

June 4, 2024

National Stock Exchange of India Limited  
Exchange Plaza,  
Plot No. C/1, G Block,  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400051

BSE Limited  
Corporate Relationship Department  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

Symbol: LALPATHLAB

Scrip Code: 539524

**Sub: Notice convening the 30<sup>th</sup> Annual General Meeting**

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice convening the 30<sup>th</sup> Annual General Meeting of the Company, scheduled to be held on Saturday, June 29, 2024 at 10:00 A.M. (IST) through Video Conferencing/ Other Audio Visual Means (VC/ OAVM).

We request you to please 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:** 12<sup>th</sup> Floor, Tower B, SAS Tower,  
Medicity, Sector-38, Gurugram - 122001

**Website:** [www.lalpathlabs.com](http://www.lalpathlabs.com) | **E-Mail:** [cs@lalpathlabs.com](mailto:cs@lalpathlabs.com)

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

# Notice of Annual General Meeting

Notice is hereby given that the thirtieth (30<sup>th</sup>) Annual General Meeting ("AGM") of the Members of Dr. Lal PathLabs Limited ("the Company") will be held on Saturday, June 29, 2024 at 10:00 AM (IST) through Video Conferencing/Other Audio Visual Means ("VC/ OAVM") facility, to transact the following businesses:

## ORDINARY BUSINESSSES:

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2024 together with the reports of the Directors' and Auditors' thereon and the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 together with report of Auditors' thereon.
2. To declare final dividend of ₹ 6/- per fully paid-up equity share having face value of ₹ 10/- each for the financial year ended March 31, 2024.
3. To appoint a Director in place of Dr. Om Prakash Manchanda (DIN: 02099404), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESSSES:

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

**Re-appointment of Dr. Vandana Lal (DIN: 00472955) as Whole-Time Director of the Company**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approval/permissions, if any, as may be required, approval of the Members of the Company be and is hereby accorded for re-appointment of Dr. Vandana Lal (DIN: 00472955) as

Whole-Time Director of the Company, for a period of Five (5) years commencing from April 01, 2025 on the terms and conditions including remuneration as detailed below :

### I Basic Salary

₹ 4.60 Lakh per month with authority to the Board of Directors to revise the basic salary from time to time, subject to a ceiling of ₹ 8.10 Lakh per month.

### II Perquisites and Allowances

Dr. Vandana Lal shall be entitled to perquisites, allowances, benefits, facilities and amenities (collectively "allowances & perquisites") such as furnished residential accommodation or house rent allowance in lieu thereof, medical reimbursement, special allowance, entertainment, leave travel, vehicle and driver reimbursement, professional reimbursement and any other "allowances & perquisites" as per the policy/rules of the Company in force and/or as may be approved by the Board and Nomination and Remuneration Committee from time to time, provided that the aggregate value of such allowances and perquisites shall not exceed ₹ 30.00 Lakh per month.

Allowances & Perquisites will be valued as per the Income-Tax Rules, wherever applicable and at actual cost to the Company in other cases.

### III Other Entitlements

In addition to the above, Dr. Vandana Lal shall be entitled to allowance and benefits as per the policy of Company in force, such as:

- a. Company maintained Car(s) with Driver(s)
- b. Re-imbursment for Mobile Phone(s) and Telephone/Internet Connection (s) at residence
- c. Company's contribution to Provident Fund
- d. Payment of Gratuity and other retirement benefits

- e. Encashment of Leave
- f. Personal Accident and Medical Insurance(s)
- g. Keyman Insurance
- h. Admission and Annual Membership Fee for Club(s)
- i. Such other benefits as may be applicable to the employees of the Company

**RESOLVED FURTHER THAT** notwithstanding anything contained herein, where in any financial year during the currency of tenure of Dr. Vandana Lal, the Company has no profits or its profits are inadequate, the Company will pay her remuneration by way of salary and perquisites specified above, subject to requisite approval, if any, as may be required under the Act and Listing Regulations.

**RESOLVED FURTHER THAT** the office of Dr. Vandana Lal as Whole-Time Director of the Company shall be liable to retire by rotation and her re-appointment on retirement by rotation shall not be treated as break in service.

**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 and to 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.”

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

**Payment of remuneration to Mr. Rahul Sharma (DIN: 00956625), Non-Executive Director, in the event of exercise of ESOPs in excess of 50% of total remuneration payable to all Non-Executive Directors**

**“RESOLVED THAT** pursuant to Regulation 17(6) (ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination & Remuneration Committee and Board of Directors of the Company and such other approval/ permission(s) if any, as may be required, the approval of the Members be and is hereby accorded for payment of remuneration to Mr. Rahul Sharma (DIN: 00956625), Non-Executive Director of the Company by way of Commission and/ or Perquisites, arising/ propose to arise as a result of exercise of vested Stock Options under Employee Stock Option Plan 2010 of the Company (“ESOP Plan

2010”), in excess of fifty percent (50%) of the total remuneration payable to all Non-Executive Directors of the Company for the Financial Year 2024-25.

**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 and to 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.”

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

**Ratification of Remuneration payable to Cost Auditors for the Financial Year 2024-25**

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other provisions/ statute as may be applicable from time to time, the Members hereby ratifies the remuneration of ₹ 1,10,000/- (Rupees One Lakh Ten Thousand Only) plus applicable taxes and out of pocket expenses payable to M/s. A.G. Agarwal & Associates (Firm Registration No. 000531), Cost and Management Accountants, appointed as Cost Auditors of the Company for the Financial Year 2024-25.

**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 and to 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**

**Vinay Gujral**

Company Secretary &  
Compliance Officer

Place: New Delhi  
Date: May 10, 2024

Membership No: A-25995

**Notes:**

1. Explanatory statement(s) pursuant to Section 102(1) of the Companies Act, 2013 (hereinafter referred as "the Act"), relating to Ordinary and Special Business (es) to be transacted at the 30<sup>th</sup> AGM is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") vide its circulars dated September 25, 2023, May 5, 2020, and all other relevant circulars issued from time to time (hereinafter referred as MCA Circulars), permitted holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. Accordingly, the AGM of the Company is being held through VC/OAVM. The facility of VC/OAVM and casting votes by a member using remote e-Voting as well as e-Voting on the date of the AGM will be provided by CDSL.

The Notice of the 30<sup>th</sup> AGM along with the Annual Report for the Financial Year 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories as on May 31, 2024.

The deemed venue for the 30<sup>th</sup> AGM shall be the Registered Office of the Company.

3. Company is providing two way teleconferencing facility or webex for the ease of participation of the Members. The Members are allowed to submit their queries/questions etc. before the AGM in advance on the e-mail address of the company at [cs@lalpathlabs.com](mailto:cs@lalpathlabs.com).
4. As the 30<sup>th</sup> AGM is being held through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM and cast their votes through e-Voting.
5. Institutional/Corporate Members are required to send a scanned copy of their Board or Governing Body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through e-Voting/remote e-Voting. The said Resolution/ Authorization shall be sent to Scrutinizer by email at [nilesh@kksinghassociates.com](mailto:nilesh@kksinghassociates.com) with a copy marked to [cs@lalpathlabs.com](mailto:cs@lalpathlabs.com) and [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members / List of Beneficial Owners of the Company will be entitled to vote at the AGM.
7. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 shall be available for inspection through electronic mode, basis the request being sent at [cs@lalpathlabs.com](mailto:cs@lalpathlabs.com).  
  
The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested, maintained as per Section 189 of the Act and the Certificate from Secretarial Auditors of the Company certifying that the ESOP Scheme(s) of the Company are being implemented in compliance with relevant/ applicable ESOP Regulations/ Guidelines and such other documents as referred in the explanatory statement will be made available electronically for inspection by the Members during the AGM.
8. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website at [www.lalpathlabs.com](http://www.lalpathlabs.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
9. The Final Dividend of ₹ 6/- on Equity Shares having face value of ₹ 10/- each of the Company as recommended by the Board of Directors of the Company for the financial year ended March 31, 2024, if declared at the AGM, will be paid on or before Sunday, July 28, 2024 to those members whose names appear in the Register of Members as on Monday, June 10, 2024 ("the Record Date"). In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of business hours on Monday, June 10, 2024 as per the details furnished by the depositories viz. National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) for the purpose as on that date.
10. Members holding shares in dematerialized mode are requested to register/update their bank details with their Depository Participants, to enable expeditious credit of the dividend to their bank accounts electronically.
11. Pursuant to the SEBI Circulars on Nomination in Trading and Demat Accounts, the Members holding shares in dematerialized mode are requested to register/update their nominee details with their Depository Participants.
12. Members who have not encashed their un-claimed Dividend till date are requested to claim the same. Details of un-claimed dividend amount are available under investors section of the website of the Company at [www.lalpathlabs.com](http://www.lalpathlabs.com).

13. Additional information(s), pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard for General Meetings (SS-2) in respect of Director(s) recommended for appointment/re-appointment are annexed with this AGM Notice.
14. Members can also provide their feedback on the Members Services of the Company by filling the "Members Satisfaction Survey" attached to this notice and emailing the same at [cs@lalpathlabs.com](mailto:cs@lalpathlabs.com) through their registered e-mail ID or sending the signed copy to the Corporate Office of the Company at 12<sup>th</sup> Floor, Tower B, SAS Tower, Medicity, Sector-38, Gurugram- 122001.

Your feedback will help the Company in improving its Members Service Standards.

### Instructions for remote e-Voting and attending AGM through VC/OAVM are as under:

#### A. VOTING THROUGH ELECTRONIC MEANS

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI Listing Regulations, the Members are provided with the facility of voting through electronic means ("remote e-Voting" or "e-Voting during AGM") on all the resolutions set out in this AGM Notice, through remote e-Voting services provided by Central Depository Services (India) Limited ("CDSL").
2. The facility for e-Voting will also be made available during the AGM and the Members attending the AGM who have not cast their vote by remote e-Voting shall be eligible to vote through the e-Voting system during the AGM. The Members who have cast their vote by remote e-Voting may also attend the AGM but shall not be entitled to cast their vote again.
3. The remote e-Voting period commences on **Tuesday, June 25, 2024 at 9:00 A.M.** and ends on **Friday, June 28, 2024 at 5:00 P.M.** During this period, Members

of the Company, holding shares either in physical form or in dematerialized form, as on **Saturday, June 22, 2024 ("the cut-off date")** may cast their vote electronically. The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

4. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e. **Saturday, June 22, 2024**. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
5. The Board of Directors of the Company has appointed M/s K.K Singh & Associates, Company Secretaries, as Scrutinizer to scrutinize the remote e-Voting process and e-Voting during the AGM in a fair and transparent manner.

### The Instructions for Members for e-Voting and joining virtual meeting are as under:

Pursuant to SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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, able to cast their vote without having to register again with the e-Voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

#### (a) Pursuant to above SEBI Circular, login method for e-Voting and joining virtual meetings for Individual Members holding securities in Demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 user to login to Easi/ Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service provider's website directly.</li> </ol>

Type of Members	Login Method
	<ol style="list-style-type: none"> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a>, click on the login &amp; new system myeasi Tab and then click on register option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Members holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a>. Select "Register Online" for IDeAS Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 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 or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Members (holding securities in demat mode) login through their <b>Depository Participants</b></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 or joining virtual meeting &amp; voting during the meeting.</p>

Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned 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
<p>Individual Members holding securities in Demat mode with <b>CDSL</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 225533</p>
<p>Individual Members holding securities in Demat mode with <b>NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no. 022-4886 7000 and 022-2499 7000</p>

**(b) Log in method for e-Voting and joining Virtual meeting for Physical Members and Members other than Individual holding in Demat form:**

- (i) The Members should log on to the e-Voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Members”.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digit beneficiary ID,
  - b. For NSDL: 8 Characters DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

**For Physical Members and other than Individual Members holding shares in Demat:**

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number send by Company/RTA or Contact Company/RTA.</li> </ul>
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. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or the Company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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 also to be 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.

- (ix) For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for Dr. Lal PathLabs Limited on which you choose to vote.
- (xi) 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 implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If 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.
- (xvii) Note for Non – Individual Members and Custodians - For Remote e-Voting only:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 and can be delink in case of any wrong mapping.
- 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 required mandatory 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](mailto:nilesh@kksinghassociates.com)) and to the Company ([cs@lalpathlabs.com](mailto:cs@lalpathlabs.com)), if voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same

**B. INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/ OAVM AND E-VOTING DURING AGM ARE AS UNDER:**

1. The procedure for attending AGM and e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. The link for VC/OAVM to attend the AGM will be available where the EVSN of the Company i.e Dr. Lal PathLabs Limited will be displayed after successful login as per the instructions mentioned above for remote e-Voting.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be able to vote at the AGM.
4. Facility of joining the AGM through VC/OAVM shall be opened 30 minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of AGM. The facility will be available for Members on first come first served basis.
5. For better experience, we recommend you to join the AGM with high-speed wired internet connectivity. This prevents WiFi dropouts and speed issues.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending

their request in advance atleast 10 days prior to AGM mentioning their name, demat account number/folio number, email id, mobile number at [cs@lalpathlabs.com](mailto:cs@lalpathlabs.com). The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

8. Only those Members, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolution(s) through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
9. If any votes are cast by the Members through e-Voting available during the AGM and if the same Members have not participated in the meeting through VC/ OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-Voting during the meeting is available only to the Members attending the meeting.

**Process for those Members whose Email address/Mobile No. are not registered with the Company/Depositories**

For Members holding Shares in Physical form, if any	Send a letter to the Company at <a href="mailto:cs@lalpathlabs.com">cs@lalpathlabs.com</a> 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 and mobile no. with your respective Depository Participant (DP)
For Individual Members holding Shares in Demat form	Please update your email address and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository

In case you have any queries or issues regarding attending AGM and e-Voting, from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400013 or send an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or call on toll free no. 1800 22 55 33.

#### Declaration of Results

1. The Scrutinizer shall provide, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or in his absence, a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.
2. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.lalpathlabs.com](http://www.lalpathlabs.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately after the result declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
3. The recorded transcript of the proceeding of AGM shall be placed on the Company's website at [www.lalpathlabs.com](http://www.lalpathlabs.com) and the same also be in safe custody of the Company.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### ITEM NO. 4

The Members of the Company in their 26<sup>th</sup> AGM on July 30, 2020 re-appointed Dr. Vandana Lal as Whole-Time Director of the Company for a period of five (5) years commencing from April 01, 2020 on such terms and conditions including remuneration as mentioned in Notice of 26<sup>th</sup> AGM. The present tenure of Dr. Vandana Lal as Whole-Time Director accordingly will expire on March 31, 2025.

Dr. Vandana Lal is a Promoter of your Company and has been a Director on the Board of the Company since its Incorporation in year 1995. She is a distinguished alumnus of Lady Hardinge Medical College, University of Delhi and holds an MD in Pathology. Dr. Vandana Lal has played a pivotal role in revolutionizing the landscape of diagnostic services in India. Her remarkable contributions includes the introduction of a diverse range of tests and cutting-edge technologies for the first time in India, as a result of which, today Dr. Lal PathLabs offers close to 5,000 tests & panels.

Considering Dr. Vandana Lal's background, experience & contribution made towards the growth/ success of the Company, and basis the performance evaluation exercise,

the Nomination & Remuneration Committee and Board of Directors in their meeting on May 9, 2024 and May 10, 2024, respectively, recommended the proposal for seeking the approval of the Members for her re-appointment as Whole-Time Director of the Company.

The Company has received consent and necessary declarations and disclosures from Dr. Vandana Lal confirming her eligibility for re-appointment as Whole-Time Director.

The Members may take note that, Dr. Vandana Lal aged about 68 years would be attaining the age of 70 years during her proposed tenure as Whole-Time Director of the Company for a period of five years commencing from April 1, 2025. In terms of provisions of Section 196 read with Schedule V of the Companies Act, 2013, appointment of Whole-Time Director above the age of 70 years, requires approval of the Members by way of Special Resolution.

The Board recommends the resolution set forth at Item No. 4 of this AGM Notice for the approval of Members by way of a Special Resolution.

The terms and conditions as set out in Item No. 4 may also be treated as disclosure in compliance with the requirements of Section 190 of the Act.

Except Dr. Vandana Lal and her relatives i.e. (Hony) Brig. Dr. Arvind Lal (Spouse) and Dr. Archana Lal Erdmann (Daughter) (to the extent of their Shareholding), none of other Directors and/or KMP's or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this AGM Notice.

Brief profile of Dr. Vandana Lal as provided in Annexure to this Notice may also be regarded as an appropriate disclosure under the Listing Regulations as amended from time to time and Secretarial Standard - 2 for General Meetings issued by Institute of Company Secretaries of India.

#### ITEM NO. 5

Mr. Rahul Sharma, Non-Executive Director of the Company was granted stock options under the Company's ESOP 2010 Plan, from time to time, of which 56,483 stock options (as on May 10, 2024) are remaining to be exercisable by him.

Mr. Rahul Sharma has expressed his intent to exercise the remaining options in different tranches at different points of time. Exercise of such options, however is likely to create a perquisite in the hands of Mr. Rahul Sharma, to the extent of difference between the Market Price of equity shares on the date of exercise and Grant Price of the options so vested.

In case of exercise of such options by Mr. Rahul Sharma, value of perk arising therefrom coupled with his annual Director commission for the Financial Year 2024-25 may result in his remuneration exceeding 50% (Fifty Percent)

of the total remuneration payable to all Non-Executive Directors of the Company.

It may be noted that pursuant to the provisions of Regulation 17(6) (ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of Members is required in case the annual remuneration payable to a single Non-Executive Director exceeds 50% (Fifty Percent) of the total remuneration payable to all Non-Executive Directors.

In view of the above, the Nomination & Remuneration Committee and Board of Directors of the Company in their meetings on May 09, 2024 and May 10, 2024 respectively, recommended the proposal for seeking approval of Members for payment of remuneration to Mr. Rahul Sharma, in the nature of commission and/ or perquisites arising as a result of exercise of vested Stock Options, which may exceed 50% (Fifty Percent) of the total remuneration payable to all Non-Executive Directors of the Company for the Financial Year 2024-25.

Except Mr. Rahul Sharma, Non-Executive Director of the Company and his relatives (to the extent of their Shareholding, if any), none of other Directors and/or KMP's or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this AGM Notice.

The Board recommends the resolution set out at Item No. 5 for the approval of Members by way of a Special Resolution.

#### ITEM NO. 6

The Board of Directors of the Company in their meeting on May 10, 2024, on recommendation by the Audit Committee, re-appointed M/s. A.G. Agarwal & Associates (Firm Registration Number: 000531), Cost and Management Accountants, as the Cost Auditors of the Company for the Financial Year 2024-25 at a remuneration of ₹ 1,10,000/- (Rupees One Lakh Ten Thousand Only) plus applicable taxes and out of pocket expenses.

As per Section 148 of Companies Act, 2013 and applicable rules thereunder, the remuneration payable to the Cost Auditors is to be ratified by the Members of the Company.

The Board considers the remuneration payable to the Cost Auditors as fair and recommends the resolution contained in Item no. 6 of the accompanying notice for approval of the Members as an Ordinary Resolution.

None of the Directors or KMP's or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of this AGM Notice.

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

**Vinay Gujral**

Company Secretary &

Compliance Officer

Membership No: A-25995

Place: New Delhi

Date: May 10, 2024

**Brief Profile of Directors pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2) are as mentioned below:**

<b>Name</b>	<b>Dr. Om Prakash Manchanda</b>	<b>Dr. Vandana Lal</b>	<b>Mr. Rahul Sharma</b>
DIN	02099404	00472955	00956625
Date of Birth (Age)	August 30, 1965 (about 59 Years)	November 18, 1956 (about 68 Years)	September 14, 1960 (about 64 Years)
Date of First Appointment to the Board	February 1, 2011	February 14, 1995	July 22, 2005
Qualification, Brief Resume, Experience and Nature of Expertise in specific functional areas	<p>Dr. Om Manchanda is a Managing Director of Dr. Lal PathLabs Limited.</p> <p>He has successfully led the transformation of the Company from a small business to a professionally run listed Company. He spearheads the Business strategic direction of the Company along with Board and Senior Management. He also leads the inorganic opportunities and interfaces with external environment &amp; stakeholders.</p> <p>In 1990, Dr. Om joined Unilever Group of Companies (now Hindustan Unilever) as management trainee. He worked for HUL for nearly 10 years in various positions.</p> <p>In November 1999, he moved to Monsanto India Limited as their National Marketing Manager and thereafter as their National Sales Manager. In early 2003, he joined Ranbaxy Laboratory Limited in their Global Consumer Healthcare division before joining Dr. Lal PathLabs in October 2005.</p> <p>He has done MBA from IIM Ahmedabad. He has also done Advanced Management Program from Harvard Business School. He is a graduate in veterinary sciences from HAU Hisar, Haryana.</p>	<p>Dr. Vandana Lal is a Promoter of your Company and has been a Director on the Board of the Company since its Incorporation in year 1995. She is a distinguished alumna of Lady Hardinge Medical College, University of Delhi and holds an MD in Pathology. Dr. Vandana Lal has played a pivotal role in revolutionizing the landscape of diagnostic services in India. Her remarkable contributions include the introduction of a diverse range of tests and cutting-edge technologies for the first time in India, as a result of which, today Dr. Lal PathLabs offers close to 5,000 tests &amp; panels.</p> <p>Dr. Vandana Lal is trained in Quality Assurance and spearheads the quality implementation process in all the laboratories of Dr. Lal PathLabs. She is renowned for her pioneering efforts in establishing quality accreditations in the field of diagnostics in India, with a record number of 36 labs accredited by National Accreditation Board for Testing and Calibration Laboratories (NABL) and an additional 2 labs accredited by the College of American Pathologists (CAP), USA. She is an International fellow of the College of American Pathologists (IFCAP). During the critical period of the COVID-19 pandemic, Dr. Vandana Lal demonstrated exceptional leadership as the Chair of the NABL Technical Committee for expediting the accreditation process for thousands of laboratories for COVID RTPCR testing.</p>	<p>Mr. Rahul Sharma joined the Board of Dr. Lal PathLabs in 2005. He has since then been a Non- Executive Director and a member of the Nomination &amp; Remuneration Committee, Risk Management Committee and Stakeholders Relationship Committee. Mr. Sharma started his professional career with State Bank of India, joining the institution as a Probationary Officer. He spent seven years with the bank in various roles, including commercial banking, credit and international banking/ foreign exchange that included three years with the bank in Tokyo. Post SBI, Mr. Sharma spent 23 years with Executive Access in Hong Kong as a Senior Partner where he was responsible for recruitment and human resource consulting projects across a plethora of clients and businesses within the financial service's space in Asia Pacific. He was responsible for managing relationships with global banks, wall street investment banks, and private equity/asset management funds.</p> <p>Post retiring from Executive Access in 2015, Mr. Sharma has several board and advisory roles spanning Aviation, Retail, Rural Connectivity (ISP), HR Consulting, Clean Tech, Golf</p>

Name	Dr. Om Prakash Manchanda	Dr. Vandana Lal	Mr. Rahul Sharma
	<p>Dr. Om Manchanda has won prestigious awards of "EY Entrepreneur of the Year" for 2019 in the Healthcare and Life Sciences category. He also received 'Healthcare Personality of the Year-2020' award in the FICCI Healthcare Excellence Awards, organized in September 2020.</p>	<p>She is also the Chief Technical Officer at Dr. Lal PathLabs and plays a pivotal role in Clinical Research Services and R&amp;D. She has been instrumental in the establishment of the National Reference Lab in Delhi and three regional reference labs in Kolkata, Bengaluru and Mumbai. She established and continues to mentor the department of Histopathology &amp; Cytopathology and consequently, Dr. Lal PathLabs houses one of the largest histopathology centers. Additionally, it houses the world's largest kidney-pathology center, uniquely positioned as the sole facility in South Asia equipped with two electron microscopes. She also started the department of Histogenetics &amp; Transplantation Immunology in 1990 after completion of her training from Karolinska Institute, Sweden. Her job profile includes expansion of activities of the laboratory with assistance in planning and execution of new projects for the company; overall charge of all the technical departments ensuring accuracy, quality assurance, quality control &amp; compliance to standards laid down by the accreditation bodies like CAP, NABL &amp; ISO. She has won many awards &amp; has several publications to her credit.</p>	<p>(merchandising and skills development), Healthcare, and Technology. Mr. Sharma is an alumnus of Modern School Barakhamba Road. He studied Mathematics at the undergraduate level at Hindu College, Delhi University, in addition to completing a degree in Commerce. He attended several management and leadership courses at State Bank of India. He is also a member of the Indian Institute of Bankers. Mr. Sharma is a First- Class Cricketer who represented Delhi in the Ranji Trophy and has captained and represented Hong Kong at the highest level including the Asia Cup (2004).</p>
Shareholding in the Company either directly or in form of beneficial interest for any other person	As on May 10, 2024, Dr. Om, holds 9,65,502 Equity Shares of the Company.	As on May 10, 2024, Dr. Vandana, holds 1,60,82,327 Equity Shares of the Company.	As on May 10, 2024, Mr. Rahul, holds 33,000 Equity Shares of the Company.
Relationship with other Directors, Manager & KMP's	None	Spouse of (Hony) Brig. Dr. Arvind Lal, Executive Chairman and Mother of Dr. Archana Lal Erdmann, Non Executive Director of the Company	None

Name	Dr. Om Prakash Manchanda	Dr. Vandana Lal	Mr. Rahul Sharma
No. of Meetings of the Board attended during the year	5 (Five)	5 (Five)	5 (Five)
Directorships held in other Companies (Excluding Foreign Companies)	<ol style="list-style-type: none"> <li>1. Dr. Lal Ventures Private Limited</li> <li>2. PathLabs Unifiers Private Limited</li> <li>3. Nephrocare Health Services Private Limited</li> <li>4. Kaya Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Archana Pharmaceuticals Private Limited</li> <li>2. Kalmatia Sangam Travels Private Limited</li> <li>3. Suburban Diagnostics (India) Private Limited</li> </ol>	Chimes Aviation Private Limited
Membership/ Chairmanship of Committees of other companies	None	Chairperson of CSR Committee in Suburban Diagnostics (India) Private Limited	None
Name of Listed Entities from which resigned in the past three (3) years	None	None	None
Terms and conditions of appointment/ Remuneration sought to be paid/ last drawn	<p><b>Terms and Conditions and Remuneration sought to be paid:</b></p> <p>As approved by the Members in 26<sup>th</sup> and 29<sup>th</sup> AGM of the Company</p> <p><b>Remuneration last drawn:</b></p> <p>As mentioned in the Corporate Governance Report</p>	<p><b>Terms and conditions of re-appointment and Remuneration sought to be paid:</b></p> <p>As mentioned in Item No. 4 of this AGM Notice</p> <p><b>Remuneration last drawn:</b></p> <p>As mentioned in the Corporate Governance Report</p>	<p><b>Terms and Conditions:</b></p> <p>Director liable to retire by rotation</p> <p><b>Remuneration sought to be paid:</b></p> <p>As mentioned in Item No. 5 of this AGM Notice</p> <p><b>Remuneration last drawn:</b></p> <p>As mentioned in the Corporate Governance Report</p>