

Aspira Pathlab & Diagnostics Limited



Untouched by hand
touched by heart

47TH ANNUAL REPORT 2019-2020

India's First
Fully Automated Lab



Aspira Pathlab & Diagnostics Limited

CORPORATE INFORMATION BOARD OF DIRECTORS:

Dr. Haseeb Drabu	Independent Director w.e.f. 27/10/2018 and chairman w.e.f May 18, 2019.
Mr. Avinash Chander Mahajan	Chairman (upto May 18,2019) & Independent Director
Dr. Pankaj J Shah	Managing Director & CEO (CEO w.e.f 13/06/2020)
Mr. Arvind Karsandas Bhanushali	Executive Director
Mrs. Mangala Radha Krishnan Prabhu	Independent Director
Ms. Vandana Sachin Bhansali	Non-executive Non-Independent Director (Resigned as Independent Director w.e.f July 18, 2020)
Dr. Subhash Raghunath Salunke	Independent Director
Dr. Abhay Sadashiv Chowdhary	Independent Director
Mr. Nikunj Mange	Additional Director (w.e.f August 29, 2020)
Mr. Yash Bhanushali	Additional Director (w.e.f August 29, 2020)

Registrar & Share Transfer Agent

Sharex Dynamic (India) Private Limited Unit No.1,
C-101, 247 Park, L.B.S. Marg, Vikharoli (West)
Mumbai 400083. Tel No: 2851 5606/ 5644/ 6338
E-mail Id: support@sharexindia.com

Statutory Auditors

M/s P. Khetan & Co.
Chartered Accountants

Bankers:

Bank of Baroda
HDFC Bank

Listing

BSE Limited

Compliance Officer & Company Secretary

Mamta Mav

Chief Financial Officer

Balakrishna Talawadekar (Resigned w.e.f. May 18, 2019)
Prahlad Bhanushali (w.e.f. May 19, 2019)

Registered Office :

Flat No. 2, R.D.Shah Building, Shraddanand Road,
Opp. Ghatkopar Railway Station, Ghatkopar (west),
Mumbai -400086, INDIA
Phone: 022 - 71975756/5656
E-Mail: info@aspiradiagnostics.com

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 47th ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF ASPIRA PATHLAB & DIAGNOSTICS LIMITED (“COMPANY”) will be held on Tuesday, September 29, 2020 at 2.00 P.M through video conferencing /other audio visual means (“vc/oavm”) facility to transact the following businesses.

The proceedings of AGM shall be deemed to be conducted at the Registered Office of the Company at R.D. Shah Building, Shraddanand Road, opposite Ghatkopar Railway Station, Ghatkopar West, 400 086 which shall be deemed venue of the AGM.

ORDINARY BUSINESS

1. To receive, consider and adopt audited financial statements of the Company for the financial year ended **March 31, 2020** together with the reports of the Board of Directors and Auditors thereon.
2. To appoint Shri. Arvind Bhatnushali, who retires by rotation as a Director, and being eligible, offers himself for re- appointment.
3. Ratification of Appointment of Statutory Auditor

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

“RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) the company hereby ratifies the appointment of M/S. P Khetan & Co. Chartered Accountants, (Firm Registration No. – 327386E) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 48th Annual General Meeting to be held in the year 2021 to examine and audit the accounts of the

Company for the financial year 2020-21, at a Remuneration of Rs. 2,50,000/- (Rupees Two lakhs Fifty Thousand), in addition to the re-imbusement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit.

SPECIAL BUSINESS

4. Appointment of Mr. Nikunj Mange as a Director

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Nikunj Mange (DIN: 08489442), who was appointed by the Board of Directors as an Additional Executive Director of the Company, with effect from August 29, 2020 under section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, being so eligible, be appointed as Executive Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company, be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

5. Appointment of Mr. Yash Bhanushali as a Director

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 152 and all other applicable provisions if any, of the Companies Act, 2013 the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Yash Bhanushali (DIN: 07208017), who was appointed by the Board of Directors as an Additional Executive Director of the Company, with effect from August 29, 2020 under section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Executive Director of the Company, being so eligible, be appointed as a Director of the Company, liable to retire by rotation.”

“**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company, be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

6. Re-appointment of Mrs. Mangala Prabhu (DIN: 06450659) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Mangala Prabhu (DIN: 06450659) , who was appointed as an Independent Director of the Company for a term of five years from September 28, 2015 , by the members at the 42nd Annual General Meeting, , be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from September 28, 2020 up to September 27 , 2025 not liable to retire by rotation.”

“**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company, be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

7. To approve the 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: (i) the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (Act), read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force); and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company; (ii) the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”); (iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, to the extent applicable, and provisions of the Foreign Exchange Management Act, 1999 including

any modification(s) or re-enactment(s) thereof, for the time being in force, and any other rules / regulations/ guidelines. if any, prescribed by the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), stock exchanges and/or any other statutory / regulatory authority; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s). permission(s). and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot 10,00,000 (Ten Lakh) fully paid-up equity shares of the Company of the face value of Rs. 10 (Rupees Ten only) each (“Equity Shares”), for cash, at a price of Rs. 30/- (Rupees Thirty) per Equity Share (including premium of Rs. 20 per Equity Share) for an aggregate consideration of Rs. 3,00,00,000/- (Rupees Three Crores), not being less than the price determined in accordance with the provisions of Chapter V of the ICDR Regulations and Companies Act, 2013 by way of preferential allotment to :

Sr. No.	Name	Amount in Lakhs	No. of Shares
1.	Glorious Holdings Pvt Ltd	1,50,00,000	500000
2.	Vincent Commercial Co. Ltd	1,50,00,000	500000
	Total	3,00,00,000	10,00,000

“**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the ICDR Regulations, the “Relevant Date” for the purpose of determination of minimum price of the Equity Shares to be issued and allotted as stated above shall be August 29, 2020 (“Relevant Date”) being the date falling 30 (thirty) days prior to the date of this Annual General Meeting being held on September 29, 2020 to approve the preferential issuance and allotment of Equity Shares.”

“**RESOLVED FURTHER THAT** the allotment of the Equity Shares to the Subscriber shall be on such terms and conditions as may be determined by the Board including in accordance with the Companies Act, 2013 and the ICDR Regulations including but not limited to the following:

- The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing of this special resolution provided that where the allotment of Equity Shares is subject to receipt of any approval(s) or permissions(s) from the Applicable Regulatory Authorities, the allotment shall be completed within 15 (fifteen) days from the date of receipt of last such approval(s) or permission(s).
- The Equity Shares allotted to the Subscriber shall be in dematerialised form.
- The Equity Shares allotted to the Subscriber shall, subject to receipt of necessary approvals for listing and trading, be listed and traded on the BSE limited.
- The Equity Shares being allotted to the Subscribers shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing fully paid up equity shares of the Company of the face value of Rs. 10 (Rupees Ten only) in all respects, including dividend and voting rights.
- The Equity Shares allotted to the Subscriber shall remain locked-in from the date of trading approval

granted for the Equity Shares for such periods as specified under the provisions of Chapter V of the ICDR Regulations.

- f) The Equity Shares shall be allotted to the Subscribers for consideration to be received in cash.
- g) The number of equity shares so offered, issued and allotted to the Subscriber shall not exceed the number of equity shares as approved hereinabove.”

“**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from the Statutory Auditors, being a Practicing Chartered Accountant certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

“**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act 2013, the name of the Subscribers has been recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be hereby issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares and consent of the members of the Company is hereby accorded for issuance of the same to the Subscriber.”

“**RESOLVED FURTHER THAT** the monies received by the Company from the Subscriber for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act, 2013.’

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforementioned resolutions and for the purpose of issue and allotment of the Equity Shares and listing thereof with the Stock Exchange(s), the Board be and is hereby authorized to take all actions and do all

deeds, matters and things as it may deem necessary, desirable or expedient and to resolve and settle all questions and difficulties that may arise, and effect any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their consent or approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive:

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforementioned resolutions, the Board be and is hereby authorized to engage and appoint merchant banker, registrar, bankers and other consultants and advisors, and their remuneration shall be decided by the Board.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue, allotment of the Equity Shares, any one of the Directors or KMPs or the Company be and are hereby severally authorized to do such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance, trading and listing of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company

without being required to seek any further consent or approval of the members or otherwise.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.

8. Ratification of Item No. 7 of Explanatory Statements given in 46th Annual General Meeting

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

“**RESOLVED THAT** in partial modification to the disclosure given under item No. 7 in explanatory statement of notice of 46th Annual General Meeting of the Company held on 21st September, 2019, the consent of the members of the Company be and is hereby accorded to the Company to insert and ratify the following disclosure in the explanatory statements attached to notice of 46th AGM.

“None of the promoter or Director of the Company is a willful defaulter.”

RESOLVED FURTHER THAT notwithstanding the aforesaid partial modification all actions and decisions taken till date under the resolution of the member passed on 21st September, 2019, shall be valid and in order.”

FOR ASPIRA PATHLAB & DIAGNOSTICS LIMITED

Sd/-

Mamta Mav
Company Secretary

Place : Mumbai

Date :- 29/08/2020

NOTES FOR MEMBERS:

1. In compliance with the provisions of the Ministry of Corporate Affairs (“MCA”) General Circular No. 20/2020 dated 5th May, 2020 read together with MCA General Circular Nos. 14 & 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively, and Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the Company will be conducting this Annual General Meeting (“AGM” or “Meeting”) through Video Conferencing/Other Audio Visual Means (“VC” / “OAVM”).

National Securities Depository Limited shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.

2. In view of the massive outbreak of the COVID-19 pandemic, social distancing has to be a pre-requisite. Pursuant to the above mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM pursuant to the applicable MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act will be available for inspection on the Company’s website at www.aspiradiagnostics.com . Any Member who may desire to inspect such documents shall write from

their registered email ID along with their respective Client ID and DP ID/Folio No. by e-mail to the Company on info@aspiradiagnostics.com

5. Members holding shares in the dematerialize form are requested to register/update their e-mail address with the concerned Depository Participant. Members holding shares in physical form are requested to register/update their e-mail address with the Registrar and Share Transfer Agent of the Company. Alternatively, Members may intimate the e-mail address along with their respective Client ID and DP ID/Folio No. by letter / e-mail to the Company on info@aspiradiagnostics.com.
6. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutiniser at e-mail ID pandeyk2004@yahoo.co.in with a copy marked to evoting@nsdl.co.in and to the Company at info@aspiradiagnostics.com, authorising its representative(s) to attend and vote through VC/ OAVM on their behalf at the Meeting, pursuant to Section 113 of the Act.
7. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with above mentioned MCA and SEBI Circulars, the AGM of the Company is being conducted through VC/OAVM.

In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held

through VC/OAVM, the Route Map is not annexed to this Notice.

8. The Explanatory Statement as required under section 102 of the Companies Act, 2013, in respect of special business is annexed hereto. Further, additional information with respect to Item No. 4 is also annexed hereto.
9. Members desirous of obtaining any information with regards to accounts and operations of the Company are requested to write to the Company at least one week before the AGM to enable the Company to make available the required information at the AGM. The same will be replied by the Company suitably.
10. Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April 2018, members whose ledger folios have incomplete details with respect to PAN and/or Bank particulars are mandatorily required to furnish these details to the Company/RTA for registration in the folio. You are requested to kindly update your PAN and/ or Complete Bank details so that the investments held by you are in compliance with the aforementioned circular. Form for furnishing PAN and Bank details are available on our website www.aspiradiagnostics.com
11. M/s. Sharex Dynamics (India) Pvt. Ltd ("Sharex") having office at C-101, 247 Park, L.B.S. Marg, Vikharoli (West) Mumbai 400083 is the Registrar and Share Transfer Agent (STA) of the Company. All communications in respect of share transfers and change in the address of the members may be communicated to them.
12. **BOOK CLOSURE:** The Register of Members and Share Transfer Books of the Company in respect of Equity Shares will be closed from Day September 23, 2020 to September 29, 2020. (both days inclusive) for the purpose of AGM.
13. **NOMINATION:** Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Act. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Registrar and Share Transfer Agent at the above mentioned address. Members holding shares in

electronic form may contact their respective Depository Participants for availing this facility.

14. TRANSFER OF SHARES PERMITTED IN DEMAT FORM

ONLY: As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of transmission or transposition of securities. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, Members are advised to dematerialise their shares held in physical form.

Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the Registrar & Share Transfer Agent to seek guidance in the demat procedure. Members may also visit web site of depositories viz. National Securities Depository Limited viz. <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited viz. <https://www.cdslindia.com/investors/open-demat.html> for further understanding of the demat procedure. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website www.aspiradiagnostics.com

15. ELECTRONIC DISPATCH OF NOTICE AND ANNUAL

REPORT: In accordance with the MCA General Circular No. 20/2020 dated 5th May, 2020 and SEBI Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, in view of the prevailing situation and owing to the difficulties involved in dispatching physical copies of the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended 31st March, 2020 pursuant to section 136 of the Act and Notice calling the Annual General Meeting pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/ Sharex or the Depository Participant(s). The Company will not

be dispatching physical copies of such statements and Notice of AGM to any Member.

Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Registrar & Share Transfer Agent by following due procedure.

A copy of the Notice of this AGM along with Annual Report for the Financial Year 2019-2020 is available on the website of the Company at www.aspiradiagnostics.com, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>.

16. In case of joint holders, the members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
17. Additional information pursuant to Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2), in respect of the Directors seeking re-appointment at the AGM is furnished as Annexure to the Notice.
18. Members are requested to:
 - a) intimate to Sharex, changes, if any, in their registered addresses including pin code, bank mandate etc. at an early date, in case of Shares held in physical form;
 - b) intimate to the respective Depository Participant, changes, if any, in their registered addresses including pin code, bank mandate etc. at an early date, in case of Shares held in dematerialised form;
 - c) quote their folio numbers/Client ID/DP ID in all correspondence;
 - d) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names; and
 - e) register their PAN with their Depository Participants, in case of Shares held in dematerialised form and Sharex/

Company, in case of Shares held in physical form, as directed by SEBI.

19. SCRUTINISER FOR E-VOTING: Mr. Santoshkumar K. Pandey, Practicing Company Secretary (Membership No. ACS 8546) and/or failing him Ms. Sajedabanu Patel or Ms. Pooja Jobanputra an Independent Professional has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

20. SUBMISSION OF QUESTIONS/QUERIES PRIOR TO AGM: For ease of conduct of AGM, members who wish to ask questions/express their views on the items of the businesses to be transacted at the meeting are requested to write to the Company's investor email-id Info@aspiradiagnostics.com, at least 48 hours before the time fixed for the AGM mentioning their name, demat account no./folio number, email ID, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.

21. Voting through remote E-VOTING

The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 46th Annual General Meeting. The Company has engaged the services of **National Securities Depository Limited** to provide remote e- voting facility. (Remote e-voting means the facility to cast votes by a Member using electronic voting system from a place other than the venue of the AGM).

The Members whose names appear in the Register of Members / List of Beneficial Owners as on September 14, 2019 (cut-off date), are entitled to vote on the resolutions set forth in this Notice.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

The remote e-voting period will commence on Saturday September 26, 2020 (09:00 hrs) and will end on Monday, September 28, 2020 (17:00 hrs). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.

The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

22. PROCESS FOR REMOTE E-VOTING:

A. Members are requested to follow the instructions below to cast their vote through Remote e-voting: Step 1:

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

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL

eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat(NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 113948 then user ID is 113948001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based log-in for casting the vote on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-voting will open

Step 2:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

B. Instructions for Members for Attending the AGM through VC / OAVM are as under:

1. Members will be able to attend the AGM through VC /

OAVM or view the live webcast of AGM provided by NSDL at [https:// www.evoting.nsd.com](https://www.evoting.nsd.com) by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and 15 minutes after schedule time of the commencement of meeting by following procedure mentioned in instructions notes of the notice
3. Participation of members holding 2% or more shareholding, promoters, directors, KMP's, the Chairperson of the Audit Committee, Nomination and Remuneration Committee, Stakeholders and Relationship Committee and Auditors is not restricted on first come first serve basis.
4. Members who would like to express their views or ask questions during AGM may register themselves as a speaker by sending their request from their registered email ID mentioning their name, DP ID and Client ID/ Folio no., PAN, mobile no., at info@aspiradiagnostics.com at least one week before AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
5. Members are requested to join the Meeting through Laptops for better experience.
6. Further, Member are requested to allow Camera and use High-speed Internet to avoid disturbances during the Meeting.
7. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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

As required by section 102 of the Companies Act, 2013, the following explanatory statements sets out all material facts relating to the business mentioned under Item Nos. 4 and 5 of the accompanying notices:

Item No. 3

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

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

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

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

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

Item No. 4

Mr. Nikunj Mange (DIN: 08489442) on the recommendation of the Nomination, Remuneration and Compensation Committee was appointed as an Additional Executive Director by the Board of Directors of the Company on August 29, 2020 to hold office as Director till the date of the ensuing Annual General Meeting pursuant to Section 161 of the Companies Act 2013 and the Articles of Association of the Company.

Mr. Nikunj Mange has done Bachelor of Engineering in Computer Science, University of Mumbai, India. He is Master's student from The University of Texas at Arlington and over 6+ years of experience in the Software industry i.e. Experience in Analysis, Design, Development, Management, and Implementation of various stand-alone, Intranets, Client-Server and Web Based Software applications using Microsoft Technologies including primary skills ASP.NET 3.5/4.5, Ajax, C#.NET, Java Script, Web services, HTML, XML, Database queries, Stored Procedures, Views, Functions, SQL server tuning, and Triggers Using SQL 2012. He also has Comprehensive knowledge in the algorithm, data structures, Object-Oriented Analysis and Design, MVC architecture.

He has worked for USA based company target base. Target base is a marketing firm that provides 360 services. He has also worked for Honda Project as technical head.

The Company has received from Mr. Nikunj, his consent in writing to act as a Director and a declaration to the effect that he is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013.

The consent letter and relevant disclosures in accordance to the Companies Act, 2013 received from Mr. Nikunj will be available for inspection by the Members on the website of the Company at www.Aspiradiagnostics.com from the date of dispatch of this Notice till the date of the ensuing Annual General Meeting.

Brief profile of Mr. Nikunj is annexed to this Notice. The Board accordingly recommends the Ordinary Resolution set out in Item no.4 of the accompanying Notice for the approval of the Members.

None of the Directors and other Key Managerial Personnel of the Company including their relatives, except Mr. Nikunj and Mr. Arvind Bhanushali (Uncle of Mr. Nikunj) are concerned or interested, financially or otherwise in the said Resolution.

Item No. 5

Mr. Yash Bhanushali (DIN: 07208017) on the recommendation of the Nomination, Remuneration and Compensation Committee was appointed as an Additional Executive Director by the Board of Directors of the Company on August 29, 2020 to hold office as Director till the date of the ensuing Annual General Meeting pursuant to Section 161 of the Companies Act 2013 and the Articles of Association of the Company.

Mr. Yash Bhanushali has done BMS from Mumbai University. He has appointed in Aspira Pathlab & Diagnostics Limited as Business Development Manager and re-designated as president of the Aspira Pathlab & Diagnostics Limited. He has experience of Marketing in pathology and Diagnostics industry.

The Company has received from Mr. Yash, his consent in writing to act as a Director and a declaration to the effect that he is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013.

The consent letter and relevant disclosures in accordance to the Companies Act, 2013 received from Mr. Yash will be available for inspection by the Members on the website of the Company at www.Aspiradiagnostics.com from the date of dispatch of this Notice till the date of the ensuing Annual General Meeting.

Brief profile of Mr. Yash is annexed to this Notice. The Board accordingly recommends the Ordinary Resolution set out in Item no. 5 of the accompanying Notice for the approval of the Members.

None of the Directors and other Key Managerial Personnel of the Company including their relatives, except Mr. Yash and Mr. Arvind Bhanushali (Father of Mr. Yash) are concerned or interested, financially or otherwise in the said Resolution.

Item No. 6

Mrs. Mangala Prabhu (DIN: 06450659) was appointed as a Director in terms of Section 149 and other applicable provisions of the Companies Act, 2013, by the members of the Company at the 42nd Annual General Meeting and approved the appointment of Mrs. Mangala Prabhu, as an Independent Director of the Company for a period of 5 years up to September 27, 2020.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Mrs. Mangala Prabhu, that, she is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and his consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mrs. Mangala Prabhu, as an Independent Director of the Company commencing from September 28, 2020 up to September 27, 2025 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. she is not liable to retire by rotation.

In the opinion of the Board, Mrs. Mangala Prabhu, fulfills the conditions for her re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mrs. Mangala Prabhu, the Board of Directors at its meeting held on August 29, 2020 approved the continuance of office of Mrs. Mangala Prabhu as mentioned in the resolution.

Brief Profile of Mrs. Mangala Prabhu :

Experienced banking professional with 41 years of experience working at Union Bank of India (Nov 1976 - Apr 2015) across multiple roles spanning corporate credit, foreign exchange, HR and branch banking. Instrumental in formation of business

restructuring process of verticalisation of entire credit portfolio of the bank along with The Boston Consulting Group (BCG). Led the Large corporate credit portfolio as General Manager in Union Bank of India in Mumbai for 3 years. Extensive experience in entire value chain of large value credit proposals. Working as financial consultant (Director) with Ladderup Finance Limited advising clients in mid /large corporate sector.

Mrs. Mangala Prabhu does not hold any shares of Aspira Pathlab & Diagnostics Limited. She is not related to any other Directors/KMPs of the Company. She is the Chairperson of Audit Committee and member of Nomination & Remuneration Committee and Stakeholder Relationship Committee of the Company.

The Nomination & Remuneration Committee and the Board evaluated the performance of Mrs. Mangala Prabhu, rated her satisfactory on all parameters and recommended her re-appointment.

Copy of the draft letter for re-appointment of Mrs. Mangala Prabhu as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

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

Accordingly, the Board commends the Special Resolution as set out in item No. 6 of the accompanying notice.

Item No. 7

TO APPROVE THE ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS

In view of the future outlook of the Company, its growth targets and prospects, the Company requires additional funding to inter alia augment its long term resources including for servicing and/ or repayment of indebtedness, capital expenditure of the Company for various purposes, including but not limited to fund their business growth, capital adequacy, business purposes and for general corporate purposes as per Company's growth and business related plans from time to time.

The Board has approved the creation, offer, issue and allotment of 10,00,000 (Ten Lakh) Equity Shares at a price of Rs. 30 /- (Rupees Thirty) per Equity Share including a premium of Rs. 20/- (Rupees Twenty only) per Equity Share for an aggregate consideration of Rs. 3,00,00,000/- (Rupees Three Crore only), by way of Preferential Allotment to the Proposed Allottees pursuant to its resolution dated 29th August, 2020.

The special resolution as mentioned under item no. 5 proposes to authorize the Board to issue and allot 10,00,000 (Ten Lakh) Equity Shares at a price of Rs. 30 /- (Rupees Thirty) per Equity Share including a premium of Rs. 20/- (Rupees Twenty only) per Equity Share, in accordance with the pricing guidelines, in such manner and on such terms of conditions as prescribed under the SEBI ICDR Regulations, aggregating to an amount of Rs. 3,00,00,000/- (Rupees Three Crore only) and in compliance with Sections 23, 42, 62(1) (c) and other applicable provisions of the Companies Act and relevant rules made thereunder, including, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

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

Sr.No.	Name	Amount in Lakhs	No. of Shares
1.	Glorious Holdings Pvt Ltd	1,50,00,000	500000
2.	Vincent Commercial Co. Ltd	1,50,00,000	500000
	Total	3,00,00,000	10,00,000

(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 August 29, 2020.

Disclosure that is required to be made pursuant to Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163 of the ICDR Regulations are given below:

1. Object of the Preferential Issue:

The proceeds of the Preferential Allotment are proposed to be used by the Company for various purposes, to inter alia augment its long term resources including for servicing and/ or repayment of indebtedness, capital expenditure of the Company for various purposes, including but not limited to fund their business growth, capital adequacy, business purposes and for general corporate purposes as per Company's and growth and business related plans from time to time.

2. The total number of equity shares to be issued:

The proposed resolution authorises the Board to issue and allot in aggregate 10,00,000 (Ten lakhs) Equity Shares, in the manner approved by the Board, subject to other approvals from Applicable Regulatory Authorities.

3. 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.

4. 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 August 29, 2020 ("Relevant Date") (i.e. 30 days prior to the date of proposed AGM which is September 29, 2020 to approve the proposed preferential issue).

5. Price or price band at / within which the allotment is proposed:

The preferential allotment of 10,00,000 (Ten Lakhs) Equity Shares of the face value of Rs. 10/- (Rupees Ten) each at an Issue Price of Rs. 30/- (Rupees Thirty) which is higher than the minimum price in compliance with the relevant provisions of Chapter V of SEBI (ICDR) Regulations.

6. 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. 30/- per equity share is determined based on the valuation report received from the registered Valuer.

7. The class or classes of persons to whom the allotment is proposed to be made.

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

8. Payment:

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

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

None of the Promoters/ Promoter Group/ Directors/ Key Management Person of the Company intends to subscribe to the Preferential Allotment.

10. Shareholding Pattern before and after the Proposed Equity Shares on Preferential issue:

	Category	PRE ISSUE*		Allotment of Securities		POST ISSUE (Assuming full allotment of 10,00,000 equity shares)	
		No. of Shares Held	% Share Holding	No. of Shares Held	% Share Holding	No. of Shares Held	% Share Holding
A.	Promoters' holding :						
1.	Indian						
	Individual	2295595	24.70	0	0	2295595	22.30
	Bodies Corporate	1435800	15.45	0	0	1435800	13.95
	Sub Total	3731395	40.15	0	0	3731395	36.25
2.	Foreign Promoters	0	0	0	0	0	0
	Sub Total (A)	3731395	40.15	0	0	3731395	36.25
B.	Non-Promoters' holding :						
1.	Institutional Investors	0	0	0	0	0	0
2.	Non-Institution Investors						
	Private Corporate Bodies	1402445	15.09	1000000	100	2402445	23.34
	Directors and Relatives	0	0	0	0	0	0
	Indian Public	4159160	44.76	0	0	4159160	40.41
	Others (Including NRIs)			0	0		
	Sub Total (B)	5561605	59.85	1000000	100.00	6561605	63.75
	GRAND TOTAL (A+B)	9293000	100.00	1000000	100.00	10293000	100.00

* As on June 30, 2020.

11. 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	Category	Identity of the ultimate Beneficial Owners*	Pre-issue holding (as of 30 th June, 2020)		No. of Equity Shares proposed to be Issued and Allotted	Post – issue holding (Assuming Full allotment of 1000000 Equity Shares)	
				No. of Equity shares	% of holding		No. of Equity shares	% of holding
1.	Glorious Holdings Pvt Ltd	Non – Promoter	Rakesh Madhav Pandey & Sunil Paragouda Nerli	550000	5.92	500000	10,50,000	10.20
2.	Vincent Commercial Co Ltd	Non – Promoter	Not applicable as it is a listed at The Calcutta Stock Exchange Ltd (CSE)	550000	5.92	500000	10,50,000	10.20

12. Proposed time within which allotment shall be completed:

The allotment of Equity Shares is proposed to be completed within a maximum period of 15 (fifteen) days from the date of passing of this resolution or where the approval of any Applicable Regulatory Authority is pending or required, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.

13. 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 2020-21.

14. Consequential Changes in the Voting Rights:

Voting Rights will change in tandem with the shareholding pattern.

15. Lock-in:

The aforesaid allotment of Equity Shares shall be subject to lock-in as per Regulation 167 (1) of the ICDR Regulations. 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 as specified under Regulation 167(6) of the ICDR Regulations.

16. 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.

17. Valuation for consideration other than cash, if any :

The proposed allotment of shares is for consideration in cash.

18. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable since the allotment proposed is for consideration in cash.

19. Listing

The Company will make an application to the Stock Exchanges for listing of the allotment of shares. Such allotment of shares, once allotted, shall rank pari passu with the existing Equity Shares of the Company in all respect, including dividend and voting rights.

20. 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, 2018, 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, 2018, the equity shares shall continue to be locked-in till the time such amount is paid by the allottees.

21. 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 ICDR Regulations, for Preferential Issue, will be available for inspection during the Annual General Meeting

22. Other Disclosures:

- a) None of the promoter or Director of the Company is a willful defaulter
- b) The proposed allottees has not sold or transferred any Equity Shares of the Company during the (6) six months preceding the Relevant Date.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are in any way, concerned or interested in the aforesaid special resolution, save and except to the extent of their directorship/ shareholding, if any. .

The Board of Directors believes that the proposed issue of allotment of share is in the best interest of the Company and its shareholders. Your Directors recommend the Special Resolution for the approval of Members.

Item No. 8

The members of the Company at its 46th Annual General Meeting held on 21st September, 2020 passed a special resolution under Section 23, 42 and 62 (1) (c) and all other applicable provisions, if any of the Companies Act, 2013, the Company has taken approval for issue and allotment of equity shares on a preferential basis.

In this regard BSE Limited has asked for the undertaking that the following disclosure shall be placed before the members for the ratification which was not disclosed earlier. i.e.

"None of the promoter or Director of the Company is a willful defaulter."

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are in any way, concerned or interested in the aforesaid special resolution, save and except to the extent of their directorship/ shareholding, if any.

The Board of Directors recommends passing of Special Resolution for approval of the members, as set out in Item No. 8 here in above.

Additional Information of Directors recommended for appointment/re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

Name of Director	Mr. Arvind Bhanushali	Mr. Nikunj Mange	Mr. Yash Bhanushali	Mrs. Mangala Prabhu
Date of birth / Age	20th April, 1963/ 54 years	27th August, 1990 30 years	21st December, 1995 25 years	15th April, 1955 65 years
Qualification	B.com	B.E in Computer Science, Master's student from The University of Texas at Arlington	BMS from Mumbai University	M.Com, L.L.B and CAIIB.
Expertise in specific functional areas	Finance, banking, Corporate re-structuring, capital market	6+ years of experience in the Software industry	Digital Marketing including website and social media	corporate credit, foreign exchange, HR and branch banking.
Date of appointment on the Board	30/05/2016	29/08/2020	29/08/2020	28/09/2015
Terms and conditions of appointment/re-appointment	Appointed as executive director, liable to Retire by rotation.	Appointed as additional Executive Director, liable to Retire by rotation.	Appointed as additional Executive Director, liable to Retire by rotation.	Re-appointment in terms of Section 149 of the Companies Act 2013 and SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 as Independent Director for a period of 5 years.
Remuneration sought to be paid	Nil	Rs. 15,00,000 p.a.	Rs. 12,00,000 p.a.	She is entitled for receiving sitting fees
Details of last drawn remuneration	Nil	Not Applicable	Not Applicable	Sitting fees of Rs. 53,000/- paid for FY 2019-20
Directorship held in other Companies	<ul style="list-style-type: none"> • Yash-Raj Diagnostics Pvt. Ltd • Yashraj Biotechnology Limited • CFM Advisors Private Limited • CFM Asset Reconstruction Private Limited • Aspira Diagnostics Private Limited • Chartered Finance Management Limited 	Nil	Nil	<ul style="list-style-type: none"> • Siyaram Silk Mills Limited • Ladderup Finance Limited • Bharat Oman Refineries Ltd • Star Agri infrastructure Private Limited • Star Agri warehousing And Collateral Management Limited • Anand Housing Finance Private Limited • Star agri Finance Limited • Upwards Capital Private Limited • Fort Finance Limited

Chairmanship/ Membership in committees of other boards	<ul style="list-style-type: none"> Chairman of Yashraj Biotechnology Limited Member of Audit Committee of Yashraj Biotechnology Limited 	Nil	Nil	<ul style="list-style-type: none"> Chairperson of Audit Committee of Star agri Finance Limited Member of Audit Committee of Siyaram Silk Mills Limited Member of Audit Committee of Bharat Oman Refineries Ltd Member of Audit Committee of Star Agri warehousing And Collateral Management Limited
Shareholding in the Company	9.52%	Nil	Nil	Nil
Relationship with other Directors/ KMP of the Company	Father of Mr. Yash Bhanushali and uncle of Mr. Nikunj Mange	Nephew of Mr. Arvind Bhanushali	Son of Mr. Arvind Bhanushali	None
Number of meetings of the Board attended during the financial year 2019-20.	6	Not Applicable	Not Applicable	3

Board's Report

Dear Members,

Your Directors have pleasure in presenting 47th Annual Report on the Business and operations of the Company together with the Audited Statement of Accounts for the year ended **March 31,2020**.

FINANCIAL RESULTS

The financial performance of your Company for the year ended March 31, 2020 is summarized below:

Particulars	Rs. In Lakhs	
	2019-20	2018-19
Revenue from operations	841.63	763.71
Other Income	28.79	25.32
Total Income	870.44	789.03
Total Expenses	129.16	1307.31
Profit/(Loss)Before Tax	(421.17)	(518.28)
Tax	2.89	0.01
Current Tax	-	-
Deferred Tax	-	-
Net Profit /(Loss) After Tax	(424.06)	(518.29)

FINANCIAL PERFORMANCE

During the year under review the total income of the Company is Rs. 870.44 lakhs as compared to Rs. 789.03 in previous year and loss Reduced to Rs. 424.06 lakhs as compared to Rs. 518.29 lakhs in last year. As the Company has started its pathology business since last four years only, it will take time to break even and earn profit. The Company has set up state of art facility for diagnostic centre, which requires heavy capital & working expenditure, whereas its area of operation is limited to Mumbai & Thane, hence loss has increased. Company will be expanding its area of operation & conducting more test which will generate more revenue leading to more cash profit.

DIVIDEND:

Your directors do not recommend any dividend in the absence of distributable surplus.

TRANSFER TO RESERVE:

During the year under review, no amount has been transferred to the General Reserve of the Company.

SHARE CAPITAL

During the Financial Year 2019-20, the paid up equity share capital of the Company has been increased from Rs. 8,19,30,000 to Rs. 9,29,30,000 pursuant to allotment of 11,00,000 equity shares of Rs. 10 each through preferential issue.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report, as required under Regulation 34 of the Listing Regulations, forms part of the Annual Report is attached herewith marked as Annexure - I.

SUBSIDIARY/JOINT VENTURES/ASSOCIATES COMPANIES:

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

PUBLIC DEPOSITS:

During the Financial Year 2019-20, The Company has not accepted any deposits within the purview of Section 76 of the Companies Act, 2013, read with the Companies (Acceptance of Deposit) Rule, 2014, during the year under review.

PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTY:

All transactions with related parties were reviewed and approved by the Audit Committee.

All related party transactions entered into during FY 2019-20 were on an arm's length basis and in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations. Further, there were no transactions with related parties which qualify as material transactions under the Listing Regulations. The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board is available on the Company's website.

There are no transactions to be reported in Form AOC-2.

PARTICULARS OF LOANS, INVESTMENT AND GUARANTEES BY THE COMPANY:

Particulars of Investment made/loan given under section 186 of the Companies Act, 2013 are provided in the financial statement.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Internal Financial Controls with reference to financial

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

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

The impact of COVID-19 on the Financial Statements of the Company, has been given in the Notes to Financial Statements for the year ended 31st March, 2020. The Indian Council of Medical Research (ICMR) has given permission to the Company for performing rapid antigen test results. The Company has also tied up for COVID-19 testing with ICMR approved lab for sending samples for COVID-19 testing. Due to getting approval for performing rapid antigen test results, the Company have witnessed growth in turnover.

PARTICULARS OF EMPLOYEES

The information required in terms of Section 197 (12) of the Companies Act, 2013, read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 for the year ended March 31, 2019 is provided as Annexure II to this Report.

DIRECTORS

As on March 31, 2020 the Board of Directors of your Company comprises of 8 (Eight) Directors, of which 6 (six) are Non-Executive Independent Directors & 2 (Two) are Executive Directors. The constitution of the Board of the Company is in accordance with Section 149(6) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

a) RETIREMENT BY ROTATION AND SUBSEQUENT RE-APPOINTMENT

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. Arvind Bhanushali, (DIN:00011903) Executive Director of the Company, is liable to retire by

rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

The aforesaid re-appointment, with a brief profile and other related information of Mr. Arvind Bhanushali, forms part of the Notice convening the ensuing Annual General Meeting and the Directors recommend the same for your approval.

b) APPOINTMENT AND RESIGNATION OF DIRECTORS

Dr. Pankaj Shah, was re-appointed as Managing Director of the Company in 46th Annual General meeting for the period of three years from August 01, 2019 to July 31, 2022.

Ms. Vandana Bhansali, was re-appointed as Independent Director of the Company in 46th Annual General meeting for five consecutive years w.e.f September 26, 2019 up to September 25, 2024. However as she was appointed as employee by the Promoter Company i.e. Yashraj Biotechnology Limited, So to avoid conflict of Interest Ms. Vandana Bhansali resigned as Independent Director and re-designated as non- executive Director of the Company.

Mr. Yash Bhanushali and Mr. Nikunj Mange was appointed as additional executive Director of the Company w.e.f August 29, 2020.

c) INDEPENDENT DIRECTORS

In accordance with Section 149(7) of the Act, each Independent Director has given a written declaration to the Company confirming that he/she meets the criteria of independence as mentioned under Section 149(6) of the Act and the Listing Regulations.

d) KEY MANAGERIAL PERSONNEL (KMP)

Pursuant to the provisions of Section 2(51) and Section 203 of the Act, following are the KMP of the Company.

1. Dr. Pankaj Shah, Managing Director
2. Mr. Ravindra Desai – CEO (w.e.f November 06, 2019 and resigned on April 19, 2020)
3. Dr. Pankaj Shah – CEO (w.e.f. June 13, 2020)

4. Mr. Balkrishna Talawadekar- CFO (Resigned w.e.f May 18, 2019)
5. Mr. Prahlad Bhanushali – Chief Financial Officer (Appointed w.e.f May 19, 2019)
6. Ms. Mamta Mav- Company Secretary

e) PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance and that of its Committees as well as performance of the Directors individually. Feedback was sought by way of a structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance and the evaluation was carried out based on responses received from the Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

NOMINATION AND REMUNERATION POLICY

The Board on the recommendation of the Nomination and Remuneration Committee has framed a Nomination and Remuneration policy, providing criteria for determining qualifications, positive attributes, independence of a Director and a policy on remuneration for Directors, key managerial personnel and other employees. The detailed Nomination and Remuneration policy can be viewed on website of the Company at <https://www.aspiradiagnostics.com/wp-content/uploads/2020/08/Nomination-and-Remuneration-Policy-Aspira-Pathlab.pdf>

DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT AS SPECIFIED UNDER REGULATION 32(7A) OF SEBI (LODR) REGULATIONS, 2015.

The Company has raised funds through preferential allotment during the year under review.

The utilization/status of funds raised from the preferential issue as at March 31, 2020, is as follows:

Particulars	Amount
Settlement of loan received from Jaypee Merchandise Pvt. Ltd	Rs. 2,06,70,685
Settlement of loan received from Mr. Arvind Bhanushali	Rs. 40,31,561
Working Capital	Rs. 38,97,754
Total	Rs. 2,86,00,000

STATUTORY AUDITORS:

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made there under, the current auditors of the Company, M/s. P Khetan & Co., Chartered Accountants, hold office up to the conclusion of the ensuing Annual General Meeting of the Company.

AUDITORS REPORT

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

INTERNAL AUDITORS

Based on the recommendation of the Audit Committee of the Company, the Board of Directors of the Company had appointed M/s. CNK & Associates LLP as the Internal Auditors of the Company for the financial year 2019-20.

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the requirement of Section 134 (5) of the Companies Act, 2013, the Board of Directors of the Company confirms:

1. In the preparation of the annual accounts for the financial year ended 31st March, 2020 the applicable accounting standards have been followed.
2. They had in consultation with Statutory Auditors, selected accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state

of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year ended 31st March, 2020.

3. That the Directors have taken sufficient and proper care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting material fraud and other irregularities.
4. That the Directors have prepared the Annual Accounts on a going concern basis.
5. That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
6. There are proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RISK MANAGEMENT POLICY

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

SECRETARIAL AUDIT REPORT

A Secretarial Audit Report for the year ended 31st March, 2020 in prescribed form duly audited by the Practicing Company Secretary, Santoshkumar K Pandey, Mumbai is annexed here with as annexure III and forming part of the report.

PREVENTION OF INSIDER TRADING

Your Company has adopted the "Code of Conduct on Prohibition of Insider Trading" and "Code for fair disclosure of Unpublished Price Sensitive Information" for regulating the dissemination of Unpublished Price Sensitive Information and trading in securities by insiders. The said codes are also available on the website of the Company.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules 2014, the extract of annual return is annexed herewith and forming part of the report as Annexure – IV.

CORPORATE GOVERNANCE

Corporate Governance is essentially a system by which companies are governed and controlled by the management under the direction and supervision of the board in the best interest of all stakeholders. Your Company continues to place greater emphasis on managing its affairs with diligence, transparency, responsibility and accountability and is committed to adopting and adhering to best Corporate Governance Practices.

The Board considers itself as a trustee of its shareholders and acknowledges its responsibilities towards them for creation and safeguarding their wealth. The Company has set itself the objective of expanding its capacities. As a part of its growth strategy, it is committed to high levels of ethics and integrity in all its business dealings that avoid conflicts of interest. In order to conduct business with these principles, the Company has created a corporate structure based on business needs and maintains a high degree of transparency through regular disclosures with a focus on adequate control systems.

However, as per provisions of Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, providing a separate report on Corporate Governance under Regulation 27 (2) is not applicable to the Company.

BOARD OF DIRECTORS:**a) COMPOSITION AND CATEGORIES OF DIRECTORS**

The composition of the Board is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as the Companies Act, 2013. The composition of the Board of Directors consisted of an optimum combination of Executive and Non-Executive Directors and an optimum representation of Independent Directors.

Name of Director	Category
Dr. Haseeb Drabu	Independent Director (w.e.f. October 27, 2018) and Chairman (w.e.f. May 18, 2019)
Mr. Avinash Mahajan	Chairman & Independent Director (Resigned as chairman w.e.f. May 18, 2019)
Dr. Pankaj Shah	Managing Director (CEO w.e.f. June 13, 2020)
Mr. Ravindra Desai	CEO (w.e.f. November 06, 2020 and resigned on April 19, 2020)
Mr. Arvind Bhanushali	Promoter & Executive Director
Mrs. Mangala Prabhu	Independent Director
Ms. Vandana Bhansali	Non-Executive Non-Independent Director (Resigned as Independent Director w.e.f. July 18, 2020)
Dr. Subhash Salunke	Independent Director
Dr. Abhay Chowdhary	Independent Director

b) ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETINGS AND THE LAST ANNUAL GENERAL MEETING (“AGM”):-

6 (six) meetings of the Board of Directors were held during the financial year 2019-20 i.e. on 18th May, 2019, 20th July, 2019, 21st August, 2019, 2nd November, 2019, 6th November, 2019 and 4th February, 2020.

The Board met at least once in every Calendar Quarter and the gap between two Meetings did not exceed one hundred and twenty days. These Meetings were well attended by the Directors. The 46th AGM of your Company was held on 21st September, 2019.

The attendance record of all Directors is as under:

Name of Director	No. of Board Meeting		Attendance at last AGM held on 21 st September, 2019
	Eligibility to attend	Attended	
Dr. HaseebDrabu	6	4	Yes
Mr. Avinash Mahajan	6	6	Yes
Dr. Pankaj Shah	6	6	Yes
Mr. Arvind Bhanushali	6	6	Yes
Mrs. MangalaPrabhu	6	3	Yes
Ms. VandanaBhansali	6	4	Yes
Dr. SubhashSalunke	6	4	No
Dr. AbhayChowdhary	6	4	No

COMMITTEES OF THE BOARD:

The Board of Directors has constituted various statutory committees comprising of Executive, Non-Executive and Independent Directors to discharge various functions, duties and responsibilities cast under the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and other applicable statutes, rules and regulations applicable to the Company from time to time. The Committees also focus on critical functions of the Company in order to ensure smooth and efficient business operations. The Board of Directors is responsible for constituting, assigning, co-opting and fixing the terms of reference of these committees in line with the extant regulatory requirements. The Committees meets at regular intervals for deciding various matters and providing directions and authorization to the management for its implementation.

Currently, the Board of Directors has the following committees, viz.

- i. Audit Committee
- ii. Nomination & Remuneration Committee
- iii. Stakeholders' Relationship Committee

The Audit Committee of the Company Comprises of following as members

Sr. No.	Name of Director	Designation in the committee
1.	Mrs. Mangala Prabhu	Chairperson
2.	Mr. Avinash Mahajan	Member
3.	Ms. Vandana Bhansali	Member
4.	Mr. Arvind Bhanushali	Member

The Nomination and Remuneration Committee of the Company Comprises of following as members

Sr. No.	Name of Director	Designation in the committee
1.	Ms. Vandana Bhansali	Chairperson
2.	Mr. Avinash Mahajan	Member
3.	Mrs. Mangala Prabhu	Member

The Stakeholders Relationship Committee of the Company Comprises of following as members

Sr. No.	Name of Director	Designation in the committee
1.	Mrs. Mangala Prabhu	Chairperson
2.	Mr. Arvind Bhanushali	Member
3.	Mr. Avinash Mahajan	Member

CODE OF CONDUCT

Regulations 17(5) of the SEBI (LODR) Regulations, 2015, requires listed Companies to lay down a Code of Conduct for its Directors and Senior Management, incorporating duties of a Directors as laid down in the Companies Act, 2013. The Board has adopted a Code of Conduct for all Directors and Senior Management of the Company and the same has been placed on Company's website at www.aspiradiagnostics.com

WHISTLE BLOWER POLICY AND VIGIL MECHANISM

The Company has adopted a Whistleblower Policy and Vigil Mechanism to provide a formal mechanism to the Directors, employees and its stakeholders to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. Protected disclosures can be made by a whistleblower through several channels. The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

CORPORATE SOCIAL RESPONSIBILITY

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

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

The information relating to the conservation of energy, technology absorption foreign exchange earnings and outgo under provisions of 134 of the Companies Act, 2013 is appended as Annexure V to this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals, which may impact the going concern status of the Company and its operations in future.

INFORMATION UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has formed a Committee to redress complaints received regarding sexual harassment. During the year under review, no such complaints have been filed with the Committee.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions/events during the year under review:

- a) Change in nature of Company's business
- b) No material fraud has been reported by the Auditors to the Audit Committee of the Board.

APPRECIATION

Your Directors wish to place on record their appreciation for the dedicated services of the employees of your Company at all levels. Further, the Directors would also like to express their gratitude for the continued support of all the stakeholders and last, but not the least our valued Members, for all their support and trust reposed in the Company.

FOR ASPIRA PATHLAB & DIAGNOSTICS LIMITED

SD/-

Dr. Pankaj J Shah

Managing Director & CEO

DIN :- 02836324

SD/-

Arvind K Bhanushali

Director

DIN: 00011903

Place: Mumbai

Date: 29/08/2020

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Structure of Diagnostic Industry

The healthcare sector in India is poised for growth and it is expected to reach \$372 Billion by 2022. Major contributing factors for this growth are greater health awareness among people, prevalence of lifestyle diseases, rising income and greater investment by both public and private players. Improved access to insurance is also bridging the gap in healthcare financing.

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

The Government of India aims to increase healthcare spending to three percent of the Gross Domestic Product (GDP) by 2022.

The Government of India approved the continuation of National Health Mission with a budget of 31,745 crore as announced in the Union Budget 2019-20. The Ayushman Bharat-Pradhan Mantri Jan Arogya Yojana (PMJAY), the largest Government funded healthcare program targeting more than 500 million beneficiaries, was allocated 6,400 crore in Union Budget 2019-20.

The Indian Diagnostic Industry is highly fragmented. It is highly unorganized. The Indian diagnostic market (including radiology) is estimated to be at approximately ₹ 80,000 crore and private players are estimated to constitute around ₹ 45,000 crore of this market. The pan India lab are unable to provide the personalized service that a customer expects. This provides good opportunities for players such as Aspira Pathlab to create a separate segment that can blend the good of the two worlds. Especially after the COVID-19 breakout and the resulting lockdown, the shift in the industry from unorganized to organized players is expected to happen at a higher rate.

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

Following key trends are expected to drive sector growth in the ensuing years:

- **Ageing Population:** The population of senior citizen i.e. 65 years and more is growing at 4%-4.5% p.a. in India. providing ample opportunity for the healthcare industry, especially the diagnostic industry.
- **Rising Income:** The rural population income is expected to move up to US\$1,500-\$2,000 and this provides opportunity for growth.
- **Preventive Testing:** Increasing awareness and the measures taken by the Government to promote preventive testing via tax cuts will become a tailwind for volume growth.
- **Increasing health coverage:** As population and life expectancy grows, the demand for health insurance will rise, thereby leading to an increasing requirement for diagnostic services

Opportunities and Threats

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

Further regional brands are also emerging as national players, thereby leading to increased competition. E-commerce based

offerings have also started to slowly creep into the industry and have initiated the onset of digitization of services, as they have in almost every other industry. With this increasing competition, margins are likely to remain stable and growth would be led by volumes and not pricing.

These developments can impact Aspira by impacting margins.

Outlook

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

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

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

Risk and concerns**Competition and pricing**

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

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

Network of labs

Aspira is focused on establishing itself as a strong regional player before scaling up its operations. Although we follow an asset light model, other costs are significantly high. Most of these cost are fornt ended and the payback period is high. We are therefore working on building the right systems and aggressively optimise the cost. We are adopting new technologies that would improve customer experience. Some of these are use of Chatbot, improving website, implementing patient engagement platform etc.

Regulatory intervention

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

Financials Summarised Profit & Loss Statement

(Rs. In Lakhs)

Particulars	FY 2020	FY 2019
Income		
Revenue from Operations	841.63	763.71
Other Income	28.79	25.31
Total Income	870.44	789.03
Expenses		
Cost of Material consumed	198.76	225.58
Employee Cost	494.77	447.36
Other Costs	330.87	415.46
Total expenditure	1291.60	1307.31
Finance Cost	101.16	96.07
Depreciation and amortization	166.04	122.84
Profit before tax and exceptional item	(421.17)	(518.28)
Exceptional items	-	-
Profit before tax	(421.17)	(518.28)
Tax expense	2.89	0.01
Profit after tax	(424.06)	(518.29)

During the year under review the total income of the Company has increased to Rs. 870.44 lakhs as compared to previous year of Rs. 789.03 lakhs. Total expenses of the Company reduced to Rs. 1291.61 lakhs as compared to previous year of Rs. 1307.31 lakhs. Loss of the Company stood at Rs.424.06 lakhs as compared to previous year loss of Rs.518.29 lakhs.

Key Financial Ratio

Particulars	FY2020	FY2019	Remarks
Debtors Turnover Ratio	13.92	9.59	It has improved due to better management of receivable.
Inventory Turnover Ratio	7.19	8.05	It has been constant due to better management of Inventory.
Current Ratio	0.64	0.55	It has little improved due to decrease in loss
Operating Profit Margin	-50.04	-67.86	Ratio are in negative, however there is improvement due to increase in sales.
Net Profit Margin	-50.38	-67.86	Ratio are in negative, however there is improvement due to increase in sales.
Return on Net Worth	-111.57	-99.83	It is increase due to loss.

Strategy for growth

Aspira is executing the following strategy for growth:

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

Internal Control systems and their adequacy

Company's Internal Financial Controls effecting the financial statements are adequate and are operating effectively. During the financial year under review, the financial controls are tested for operating effectiveness through ongoing management monitoring and review process and independently by the Internal Audit Function and no reportable material weakness in the design or operation was observed.

Human Resources

Aspira is a new age lab. Human resources are the key to performance. As of March 31, 2020, the company has 88 employees on its payrolls. The focus during the year has been around enhancing the productivity of the workforce and increasing the sales team. The growth in business was achieved with marginal increase in workforce strength. This was achieved by active redeployment of resources, introducing multi-taskers and job enlargements. The Company has also invested in information technology solution for sales force automation and logistics automation thus aiding employee productivity

FOR ASPIRA PATHLAB & DIAGNOSTICS LIMITED**SD/-****Dr. Pankaj J Shah****Managing Director & CEO****DIN :- 02836324****SD/-****Arvind K Bhanushali****Director****DIN: 00011903****Place: Mumbai****Date: 29/08/2020**

Annexure II

DISCLOSURE OF MANAGERIAL REMUNERATION

[Pursuant to Section 197 of the Companies Act, 2013 ('Act') and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

- Ratio of remuneration of each Director to the median remuneration of the employees of the Company for the FY 2019-20 as well as the percentage increase in remuneration of each Director, Chief Financial Officer (CFO) and Company Secretary is as under:

Name of Director/Key Managerial Personnel	Ratio to median remuneration	% increase in remuneration over previous year
Dr. Pankaj Shah (Managing Director)	31.30	27.62
Key Managerial Personnel		
Mr. Ravindra Desai (CEO) (W.e.f November 06, 2019)	7.81	0
Mr. Balkrishna Talawadekar, Chief Financial Officer (upto May 18, 2019)	0.44	-87.03
Mr. Prahlad Bhanushali, CFO (w.e.f May 19, 2019)	6.63	0
Ms. Mamta Mav, Company Secretary	2.05	24.60

Percentage increase in the median remuneration of employees in the FY 2019-20: (121.47)

- Number of permanent employees on the rolls of the Company as on 31 March, 2020: 88
- Comparison of average percentile increase in salary of employees other than the managerial personnel and the percentile increase in the managerial remuneration:

	% Change in remuneration
Average increase in salary of employees (other than managerial personnel)	(0.18)
Average increase in remuneration of managerial personnel	(12.44)

- Affirmation:**

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

FOR ASPIRA PATHLAB & DIAGNOSTICS LIMITED

SD/-

Dr. Pankaj J Shah
Managing Director & CEO

DIN :- 02836324

SD/-

Arvind K Bhanushali
Director

DIN: 00011903

Place: Mumbai

Date: 29/08/2020

Annexure – III

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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

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

Based on my verification of the **Aspira Pathlab & Diagnostics Limited**, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2020**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Aspira Pathlab & Diagnostics Limited** ("the Company") for the financial year ended on **31st March, 2020**, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - **Applicable to the Company during the Audit Period as Annual Disclosure and event-based Disclosure has been made by the Company from time to time;**
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 – **Applicable to the Company during the Audit period as event-based disclosure has been made by the Company from time to time;**
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **Applicable to the Company during the Audit Period as Company has issued Equity shares on Preferential basis to Non-Promoter of the Company;**
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - **Not Applicable to the Company during the Audit Period;**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable to the Company during the Audit Period;**

- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - **Not Applicable to the Company during the Audit Period;**
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **Not Applicable to the Company during the Audit Period;**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not Applicable to the Company during the Audit Period;**
- vi. The management has identified and confirmed about following other laws as specifically applicable to the Company & they have complied with most of the Rules & Regulations specified in the Acts.
1. Bombay Shops & Establishment Act, 1952.
 2. Employee's provident fund & Misc. Provisions Act, 1952.
 3. Employees State Insurance Act, 1948.
 4. Payment of Bonus Act, 1956
 5. Payment of Gratuity Act, 1972
 6. Environment Protection Act, 1986
 7. Income Tax Act, 1961
 8. GST Laws
 9. Professional Tax Act, 1976
 10. The Preconception and Pre-natal Diagnostics Techniques (Prohibition of sex Selection) Act, 1994 and rules made thereunder
 11. The Atomic Energy Act 1962 and rules made thereunder
 12. The sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

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

- a. Secretarial Standards issued by The Institute of Company Secretaries of India
- b. The Listing Agreements entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

I/we further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

1. The Company has filed certain Forms with ROC/ MCA with additional fees during the year 2019-2020.
2. The Company has issued 38,00,000 Equity shares of Rs. 10/- each to be issued at a price Rs. 26/- (including premium of Rs. 16/- each) on Preferential basis to Non-promoters of the Company. The Company has received the In-principle approval from BSE Limited on 13th

Annexure-1

November, 2019 and Company has allotted 11,00,000 equity shares on 27th November, 2020. The Company has received Listing Approval of 11, 00,000 equity shares from BSE Limited on 31st December, 2019 & Trading Approval letter was received from BSE Limited on January 08, 2020.

3. There are certain Changes in the Key Managerial Personal due to appointment/resignation of some of KMP/Directors.
4. The Company has not created any charge during the year.
5. The Company has paid Annual Listing fees to Stock exchange/Depository during 2019-2020.
6. The Company keep its books of accounts & statutory registers and other records at the Administrative Office of the Company w.e.f November 02, 2019 at 6 & 7, Bhaveshwar Arcade, Near Shreyas Junction LBS Marg, Behind Saraswat Bank, Ghatkopar W, Mumbai 400086.

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

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

It is to be noted that due to the nationwide lock-down arising out of COVID 19 pandemic, report for the review period is issued by examining documents and record provided to us through electronic mode since physical verification was not possible.

SD/-

SantoshKumar Pandey
(Practicing Company Secretary)
ACS 8546 / C P No. 5484

Place: Mumbai

Date: 10th August, 2020

ICSI UDIN: A008546B000565927

To,

The Members,

Aspira Pathlab & Diagnostics Limited

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

Opp. Ghatkopar Railway Station, Ghatkopar (West)

Mumbai-400086.

CIN: L85100MH1973PLC289209

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

SD/-

SantoshKumar Pandey
(Practicing Company Secretary)
ACS 8546 / C P No. 5484

Place: Mumbai

Date: 10th August, 2020

ICSI UDIN: A008546B000565927

Annexure IV

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN**As on the financial year ended on 31st March 2020.**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014**I. REGISTRATION & OTHER DETAILS:**

CIN	L85100MH1973PLC289209
Registration Date	03rd July, 1973
Name of the Company	ASPIRAPATHLAB & DIAGNOSTICSLIMITED
Category/Sub-category of the Company	Company Limited by Shares/Indian Non Government Company
Address of the Registered office & contact details	Flat NO.2 , R.D. Shah Bldg, Shraddhanand Road Opp. Ghatkopar Railway Station, Ghatkopar (West) Mumbai Mumbai City MH 400086 IN
Whether listed company	YES
Name, Address & contact details of the Registrar & Transfer Agent, if any.	Sharex Dynamic India Pvt.Ltd C-101, 247 Park, L.B.S. Marg, Vikharoli (West) Mumbai 400083 E-mail Id: support@sharexindia.com • Tel No: 2851 5606/ 5644/ 6338

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1	Provider of Diagnostics and related healthcare tests and services	869	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES: N.A

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding :

Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2019				No. of Shares held at the end of the year 31-03-2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(a). Individual	2295595	0	2295595	28.02	2295595	0	2295595	24.70	-3.31
(b). Central/State Govt.		0				0			0.000
(c). FIINS / BANKS.		0				0			0.000
(d). Any Other									
Bodies Corporate	1435800	0	1435800	17.520	1435800	0	1435800	15.450	-2.07
Sub-total (A) (1):-	3731395	0	3731395	45.54	3731395	0	3731395	40.15	-5.39
(2). FOREIGN									
(a). Individual NRI / For Ind		0				0			0
(b).Government		0				0			0
(c). Institutions		0				0			0
(d). Foreign Portfolio Investors		0				0			0
(e). Any Other Specify		0				0			0
Sub-total (A) (2):-		0				0			0
Total shareholding of Promoter									
(A) = (A)(1)+(A)(2)	3731395	0	3731395	45.54	3731395	0	3731395	40.15	-5.39
(B). PUBLIC SHAREHOLDING									
(1).Institutions									
(a). Mutual Funds		0				0			0.000
(b).Venture Capital Funds		0				0			0.000
(c). Alternate Investments Funds		0				0			0.000
(d). Foreign Venture Capital Funds		0				0			0.000
(e). Foreign Portfolio Investors		0				0			0.000
(f). Financial Institutions / Banks		0				0			0.000
(g). Insurance Companies		0				0			0.000
(h).Central / State Government / President Of India		0				0			0.000
(i). Provident Funds / Pension Funds		0				0			0.000
(j). Others (specify)		0				0			0
Sub-total (B)(1):-		0				0			0

Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2019				No. of Shares held at the end of the year 31-03-2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2). Non-Institutions									
(a). Individuals									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	21755	48090	69845	0.852	21890	48080	69970	0.753	-0.099
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	4089515	0	4089515	49.915	4089415	0	4089415	44.005	-5.910
(b). NBFCs registered with RBI		0				0			0.000
(c.) Employee Trusts		0				0			0.000
(d.) Overseas depositories		0				0			0.000
(c). Other (specify)		0				0			0.000
Bodies Corporate	10	1100	1110	0.010	1100010	1100	1101110	11.849	11.839
HUF	301110	0	301110	3.680	301110	0	301110	3.240	-0.440
Clearing Members	25	0	25	0	0	0	0	0	0.000
Sub-total (B)(2):-	4412415	49190	4461605	54.46	5512425	49180	5561605	59.847	5.387
Total Public Shareholding (B)=(B)(1)+ (B)(2)	4412415	49190	4461605	54.460	5512425	49180	5561605	59.847	5.387
C. Shares held by Custodian for GDRs & ADRs		0				0			0.000
Grand Total (A+B+C)	8143810	49190	8193000	100.00	9243820	49180	9293000	100.00	0

ii) Shareholding of Promoter:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of Shares	% of total shares of the Company	% of shares Pledged / encumbered to total shares	No. of shares	% of total shares of the Company	% of shares Pledged / encumbered to total shares	
1	Yashraj Biotechnology Ltd	1435800	17.525	0	1435800	15.45	0	-2.075
2	Arvind Karsandas Bhanushali	885500	10.808	0	885500	9.529	0	-1.279
3	Deepali Arvind Bhanushali	885500	10.808	0	885500	9.529	0	-1.279
4	Paresh Bhanji Bhanushali	260000	3.173	0	260000	2.798	0	-0.375
5	Geeta Paresh Bhanushali	200000	2.441	0	200000	2.152	0	-0.289
6	Bharat TokarshiDagha	60000	0.732	0	60000	0.646	0	-0.086
7	Raj Arvind Bhanushali	4595	0.056	0	4595	0.049	0	-0.007

iii) Change in Promoters' Shareholding : (please specify, if there is no change)

Sr. No.	Shareholder's Name	Shareholding at the Beginning of the Year (01.04.2018)		Date	Reason	Increasing/ Decreasing in shareholding	Cumulative Shareholding during the year	
		No. of Shares at the beginning /end of the Year	% of the Shares of the company				No. of shares	% of total Shares of the company
1	Arvind Karsandas Bhanushali At the end of the year (31.03.2020)	885500	10.808		No Change		885500	9.529
							885500	9.529
2	Deepali Arvind Bhanushali At the end of the year (31.03.2020)	885500	10.808		No Change		885500	9.529
							885500	9.529
3	Paresh Bhanji Bhanushali At the end of the year (31.03.2020)	260000	3.173		No Change		260000	2.798
							260000	2.798
4	Geeta Paresh Bhanushali At the end of the year (31.03.2020)	200000	2.441		No Change		200000	2.152
							200000	2.152
5	Bharat Dagha At the end of the year (31.03.2020)	60000	0.73		No Change		60000	0.64
							60000	0.64
6	Yashraj Biotechnology Limited At the end of the year (31.03.2020)	1435800	17.52		No Change		1435800	15.45
							1435800	15.45
7	Raj Arvind Bhanushali At the end of the year (31.03.2020)	4595	0.056		No Change		4595	0.049
							4595	0.049

*During the year under review, due to increase in paid-up capital of the Company, percentage shareholding will differ from beginning of the year and end of the year.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holder of GDRs and ADRs) :

Sr. No.	Name	No.of Shares at the beginning / end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in share holding	Reason	No.Of shares	% of total Shares of the company
1	RINKU VINOD BHANUSHALI -Closing Balance	833500	10.173	01-04-2019 31-03-2020		No Change	833500	8.969
2	VINCENT COMMERCIAL COMPANY LTD -Closing Balance	0	0	01-04-2019 03-01-2020 31-03-2020	550000	Credit on Allotment	550000 550000	5.918 5.918
3	GLORIOUS HOLDINGS PVT LTD -Closing Balance	0	0	01-04-2019 03-01-2020 31-03-2020	550000	Credit on Allotment	550000 550000	5.918 5.918
4	VINOD PRADHAN BHANUSHALI -Closing Balance	516000	6.298	01-04-2019 31-03-2020		No Change	516000	5.553
5	PANKAJ JASHWANT SHAH -Closing Balance	500000	6.103	01-04-2019 31-03-2020		No Change	500000	5.38
6	VINOD PRADHAN BHANUSHALI HUF -Closing Balance	300000	3.662	01-04-2019 31-03-2020		No Change	300000	3.228
7	DHVANI VINOD BHANUSHALI -Closing Balance	300000	3.662	01-04-2019 31-03-2020		No Change	300000	3.228
8	PRAVIN LAXMIDAS MANGE -Closing Balance	212355	2.592	01-04-2019 31-03-2020		No Change	212355	2.285
9	KRISHNA PRAVIN MANGE . -Closing Balance	200000	2.441	01-04-2019 31-03-2020		No Change	200000	2.152
10	VINOD CHANDULAL MAV -Closing Balance	108740	1.327	01-04-2019 31-03-2020		No Change	108740	1.17
11	VIVEK DINESH MANGE -Closing Balance	108600	1.326	01-04-2019 31-03-2020		No Change	108600	1.169
12	OONNIKRISHANAN S PILLAI -Closing Balance	100000	1.221	01-04-2019 31-03-2020		No Change	100000	1.076

iv) Shareholding of Directors and Key Managerial Personnel:

Except for Mr. Arvind Bhanushali, Promoter and Executive Director and Dr. Pankaj Shah, Managing Director, none of the Director or Key Managerial Personnel hold shares in the Company. Details of Mr. Arvind Bhanushali and Dr. Pankaj Shah's shareholding are as follows:

Sr. No.	Shareholder's Name	Shareholding at the Beginning of the Year		Date	Reason	Increasing/ Decreasing in shareholding	Cumulative Shareholding during the year	
		No. of Shares at the beginning /end of the Year	% of the Shares of the company				No. of shares	% of total Shares of the company
1	Arvind Karsandas Bhanushali At the end of the year (31.03.2020)	885500	10.808		No change		885500	9.529
3	Pankaj Jashwant Shah At the end of the year (31.03.2020)	500000	6.103		No change		500000	5.38

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particular	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
Principal Amount	540.11	196.12	0.00	736.23
i) Interest due but not paid	0.00	0.00	0.00	0.00
ii) Interest accrued but not due	0.00	22.99	0.00	22.99
Total (i+ii+iii)	540.11	219.11	0.00	759.22
Change in Indebtedness during the financial year				
Addition	60.00	466.26	0.00	526.26
Reduction	-109.30	-401.29	0.00	-510.59
Net Change	-49.30	64.97	0.00	15.67
Indebtedness at the end of the financial year				
i) Principal Amount	490.81	236.12	0.00	726.93
ii) Interest due but not paid	0.00	3.11	0.00	3.11
iii) Interest accrued but not due	0.00	44.85	0.00	44.85
Total (i+ii+iii)	490.81	284.08	0.00	774.89

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Rs. In Lacs

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/MANAGER/ EXECUTIVE DIRECTOR/ CEO	Total Amt.
		Dr. Pankaj Shah	
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	64.00 0.00 0.00	64.00 0.00 0.00
2	Stock Option related perquisites	0.00	0.00
3	Sweat Equity	0.00	0.00
4	Commission - as % of profit - Others, specify...	0.00 0.00 0.00	0.00 0.00 0.00
5	Others, please specify	0.00	0.00
	Total (A)	64.00	64.00

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors						Total
1	Independent Directors Fee for attending board / committee meetings Commission Others, please specify	Haseeb Drabu (Appointed w.e.f	Mangala Prabhu	Vandana Bhanushali	Avinash Mahajan	Subhash Salunke	Abhay Chowdhary	
		0.71	0.53	0.00	1.06	0.71	0.71	3.72
	Total (1)	0.71	0.53	0.00	1.06	0.71	0.71	3.72
2	Other Non-Executive Directors Fee for attending board / committee meetings Commission Others, please specify							
	Total (2)	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total (B)=(1+2)	0.71	0.53	0.00	1.06	0.71	0.71	3.72
	Total (A)							
	Total Managerial Remuneration							

C. Remuneration to Key Managerial Personal Other than MD/MANAGER/WTD
Rs. In Lacs

SN	Particulars of Remuneration	Key Managerial Personnel				Total
		Chief Executive Officer (Mr. Ravindra Desai) (w.e.f 04/11/2020)	Chief Financial Officer (Prahlad Bhanushali) (w.e.f 19/05/2019)	Chief Financial Officer (Balkrishna Talawadekar) (upto 18/05/2019)	Company Secretary (Mamta Mav)	
1	Gross Salary					
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	15.97	11.80	0.89	4.26	32.92
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00	0.00	0.00	0.00
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00	0.00	0.00	0.00	0.00
2	Stock Option related perquisites	0.00	0.00	0.00	0.00	0.00
3	Sweat Equity					
4	Commission	0.00	0.00	0.00	0.00	0.00
-	as % of profit					
-	Others, specify... Others, please specify					
	Total	15.97	11.80	0.89	4.26	32.92

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

FOR ASPIRA PATHLAB & DIAGNOSTICS LIMITED
**SD/-
Dr. Pankaj J Shah
Managing Director
DIN :- 02836324**
**SD/-
Arvind K Bhanushali
Director
DIN: 00011903**
**Place: Mumbai
Date: 29/08/2020**

Annexure V

Particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Act, read with the Companies (Accounts) Rules, 2014**A. Conservation of Energy**

- i. the steps taken or impact on conservation of energy:

The operations of your Company are not energy-intensive. However, significant measures are being taken to reduce energy consumption by using energy efficient equipment. The Company has taken initiatives to conserve energy and consume less energy like Shutting off the lights when not in use.

- ii. the steps taken by the company for utilizing alternate sources of energy: Nil

- i. the capital investment on energy conservation equipments: Nil

B. Technology Absorption-Not Applicable

The relevant particulars relating to technology absorption in terms of Rule 8 of the Companies (Accounts) Rules, 2014 are not applicable as the Company is part of Service Industry and it does not have manufacturing operations.

The expenditure incurred on Research and Development: - Nil

C. Foreign Exchange Earnings and Outgo:

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

FOR ASPIRA PATHLAB & DIAGNOSTICS LIMITED

SD/-

Dr. Pankaj J Shah
Managing Director

DIN :- 02836324

SD/-

Arvind K Bhanushali
Director

DIN: 00011903

Place: Mumbai

Date: 29/08/2020

CERTIFICATE ON FINANCIAL STATEMENTS

The Members,

Aspira Pathlab & Diagnostics Limited

We, Directors of **Aspira Pathlab & Diagnostics Limited** hereby certify that:

1. We have reviewed the financial statements and the cash flow statements for the **financial year 2019-20** and to the best of our knowledge and belief:
 - a. These statements do not contain any materially untrue statement that might be misleading with respect to the statements made.
 - b. These financial statements and other financial information included in this report present a true and fair view of the Company's affairs for the period presented in this report and are in compliance with current accounting standards, applicable laws and regulations and full explanations has been given for any material departure in compliance of Accounting Standards.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
3. We are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting.
4. We have disclosed to the Company's Auditor and Audit Committee of the Company, all significant deficiencies in the design or operation of the internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify the deficiencies;
5. We have indicated to the Auditors and the Audit Committee:
 - a. Significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and
 - b. That there were no instances of significant fraud that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.
6. We further declare that all Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the current Financial Year.

FOR ASPIRA PATHLAB & DIAGNOSTICS LIMITED

SD/-

Dr. Pankaj J Shah
Managing Director

DIN :- 02836324

SD/-

Arvind K Bhanushali
Director

DIN: 00011903

Place: Mumbai

Date: 29/08/2020

DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

The Company has formed a Code of Conduct for the Members of the Board of Directors and Senior Management of the Company pursuant to Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the all the members of the Board of Directors and senior management have affirmed compliance with the code of conduct for the financial year 2019-20.

FOR ASPIRA PATHLAB & DIAGNOSTICS LIMITED

SD/-

Dr. Pankaj J Shah
Managing Director

DIN :- 02836324

SD/-

Arvind K Bhanushali
Director

DIN: 00011903

Place: Mumbai

Date: 29/08/2020

INDEPENDENT AUDITOR'S REPORT FOR THE YEAR ENDED 31ST MARCH 2020

TO THE MEMBERS OF ASPIRA PATHLAB & DIAGNOSTICS LIMITED

Report on the Audit of the Financial Statements**Opinion**

We have audited the accompanying financial statements of Aspira Pathlab & Diagnostics Limited ("**the Company**"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including the statement of Other Comprehensive Income), Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("**the Act**") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("**Ind AS**") prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("**Ind AS Rules**"), and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its loss, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How the matter was addressed in our audit
<p>Revenue Recognition-</p> <p>The Company's major part of revenue relates to billing to direct/retail customers/patients which comprise of high volumes of individually small transactions recorded in the books through journals.</p>	<p>In view of the significance of the matter, we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p>

<p>Revenue comprises of revenue from providing healthcare services such as health check up and laboratory services. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue from rendering services are recognised on an accrual basis as and when services are performed.</p> <p>Revenue comprises of amount billed (net of discounts) in respect of tests conducted and is recognized as and when the samples are registered for the purpose of conducting the tests which usually take not more than 48 hours.</p> <p>The timing of revenue recognition is relevant to the reported performance of the Company. The management considers revenue as a key measure for evaluation of performance. Since revenue comprises of high volumes of individually small transactions, the process of summarizing and recording sales revenue is critical with regard to the completeness, existence and accuracy of retail sales revenue.</p>	<ul style="list-style-type: none"> • Obtaining an understanding of and assessing the design, implementation and operating effectiveness of relevant internal controls relating to the recognition of revenue, including those related to the reconciliation of sales records to cash / credit card / online receipts, preparation, posting and approval of manual journal entries relating to revenue recognition. • Testing the accuracy of retail revenue recorded during the year by examining that the sale of service transactions are in agreement with the cash / credit card / online receipts and deposit of cash amounts recorded in daily cash reports with bank remittances, on sample basis. • Testing whether the sales have been recorded in the correct period by selecting samples of reconciliation between sales transactions and cash / credit card / online and agreeing those reconciliations through supporting documentation. • Obtaining reconciliation of sales as per books of account with the sales as per billing software and inquire about reasons for differences, if any. • Obtaining an understanding of and assessing the design, implementation and operating effectiveness of relevant internal and IT controls.
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Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's report, Business Responsibility Report and Report on Corporate Governance, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the the Act with

respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS prescribed under section 133 of the Act read with Ind AS Rules, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained

up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, based on our audit we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

- (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act, read with Ind AS Rules; as amended;
- (e) On the basis of written representations received from the directors as on March 31, 2020, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020, from being appointed as a director in terms of section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure-A" to this report. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the

Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure-B** a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

(Rajesh Dilip Sarfare)
Partner

Place- Mumbai

M.No- 140399

Date- 13.06.2020

UDIN: 20140399AAAAAE4418

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

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

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

We have audited the internal financial controls over financial reporting of the Company as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the SAs as specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those SAs and the Guidance Note require that we comply with ethical requirements and plan and

perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

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

(Rajesh Dilip Sarfare)
Partner

Place- Mumbai
Date- 13.06.2020

M.No- 140399
UDIN: 20140399AAAAAE4418

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

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

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment (fixed assets).
- (b) The Company has a program of verification of fixed assets to cover all items in a phased manner over a period of two years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As informed, no material discrepancies were noticed on such verification.
- (c) The Company does not have any immovable properties of freehold or leasehold land and building. In respect of immovable properties of land and buildings that have been taken on lease and disclosed as right of use assets in the financial statements, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.
- (ii) In our opinion, the inventories were physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on physical verification.
- (iii) As informed to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act.
- (iv) As informed to us, the Company has not granted any loans, made investments or provided guarantees and hence reporting under clause 3(iv) of the Order is not applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from during the year and the provisions of Sections 73 to 76 of the Act are not applicable and hence reporting under clause 3(v) of the Order is also not applicable.
- (vi) To the best of our knowledge and as explained, the maintenance of cost records under Section 148(1) of the Act, is not applicable to the Company.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company has generally been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Investor Education and Protection Fund, Income Tax, Custom Duty, Goods & Service Tax, Cess and any other material statutory dues applicable to it with the appropriate authorities during the year.
- (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Customs Duty, Goods & Service Tax, Cess and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.
- (c) There are no dues of Income-tax, Goods & Customs Duty which have not been deposited as on March 31, 2020 on account of disputes.
- (viii) In our opinion and according to the information and explanations given by the management, the Company

- has not defaulted in repayment of loans or borrowings to a financial institution, bank or government or dues to debenture holders.
- (ix) In our opinion and according to the information and explanations given by the management, the Company has utilized the monies raised by way of term loans for the purposes for which they were raised.
- (x) Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given to us by the Management, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us, the Company had made preferential allotment of shares under section 42 of the Act and other relevant SEBI regulations during the year.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of the Act are not applicable.
- (xvi) According to the information and explanation given to us and in our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

(Rajesh Dilip Sarfare)
Partner

Place- Mumbai
Date- 13.06.2020

M.No- 140399
UDIN: 20140399AAAAAE4418

Balance Sheet as at 31st March, 2020

(All amounts in Rupees, unless otherwise stated)

Particulars	Notes	As at 31.03.2020	As at 31.03.2019
Assets			
Non-Current assets			
Property, plant and equipment	3a	50,304,572	61,893,218
Right of Use Assets	3b	10,056,086	-
Goodwill	4	26,517,864	26,517,864
Other Intangible Assets	5	78,486	556,410
Financial Assets			
i) Loans & Advances	6	1,013,252	3,540,574
ii) Other financial assets	7	22,500,000	32,500,000
		110,470,259	125,008,065
Current Assets			
Inventories	8	2,764,844	2,800,521
Financial assets			
i) Trade Receivables	9	6,045,658	7,961,273
ii) Cash and cash equivalents	10a	965,409	964,230
iii) Bank balances other than (ii) above	10b	10,000,000	-
iv) Others financial assets	11	10,720,427	9,237,652
Other Current assets	12	2,386,254	2,026,036
		32,882,592	22,989,712
		143,352,851	147,997,777
Total Assets			
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	13	92,930,000	81,930,000
Other equity	14	(54,921,170)	(30,015,300)
		38,008,830	51,914,700
Liabilities			
Non Current Liabilities			
Financial Liabilities			
(i) Borrowings	15	45,516,049	47,835,900
(ii) Lease liability		6,419,163	-
(iii) Others financial liabilities	16	-	5,000,000
Provisions	17	2,195,201	1,150,789
		54,130,413	53,986,689
Current Liabilities			
Financial Liabilities			
(i) Borrowings	18	23,182,896	19,648,872
(ii) Lease liability		4,859,433	-
(iii) Trade Payables	19	4,010,152	2,881,302
(iv) Others	20	5,158,606	5,879,311
Other current liabilities	21	13,996,561	13,682,978
Provisions	22	5,961	3,926
		51,213,609	42,096,389
		105,344,022	96,083,077
Total Liabilities			
Total Equity and Liabilities			
		143,352,851	147,997,777

Significant Accounting Policies & Notes

1-41

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

In terms of our report of even date attached

For and on behalf of the Board of Directors

For P KHETAN & CO

Chartered Accountants

F.R.N. 327386E

(Rajesh D Sarfare)

Partner

Membership No. 140399

Date: 13th June, 2020

Place: Mumbai

Dr. Pankaj Shah
Managing Director
DIN-02836324Arvind K Bhanushali
Director
DIN-00011903Pralhad K Bhanushali
Chief Financial OfficerMamta Mav
Company Secretary

Statement of Profit and Loss for the period ended 31st March, 2020

(All amounts in Rupees, unless otherwise stated)

Particulars	Note No	For the year ended Mar 31, 2020 ₹	For the year ended Mar 31, 2019 ₹
Income:			
Revenue from operations	23	84,163,959	76,371,391
Other Income	24	2,879,673	2,531,853
Total Income(I)		87,043,632	78,903,244
Expenses:			
Cost of materials consumed	25	19,876,358	22,558,714
Employee benefit expenses	26	49,476,893	44,736,167
Finance cost	27	10,116,050	9,606,713
Depreciation and amortisation	28	16,603,992	12,283,737
Other expenses	29	33,087,336	41,546,067
Total Expenses(II)		129,160,628	130,731,399
III. Profit/(Loss) before tax (I-II)		(42,116,996)	(51,828,154)
IV. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
(3) Tax relating to earlier years-Short/(Excess)		289,060	1,178
V. Profit/(Loss) after tax for the year (A)		(42,406,056)	(51,829,332)
VI. Other comprehensive income			
Items that will not be reclassified to profit or loss:			
Remeasurement of defined benefit plans		(99,814)	97,461
Total Other Comprehensive income (B)		(99,814)	97,461
VII. Total Comprehensive income (A+B)		(42,505,870)	(51,731,871)
VIII. Earnings per equity share:	30		
(1) Basic earning per share (face value of Rs. 10 each)		(4.56)	(6.33)
(2) Diluted earning per share (face value of Rs. 10 each)		(4.95)	(7.41)

Significant Accounting Policies & Notes

1-41

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

In terms of our report of even date attached

For P KHETAN & CO

Chartered Accountants

F.R.N. 327386E

(Rajesh D Sarfare)

Partner

Membership No. 140399

Date: 13th June, 2020

Place: Mumbai

For and on behalf of the Board of Directors

Dr. Pankaj Shah
Managing Director
DIN-02836324Arvind K Bhanushali
Director
DIN-00011903Prahald K Bhanushali
Chief Financial OfficerMamta Mav
Company Secretary

Cash flow Statement for the year ended 31st March 2020

(All amounts in Rupees, unless otherwise stated)

Particulars	For the year ended Mar 31, 2020 ₹	For the year ended Mar 31, 2019 ₹
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(Loss) for the year	(42,406,056)	(51,829,332)
<u>Adjustments for:</u>		
Income tax expense	289,060	1,178
Interest income	(2,879,673)	(2,531,853)
Finance Costs	10,116,050	9,606,713
Depreciation and amortisation expenses	16,603,992	12,283,737
Remeasurement of defined benefit plans	(99,814)	97,461
Provision for doubtful debts	307,854	402,815
CASH GENERATED BEFORE WORKING CAPITAL CHANGES	(18,068,588)	(31,969,281)
<u>Adjustments for:</u>		
(Increase)/Decrease in Trade receivables	1,607,761	(4,816,460)
(Increase)/Decrease in Inventories	35,677	893,879
(Increase)/Decrease in Current Security deposits and others	(1,482,774)	(2,502,355)
(Increase)/Decrease in other Non Current advances	2,527,322	2,334,944
(Increase)/Decrease in Short term advances	(360,219)	(321,795)
(Increase)/Decrease in Current Assets, Loans & advances and Other non-current assets	-	(10,000,000)
Increase/(Decrease) in Trade payables	1,128,850	610,394
Increase/(Decrease) in other Current Provisions	2,035	42
Increase/(Decrease) in other Non Current Provisions	1,044,412	577,863
Increase/(Decrease) in other Current Liabilities	313,583	1,383,760
Increase/(Decrease) in Other financial liabilities	(130,005)	4,941,169
Increase/(Decrease) in Other Non-Current liabilities	(5,000,000)	5,000,000
CASH GENERATED FROM OPERATIONS	(18,381,946)	(33,867,840)
Taxes Paid (net of refunds)	289,060	1,178
NET CASH (USED IN)/ GENERATED FROM OPERATING ACTIVITIES(A)	(18,671,006)	(33,869,018)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property , plant and equipment	(435,210)	(5,104,845)
Purchase of Intangible assets	(38,940)	-
Payment for business takeover	-	(17,094,348)
Interest Received	2,879,673	2,531,853
NET CASH FLOW (USED IN)/ GENERATED FROM INVESTING ACTIVITIES - (B)	2,405,523	(19,667,340)

Cash flow Statement for the year ended 31st March 2020

(All amounts in Rupees, unless otherwise stated)

Particulars	For the year ended Mar 31, 2020 ₹	For the year ended Mar 31, 2019 ₹
C CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of long term borrowings	(2,319,851)	(62,897,191)
Proceeds from issue of Preference Shares	-	55,000,000
Repayment of Lease Liability	(3,431,461)	-
Interest paid	(10,116,050)	(9,606,713)
Premium on issue of Shares	17,600,000	21,000,000
Proceeds from issue of shares	11,000,000	30,000,000
NET CASH (USED IN)/ GENERATED FROM FINANCING ACTIVITIES (C)	12,732,639	33,496,096
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(3,532,844)	(20,040,262)
Add: Cash and Cash Equivalents at the beginning of the year	964,230	2,210,044
Less: Cash Credits at the beginning of the year	(19,648,872)	(854,422)
Adjusted cash & cash equivalents at the beginning of the year	(18,684,642)	1,355,622
Cash and Cash Equivalents at the end of the year	(22,217,486)	(18,684,642)
Components of cash and cash equivalents comprise:		
Cash in hand	863,398	790,772
Balances with banks:		
-In Current Accounts	65,755	145,621
-In Escrow Account	36,256	27,837
-In Cash Credit Accounts	(23,182,896)	(19,648,872)
-Deposits with maturity less than 3 months	-	-
Cash and Cash Equivalents in cash flow statement	(22,217,486)	(18,684,642)

Significant Accounting Policies & Notes

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

Note:

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

In terms of our report of even date attached

For and on behalf of the Board of Directors

For P KHETAN & CO

Chartered Accountants

F.R.N. 327386E

(Rajesh D Sarfare)

Partner

Membership No. 140399

Date: 13th June, 2020

Place: Mumbai

Dr. Pankaj Shah

Managing Director

DIN-02836324

Pralad K Bhanushali

Chief Financial Officer

Arvind K Bhanushali

Director

DIN-00011903

Mamta Mav

Company Secretary

Standalone statement of changes in Equity for the year ended 31st March, 2020

A Equity Share Capital

Particulars	Amount (in Rs.)
Balance as on 1st April, 2018	51,930,000
Addition during the year	30,000,000
Balance as on 31st March, 2019	81,930,000
Addition during the year	11,000,000
Balance as on 31st March, 2020	92,930,000

B Other Equity

Particulars	Reserves & Surplus			
	Securities Premium	Retained Earnings	Equity Component of Redeemable Preference Shares Reserve (Compound Financial Instrument)	Total Other Equity
Balance as on 1st April, 2018	31,701,000	(80,282,757)	49,298,328	716,571
Addition during the year on account of Issue of equity shares	21,000,000	-	-	21,000,000
Addition to Equity component of compound financial instruments	-	-	-	-
Profit/(loss) for the year	-	(51,829,332)	-	(51,829,332)
Other comprehensive income/(expense)	-	97,461	-	97,461
Balance as of March 31, 2019	52,701,000	(132,014,628)	49,298,328	(30,015,300)
Addition during the year on account of Issue of equity shares	17,600,000	-	-	17,600,000
Addition to Equity component of compound financial instruments	-	-	-	-
Profit/(loss) for the year	-	(42,406,056)	-	(42,406,056)
Other comprehensive income/(expense)	-	(99,814)	-	(99,814)
Balance as of March 31, 2020	70,301,000	(174,520,498)	49,298,328	(54,921,170)

Significant Accounting Policies & Notes

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

As per our report of even date annexed

For P KHETAN & CO

Chartered Accountants

F.R.N. 327386E

(Pankaj Kumar Khetan)

Partner

Membership No. 066080

Date: 18th May, 2019

Place: Mumbai

For and on behalf of the Board of Directors

Sd/-

Dr. Pankaj shah

Managing Director

DIN-02836324

Sd/-

Balakrishna Talawadekar

Chief Financial Officer

Sd/-

Arvind K Bhanushali

Director

DIN-00011903

Sd/-

Mamta Mav

Company Secretary

Notes to the financial statements for the year ended 31 March 2020**1 Background and nature of operations**

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

The equity shares of the Company are listed on the BSE Ltd.

2 Summary of Significant accounting policies**2.1 Basis of Preparation**

- a) The financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under section 133 of the companies (Indian Accounting Standards) Rules, 2015 as amended, and other accounting principles generally accepted in India.
- b) The financial statements of the Company have been prepared in accordance with the Indian Generally Accepted Accounting Principles (GAAP) on the accrual basis of accounting and historical cost convention with the exception of certain material items that have been measured at fair value as required by the relevant Ind AS and explained in the ensuing policies below. The financial statements are presented in Indian Rupees ('INR')

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an

orderly transaction between market participants at the measurement date.

2.2 Use of estimates

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

Key sources of estimation uncertainty**Impairment of goodwill**

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, an impairment loss may arise.

Useful lives of property, plant and equipment

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

Fair value measurements and valuation processes

In estimating the fair value of an asset or liability, the Company uses market-observable data to the extent it is available. Where level 1 inputs are not available, the Company engages third party qualified valuers to perform the valuation. The management works closely with qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

Estimation uncertainty relating to Global Health Pandemic COVID-19 outbreak

The Company has made assessment of its liquidity position for the next year and the recoverability and carrying value of its assets comprising property, plant and equipment, intangible assets, right of use assets, goodwill, inventory and trade receivables. Based on current indicators of future economic conditions, the company expect to fully recover the carrying amount of these assets. The eventual outcome of impact of Covid 19 may be different from those estimated as on the date of approval of these financial Statements.

2.3 Property, Plant and Equipment (PPE)

- (i) Property, Plant and Equipments are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.
- (ii) Capital Work-in-Progress represents Property, plant and equipment that are not ready for their intended use as at thereporting date.
- (iii) Subsequent expenditure related to an item of Property, Plant and Equipments is added to its book value only if it increases the future benefits from the existing asset beyond its previously

assessed standard of performance. All other expenses on existing Property, Plant and Equipments, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the year during which such expenses are incurred.

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

Depreciation methods, estimated useful lives and residual values

Depreciation is provided, pro-rata for the period in use, on the straight-line method based on the respective estimate of useful lives given below. Estimated useful lives of assets are determined based on technical parameters/assessments. The Management believes that useful lives currently used, which is prescribed under Part C of Schedule II to the Companies Act, 2013, fairly reflects its estimate of the useful lives and residual values of PPE, though these lives in certain cases are different from lives prescribed under Schedule II.

- (i) Leasehold Improvements are depreciated over the useful lives of the assets or the unexpired lease period, whichever, is lower. Based on the same, leasehold improvements are being depreciated over a period of 3 - 5 years.
- (ii) In respect of Computers, Office Equipment and Furniture, the depreciation is calculated by straight line basis considering the useful lives prescribed under Schedule II of the Companies Act, 2013.
- (iii) In respect of Lab equipments and Lab Instruments, the depreciation is calculated by straight line basis considering the useful life that is period of eight year & ten years respectively, determined based on the management's experience of use of the

assets, as against the period of fifteen years as prescribed under Schedule II of the Companies Act, 2013

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

Tangible assets	Useful Life (in years) followed by the Company (SLM)	Useful Life (in years) under Schedule II (SLM)
Plant & Machinery		
-Plant and Machinery used in medical and surgical operations	8	13
-Other equipments	10	15
Computers		
-Servers and networks	6	6
-End user devices, such as desktops, laptops, etc.	3	3
Office equipment	5	5
Furniture	10	10
Electrical installations	10	10

Intangible assets

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

Goodwill

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

Acquired intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired at purchase of business is recorded at their fair value as at the date of purchase of business. Following initial recognition, intangible assets are carried at cost less accumulated

amortization and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

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

2.4 Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of non-financial assets except inventories to ascertain whether there is any indication that those assets have suffered an impairment loss. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Intangible assets excluding goodwill with indefinite useful lives are tested for impairment at least annually,

and whenever there is an indication that the asset may be impaired.

2.5 Investments and Other financial assets

Classification

The Company classifies its financial assets in the following categories:

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

Those measured at amortized cost.

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

Initial recognition and measurement

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through Profit and Loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through Profit and Loss are expensed in the Statement of Profit and Loss.

Subsequent measurement

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

Debt instruments

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

Amortised cost:

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

Fair Value Through Profit and Loss (FVTPL):

Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognised in Statement of Profit and Loss in the period in which it arises. Interest income from these financial assets is recognised in the Statement of Profit and Loss.

Equity instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in Other Comprehensive Income (OCI). There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of such investments. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Impairment of financial assets

The Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk

exposure: If financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Derecognition of financial assets

A financial asset is derecognized only when:

the Company has transferred the rights to receive cash flows from the financial asset or

retains the contractual rights to receive the cash flows from the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

Income recognition

Interest income

Interest income or expense is recognized using the effective interest rate method. The effective interest

rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

2.6 Financial liabilities and equity instruments

Classification of debt or equity

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

Equity instruments

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

Financial liabilities

Financial liabilities are initially recognised at fair value, net of transaction cost incurred. All financial liabilities are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction cost) and the redemption amount is recognised in profit or loss over the period of the borrowings, using the effective interest method. Fees paid on the established loan facilities are recognised as transaction cost of the loan, to the extent that it is probable that some or all the facility will be drawn down.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

De-recognition of financial liabilities

The Company de-recognises financial liabilities when, and only when, the Company's obligations specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any

non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gain/(loss).

2.7 Inventories

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

2.8 Revenue recognition

Company's Revenue comprises of revenue from providing healthcare services such as health check up and laboratory services to the customers. Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, price concessions etc as specified in the contract with the customer. Revenue is recognized at a point in time when the company satisfies performance obligations by rendering the promised service to its customers. Generally, each test represents a separate performance obligation for which revenue is recognised when the test report is generated i.e. when the performance obligation is satisfied. Unearned and deferred revenue ("contract liability") is recognised when there is billings in excess of revenues. Income from interest is accounted for on time proportion basis taking into account the amount outstanding and the applicable rate of interest.

2.9 Leases

The company has adopted Ind AS 116- Leases on 1 April 2019 using the modified prospective approach by applying the new standard to all leases existing at the date of initial application and therefore the comparative information has not been restated and continues to be reported in accordance with Ind AS 17. The Company also elected to use the recognition exemption for lease contracts that, at the commencement date, have a lease term of twelve

months or less ("short-term leases") and lease contracts for which the underlying asset is of low value other than land. ("low value assets").

The company as a lessee

As a lessee the company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate. Generally, the company uses its incremental borrowing rate as the discount rate. Lease payments included in the measurement of the lease liability comprise fixed payments as per lease agreement initially measured using effective interest method. Interest cost on lease liability is booked as finance cost in the statement of profit and loss.

2.10 Foreign currency transactions

Initial recognition - Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the

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

2.11 Employee benefits

- (i) All short term employee benefits are accounted on undiscounted basis during the accounting period based on services rendered by employees.
- (ii) Employees of the Company are entitled to receive benefits under the provident fund, which is a defined contribution plan, in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952. Contribution paid or payable is recognised as an expense in the period in which services are rendered by the employee.
- (iii) Gratuity is a post employment benefit and is in the nature of a defined benefit plan. The liability recognised in the balance sheet in respect of gratuity is the present value of the defined benefit/ obligation at the balance sheet date. The defined benefit/ obligation are calculated at the balance sheet date by an independent actuary using the projected unit credit method. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss: a) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements b) Net interest expense or income

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is

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

Ind AS 19 requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates and employee and pensioner demographics. The Company determines the assumptions in conjunction with its actuaries, and believes these assumptions to be in line with best practice, but the application of different assumptions could have a significant effect on the amounts reflected in the income statement, other comprehensive income and balance sheet. There may be also interdependency between some of the assumptions.

2.12 Taxes on income

The provision for current taxation is computed in accordance with the relevant tax regulations. Deferred tax is recognised on timing differences between the accounting and taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as at the balance sheet date. Deferred tax assets in respect of unabsorbed depreciation and carry forward losses under tax laws are recognised and carried forward to the extent there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised in future. Other deferred tax assets are recognised only to the extent there is a reasonable certainty of realisation in future. Such assets are reviewed at each balance sheet date to reassess realisation

2.13 Provisions and contingent liabilities

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

2.14 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted

average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

2.15 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and on hand and short term investments with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purposes of the statement of cash flows, Cash and cash equivalents consist of cash at bank and on hand and short term deposits and unpaid dividend account, net of outstanding bank overdrafts as they are considered an integral part of the company's cash management.

2.16 Segment reporting policy

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. The chief operating decision maker (CODM) is responsible for allocating resources and assessing performance of the operating segments and has been identified as the Board of Directors of the Company. Refer note 34 for segment information presented.

2.17 Operating Cycle:

The Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as Current and non-current.

2.18 Cash Flow Statement

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

Notes on Financial Statements for the year ended 31st March, 2020

3a Property, plant and equipment

	Lab equipments	Lab instruments	Computers	Office equipment	Furniture	Electrical fittings	Leasehold improvements	Total
Gross block								
Balance as at 01 April 2018	10,286,425	45,358,945	2,911,226	725,729	3,540,586	41,693	18,272,713	81,137,317
Acquired in business takeover	2,790,074	-	42,966	3,320	11,709	69,383	-	2,917,452
Addition	-	1,005,823	690,564	14,750	291,466	184,790	-	2,187,393
Disposal	-	-	-	-	-	-	-	-
Balance as at 31 March 2019	13,076,499	46,364,768	3,644,756	743,799	3,843,761	295,866	18,272,713	86,242,162
Acquired in business takeover	-	-	-	-	-	-	-	-
Addition	-	91,216	92,159	57,909	116,466	36,160	41,300	435,210
Disposal	-	-	-	-	-	-	-	-
Balance as at 31st March 2020	13,076,499	46,455,984	3,736,915	801,708	3,960,227	332,026	18,314,013	86,677,372
Accumulated Depreciation								
Balance as at 01 April 2018	1,201,765	5,218,725	1,137,098	141,509	400,510	5,274	4,512,748	12,617,629
Depreciation charge	1,493,800	4,381,735	1,073,364	140,756	350,494	23,543	4,267,623	11,731,315
Reversal on disposal of asset	-	-	-	-	-	-	-	-
Balance as at 31 March 2019	2,695,565	9,600,460	2,210,462	282,265	751,004	28,817	8,780,371	24,348,944
Depreciation charge	1,697,168	4,418,663	1,015,605	144,427	398,006	35,077	4,314,910	12,023,856
Reversal on disposal of asset	-	-	-	-	-	-	-	-
Balance as at 31st March 2020	4,392,733	14,019,123	3,226,067	426,692	1,149,010	63,894	13,095,281	36,372,800
Net Block								
As at 31 March 2019	10,380,934	36,764,308	1,434,294	461,534	3,092,757	267,049	9,492,342	61,893,218
As at 31 March 2020	8,683,766	32,436,861	510,848	375,016	2,811,217	268,132	5,218,732	50,304,572

The Company has elected to continue with the carrying value of all of its property, plant and equipment and Intangible Assets as at the transition date, viz., measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

Notes to Financials Statements for the year ended 31st March, 2020

Particulars	As at 31st March, 2020	As at 31st March, 2019
3b Right of Use Assets		
Particulars		
Office & Lab Premises		
Balance as at 01 April 2019	-	
Transition impact of Ind AS-116	(707,391)	
Recognition on transition to Ind AS 116 - Lease (Refer Note 35)	9,464,210	
Acquired in business takeover	-	
Additions	5,362,538	
Disposals	-	
Balance as at 31st March 2020	14,119,357	
Accumulated Depreciation		
Balance as at 01 April 2019	-	
Depreciation charge	4,063,272	
Reversal on disposal of asset	-	
Balance as at 31 March 2020	4,063,272	
Net Carrying Value		
As at 31 March 2020	10,056,086	
4 Goodwill		
Cost or Deemed Cost	26,517,864	26,517,864
Accumulated Impairment Loss	-	-
Closing Balance	<u>26,517,864</u>	<u>26,517,864</u>
Balance at the beginning of the year	26,517,864	9,423,516
Additions on account of business takeover	-	17,094,348
Closing Balance	<u>26,517,864</u>	<u>26,517,864</u>
Accumulated Impairment Loss		
Balance at the beginning of the year	-	-
Impairment loss recognised during the year	-	-
Closing Balance	<u>-</u>	<u>-</u>
Impairment of Goodwill		

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

Notes to Financials Statements for the year ended 31st March, 2020

Particulars	As at 31st March, 2020	As at 31st March, 2019	
5 Other Intangible assets			
Particulars	Software	Website development	Total
Gross block			
Balance as at 1 April, 2018	1,030,458	714,032	1,744,490
Acquired in business takeover	-	-	-
Additions	-	-	-
Disposal	-	-	-
Balance as at 31 March, 2019	1,030,458	714,032	1,744,490
Acquired in business takeover	-	-	-
Additions	38,940	-	38,940
Disposal	-	-	-
Balance as at 31st March 2020	1,069,398	714,032	1,783,430
Accumulated Amortisation			
Balance as at 1 April, 2018	405,831	229,827	635,658
Amortisation	326,312	226,110	552,422
Reversal on Disposal	-	-	-
Balance as at 31 March 2019	732,143	455,937	1,188,080
Amortisation	290,134	226,730	516,864
Reversal on Disposal	-	-	-
Balance as at 31st March 2020	1,022,277	682,667	1,704,944
Net Block			
As at 31 March 2019	298,315	258,095	556,410
As at 31 March 2020	47,121	31,365	78,486

Notes to Financials Statements for the year ended 31st March, 2020

Particulars	As at 31st March, 2020	As at 31st March, 2019
6 Long Term Loans & Advances (Unsecured Considered Good)		
Loan given to parties	842,066	3,218,901
Loan given to Staff	171,186	321,673
	1,013,252	3,540,574
7 Other financial assets		
Bank deposits (refer note 10)	22,500,000	32,500,000
	22,500,000	32,500,000
8 Inventories		
Reagents, chemicals & consumables	2,764,844	2,800,521
	2,764,844	2,800,521
Break up of Inventories		
Reagents and chemicals	2,295,421	2,393,393
Consumables & others	469,423	407,128
9 Trade Receivables		
secured, considered good	-	-
Unsecured, considered good	6,045,658	7,961,273
Unsecured, considered doubtful	710,669	402,815
	6,756,327	8,364,088
Less: Allowance for doubtful debts(Expected credit loss allowance)	710,669	402,815
	6,045,658	7,961,273

The average credit period from service is 0-30 days. No interest is charged on the trade receivables for the amount overdue above the credit period. There are 4 customers who represent more than 5% of the total balance of trade receivables.

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

Age of Receivables	As at 31 March, 2020	As at 31 March, 2019
0-90 days	3,539,548	4,060,358
90-180 days	219,021	2,381,267
180-360 days	331,480	1,312,428
More than 360 days	2,666,278	610,035
	6,756,327	8,364,088

Notes to Financials Statements for the year ended 31st March, 2020

Particulars	As at	As at
	31st March, 2020	31st March, 2019
Movement in the expected credit loss allowance	Year ended	Year ended
	31 March 2020	31 March 2019
Balance at the beginning of the year	402,815	-
Movement in the expected credit loss allowance on trade receivables calculated at life time expected credit losses	307,854	402,815
Balance at the end of the year	710,669	402,815

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

Ageing	Expected Credit Loss (%)
0-90 days	0%
90-180 days	5%
180-365 days	10%
More than 365 days	25%

10a **Cash & Cash Equivalents****Balances with banks:**

-In Current Accounts	65,755	145,621
-In Escrow Account	36,256	27,837

Cash In Hand:

Cash In hand	863,398	790,772
Total	965,409	964,230

10b **Other bank balances**

Balance with bank held as

-Deposits with maturity more than 3 months but less than 12 months*	10,000,000	-
-Deposits with maturity more than 12 months*	22,500,000	32,500,000
	32,500,000	32,500,000
Less: Amount disclosed as 'Other non-current assets' (refer note 7)	(22,500,000)	(32,500,000)
Cash and Cash equivalents as shown above	10,000,000	-

* Includes fixed deposits with lien as security for overdraft facility.

Notes to Financials Statements for the year ended 31st March, 2020

Particulars	As at 31st March, 2020	As at 31st March, 2019
11 Other financial assets		
Security Deposits		
- to related parties	457,393	429,477
- to others	4,002,458	4,891,264
Interest accrued on Deposits	6,260,575	3,916,911
	10,720,427	9,237,652
12 Other Current Assets		
Advance to Staff for Expenses	32,070	18,000
Advances recoverable in cash or kind	6,726	19,390
Advance tax and TDS	1,608,661	1,319,557
Prepaid expenses	738,797	669,089
	2,386,254	2,026,036

Additional Information

Advance payment against taxes is after year wise set off against provision for taxation.

13 Equity Share Capital**Authorised Capital**

20000000 (Pr. Yr. 20000000) Equity Shares of Rs.10/-	200,000,000	200,000,000
15000000 (Pr. Yr. 15000000) Preference Shares of Rs.10/-	150,000,000	150,000,000
	350,000,000	350,000,000

Issued, Subscribed and Paid-up

9293000 (Pr. Yr. 8193000) Equity Shares of Rs.10/- each fully paid up in cash	92,930,000	81,930,000
	92,930,000	81,930,000

13.1 Terms and rights attached to equity shares

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

Notes to Financials Statements for the year ended 31st March, 2020

Particulars	As at 31st March, 2020	As at 31st March, 2019
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13.2 The Details of Shareholders holding more than 5% shares in the company

Name of the Shareholders	As at 31st March 2020		As at 31st March 2019	
	No. of shares	% of holding	No. of shares	% of holding
Yashraj Biotechnology Limited	1435800	15.45%	1435800	17.52%
Mrs.Rinku Bhanushali	833500	8.97%	533500	6.51%
Mr.Arvind Bhanushali	585500	6.30%	585500	7.15%
Mrs.Deepali Bhanushali	585500	6.30%	585500	7.15%
Glorious Holdings Private Limited	550000	5.92%	-	0.00%
Vincent Commercial	550000	5.92%	-	0.00%
Mr.Viond Bhanushali	516000	5.55%	516000	6.30%
Dr.Pankaj Shah	500000	5.38%	500000	6.10%

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

Particulars	As at 31st March 2020		As at 31st March 2019	
	No. of Shares	₹	No. of Shares	₹
Equity Shares at the beginning of the year	8,193,000	81,930,000	5,193,000	51,930,000
Add: Shares issued during the year	1,100,000	11,000,000	3,000,000	30,000,000
Equity Shares outstanding at the end of the year	9,293,000	92,930,000	8,193,000	81,930,000

During the previous year, the company has allotted 11,00,000 equity shares of Rs. 10 each at an issue price of Rs. 26 each (including premium of Rs. 16 each) on preferential basis to strategic investors not forming part of promoter group.

Notes to Financials Statements for the year ended 31st March, 2020

Particulars	As at 31st March, 2020	As at 31st March, 2019
14 Other Equity		
(a) Security Premium Account		
Opening Balance	52,701,000	31,701,000
Add: Premium on shares issued during the year	17,600,000	21,000,000
Closing Balance	<u>70,301,000</u>	<u>52,701,000</u>
(b) Retained Earnings		
Opening Balance	(132,014,628)	(80,282,757)
Add: Net profit/(loss) for the year	(42,406,056)	(51,829,332)
Remeasurement of defined benefit plans	(99,814)	97,461
Closing Balance	<u>(174,520,498)</u>	<u>(132,014,628)</u>
(c) Equity Component of Redeemable Preference Shares (Compound Financial Instrument)		
Opening Balance	49,298,328	-
Add: Equity Component of Compound Instrument	-	49,298,328
Closing Balance	<u>49,298,328</u>	<u>49,298,328</u>
Total (a) + (b)+ (c)	<u>(54,921,170)</u>	<u>(30,015,300)</u>

Securities premium

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

Retained Earnings

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

15 Financial Liabilities- Long term Borrowings**(a) Secured loans**

From banks

-Term loans	24,259,280	30,685,018
-Infrastructure loan	1,638,789	3,677,486
	<u>25,898,069</u>	<u>34,362,504</u>

Less: Current maturities of long term borrowings (Refer Note- 21)

	8,790,816	8,438,160
Total	<u>17,107,253</u>	<u>25,924,344</u>

Notes

Term loan taken from HDFC bank is secured by hypothecation of Lab Equipments and Instruments. The loan has interest of HDFC bank's base rate plus 285 BPS. Term loan is repayable in 72 monthly installments from the date of first disbursement of Lab Equipment loan with Moratorium of 6 months.

Infrastructure loan taken from HDFC bank has interest of HDFC bank's base rate plus 270 BPS. Infrastructure loan is repayable in 48 monthly installments from the date of first disbursement.

Notes to Financials Statements for the year ended 31st March, 2020

Particulars	As at 31st March, 2020	As at 31st March, 2019
(b) Unsecured Loans		
From related parties	6,896,616	-
From Others	14,666,524	15,799,364
Total	21,563,140	15,799,364
(c) Liabilities Component of Compound Financial Instruments		
9% Non convertible, Non Cumulative, Non Participating, Redeemable Preference Shares	6,845,656	6,112,192
	6,845,656	6,112,192
Grand Total (a+b+c)	45,516,049	47,835,900

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

16 **Other financial liabilities**

Purchase Consideration Payable towards business takeover	-	5,000,000
	-	5,000,000

17 **Long term provisions**

Provision for Gratuity (Refer Note No- 36)	2,195,201	1,150,789
	2,195,201	1,150,789

Notes to Financials Statements for the year ended 31st March, 2020

Particulars	As at 31st March, 2020	As at 31st March, 2019
18 Financial Liabilities- Short term Borrowings		
Repayable on Demand from Banks		
(a) Secured		
Overdraft facility from Bank	23,182,896	19,648,872
	<u>19,648,872</u>	<u>854,422</u>

Note

Short term loans availed from Banks are secured by way of pledge of Fixed Deposits. Rate of interest is Fixed deposit rate plus 100 bps.

19 TRADE PAYABLES

Dues of Micro and Small Enterprises	-	-
Dues of others	4,010,152	2,881,302
	<u>4,010,152</u>	<u>2,881,302</u>

Note:

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

The Company has not received any intimation from the suppliers regarding status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) and hence disclosure regarding the following has not been provided

a) The Principal amount and interest due there on remaining unpaid to suppliers under MSMED as at the end of the accounting year,		
Principal	-	-
Interest due thereon	-	-
b) Payment made to suppliers beyond the appointed day during the year		
Principal	-	-
Interest due thereon	-	-
c) Amount of interest due and payable for delay in payment (which have been paid but beyond the appointed day during the year) but without adding the interest under MSMED	-	-
d) Amount of interest accrued and remaining unpaid as on last day	-	-
e) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-
Creditors against business takeover		

Notes to Financials Statements for the year ended 31st March, 2020

Particulars	As at 31st March, 2020	As at 31st March, 2019
20 Other financial liabilities		
Purchase Consideration Payable towards business takeover	5,000,000	4,800,000
Interest Payable	144,112	200,458
Deposit and Advance from Customer	14,494	5,000
Provision for Lease Equalisation	-	873,853
	<u>5,158,606</u>	<u>5,879,311</u>
21 Other current liabilities		
Current portion of long term borrowings (Refer Note No 15)	8,790,816	8,438,160
Audit Fees Payable	328,500	328,500
Liabilities for Expenses	214,629	475,938
Professional Tax Payable	17,200	15,075
Salary Payable	2,733,971	3,025,583
PF & ESI Payable	441,562	300,871
TDS Payables	1,234,213	778,730
Unearned revenue	58,705	98,795
Others	176,965	221,326
	<u>13,996,561</u>	<u>13,682,978</u>
22 Short-term provisions		
Provision for taxation	-	-
Provision for Gratuity (Refer Note No 36)	5,961	3,926
	<u>5,961</u>	<u>3,926</u>

Notes to Financials Statements for the year ended 31st March, 2020

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
23 Revenue from operations		
Sale of services	84,163,959	76,371,391
	84,163,959	76,371,391
24 Other Income		
Interest income		
- Bank Deposits	2,753,882	2,385,870
-Others	125,791	145,983
	2,879,673	2,531,853
25 Cost of Material Consumed		
<u>Material Consumed</u>		
Opening Stock of Raw Materials	2,800,521	3,694,400
Add: Purchases	19,840,681	21,664,835
	22,641,202	25,359,235
Less: Closing Stock of Raw Materials	2,764,844	2,800,521
	19,876,358	22,558,714
26 Employee benefit expenses		
Salary & Bonus	45,457,780	41,537,261
Contribution to PF & ESI	2,566,885	1,966,215
Gratuity expenses (refer note 36)	946,633	675,366
Staff welfare	505,595	557,325
	49,476,893	44,736,167
27 Finance cost		
Interest on Bank overdrafts	1,474,688	692,351
Interest on unsecured loan	2,740,026	3,784,931
Interest on Bank Term Loans	3,579,083	4,476,311
Interest on liability component of compound financial instruments	733,464	410,520
Interest on lease liability	1,318,573	-
Loan processing fees	60,059	110,696
Bank charges	210,156	131,905
	10,116,050	9,606,713

Notes to Financials Statements for the year ended 31st March, 2020

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
28 Depreciation and amortisation		
Depreciation on tangible assets	12,023,856	11,731,315
Amortisation on intangible assets	516,864	552,422
Depreciation on right of use leased assets	4,063,272	-
	<u>16,603,992</u>	<u>12,283,737</u>
29 Other Expenses		
Power & Fuel charges	3,193,896	4,938,367
Rent , Rates & Taxes	2,709,272	8,188,675
Laboratory testing charges	2,991,518	2,071,743
Repairs & maintenance		
-Machinery	104,995	-
-Building	218,785	4,800
-Others	916,573	909,830
Postage & Telegram	43,091	79,138
Printing & Stationery	1,509,645	1,596,631
Professional Charges	5,424,969	5,175,737
Advertising & Business promotion	2,595,116	720,397
ROC & other statutory filing fees	740,820	3,244,365
Royalty	833,304	500,000
Insurance	149,588	129,279
Payment to Auditor (refer details below)	365,000	315,000
Communication expenses	1,353,448	1,030,601
Travelling & Conveyance	2,469,239	2,180,376
Computer expenses	574,711	395,188
Office expenses	432,636	398,877
Director sitting fees	371,700	336,300
Collection Charges	1,744,824	4,184,183
Logistic expenses	3,102,353	3,140,195
Brokerage & Commission	153,990	419,400
Provision for doubtful debts and advances	307,854	402,815
Sundry balances written off	64,967	638,106
Miscellaneous Expenses	715,042	546,065
Total	<u>33,087,336</u>	<u>41,546,067</u>
Payment to auditor		
-Audit Fees	250,000	250,000
-Tax Audit Fees	50,000	15,000
-Limited Review	50,000	50,000
-Certification fees	15,000	-
-Others	-	-

Notes to Financials Statements for the year ended 31st March, 2020**30. Earnings per share**

Particulars	As at 31-Mar-20	As at 31-Mar-19
Profit for the period - (in INR)	(42,406,056)	(51,829,332)
Number of equity shares	9,293,000	8,193,000
Weighted average number of equity shares outstanding during the year	8,571,689	6,993,000
Basic earnings per share of ₹ 10 each	(4.56)	(6.33)
Diluted earnings per share of ₹ 10 each	(4.95)	(7.41)
Face value per share - (in ₹)	10.00	10.00

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

31. Income tax

The Company is subject to Indian Income Tax Act, 1961. The Company is assessed for tax on taxable profits determined for each financial year beginning on 1 April and ending on 31 March. The Company has continued with old Income Tax Rates for the current year and has not elected to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019.

Statutory income taxes are assessed based on book profits prepared under generally accepted accounting principles in India ("Indian GAAP") adjusted in accordance with the provisions of the (Indian) Income tax Act, 1961. Such adjustments generally relate to depreciation of property, plant and equipment, disallowances of certain provisions and accruals, deduction for tax holidays and similar exemptions, the use of tax losses carried forward and retirement benefit costs. Statutory income tax is charged at 25% plus a surcharge and education cess. The combined Indian statutory tax rate for the financial year 2018-19 and 2019-20 is 26%.

Income tax returns submitted by companies are regularly subjected to a comprehensive review and challenge by the tax authorities.

31.1 Income tax recognised in profit

Particulars	As at 31-Mar-20	As at 31-Mar-19
(in INR)		
Current tax		
In respect of the current year	-	-
In respect of the prior years	289,060	1,178
	<u>289,060</u>	<u>1,178</u>
Deferred tax		
In respect of the current year	-	-
In respect of the prior years	-	-
	-	-
Total income tax expenses recognised in the current period	<u><u>289,060</u></u>	<u><u>1,178</u></u>

32. Capital and other commitments :

	<u>As at 31-Mar-20</u>	<u>As at 31-Mar-19</u>
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-

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

	<u>As at 31-Mar-20</u>	<u>As at 31-Mar-18</u>
a) Claims against the Company by a vendor not acknowledged as debts* (As per the Company, these claims are not tenable and therefore no provision is required)	-	-
b) Other claims against the Company not acknowledged as debts	-	-

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

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

Secondary Segments: Geographical Segments

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

	<u>31-Mar-20</u>	<u>31-Mar-19</u>
Revenue		
-India	84,163,959	76,371,391
-Outside India	-	-
Total Revenue	<u>84,163,959</u>	<u>76,371,391</u>
	<u>As at 31-Mar-20</u>	<u>As at 31-Mar-19</u>
Trade receivable		
-India	6,045,658	7,961,273
-Outside India	-	-
Total Receivables	<u>6,045,658</u>	<u>7,961,273</u>

No single customers contributed more than 10% or more to the Company's revenue during the years ended 31 March, 2020 and 31 March, 2019.

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

Company has adopted IND AS 116 Accounting for Leases from April 1, 2019, with the modified retrospective approach therefore recognised lease liabilities and Right-of-use assets in the opening balance sheet on April 1, 2019. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of April 1, 2019. Right-of use assets were measured at the amount equal to the lease liability adjusted by the amount of prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of initial application. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on April 1, 2019 was 12.00%.

The application of the new standard has a significant impact on the classification of expenditure and cash flow statement. It has impacted the timing of expenses recognised in the statement of profit and loss. Expenses were previously recognised as rent expense and for the current period rent expense is being replaced by depreciation charge on right-of-use asset amounting to Rs. 40,63,272 which is included under depreciation and amortisation expense in statement of profit and loss and finance cost on lease liability amounting to Rs. 13,18,573.

There has been no impact on the retained earnings due to application of the standard. The Company recognised a lease liability measured at the present value of the remaining lease payments. The right-of-use assets are recognised at cost, which comprises the amount of the measurement of the lease liability adjusted for any lease payments made at or before the inception date of the lease. Accordingly, a right-of-use asset of Rs. 1,47,10,056 and a corresponding lease liability of Rs. 1,47,10,056 has been recognised during the year.

On transition, the adoption of the new standard resulted in reclassification of Rs. 1,15,586 from prepaid rent- Other current assets to right-of-use assets, reclassification of Rs. 8,22,977 from provision for Rent Equalisation-Other financial liabilities to right of use assets.

The Company has cash outflows for lease of underlying assets amounting to Rs. 61,40,733.28 for the year ended March 31, 2020 out of which rent charges is amounting to Rs. 27,09,272 which includes rentals for short term lease and low value lease.

Payment recognised as an expense

Particulars	Year ended 31 March, 2020
Short term lease	2,709,272
Low value assets	-

Details of lease liability

The following is the movement in lease liabilities during the year ended 31 March, 2020:

Particulars	Year ended 31 March, 2020
Balance as at 01 April 2019	-
Recognition on transition to Ind AS 116 - Lease	9,464,210
Additions for the new leases	5,245,847

Finance cost accrued during the period		1,318,573
Payment/adjustment of lease liabilities*		(4,750,034)
Balance as at 31st March 2020		11,278,596
Current Lease Liability		4,859,433
Non-Current Lease Liability		6,419,163
Total Lease Liability	-	11,278,596

*This amount includes payment of lease principle liability of 3431461 and interest paid shown under finance cost amounting to Rs 1318573.

Contractual maturities of lease liabilities as at 31 March 2020 on an undiscounted basis:

Particulars	As at
	<u>31-Mar-20</u>
Not later than one year	6,002,482
Later than one year but not later than five years	7,546,045
Later than five years	-
Total	<u>13,548,527</u>

Details of right-of-use asset:

The following is the movement in right-of-use asset during the year ended 31 March, 2020:

Particulars	As at
	<u>31-Mar-20</u>
Balance as at 01 April 2019	-
Transition impact of Ind AS 116 - Lease	(707,391)
Recognition on transition to Ind AS 116 - Lease	9,464,210
Additions for the new leases*	0 5,362,538
Deletions	-
Amortisation expenses	4,063,272
Balance as at 31st March 2020	<u>10,056,086</u>

*includes Rs. 116691 towards reclassification of Prepaid Rent

36. Employee Benefit Plans

36.1 Defined Contribution Plans

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

The total expenses recognised in statement of profit and loss Rs.25,66,885/- (for the year ended 31 March, 2019: Rs.19,66,215/-) represents contributions payable to provident fund & ESI Scheme by the Company at rates specified in the rules of the plans. As at 31 March, 2020, contributions of Rs.2,42,019/- (as at 31 March, 2019: Rs.1,49,864/-) due in

respect of 2019-20 (2018-19) reporting period had not been paid over to the plans. The amounts were paid subsequent to the end of the respective reporting periods.

36.2 Defined benefit plans

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

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

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

Salary risk The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

36.4 Actuarial Assumptions - Gratuity

Date of Valuation	As at	As at
	31 March, 2020	31 March, 2018
Discount rate	6.85%p.a.	7.70%p.a.
Rate of salary increase	7.00%p.a.	7.00%p.a.
Rate of return	NA	NA
Retirement age	60 Years	60 Years
Attrition rate	2 to 10 %	2 to 10 %
Mortality table	Indian Assured Lives Mortality (2006-2008)	Indian Assured Lives Mortality (2006-2008)

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

Particulars	Year ended	Year ended
	31 March, 2020	31 March, 2019
Service Cost :		
Current service cost	857,871	631,389
Past service cost and (gain)/loss from settlements	-	-
Net interest expense	88,762	43,977
Components of defined benefit costs recognised in employee benefit expenses	946,633	675,366

Remeasurement on the net defined benefit liability:

Return on plan assets (excluding amounts included in net interest expense)	-	-
Actuarial (gains)/losses arising from changes in demographic assumptions	(1,579)	-
Actuarial (gains)/losses arising from changes in financial assumptions	205,527	(6,859)
Actuarial (gains)/losses arising from experience adjustments	(104,134)	(90,602)
Components of remeasurement	99,814	(97,461)
Total	1,046,447	577,905

36.6 Movements in the present value of the defined benefit obligation:

Particulars	Year ended	Year ended
	31 March, 2020	31 March, 2019
Opening defined benefit obligation	1,154,715	576,810
Current service cost	857,871	631,389
Past service cost and (gain)/loss from settlements	-	-
Net interest expense	88,762	43,977
Return on plan assets (excluding amounts included in net interest expense)	-	-
Actuarial (gains)/losses arising from changes in demographic assumptions	(1,579)	-
Actuarial (gains)/losses arising from changes in financial assumptions	205,527	(6,859)
Actuarial (gains)/losses arising from experience adjustments	(104,134)	(90,602)
Benefits paid	-	-
Closing defined benefit obligation		
Total	2,201,162	1,154,715

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

Particulars	(in INR, unless otherwise stated)	
	As at	As at
	31 March, 2020	31 March, 2019
Present value of funded defined benefit obligation	2,201,162	1,154,715
Fair value of plan assets	-	-
Net liability arising from defined benefit obligation	2,201,162	1,154,715

37. Related Party Disclosures**I. Names of related parties and related party relationship****a. Entities in which key managerial personnel can exercise significant influence**

- Yashraj Biotechnology Limited
- Jaypee Merchandise Pvt. Ltd.

b. Key managerial personnel

- Dr.Pankaj Shah-Managing Director
- Arvind K Bhanushali- Executive Director
- Ravindra Desai- CEO (From 06/11/2019)
- Prahlad Bhanushali - CFO (From 19/05/2019)
- Balkrishna Subhash Talawadekar- CFO (Up to 18/05/2019)
- Mamta Nilesh Mav- Company Secretary
- Avinash Chander Mahajan-Chairman & Independent Director
- Abhay Sadashiv Chowdhary- Independent Director
- Mangala Radhakrishna Prabhu - Independent Director
- Vandana Sachin Bhansali- Independent Director
- Subhash Raghunath Salunke- Independent Director

c. Relatives of key management personnel

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

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

(Figures in bracket relates to previous year)
(in INR, unless otherwise stated)

Particulars	Entities in which key management personnel can exercise significant influence	Key Management Personnel	Relatives of Key Management Personnel	Grand Total
a. Salary & Remuneration				
- Dr.Pankaj Shah	-	6,400,000	-	6,400,000
		(5,815,000)	-	(5,815,000)
-Ravindra Desai	-	1,597,224		1,597,224
		-		-
-Balkrishna Subhash Talawadekar	-	89,267		89,267
		(688,400)		(688,400)
-Prahlad Kanji Bhanushali	-	1,179,707		1,179,707
		-		-
-Mamta Nilesh Mav	-	426,408		426,408
		(336,616)		(336,616)
- Yash Arvind Bhanushali	-	824,400		824,400
		-		-
- Jay Arvind Bhanushali	-	824,400		824,400
		-		-

b. Loan received

-Mr.Arvind K Bhanushali		4,000,000	-	-
		-	-	-
-Yashraj Biotechnology Limited	15,000,000		-	15,000,000
	(10,000,000)			(10,000,000)
- Jaypee Merchandise Pvt. Ltd.	24,000,000			24,000,000
		-		-

C. Loan repaid

-Mr.Arvind K Bhanushali		4,000,000		4,000,000
		-		-
-Yashraj Biotechnology Limited				-
Conversion of loan into Preference Shares		-		-
	(55,000,000)			(55,000,000)
Loan Repaid	12,500,000			12,500,000
	(10,000,000)			(10,000,000)
- Jaypee Merchandise Pvt. Ltd.	20,000,000			20,000,000
		-		-

d. Interest paid

-Mr.Arvind K Bhanushali		31,561		31,561
		-		-
-Yashraj Biotechnology Limited	512,137			512,137
	(3,138,485)			(3,138,485)
- Jaypee Merchandise Pvt. Ltd.	677,260			677,260
		-		-

e. Sale of Services

-Yashraj Biotechnology Limited	2,620,788			2,620,788
	(3,060,347)			(3,060,347)
-Mr.Arvind K Bhanushali		-		-
		(558,468)		(558,468)

f. Royalty Paid

- Dr.Pankaj Shah		833,304		833,304
		(500,000)		(500,000)

g. Professional/Consultancy Fees

-Dr. Snehal Shah		660,000		660,000
		(660,000)		(660,000)

h. Rent Expenses			
- Dr.Pankaj Shah		1,100,000	1,100,000
		(900,000)	(900,000)
- Smt. Shashibala J. Shah		-	-
		(1,889,476)	(1,889,476)
i. Directors Sitting Fees		371,700	371,700
		(285,000)	(285,000)
B. Outstanding Balances at year end			
a. Loan			
-Mr.Arvind K Bhanushali		3156	3,156
		-	-
- Yashraj Biotechnology Limited	2,960,923		2,960,923
	-		-
- Jaypee Merchandise Pvt. Ltd.	3938849		3,938,849
	-		-
b. Salary & Remuneration			
-Pankaj Shah		611,000	611,000
-Ravindra Desai		(13,260)	(13,260)
-Prahlad Kanji Bhanushali		90,566	90,566
-Mamta Nilesh Mav		29,204	29,204
		-	-
c. Trade Recievables			
-Yashraj Biotechnology Limited	384,682		384,682
	(927,358)		(927,358)
-Mr.Arvind K Bhanushali		-	-
		(558,468)	(558,468)
d. Consultancy Fees Payable			
-Dr. Snehal Shah		49,500	49,500
		(49,500)	(49,500)
d. Royalty Payable			
- Dr.Pankaj Shah		112,500	112,500
		(37,496)	(37,496)
e. Rent Expenses			
- Dr.Pankaj Shah		112,500	112,500
		(67,500)	
- Smt. Shashibala J. Shah		156,280	156,280
		(148,838)	

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

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

The Company has following outstanding debt as at the end of reporting periods. Gearing ratio as at 31 March, 2020 & 31 March, 2019 is as under.

Particulars	As at	As at
	31 March, 2020	31 March, 2019
Long Term Liabilities (including current maturities and lease liabilities)	79,977,541	75,922,931
Total Equity	38,008,830	51,914,700
Gearing Ratio	2.10	1.46

(b) Financial risk management objective and policies

This section gives an overview of the significance of financial instruments for the Company and provides additional information on the balance sheet. Details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2.

(c) Financial assets and liabilities:

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

As at 31 March, 2020

Financial Assets	FVTPL	FVTOCI	Amortised Cost	Total	Carrying Value
Trade receivables	-	-	6,045,658	6,045,658	6,045,658
Cash and cash equivalents	-	-	965,409	965,409	965,409
Bank balances other than cash and cash equivalents above	-	-	32,500,000	32,500,000	32,500,000
Other financial assets	-	-	11,733,679	11,733,679	11,733,679
Total	-	-	51,244,746	51,244,746	51,244,746
Financial Liabilities	FVTPL	FVTOCI	Amortised Cost	Total	Carrying Value
Borrowings	-	-	68,698,944	68,698,944	68,698,944
Lease liabilities	-	-	11,278,596	11,278,596	11,278,596
Trade payables	-	-	4,010,152	4,010,152	4,010,152
Other financial liabilities	-	-	13,949,422	13,949,422	13,949,422
Total	-	-	97,937,115	97,937,115	97,937,115

As at 31 March, 2019

Financial Assets	FVTPL	FVTOCI	Amortised Cost	Total	Carrying Value
Investments	-	-	-	-	-
Trade receivables	-	-	7,961,273	7,961,273	7,961,273
Cash and cash equivalents	-	-	964,230	964,230	964,230
Bank balances other than cash and cash equivalents above	-	-	32,500,000	32,500,000	32,500,000
Other financial assets	-	-	12,778,226	12,778,226	12,778,226
Total	-	-	54,203,729	54,203,729	54,203,729

Financial Liabilities	FVTPL	FVTOCI	Amortised Cost	Total	Carrying Value
Borrowings	-	-	67,484,771	67,484,771	67,484,771
Trade payables	-	-	2,881,302	2,881,302	2,881,302
Other financial liabilities	-	-	19,317,471	19,317,471	19,317,471
Total	-	-	89,683,544	89,683,544	89,683,544

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

Financial risk management

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

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

- (i) **Liquidity risk** The Company requires funds for short-term operational needs. The Company remains committed to maintain a healthy liquidity, gearing ratio and strengthening the balance sheet. The maturity profile of the Company's financial liabilities and realisability of financial assets based on the remaining period from the date of balance sheet to

the contractual maturity date is given in the table below. The figures reflect the contractual cash obligation of the company.

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

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

(In INR unless otherwise stated)

(As at 31 March, 2020)

	< 1 year	1-3 years	3-5 years	>5 years	Total
Non-current					
Borrowings	-	38,670,393	-	6,845,656	45,516,049
Lease liabilities	-	4,321,626	2,097,537	-	6,419,163
Other non current financial liabilities	-	-	-	-	-
Current					
Borrowings	23,182,896	-	-	-	23,182,896
Lease liabilities	4,859,433	-	-	-	4,859,433
Trade payables	4,010,152	-	-	-	4,010,152
Other current financial liabilities	13,949,422	-	-	-	13,949,422
Total	46,001,903	42,992,019	2,097,537	6,845,656	97,937,115

(As at 31 March, 2019)

	< 1 year	1-3 years	3-5 years	>5 years	Total
Non-current					
Borrowings	-	41,723,708	-	6,112,192	47,835,900
Lease liabilities	-	-	-	-	-
Other non current financial liabilities	-	-	-	5,000,000	5,000,000
Current					
Borrowings	19,648,872	-	-	-	19,648,872
Lease liabilities	-	-	-	-	-
Trade payables	2,881,302	-	-	-	2,881,302
Other current financial liabilities	14,317,471	-	-	-	14,317,471
Total	36,847,645	41,723,708	-	11,112,192	89,683,544

As at 31 March, 2020, the Company had access to funding facilities of Rs. 285.00 Lakhs (entire amount not drawn) as set out below:

(In INR unless otherwise stated)

	Total Facility	Drawn	Undrawn
Unsecured overdraft facility, reviewed annually and payable at call	28,500,000	23,182,896	5,317,104

As at 31 March, 2019, the Company had access to funding facilities of Rs. 225.00 Lakhs (entire amount not drawn) as set out below:

		(In INR unless otherwise stated)	
	Total Facility	Drawn	Undrawn
Unsecured overdraft facility, reviewed annually and payable at call	22,500,000	19,648,872	2,851,128
Total			

(ii) **Interest rate risk**

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

The exposure of the Company's financial assets as at 31 March, 2020 to interest rate risk is as follows:

	(In INR unless otherwise stated)			
	Floating Rate	Fixed Rate	Non Interest Bearing Rate	Total
Non-current				
Loans	-	1,013,252	-	1,013,252
Other financial assets	-	22,500,000	-	22,500,000
		23,513,252	-	23,513,252
Current				
Investments	-	-	-	-
Trade receivables	-	-	6,045,658	6,045,658
Cash and cash equivalents	-	-	965,409	965,409
Bank balances other than cash and cash equivalents above	-	10,000,000	-	10,000,000
Other financial assets	-	-	10,720,427	10,720,427
Total	-	10,000,000	17,731,494	27,731,494

The exposure of the Company's financial liabilities as at 31 March, 2020 to interest rate risk is as follows:

	(In INR unless otherwise stated)			
	Floating Rate	Fixed Rate	Non Interest Bearing Rate	Total
Non-current				
Long term borrowings	17,107,253	28,408,796	-	45,516,049
Lease liabilities	-	6,419,163	-	6,419,163
	17,107,253	34,827,959	-	51,935,212
Current				
Borrowings	-	23,182,896	-	23,182,896
Lease liabilities	-	4,859,433	-	4,859,433

Trade payables	-	-	4,010,152	4,010,152
Other financial liabilities	8,790,816	-	5,158,606	13,949,422
Total	8,790,816	28,042,329	9,168,758	46,001,903

The exposure of the Company's financial assets as at 31 March, 2019 to interest rate risk is as follows:

(In INR unless otherwise stated)

	Floating Rate	Fixed Rate	Non Interest Bearing Rate	Total
Non-current				
Loans	-	3,540,574	-	3,540,574
Other financial assets	-	32,500,000	-	32,500,000
		36,040,574	-	36,040,574
Current				
Investments	-	-	-	-
Trade receivables	-	-	7,961,273	7,961,273
Cash and cash equivalents	-	-	964,230	964,230
Bank balances other than cash and cash equivalents above	-	-	-	-
Other financial assets	-	-	9,237,652	9,237,652
Total	-	-	18,163,155	18,163,155

The exposure of the Company's financial liabilities as at 31 March, 2019 to interest rate risk is as follows:

(In INR unless otherwise stated)

	Floating Rate	Fixed Rate	Non Interest Bearing Rate	Total
Non-current				
Long term borrowings	25,924,344	21,911,556	-	47,835,900
Other financial liabilities	-	-	5,000,000	5,000,000
Deferred Tax Liability	-	-	-	-
	25,924,344	21,911,556	5,000,000	52,835,900
Current				
Borrowings	-	19,648,872	-	19,648,872
Lease liabilities	-	-	-	-
Trade payables	-	-	2,881,302	2,881,302
Other financial liabilities	8,438,160	-	5,879,311	14,317,471
Total	8,438,160	19,648,872	8,760,613	36,847,645

Interest rate sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to interest rates at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the assets balance at the end of the reporting period was outstanding for the whole year. A 100 basis point increase or decrease is used when reporting

interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Particulars	Year ended 31 March, 2020	Year ended 31 March, 2019
Impact on profit or loss for the year for increase in interest rate	171,073	259,243
Impact on profit or loss for the year for decrease in interest rate	(171,073)	(259,243)

(iii) Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties, as a means of mitigating the risk of financial loss from defaults. The Company is exposed to credit risk for receivables, cash and cash equivalents, bank balances other than cash and cash equivalents, investments and loans.

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

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

None of the Company's cash equivalents are past due or impaired. Regarding trade and other receivables, the Company has accounted for impairment based on expected credit losses method as at 31 March, 2020 & 31 March, 2019 based on expected probability of default.

39. The Company don't have any foreign currency exposure during the year.
40. Previous year's figures have been regrouped / rearranged wherever necessary to conform to current year's classification.
41. The Financial Statements were approved by the Board of Directors and authorised for issue on 13th June, 2020.

In terms of our report of even date attached

For P KHETAN & CO

Chartered Accountants

F.R.N. 327386E

(Rajesh D Sarfare)

Partner

Membership No. 140399

Date: 13th June, 2020

Place: Mumbai

For and on behalf of the Board of Directors

Dr. Pankaj Shah

Managing Director

DIN-02836324

Prahlad K Bhanushali

Chief Financial Officer

Arvind K Bhanushali

Director

DIN-00011903

Mamta Mav

Company Secretary

Aspira Pathlab & Diagnostics Limited

Regd. Office: Flat No. 2, R D Shah Building, Shraddhanand Road, Opp. Railway Station, Ghatkopar (W),
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