

February 07, 2025

National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Symbol: LALPATHLAB

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

Scrip Code: 539524

Sub: Postal Ballot Notice

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

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in continuation to our letter i.e. Outcome of the Board Meeting dated January 30, 2025, please find enclosed herewith Postal Ballot Notice (“Notice”) together with the Explanatory Statement thereto seeking approval of the Members for the following Resolution, through Postal Ballot by remote e-voting only (“remote e-voting”):

Item No.	Description of Special Resolution
1	Payment of Commission to Non-Executive Directors including Independent Directors

In pursuance of the relevant Circular(s) issued by the Ministry of Corporate Affairs, the Notice is being sent only through electronic mode to the Members of the Company whose email id’s are registered with the Company/ Depositories as on Friday, January 31, 2025 (“Cut-Off Date”).

The Postal Ballot Notice will also be available on the website of the Company at www.lalpathlabs.com.

We request you to kindly take the same on record.

Thanking You,
Yours Faithfully,

For **Dr. Lal PathLabs Limited**

Vinay Gujral
Company Secretary & Compliance Officer

Encl.: As above



Dr. Lal PathLabs Limited

CIN: L74899DL1995PLC065388

Regd. Office: Block-E, Sector-18, Rohini, New Delhi – 110085

Corporate Office: 12th Floor, Tower B, SAS Tower, Medicity, Sector-38, Gurugram - 122001

Website: www.lalpathlabs.com | **E-Mail:** cs@lalpathlabs.com

Phone: +91 124 3016500 | **Fax:** +91 124 4234468

Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and relevant circulars issued by Ministry of Corporate Affairs]

Dear Member(s),

Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (“the Act”) read together with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 09/2024 dated September 19, 2024 and other relevant circulars issued by the Ministry of Corporate Affairs (“MCA Circulars”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) read with all other applicable provisions under the Listing Regulations and Circulars/ Notifications issued by Securities and Exchange Board of India (“the SEBI”), as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), notice is hereby given that the resolution as set out in this notice, is proposed for consideration by the Members through postal ballot by remote e-voting only (“remote e-voting”).

SPECIAL BUSINESS:

Payment of Commission to Non-Executive Directors including Independent Directors

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

“RESOLVED THAT in supersession of earlier resolution(s) passed for payment of Commission to Non-Executive Directors including Independent Directors, from time to time and pursuant to the provisions of Section 149, 197 and 198 of the Companies Act, 2013 (hereinafter referred as ‘the Act’) as amended from time to time read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other law for the time being in force and on the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for the payment of Commission, within the overall maximum limit of 1% (one percent) of the net profits of the Company per annum, computed as per Section 198 of the Act, over a period of five (5) years beginning with effect from April 1, 2024 till March 31, 2029 to the present and future Non-Executive Directors including Independent Directors of the Company.



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RESOLVED FURTHER THAT the said Commission be paid in such amounts or proportion and in such manner, as the Board of Directors may determine from time to time, based on performance of the Company and performance evaluation of each such Director and subject to a maximum of INR 1,00,00,000/- (Rupees One Crore only) to Lead Independent Director, per annum and subject to a maximum of INR 50,00,000/- (Rupees Fifty Lakh only) to each of the Non-Executive Director including Independent Director, per annum.

RESOLVED FURTHER THAT the above Commission shall be in addition to sitting fees for attending the meetings of the Board or Committee(s) thereof and reimbursement of expenses for attending the meetings of the Board, Committee(s) and/ or other meetings being paid to the Non-Executive Directors including Independent Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of Commission and settle all questions or difficulties that may arise in this regard and to execute any documents, papers etc. as may be necessary or desirable in connection with or incidental to give effect to this resolution.”

By Order of the Board
For **Dr. Lal PathLabs Limited**

Date: January 30, 2025
Place: Gurugram

Vinay Gujral
Company Secretary & Compliance Officer
Membership No: A-25995

Notes:

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposed resolution is annexed herewith the Notice.
2. Pursuant to the provisions of Section 108 and 110 of the Act read with the Rules made thereunder and MCA Circulars, your Company has an option to seek approval of the Members through Postal Ballot (via remote e-voting only), instead of getting the same passed at a General Meeting for the above-mentioned resolution. Accordingly, if the resolution is approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same have been passed at a General Meeting of the Members convened in this regard.
3. The Company has entered into an agreement with Central Depository Services (India) Limited (“CDSL”) for facilitating remote e-voting to enable the Members to cast their votes electronically.



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4. In compliance with the MCA Circulars, the Notice of the Postal Ballot is being sent by electronic mode only to those Members whose name appears in the Register of Members / List of Beneficial Owners maintained by the Company/ Depositories respectively as at close of business hours on **Friday, January 31, 2025, (“Cut-off date”)** and whose e-mail ids are registered with the Company / Depositories.

For Members who have not registered their e-mail ids and mobile nos., please follow the instructions given in this notice. Members whose names appear in the Register of Members/ List of Beneficial Owners as on the Cut-off date will only be entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the Cut-off date should treat this notice for information purpose only.

Members to take note that this Postal Ballot Notice will also be available on the Company’s website at www.lalpathlabs.com, websites of the Stock Exchanges i.e. BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at www.bseindia.com and www.nseindia.com respectively and on the website of the e-voting Agency i.e. Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com.

5. As per the MCA Circulars, physical copies of the Notice, are not being sent to the Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
6. In compliance with the MCA Circulars, Section 108 and 110 of the Act read with the Rules made thereunder and Regulation 44 of the Listing Regulations, the Company is providing remote e-voting facility to seek the approval of Members of the Company for the resolution contained in this Notice.
7. Voting rights of the Members shall be reckoned in proportion to the paid-up equity shares registered in the name of the member / beneficial owner as on the Cut-off date.
8. The e-voting period will commence from **09:00 AM (IST) on Saturday, February 08, 2025 and will end at 05:00 PM (IST) on Sunday, March 09, 2025**. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on the resolution is casted by the Members, they shall not be allowed to change it subsequently or cast their vote again.
9. The Board of Directors (“the Board”) of the Company has appointed M/s K.K Singh & Associates, Company Secretaries, as the Scrutinizer in accordance with the provisions of the Act & Rules made thereunder for conducting the postal ballot (e-voting process) in a fair and transparent manner.



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10. Upon completion of the scrutiny of the votes casted, the Scrutinizer will submit the report to the Chairperson of the Company or to any other person authorized by him not later than two (2) working days from the conclusion of e-voting.
11. The results of Postal Ballot along with Scrutinizer's Report shall be announced by the Chairperson of the Company or any other person authorized by him on or before **Tuesday, March 11, 2025**. The Postal Ballot Result along with Scrutinizer's Report shall also be communicated to BSE and NSE at www.bseindia.com and www.nseindia.com respectively. The same will be placed on the Company's website at www.lalpathlabs.com, the website of CDSL at www.evotingindia.com and will also be displayed at the Registered Office & Corporate Office of the Company.
12. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of the remote e-voting process i.e. **March 09, 2025**.
13. All material documents referred to in the Explanatory Statement shall be available for inspection electronically from 10:00 AM to 5:00 PM (IST) on all working days till the last date of the remote e-voting process. Members seeking to inspect such documents can send an e-mail to cs@lalpathlabs.com.
14. **Information and instruction related to e-voting:**

A. Login method for e-voting for Individual Members holding securities in demat mode:

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

In order to increase the efficiency of the voting process, all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants, are able to cast their vote without having to register again with the e-voting service providers (ESPs) as detailed below:

Type of Members	Login Method
Individual Members holding securities in Demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.



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	<ol style="list-style-type: none"> 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting the vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
<p>Individual Members holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period. 2. If the user is not registered for IDeAS e-services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/



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	<p>either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>
<p>Individual Members (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>

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

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

Login type	Helpdesk details
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

B. Login method for Remote e-voting for Members holding shares in physical mode and Non-Individual Members holding shares in demat mode:

1. The Members should log on to the e-voting website www.evotingindia.com.
2. Click on “Members” module.
3. Now enter your User ID



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- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
 5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
 6. If you are a first-time user follow the steps given below:

For Members holding shares in physical mode and Non-Individual Members holding shares in demat mode	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the Depository or Company, please enter the member id / folio number in the Dividend Bank details field.

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
10. Click on the EVSN for Dr. Lal PathLabs Limited
11. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES



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implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

12. Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
13. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

General Guidelines for Non – Individual Members and Custodians:

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual Members are mandatorily required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer (nilesh@kksinghassociates.com) and to the Company (cs@lalpathlabs.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



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PROCESS FOR THOSE MEMBERS WHOSE EMAIL ID(S) MOBILE NO(S) ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

For Members holding Shares in Physical form, if any	Send a letter to the Company at cs@lalpathlabs.com providing Folio No., Name of Members, scanned copy of the share certificate (front and back), Self attested copy of PAN Card and self attested copy of any one document from Aadhar Card, Driving License, Election Identity Card and Passport for registering email address/ Mobile No.
For Members holding Shares in Demat form	Please update your email address & mobile no. with your respective Depository Participant (DP)
For Individual Members holding Shares in Demat form	Please update your email address & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting.

In case you have any queries or issues regarding e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013:

The Members of the Company in their 29th Annual General Meeting on September 12, 2023 approved the resolution for payment of Commission upto INR 30,00,000/- (Rupee Thirty Lakh Only) per annum to each of the Non-Executive Director including Independent Director, over a period of three (3) years effective from April 1, 2023 till March 31, 2026, subject to overall maximum limit of 1% of the net profits of the Company per annum, computed as per Section 198 of the Companies Act, 2013.

The roles and responsibilities of the Non-Executive Directors including Independent Directors have undergone significant changes in recent times. They are now required to devote more time & pay additional attention in terms of their increased roles. They are being expected to have wide gamut of knowledge & expertise across several areas such as specific industry knowledge, business strategy, risk management, financial management, corporate governance etc.



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In view of the increased roles and responsibilities of the Non-Executive Directors including Independent Directors, the Board of Directors recommended an increase in payment of Annual Commission payable to each of the Non-Executive Director including Independent Director, subject to a maximum of INR 1,00,00,000/- (Rupees One Crore only) to Lead Independent Director and subject to a maximum of INR 50,00,000/- (Rupees Fifty Lakh only) to each of the Non-Executive Director including Independent Director per annum, for a period of five (5) years effective from April 1, 2024 till March 31, 2029, basis the annual performance of the Company viz-a-viz performance of each of the Non-Executive Director including Independent Director and subject to an overall limit of 1% (one percent) per annum of the net profits of the Company (to be computed in the manner referred under Section 198 of the Companies Act, 2013).

The payment of such Commission shall be in addition to the sitting fees for attending Board/ Committee meetings and reimbursement of expenses for attending the meetings of the Board, Committee and/ or other meetings. The Commission shall be paid in such amounts or proportion and in such manner, as the Board of Directors may determine from time to time, based on performance of the Company and performance evaluation of each such Director.

All the Non-Executive Directors of the Company and their relatives are deemed to be concerned or interested financially or otherwise, if any in the resolution set forth in this Postal Ballot Notice, to the extent of the remuneration by way of commission that may be received by each of them.

Pursuant to Section 197, 198 of the Companies Act, 2013 and Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the payment of any fees or compensation to Non-Executive Directors including Independent Directors require approval of Members in General Meeting.

Since, all the members of the Nomination & Remuneration Committee (NRC) are Non-Executive Directors and therefore, being interested, the Board considered the above proposal and recommended the resolution, for payment of Commission to Non-Executive Directors including Independent Directors as set forth in this Postal Ballot Notice for the approval of Members by way of a Special Resolution.

By Order of the Board
For **Dr. Lal PathLabs Limited**

Date: January 30, 2025
Place: Gurugram

Vinay Gujral
Company Secretary & Compliance Officer
Membership No: A-25995