allotment of the NCRPS to the Promoter/Promoter Group pursuant to conversion of a part of their facilities/loans into NCRPS, the loans shall stand reduced to the extent of conversion thereof into NCRPS; and such loans/facilities so converted shall cease to carry any interest from the date of allotment of the NCRPS;

**RESOLVED FURTHER THAT** the said NCRPS shall not be listed with any Stock Exchange.

**RESOLVED FURTHER THAT** in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, the terms of issue of NCRPS are as follows:

- (i) The NCRPS shall rank for dividend (if declared by the Company) in priority to the Equity Shares of the Company for the time being of the Company;
- (ii) The NCRPS shall, in winding up, be entitled to rank, as regards repayment of capital and dividend (if declared by the Company), up to the commencement of the winding up, in priority to the Equity Shares but shall not be entitled to any further participation in profits or assets or surplus funds;
- (iii) Holders of NCRPS shall be paid dividend on a non-cumulative basis;
- (iv) NCRPS shall not be convertible into equity shares;
- (v) NCRPS shall not carry any voting rights and
- (vi) NCRPS shall be redeemable.
- (vii) The NCRPS shall be redeemable, at par, at any time within a period not exceeding 20 years from the date of allotment as per the provisions of the Companies Act, 2013.
- (viii) The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of NCRPS, and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject however to compliance with the Act, the Listing Regulations, applicable SEBI Regulations and other applicable laws
- (ix) The Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any Committee of Directors or employee(s) or officer(s) of the Company, as it may consider appropriate, to give effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to agree and to make such modification (s) and alteration (s) from time to time as it deems fit and to take all such steps as it may deem necessary, desirable or expedient including issuance of 'Offer Document' as may be prescribed under the Act and the Rules made thereunder and to resolve all questions of doubt and to do all acts, deeds and things and execute all such deeds, documents, writings, in connection therewith and incidental thereto and the Board in its absolute discretion without being required to seek any fresh approval of the members of the Company and the decision of the Board shall be final and conclusive and also to pay such fees and incur such expenses in relation thereto as it may deem appropriate."

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

**Dr. Chander Puri**  
**Executive Director & CEO**  
**DIN: 06886988**

Place: Mumbai

Date: 29<sup>th</sup> June, 2018

## **NOTES**

1. A statement pursuant to Section 102 of the Companies Act 2013 in respect of the Special Business to be transacted at the ensuing Extra Ordinary General Meeting ("EGM") is annexed hereto.

2. 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 shall be duly completed, stamped and signed and must be deposited at the registered office of the Company not less than 48 hours before the commencement of the EGM. A proxy form for the EGM is enclosed herewith.
3. A person can act as a proxy on behalf of members not exceeding 50 (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.
4. 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. 16
5. 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.
6. Members are requested to bring their attendance slip along with their copy of Notice of EGM to the Meeting.
7. 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.
8. 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.
9. 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.
10. Pursuant to provisions of the SEBI (LODR) Regulation, 2015, the Company is maintaining an E-mail ID, info@aspiradiagnostics.com for quick redressal of member/investor grievances.
11. Members may note that the Notice of Extra Ordinary General Meeting will also be available on the company's website [www.aspiradiagnostics.com](http://www.aspiradiagnostics.com) for their download.
12. 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.
13. 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. Sharex Dyanmics (India) Private Limited.



14. 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.
15. E-voting facility to all members has been provided through the e-voting platform of NDSL and the Company has appointed Mr. Santoshkumar .K. Pandey, Practicing Company Secretary (Membership No. ACS 8546), and/or failing Ms. Sajedabanu 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.

**16. 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 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.
- IV. The remote e-voting period commences on Saturday, 28th July, 2018 (9:00 am) and ends on Monday, 30th July, 2018 (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 Tuesday, 24th July, 2018, 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.nsdl.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 “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](mailto:pandeysk2004@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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](http://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 28th June, 2018.

- 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. 24th July, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- XI. 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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XII. 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.
- XIII. 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.
- XIV. Mr. Santoshkumar .K. Pandey, Practicing Company Secretaries (Membership No. ACS 8546) and/or failing Ms. Sajedabanu Patel or Ms. Pooja Jobanputra 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.
- XV. 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.
- XVI. 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.
- XVII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.aspiradiagnostics.com](http://www.aspiradiagnostics.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 BSE Limited, Mumbai.

## **EXPLANATORY STATEMENT**

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

### **ITEM No. 1 & 2**

The Company proposes to raise funds up to 20 Crores by issuing further equity shares on preferential basis and preference shares on private placement basis.

The present Authorized Share Capital of the Company is Rs. 10, 00, 00,000 (Rupees Ten Crores) divided into 1, 00, 00,000 (One Crore) Equity Shares of Rs. 10 (Rupees Ten) each, which would not be sufficient to cover the proposed amount of issue.

In view of this, the Company proposes to increase the Authorized Share Capital of the Company to Rs. 35,00,00,000 (Rupees Thirty Five Crores) divided into 2,00,00,000 Two Crores) Equity Shares of Rs. 10 (Rupees Ten) each and 1,50,00,000 (One Crore Fifty Lakh) 9% Non-Cumulative non-convertible, non-participating Redeemable Preference Shares of Rs. 10(Rupees Ten) each.

The proposed increase in Authorized Capital will consequently require alteration in Capital clause V of Memorandum of Association of the Company and Article of Association of the Company.

Special resolution is proposed at item no 1 and 2 of the notice for increasing authorize capital and making necessary alterations in Capital clause V of Memorandum of Association and Articles of Association of the Company.

The Directors recommend these Resolutions at Item No.1 & 2 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested in this resolution.

**Item No. 3:**

**ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS**

**The Company proposes to make a preferential allotment of equity shares to**

<b>Sr. No.</b>	<b>Name</b>	<b>Amount in Lakhs</b>	<b>No. of Shares</b>
1.	Arvind Karsandas Bhanushali	51	300000
2.	Deepali Arvind Bhanushali	51	300000
3.	Bhanushali Paresh Bhanji	34	200000
4.	Geeta Paresh Bhanushali	34	200000
5.	Pravin Laxmidas Mange	34	200000
6.	Krishna Pravin Mange	34	200000
7.	Vivek Dinesh Mange	17	100000
8.	Neelam Vivek Mange	17	100000
9.	Vinod Chandulal Mav	17	100000
10.	Neelam Vinod Mav	17	100000
11.	Vinod Pradhan Bhanushali HUF	51	300000
12.	Dhvani Vinod Bhanushali	51	300000
13.	Rinku Vinod Bhanushali	51	300000
14.	Oonnikrishnan S Pillai	17	100000
15.	Bharat Shankarlal Mange	17	100000
16.	Paresh Vasant Mange	17	100000
	<b>Total</b>	<b>510</b>	<b>3000000</b>

(Collectively known as "Subscribers"), on a preferential basis, which has been approved by the Board of Directors of the Company at its meeting held on 21.04.2018

Approval of the members by way of special resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the "CA 2013") as well as the Securities and Exchange Board of India, as amended (Issue of Capital and Disclosure Requirement) Regulations, 2009 ("ICDR Regulations") if any, and in terms of the provisions of the SEBI (LODR) Regulations, 2015 executed by the Company with BSE Limited.

Therefore, in terms of said sections, rules and regulations, consent of the Members is being sought for the issue and allotment upto 30,00,000 equity shares on preferential basis to Promoters & Strategic Investors not forming part of Promoters Group of the Company, having a face value of Rs.10 (Rupees Ten only) each at a price of Rs. 17 (Rupees Seventeen) (including a premium of Rs. 7/- per share Rupees Seven) per Equity Share aggregating to Rs. 5,10,00,000 (Rupees Five Crores Ten Lakhs)) ("Equity Shares").

**Disclosure that is required to be made pursuant to Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 73(1) of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 and subsequent amendments thereto ["SEBI (ICDR) Regulations, 2009"]:**

**(i) Object of the Preferential Issue:**

1. To repay unsecured loans/Inter Corporate Deposits of the Promoter/Promoter Group Companies.
2. Overall business development and expansion of the upcoming ventures.
3. To fund its Business requirements.
4. Working capital requirements of the Company.
5. To invest in marketable securities & subsidiaries companies.
6. To grant loans/Inter Corporate Deposits on short term basis.
7. To Acquire existing laboratories or pathology center & any related business on slump sale basis or outright acquisition.
8. General Corporate purpose.
9. To incur expenditure on marketing, brand promotion, etc of the services offered by the Company.

**(ii) The total number of equity shares to be issued:**

30, 00,000 (Thirty Lakhs) Equity Shares.

**(iii) Terms of Issue of the Equity Shares, if any.**

The Equity Shares allotted in terms of this resolution shall rank pari passu with existing equity shares of the Company in all respects.

**(iv) Relevant Date:**

The relevant date as per the ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is 1st July, 2018 ("Relevant Date") (i.e. 30 days prior to the date of proposed EGM which is 31st July, 2018, to approve the proposed preferential issue).

**(v) Price or price band at / within which the allotment is proposed:**

The preferential allotment of 30, 00,000 (Thirty Lakhs) Equity Shares of the face value of Rs. 10/- (Rupees Ten) each at an Issue Price of Rs. 17/- (Rupees Seventeen) or at such other higher prices as may be determined as per Chapter VII of SEBI (ICDR) Regulations, 2009.

**(vi) Basis or justification on which price (including premium) has been arrived at along with the report of the registered valuer:**

The issue price of Rs. 17/- per equity share is determined based on the valuation report received from an Independent Chartered Accountant in practice.

**(vii) The class or classes of persons to whom the allotment is proposed to be made.**

The allotment is proposed to be made to Promoters and Strategic investors not forming part of Promoters group.

**(viii) Payment:**

100% of the value of the Equity shall become payable on the date of their allotment.

**(ix) The Intention of the Promoters/Promoter Group/Directors/Key Management Personnel to subscribe to this Offer:**

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

Sr. No.	Name of the Proposed Allottees	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*(Assuming g full allotment of 30,00,000 Equity Shares)	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
1.	Arvind Karsandas Bhanushali	585500	11.27	300000	10	885500	10.81
2.	Deepali Arvind Bhanushali	585500	11.27	300000	10	885500	10.81
3.	Paresh Bhanji Bhanushali	60000	1.16	200000	6.67	260000	3.17
4.	Geeta Paresh Bhanushali	0	0	200000	6.67	200000	2.44
	<b>Total</b>	<b>12,31,000</b>	<b>23.70</b>	<b>1000000</b>	<b>33.33</b>	<b>2231000</b>	<b>27.23</b>

(x) Shareholding Pattern before and after the Proposed Equity Shares on Preferential issue:

Sr. No.	Category	PRE ISSUE*		Allotment		POST ISSUE	
		No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
A.	<b>Promoters' holding :</b>						
	Indian						
	Individual	1291000	24.86	10,00,000	33.33	2291000	27.96
	Bodies Corporate	1435800	27.65	-	-	1435800	17.53
	<b>Sub Total</b>	<b>2726800</b>	<b>52.51</b>	<b>10,00,000</b>	<b>33.33</b>	<b>3726800</b>	<b>45.49</b>
2.	Foreign Promoters						
	<b>Sub Total (A)</b>	<b>2726800</b>	<b>52.51</b>	<b>10,00,000</b>	<b>33.33</b>	<b>3726800</b>	<b>45.49</b>
B.	<b>Non-Promoters' holding :</b>						
1.	Institutional Investors	-	-	-	-	-	-
2.	Non-Institution Investors	-	-	-	-	-	-
	Private Corporate Bodies	-	-	-	-	-	-
	Directors and Relatives	-	-	-	-	-	-
	Indian Public	2465090	47.47	17,00,000	56.67	4165090	50.84
	Others (Including NRIs)	1110	0.021	3,00,000	10.00	301110	3.67
	<b>Sub Total (B)</b>	<b>2466200</b>	<b>47.49</b>	<b>20,00,000</b>	<b>66.67</b>	<b>4466200</b>	<b>54.51</b>
	<b>GRAND TOTAL (A+B)</b>	<b>5193000</b>	<b>100.00</b>	<b>30,00,000</b>	<b>100.00</b>	<b>8193000</b>	<b>100.00</b>

\* As on March 31, 2018.

(xi) 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 and change in control:

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 *(Assuming Full allotment of 30,00,000 Equity Shares)
	Promoter Group				
1.	Mr. Arvind Karsandas Bhanushali	N.A	585500 (11.27)	300000 (10.00)	885500 (10.81)
2.	Mrs. Deepali Arvind Bhanushali	N.A	585500 (11.27)	300000 (10.00)	885500 (10.81)
3.	Mr. Paresh Bhanji Bhanushali	N.A	60000 (1.16)	200000 (6.67)	260000 (3.17)
4.	Mrs. Geeta Paresh Bhanushali	N.A	-	200000 (6.67)	200000 (2.44)
	<b>Non-Promoter Group:</b>				
5.	Mr. Pravin Laxmidas Mange	N.A	12355 (0.24)	200000 (6.67)	212355 (2.59)
6.	Mrs. Krishna Pravin Mange	N.A	-	200000 (6.67)	200000 (2.44)
7.	Mr. Vivek Dinesh Mange	N.A	-	100000 (3.33)	100000 (1.22)
8.	Mrs. Neelam Vivek Mange	N.A	-	100000 (3.33)	100000 (1.22)
9.	Mr. Vinod Chandulal Mav	N.A	8740 (0.17)	100000 (3.33)	108740 (1.33)
10	Mrs. Neelam Vinod Mav	N.A	-	100000 (3.33)	100000
11	Vinod Pradhan Bhanushali HUF	Vinod Pradhan Bhanushali		300000 (10.00)	300000 (3.66)
12	Ms. Dhvani Vinod Bhanushali			300000 (10.00)	300000 (3.66)
13	Mrs. Rinku Vinod Bhanushali		533500 (10.27)	300000 (10.00)	833500 (10.17)
14	Mr. Oonnikrishnan S Pillai			100000 (3.33)	100000 (1.22)
15	Mr. Bharat Shankarlal Mange			100000 (3.33)	100000 (1.22)
16	Mr. Paresh Vasant Mange			100000 (3.33)	100000 (1.22)
<b>Total</b>			<b>17,85,595</b>	<b>30,00,000</b>	<b>47,85,595</b>
			<b>(34.38)</b>	<b>(100)</b>	<b>(58.41)</b>



**(xii) Proposed time within which allotment shall be completed:**

In accordance with Regulation 74 of the SEBI (ICDR) Regulations, 2009 the Board proposes to allot the Equity Shares within a period of 15 (fifteen) days of the date of passing of resolution at EGM or within a period of 15 days of receipt of approval from regulatory authority whichever is later.

**(xiii) No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

The Company has not allotted any securities during the financial year 2017-18.

**(xiv) Consequential Changes in the Voting Rights:**

Voting Rights will change in tandem with the shareholding pattern.

**(xv) Lock-in:**

The aforesaid allotment of Equity Shares shall be subject to lock-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].

**(xvi) Change in the control, if any, in the Company that would occur consequent to the preferential offer**

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 consequent to the issue of Equity Shares.

**(xvii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable.

**(xviii) Undertakings:**

- a) 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.
- b) 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.
- c) During the period, the Company has not issued any securities on preferential basis or Private Placement basis other than mentioned above.
- d) The Issuer Company has not issued any securities for consideration other than cash; hence Valuation Report of the Registered Valuer is not applicable.

**Auditor`s Certificate:**

A copy of the certificate from the Statutory Auditors of the Company, 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 up to the date of Extra Ordinary General Meeting and at the meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives are 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.

**ITEM No. 4**

The Company has taken unsecured loan from Yashraj Biotechnology Limited (“YBL”), Promoter of the Company to the extent of Rs. 6.00 crore (Rupees Six Crores) in one or more tranches. . This unsecured loan was utilized by the Company for its working capital requirements; general corporate purpose; routine expenditure of the Company including employees cost; marketing expenditure; setting up infrastructure facilities of the business of the Company. The Company has started generated revenue only from December, 2016 onwards. The Company is making provisions of 9% interest on the unsecured loan taken, which impacts the profitability of the Company & Company is unable to pay interest so far. The Board decided that reduce the interest burden, it proposes to convert this unsecured loan into 9% Non-Convertible, Non-Cumulative, Non-Participating, Redeemable Preference Shares (“NCRPS”) on private placement basis to YBL, Promoter of the Company, as it will reduce interest burden of the Company. The proposed instruments will not create interest burden on the Company, till the Company makes sufficient profit during any year and dividend will be paid on Non-Cumulative basis.

Accordingly, approval of the Members is being sought by way of Special Resolution under Section 62, 55 and other applicable provisions of the Companies Act, 2013 read with Rules made there under for issue of 9% Non-Convertible, Non-Cumulative, Non- Participating, Redeemable Preference Shares (“NCRPS”) aggregating to not exceeding Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lakhs Only) under this offer and allot the “NCRPS” on a Private Placement basis, by converting unsecured loan into NCRPS on the terms and conditions as set hereunder:

Name of Proposed Allottee / Class or class of persons to whom allotment is proposed to be made	Yashraj Biotechnology Limited
Intention of Promoters/ Promoter group, Directors or KMP to subscribe to the Offer	It is conversion of unsecured loan into NCRPS, so Issue is being subscribed fully by the Promoter as mentioned in the above column by converting unsecured loan into NCRPS.
% of Subscription by Proposed Allottee	100 %
Size of the issue	5.50 crore
No. of Preference shares	55,00,000 Preference Shares
Nominal value /Price at which allotment is proposed	Rs.10 per preference share
Basis on which the price has been arrived	Issue is AT PAR

Tenure	Not exceeding 20 years from the date of their allotment, as may be decided by the board
Nature of Preference shares	Non-Convertible, Non-Cumulative, Non-Participating, Redeemable Preference Shares ("NCRPS")
Object of the issue	Since it is conversion of unsecured loan into NCRPS & funds has already been utilized, so there is no object of the issue. Funds have been utilized as specified in the Explanatory Statement.
Manner of issue of shares	Offer on private placement basis to Promoter as specified in the Offer, in such time and manner as may be decided by the Board of Directors.
Offer period	To be determined by the Board or Operation Committee
Terms of Issue	Preference Shares shall rank prior in respect of payment of dividend or redemption amount compared to equity shareholders of the Company and in the event of winding up, preferential right over the equity shareholders in participating of surplus funds, surplus assets and profits of the Company.
Rate of Dividend	9 %
Manner and mode of redemption	To be determined by the Board
Terms of redemption including tenure of redemption, redemption of shares at premium	Redeemable at par in accordance with Section 55 of the Companies Act, 2013 out of profits available for distribution as dividend or out of fresh issue of shares made for the purpose of redemption.
Current equity shareholding pattern	Mentioned below in Annexure I
Expected dilution in equity share capital upon conversion of preference shares	Nil. Since the Redeemable Preference Shares are non-convertible.
No subsisting default in the redemption of existing preference shares, payment of dividend.	Not Applicable.
Listing	Non-Convertible Non-Cumulative, Non-Participating, Redeemable Preference Shares ("NCRPS") will not be listed at any Stock Exchange.
Current and post issue Preference Shareholding Pattern of the Company	As given below in Annexure II

The Board believes that the issue of NCRPS to the promoter (Lender) of the Company to convert a part of loans into NCRPS to facilitate reduction of the borrowings of the Company is in the interest of the Company and, therefore, recommends the resolution for your approval.

## ITEM NO. 5

As per Section 42 of the Companies Act, 2013 and Rules framed thereunder, a Company shall not make a private placement of securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Members of the Company by a Special Resolution.

With a view to raise further capital to reduce the burden on the Company to service the debt and to raise further capital for the working capital requirements and general corporate purposes, the Board of Directors has approved, subject to the approval of the shareholders, the issue of Redeemable Preference Shares on such terms and conditions and at such time as mentioned in the resolution at Item No. 5 of this Notice.

The Company shall redeem the NCRPS, at par, any time after three years but not later than 20 years, as and when the Board decides the same.

The offer, issue, allotment would be subject to the availability of regulatory approvals, if any. Pursuant to the provisions of the Act, read with Rules made thereunder and in terms of the provisions of the Listing Regulations, other SEBI Regulations and other applicable laws, approval of the members is required for the proposed issue and allotment of NCRPS on a private placement basis. Accordingly, the consent of the shareholders is being sought for issue and allotment of the RPS on a private placement basis as mentioned herein.

The Issue of NCRPS will be governed by the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, the Listing Regulations, the other SEBI Regulations.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and debentures) Rules, 2014.

Name of Proposed Allottee / Class or class of persons to whom allotment is proposed to be made	Promoter/ Promoter Group
Intention of Promoters/ Promoter group, Directors or KMP to subscribe to the Offer	Issue is being subscribed fully by the Promoter/Promoter Group as mentioned in the above column by converting unsecured loan into NCRPS.
% of Subscription by Proposed Allottee	100 %
Size of the issue	Rs. 9,50,00,000 (95,00,000 Preference Shares of Rs. 10 each)
No. of Preference shares	95,00,000 Preference Shares
Nominal value /Price at which allotment is proposed	Rs.10 per preference share
Basis on which the price has been arrived	Issue is AT PAR
Tenure	Not exceeding 20 years from the date of their allotment, as may be decided by the board
Nature of Preference shares	Non-Convertible, Non-Cumulative, Non- Participating, Redeemable Preference Shares ("NCRPS")
Object of the issue	<ol style="list-style-type: none"><li>1. To repay unsecured loans/Inter Corporate Deposits of the Promoter/Promoter Group Companies.</li><li>2. Overall business development and</li><li>3. expansion of the upcoming ventures.</li></ol>

	<ol style="list-style-type: none"> <li>4. To fund its Business requirements.</li> <li>5. Working capital requirements of the Company.</li> <li>6. To invest in marketable securities &amp; subsidiaries companies.</li> <li>7. To grant loans/Inter Corporate Deposits on short term basis.</li> <li>8. To Acquire existing laboratories or</li> <li>9. pathology center &amp; any related business on slump sale basis or outright acquisition.</li> <li>10. General Corporate purpose.</li> <li>11. To incur expenditure on marketing, brand promotion, etc. of the services offered by the Company.</li> </ol>
Manner of issue of shares	Offer on private placement basis to Promoter as specified in the Offer, in such time and manner as may be decided by the Board of Directors.
Offer period	To be determined by the Board or Operation Committee
Terms of Issue	Preference Shares shall rank prior in respect of payment of dividend or redemption amount compared to equity shareholders of The Company and in the event of winding up, preferential right over the equity shareholders in participating of surplus funds, surplus assets and profits of the Company.
Rate of Dividend	9 %
Manner and mode of redemption	To be determined by the Board
Terms of redemption including tenure of redemption, redemption of shares at premium	Redeemable at par in accordance with Section 55 of the Companies Act, 2013 out of profits available for distribution as dividend or out of fresh issue of shares made for the purpose of redemption.
Current equity shareholding pattern	Mentioned below in Annexure I
Expected dilution in equity share capital upon conversion of preference shares	Nil. Since the Redeemable Preference Shares are non-convertible.
No subsisting default in the redemption of existing preference shares, payment of dividend.	Not Applicable.
Listing	Non-Convertible Non-Cumulative, Non- Participating, Redeemable Preference Shares (“NCRPS”) will not be listed at any Stock Exchange.
Current and post issue Preference Shareholding Pattern of the Company	As given below in Annexure II

## Pre and Post Shareholding of preference shares

Sr. No.	Category	Pre-Issue		Allotment of Securities		Post-Issue	
		No. of Preference Shares of	% of Share-holding	No. of Preference Shares of Rs.10each allotted	% of Share Holding	No. of Preference Shares of Rs. 10 each held	% of Share Holding
<b>A</b>	<b>Promoter &amp; Promoter Group Holdings</b>						
1.	Indian Promoters						
	Individual	-	-	-	-	-	-
	Bodies Corporate	-	-	1,50,00,000	100	1,50,00,000	100
	Sub-total	-	-	1,50,00,000	100	1,50,00,000	100
2.	Foreign Promoters	-	-	-	-	-	-
	<b>Sub-Total(A)</b>	-	-	<b>1,50,00,000</b>	<b>100</b>	<b>1,50,00,000</b>	<b>100</b>
<b>B</b>	<b>Non-Promoters Holding</b>						
1.	Resident Indians (Individuals, HUF)	-	-	-	-	-	-
2.	Bodies Corporate	-	-	-	-	-	-
3.	NRI/FI/FII/NRR	-	-	-	-	-	-
4.	Others(Trust)	-	-	-	-	-	-
	<b>Sub-Total(B)</b>	-	-	-	-	-	-
	<b>Total(A+B)</b>			<b>1,50,00,000</b>	<b>100</b>	<b>1,50,00,000</b>	<b>100</b>

Annexure I

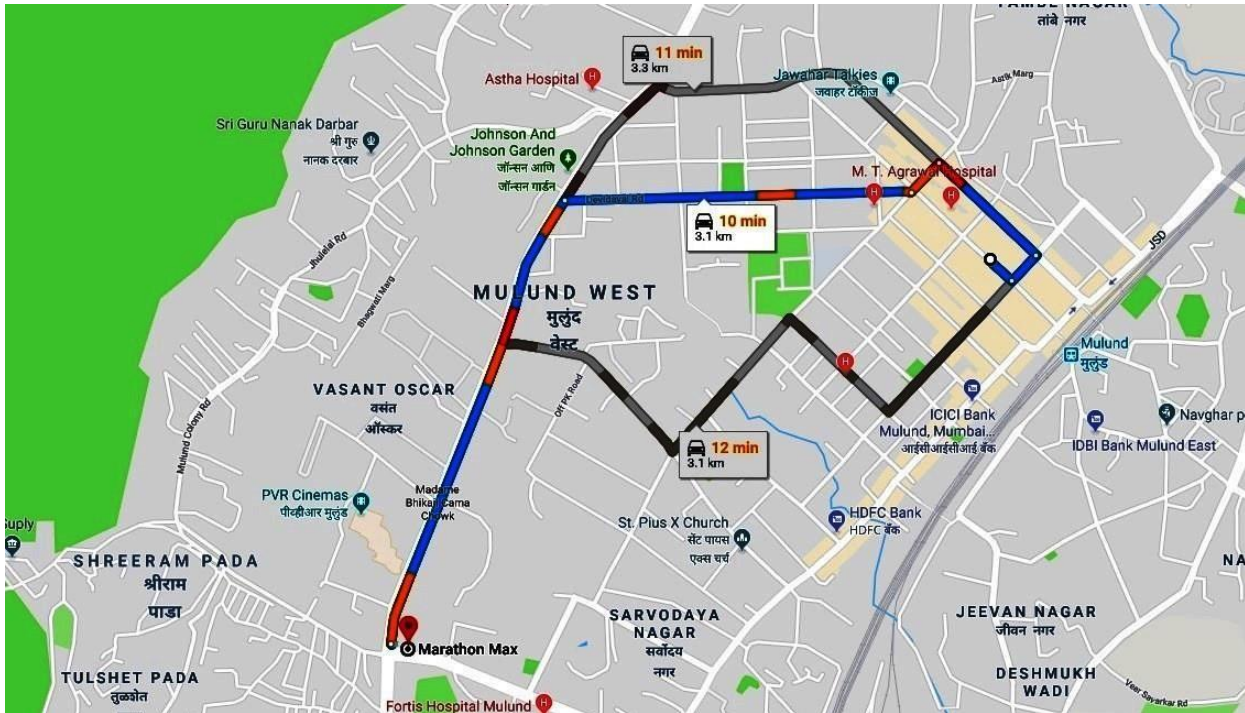
Equity Shareholding Pattern as on 31<sup>st</sup> March, 2018

Sr. No.	Category	No. of Shares held	% of Share
A	Promoters Holding		
1.	Indian		
	Individual	1291000	24.86
	Bodies Corporate	1435800	27.65
2.	Foreign Promoters		
	Sub Total (A)	<b>2726800</b>	<b>52.51</b>
B	Non Promoters Holding:		
1.	Institutional Investors		
2.	Non Institutional	2466200	47.49
	Sub Total (B)	<b>2466200</b>	<b>47.49</b>
	<b>Grand Total (A+B)</b>	<b>5193000</b>	<b>100</b>

None of the Directors and Key Managerial Personnel of the Company, and their relatives are in any way concerned or interested in the said Resolution, except and to the extent of their shareholding in the Company.

The Board of Directors recommends passing of the Special Resolution at Item No. 5 of the Notice.

## ROUTE MAP FOR EGM VENUE



**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 : L85100MH1973PLC289209

**ATTENDANCE SLIP**

**Extra- Ordinary General Meeting - July 31, 2018**

Name	Registered Folio No.	Client ID & DP ID No.	Number of Shares held

I hereby certify that I am a registered shareholder/proxy of registered shareholder of the Company.

I/We hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on **Tuesday, 31<sup>st</sup> July, 2018** at 11.00 a.m. at 608, MARATHON MAX, MULUND GOREGAON LINK ROAD, MULUND (WEST), MUMBAI - 400080 (MAHARASHTRA).

Signature of the Member or the Proxy Attending the Meeting

If Member, please sign here	If Proxy, please sign here

**Note:** Shareholder/proxy holders are requested to bring this attendance Slip to the Meeting and hand over the same at the entrance duly signed.



**ASPIRA PATHLAB & DIAGNOSTICS LIMITED**

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Ghatkopar (West), Mumbai-400086 CIN : L85100MH1973PLC289209

**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)

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			
	Email ID		Signature	

Or failing him/her

1	Name			
	Address			
	Email ID		Signature	

Or failing him/her

1	Name			
	Address			
	Email ID		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extra Ordinary General Meeting** of the Company, to be held on **Tuesday 31<sup>st</sup> July, 2018** 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.	Resolutions	Vote	
		For	Against
1	Increase in authorized share capital of the company		
2.	To Amend The Articles Of Association Of The Company		
3.	To Issue Equity Share Capital On Preferential Basis		
4.	To convert loan into 9% Non-Convertible, Non Cumulative, Non- Participating, Redeemable Preference Shares ("NCRPS")		
5.	To Issue and Offer of Non-Convertible, Non-Cumulative, Non-Participating, Redeemable Preference Shares on a Private Placement basis ("NCRPS")		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

affix Revenue Stamp Re 1/-
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\_\_\_\_\_  
Signature of member(s)

\_\_\_\_\_  
Signature of first Proxy holder

\_\_\_\_\_  
Signature of Second Proxy holder

\_\_\_\_\_  
Signature of third Proxy holder

Notes:

1. The Proxy form, in order to be effective should be completed, duly signed and stamped and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the aforesaid meeting.
2. A proxy need not be member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
4. This is only optional. Please indicate your option by putting an 'X' in the appropriate column against the resolutions indicated. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the matter as he/she thinks appropriate.

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**Form No. MGT-12**

**Ballot Form**

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

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
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:

<b>Resolution No.</b>	<b>Resolutions</b>	<b>No. of shares held by me</b>	<b>Vote</b>	
			<b>For</b>	<b>Against</b>
1.	Increase in authorized share capital of the Company			
2.	To Amend The Articles Of Association Of The Company			
3.	To Issue Equity Share Capital On Preferential Basis			
4.	To convert loan into 9% Non-Convertible, Non-Cumulative, Non- Participating, Redeemable Preference Shares ("NCRPS")			
5.	To Issue and Offer of Non-Convertible, Non-Cumulative, Non-Participating, Redeemable Preference Shares on a Private Placement basis ("NCRPS")			

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 e-voting, there is no need to fill up and sign this form.
3. Please note that the last date for receipt of Ballot Forms by the Scrutinizer is **30<sup>th</sup> July, 2018.**

## INSTRUCTIONS

### **1. General Instructions:**

- a) There will be one Ballot 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 Ballot Form or through remote e-voting. If a member has opted for Physical Ballot, then he/she should not vote by remote e-voting and vice versa. However, in case Shareholders cast their vote through both physical p ballot and remote e-voting, then vote cast through remote e-voting shall prevail and vote cast through Physical Ballot shall be considered as invalid.
- c) Voting in the ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.
- d) The Scrutinizer's decision on the validity of a Ballot/remote e-voting shall be final and binding.

### **2. Instructions for voting physically by Ballot Form:**

- a) A member desirous of exercising his/her Vote by Ballot may complete this Ballot Form and send it to the Scrutinizer, Santoshkumar Pandey, a Practicing Company Secretary, at 13, 1st Floor, New Bansilal Building, Raja Bahadur Mansion, 9-15, Homi Modi Street, Fort, Mumbai-400 023 in the attached self-addressed envelope. Postage will be borne and paid by the Company. Further, any envelopes containing ballot, 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 Ballot 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 Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- f) Members are requested to fill the Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- g) Duly completed Ballot Form should reach the Scrutinizer not later than the close of working hours by 5.00 p.m. on Monday, 30th July, 2018. All Ballot 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 Ballot 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 Ballot Form. They are also requested not to write anything in the Ballot 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 Ballot Forms will be rejected.
- k) The Scrutinizer shall within a period not exceeding two (2) 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:**

- a) In case of members receiving the Ballot Form by Post:
- b) User ID and initial password is provided at the bottom of the Ballot Form.
- c) 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.
- d) 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](http://www.evoting.nsdl.com) can also send your queries/ grievances relating to remote e-voting to the e-mail ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- e) The period for remote e-voting starts on Saturday July 28, 2018 at 9.00 a.m. and ends on Monday, July 30, 2018 at 5.00 p.m.