

February 08, 2023

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

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

**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, please find enclosed herewith Postal Ballot Notice dated February 02, 2023 (“Notice”) together with the Explanatory Statement(s) thereto seeking approval of the Shareholders for the following Resolution(s), through Postal Ballot by remote e-voting only (“remote e-voting”):

Item No.	Description of Special Resolution(s)
1	Appointment of Mr. Arun Duggal (DIN: 00024262) as an Independent Director of the Company
2	Payment of commission to Mr. Arun Duggal (DIN: 00024262) as an Independent Director of the Company

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 Shareholders of the Company whose email id’s are registered with the Company/ Depositories as on Friday, January 27, 2023 (“Cut-Off Date”).

The Postal Ballot Notice will also be available on the website of the Company at [www.lalpathlabs.com](http://www.lalpathlabs.com).

We request you to kindly take the same on record.

Thanking You,

Yours Faithfully,

For **Dr. Lal PathLabs Limited**

**Rajat Kalra**  
**Company Secretary and Legal Head**

Encl.: As above



## DR. LAL PATHLABS LIMITED

**Corporate Identification Number:** 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

## 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 Shareholder(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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 11/2022 dated December 28, 2022 and other relevant circulars issued by the Ministry of Corporate Affairs (“MCA Circulars”) and other applicable laws and regulations, 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(s) as set out in this notice, are proposed for consideration by the Shareholders through postal ballot by remote e-voting only (“remote e-voting”).

### **SPECIAL BUSINESS(ES):**

#### **Item No. 1**

#### **Appointment of Mr. Arun Duggal (DIN: 00024262) as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 150, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) including the Rules made thereunder, Mr. Arun Duggal (DIN: 00024262), who was appointed as an Additional Director in the category of Independent Director of the Company by the Board of Directors with effect from February 02, 2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Shareholder proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 150, 152 and Schedule IV of the Act, including Rules made thereunder and Regulation 17(1A), 17(1C) and 25(2A) of 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), Mr. Arun Duggal (DIN: 00024262), who has submitted a declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three (3) consecutive years, from the date of his appointment i.e. February 02, 2023 upto February 01, 2026.

**RESOLVED FURTHER THAT** the Board of Directors (including any committee thereof) and/or the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, and to execute all such documents, instruments and writings as may be required, proper or expedient, to give effect to this resolution.”

#### **Item No. 2**

#### **Payment of commission to Mr. Arun Duggal (DIN: 00024262) as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013 (“the Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) approval of the Shareholders be and is hereby accorded for payment of Commission to Mr. Arun Duggal (DIN: 00024262) as an Independent Director of the Company, upto a maximum of INR 20,00,000/- (Rupees Twenty Lakh only) per annum, subject to overall limit of one percent (1%) of the net profits of the Company per annum for all

Non-Executive Directors calculated in accordance with the applicable provisions of the Act, beginning with effect from the date of his appointment i.e. February 02, 2023 upto February 01, 2026.

**RESOLVED FURTHER THAT** the Board of Directors (including any committee thereof) and/or the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, and to execute all such documents, instruments and writings as may be required, proper or expedient, to give effect to this resolution.”

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

**Date:** February 02, 2023  
**Place:** Gurugram

**Rajat Kalra**  
**Company Secretary**  
**Membership No: A-16947**

**Notes:**

1. The explanatory statement(s) pursuant to Section 102 of the Act stating all material facts and the reasons for the proposed resolution(s) are 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 Shareholders through Postal Ballot (via remote e-voting), instead of getting the same passed at a General Meeting for the above mentioned resolution(s). Accordingly, if the resolution(s) are approved by the Shareholders 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 Shareholders convened in this regard.
3. In compliance with the MCA Circulars, the Notice of the Postal Ballot is being sent by electronic mode only to those Shareholders whose names 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 27, 2023, (“Cut-off date”) and whose e-mail ids are registered with the Company / Depositories.

For Shareholders who have not registered their e-mail ids and mobile nos., please follow the instructions given in this notice. Shareholders 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(s) set forth in this Notice. A person who is not a Shareholder as on the Cut-off date should treat this notice for information purpose only.

Shareholders to take note that this Postal Ballot Notice 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 (“BSE”) and National Stock Exchange of India Limited (“NSE”) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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](http://www.evotingindia.com).

4. As per the MCA Circulars, physical copies of the Notice, are not being sent to the Shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through remote e-voting only.
5. 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 Shareholders of the Company for the resolution(s) contained in this Notice. For this purpose, the Company has entered into an agreement with CDSL for facilitating remote e-voting to enable the Shareholders to cast their votes electronically.
6. Voting rights of the Shareholders 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.
7. The e-voting period will commence from 09:00 AM (IST) on Thursday, February 09, 2023 and will end at 05:00 PM (IST) on Friday, March 10, 2023. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on the resolution(s) is cast by the Shareholders, they shall not be allowed to change it subsequently or cast their vote again.
8. The Board of Directors (“the Board”) of the Company have appointed Mr. Prashant Kumar Balodia (Membership No. FCS 6047 & Certificate of Practice No. 6153) Partner, M/s PDS & Co., 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.
9. Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit his 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.

10. 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 Monday, March 13, 2023, and the same will 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). The postal ballot result shall also be communicated to BSE and NSE at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, where the equity shares of the Company are listed.
11. The resolution(s), 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 10, 2023.
12. All material documents referred to in the Explanatory Statements 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. Shareholders seeking to inspect such documents can send an e-mail to [cs@lalpathlabs.com](mailto:cs@lalpathlabs.com).
13. **Information and instruction related to e-voting:**

**A. Login method for e-voting for Individual Shareholders 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 Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders 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 Shareholders	Login Method
Individual Shareholders 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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting his/her vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at: <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile No. &amp; Email id 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>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<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.nsdl.com">https://eservices.nsdl.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.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 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.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Shareholders 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 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Shareholders 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.: 1800 1020 990 and 1800 22 44 30

**B. Login method for Shareholders (other than Individual Shareholders) holding securities in demat mode and Shareholders holding securities in physical mode:**

- 1) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders 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](http://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:

<b>For Physical Shareholders and other than individual Shareholders holding shares in Demat</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders) Shareholders 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 <b>OR</b> 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 shareholders id / folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders 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 resolution(s) 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 Shareholders holding shares in physical form, the details can be used only for e-voting on the resolution(s) 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 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(s) details.
- 13) After selecting the resolution(s), 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(s), 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.
  - If 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](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 at toll free no. 1800 22 55 33.

**General Guidelines for Shareholders:**

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](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 & 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 Shareholders 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 at email id viz. [pbalodia@gmail.com](mailto:pbalodia@gmail.com) and to the Company at the email id viz. [cs@lalpathlabs.com](mailto: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.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ID(s) AND MOBILE NO(s) ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:**

For Physical Shareholders	Send a request to the Company at <a href="mailto:cs@lalpathlabs.com">cs@lalpathlabs.com</a> by providing Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), Self-attested copy of PAN Card and self-attested copy of any one document from Aadhaar Card, Driving License, Election Identity Card and Passport for registering email id and Mobile No.
For Demat Shareholders	Please update your email id and mobile no. with your respective Depository Participant (DP).
For Individual Demat Shareholders	Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting.

## **Explanatory Statement(s) pursuant to Section 102(1) of the Act.**

### **Item No. 1**

The Shareholders may take note that the tenure of majority of the Independent Directors on the Board of the Company shall be coming to an end in August, 2023.

In order to ensure smooth transition at the Board Level, the Nomination and Remuneration Committee after evaluating balance of skills, knowledge and experience available on the Board, recommended the appointment of Mr. Arun Duggal as an Independent Director.

The Board of Directors in their meeting on February 02, 2023 also considered Mr. Duggal's expertise in areas of strategy, finance & governance and appointed him as an Additional Director in the category of Independent Director, not liable to retire by rotation for a term of three (3) consecutive years beginning from February 02, 2023, subject to approval of Shareholders of the Company.

The Shareholders may also take note that Mr. Duggal was priorly associated with the Company as an Independent Director from August, 2015 to March, 2019, before he resigned due to other pre-occupations and is eligible for appointment as the cooling-off period of three years under Section 149 of the Act has expired.

The Company has received from Mr. Duggal (i) Consent to act as Director in Form DIR-2; (ii) Intimation in Form DIR-8, to the effect that he is not disqualified to be appointed as Director under Section 164(2) of the Act; (iii) Declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act & Regulation 16(1)(b) of the Listing Regulations and a certificate stating that he is not debarred from appointment pursuant to any order of SEBI or any other Authority. The Company has also received notice under Section 160 of the Act from a Shareholder proposing candidature of Mr. Duggal as a Director of the Company.

In the opinion of the Board, Mr. Duggal is independent from the management and fulfils the conditions specified in the Act & the rules made thereunder and Listing Regulations for appointment as an Independent Director of the Company.

Further, pursuant to the Listing Regulations, approval of shareholders is required to be taken by way of Special Resolution:

- (i) For appointing any Non-Executive Director, who has attained the age of Seventy-Five years [Regulation No. 17(1A)]; and
- (ii) At the next general meeting or within a time period of 3 months from the date of appointment [Regulation No. 17(1C) and 25(2A)].

Accordingly and after considering the above provisions, the appointment of Mr. Duggal as an Independent Director is being placed before the Shareholders for approval by way of Postal Ballot.

A copy of the letter setting out the terms and conditions of appointment of Independent Director shall be available for inspection at the website of the Company and can be accessed via. <https://www.lalpathlabs.com/>.

The Board recommends the resolution set out at item no. 1 of this notice, for approval of the Shareholders by way of a Special Resolution.

Additional information, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard for General Meetings (SS-2) in respect of Director recommended for appointment is annexed with this notice.

Except Mr. Duggal and his relatives none of the other Directors or Key Managerial Personnel (KMPs) of the Company or their relatives are concerned or interested, financial or otherwise, in the said resolution.

### **Item No. 2**

The Board of Directors of the Company in their meeting on February 02, 2023 approved payment of profit related commission of upto a maximum of INR 20,00,000/- (Rupees Twenty Lakh Only) per annum to Mr. Arun Duggal subject to approval of Shareholders.

The Commission so approved is also subject to the overall limit of one percent (1%) of Net Profit calculated as per Section 198 of the Act and at par with the limits approved for all other Non-Executive Directors of the Company.

In addition to the above, Mr. Arun Duggal will also be paid sitting fees, reimbursement of expenses etc. for participating in the meetings of the Board or its committee thereof.

The Board recommends the resolution set out at item no. 2 of this notice, for approval of the Shareholders by way of a Special Resolution.

Except Mr. Arun Duggal and his relatives none of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the said resolution.

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

**Date:** February 02, 2023

**Place:** Gurugram

**Rajat Kalra**  
**Company Secretary**  
**Membership No: A-16947**

**Brief Profile of Mr. Arun Duggal (DIN: 00024262) seeking appointment as an Independent Director:**

*[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2)]*

Name	Mr. Arun Duggal
DIN	00024262
Date of Birth (Age)	01/10/1946 (76 Years)
Qualification	Mechanical Engineer from Indian Institute of Technology, Delhi and MBA from the Indian Institute of Management, Ahmedabad
Date of First Appointment to the Board	February 02, 2023
Brief Resume, Experience and Nature of Expertise in specific functional areas	<p>Mr. Arun Duggal is the Non-Executive Chairman and an Independent Director of ICRA Limited. He is on the Boards of ITC Limited, Davenport Management Consultants Services Private Limited and IIT Delhi Endowment Management Foundation.</p> <p>He is an experienced international Banker and has advised Companies and financial institutions on Financial Strategy, M&amp;A and Capital Raising.</p> <p>Mr. Duggal had a 26 years career with Bank of America, mostly in the U.S., Hong Kong and Japan. His last assignment was as Chief Executive of Bank of America in India from 1998 to 2001. He is an expert in international finance and from 1981-1990 he was head of Bank of America's (oil &amp; gas) practice handling relationships with companies like Exxon, Mobil, etc. From 1991-94 as Chief Executive of BA Asia Limited, Hong Kong he looked after Investment Banking activities for the Bank in Asia. In 1995, he moved to Tokyo as the Regional Executive, managing Bank of America's business in Japan, Australia and Korea.</p> <p>Mr. Duggal is involved in several initiatives in social and education sectors. Mr. Duggal is the founder of "Centre of Excellence in Clean Air and Climate Change (CERCA)" at Indian Institute of Technology, Delhi (<a href="https://cerca.iitd.ac.in">https://cerca.iitd.ac.in</a>) and is also the founder of Centre for ESG Research (CESGR) at Indian Institute of Management, Ahmedabad (<a href="https://www.iima.ac.in/esgcricri">https://www.iima.ac.in/esgcricri</a>).</p> <p>He is the founder of Women on Corporate Boards program in India under which high potential women are mentored individually by Corporate Leaders to prepare them for Board careers. Women from this program are serving on over 200 Corporate Boards.</p> <p>Mr. Duggal is a Trustee of Chennai Mathematical Institute (CMI). CMI is a Centre of Excellence for Teaching and Research in Mathematical Sciences.</p> <p>A Mechanical Engineer from the prestigious Indian Institute of Technology, Delhi (recipient of Distinguished Alumni Service Award in 2019). Mr. Duggal holds an MBA from the Indian Institute of Management, Ahmedabad (recipient of Distinguished Alumnus Award).</p>
Shareholding in the Company either directly or in form of beneficial interest for any other person	NIL
Relationship with other Directors, Manager & KMP's	None
No. of Meetings of the Board attended during the Year	Not Applicable



Directorships held in other Companies (Excluding Foreign Companies)	<ul style="list-style-type: none"> <li>• ITC Limited</li> <li>• ICRA Limited</li> <li>• Davenport Management Consultants Services Private Limited</li> <li>• IIT Delhi Endowment Management Foundation</li> </ul>
Membership/ Chairmanship of Committees of other companies	<p><b><u>ITC Limited</u></b>  Chairperson - Audit Committee  Member - Risk Management Committee  Member - Independent Directors Committee</p> <p><b><u>ICRA Limited</u></b>  Member- Audit Committee  Member- Stakeholder Relationship Committee  Member- Ratings Sub-Committee</p>
Name of Listed Entities from which resigned in the past three (3) years	Mangalore Chemicals And Fertilisers Limited
Terms and conditions of appointment/ Remuneration sought to be paid/ last drawn	<p><b><u>Terms and conditions of appointment:</u></b>  As per the details provided in this Notice</p> <p><b><u>Remuneration sought to be paid:</u></b>  Entitled for Commission (as stated in resolution) and Sitting fee within the limits prescribed under Companies Act, 2013</p> <p><b><u>Last drawn remuneration:</u></b>  Not Applicable</p>