



DR. LAL PATHLABS LIMITED

Corporate Identity Number: 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

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting ("AGM") of the members of Dr. Lal PathLabs Limited ("the Company") will be held on Monday, August 12, 2019 at 10:30 A.M. at the Air Force Auditorium, Subroto Park, New Delhi – 110010, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements of the Company for the Financial Year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2019 and the reports of the Auditors thereon.
2. To declare dividend of ₹ 3.5/- per equity share for the Financial Year ended March 31, 2019.
3. To appoint a Director in the place of Mr. Rahul Sharma (DIN: 00956625), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 including the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Somya Satsangi (DIN: 07275574), who was appointed as an Additional Independent Director of the Company w.e.f. February 8, 2019 and who holds office until the date of the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of three consecutive years commencing from February 8, 2019."

5. To consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 including the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s)

thereof, for the time being in force), Dr. Archana Lal Erdmann (DIN: 08432506), who was appointed as an Additional Director of the Company w.e.f. May 17, 2019 and who holds office until the date of the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. To consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution:**

"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 applicable provisions/statute as may be applicable from time to time, the Company hereby ratifies the remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only) plus applicable taxes and out of pocket expenses payable to M/s. A.G. Agarwal & Associates (Firm Registration No. 000531), Cost Accountants, appointed as Cost Auditors of the Company for the Financial Year 2019-20.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

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

Rajat Kalra
Company Secretary and Legal Head
Membership No: A-16947

Place: New Delhi
Date: May 17, 2019

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

Proxies submitted on behalf of the Companies/Bodies Corporate etc., must be supported by an appropriate resolution/authority letter as may be applicable.

The proxy holder shall provide ID proof at the time of attending the Meeting.

2. Members are requested to note that pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the board or governing body resolution/ Power of Attorney authorizing the representatives to attend and vote at the Annual General Meeting at least 48 hours before the AGM.
5. Members/proxies are requested to kindly take note of the following:
 - (i) Copies of the Annual Report will not be distributed at the venue of the meeting;
 - (ii) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the meeting;
 - (iii) In all correspondence with the Company and/or the R&T Agent (Link Intime India Private Limited), Folio No./DP ID and Client ID no. must be quoted;
 - (iv) No gift or gift coupons will be distributed at the meeting;
 - (v) In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote;
 - (vi) The copy of attendance slip & proxy form is attached herewith.
6. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business(es) to be transacted at the AGM is annexed hereto.
7. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office as well as the Corporate Office of the Company during normal business hours on all working days upto the date of the AGM.

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and Register of Contracts or Arrangements in which directors are interested under Section 189 will be made available for inspection by members of the Company at the AGM.
8. The Register of Members and Share Transfer Books will remain closed from Tuesday, August 06, 2019 to Monday, August 12, 2019 (both days inclusive).
9. The dividend on equity shares as recommended by the Directors of the Company for the financial year ended March 31, 2019, if declared at the AGM, will be paid on or after Wednesday, August 21, 2019 to those members whose names appear on the Register of Members as on Monday, August 05, 2019. 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, August 05, 2019 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. Electronic copy of the Notice convening the 25th AGM of the Company, Annual Report along with the Attendance Slip and Proxy Form are being sent to the Members who have registered their e-mail ids with the Company / Depository Participant(s). For Members who have not registered their e-mail ids or who opt to receive the aforesaid documents in physical form, hard copies shall be sent in the permitted mode. The Notice along with the Attendance Slip and Proxy Form and Annual Report for Financial Year 2018-19 shall also be available on the Company's website www.lalpathlabs.com.
11. A Certificate received from the Auditors of the Company that Employee Stock Option Schemes have been implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions passed at the relevant Annual General Meeting of the Company shall be placed at the ensuing AGM and is open for inspection at the registered office as well as corporate office of the Company during office hours on any working day upto the date of AGM.
12. The shareholders at the 23rd AGM, approved the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W – 100018), as the Statutory Auditors, for a period of five (5) years i.e. from the conclusion of the 23rd AGM till the conclusion of 28th AGM of the Company subject to ratification of the appointment by the shareholders at every Annual General Meeting.

However, pursuant to the notification dated May 07, 2019, issued by the Ministry of Corporate Affairs, the requirement for ratification of Statutory Auditors at every Annual General Meeting has been done away with.

The Statutory Auditors M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, have vide their letter dated June 15, 2019, confirmed that they have not been disqualified to act as Statutory Auditors of the Company and that their continuation is within the maximum company ceiling limit as prescribed under Section 141 of Companies Act, 2013 / relevant statute.
13. Members who have not registered their E-Mail ID so far or have changed their E-Mail ID are requested to update the same with the RTA of the Company / Depository Participant(s) for receiving all future communication(s) including Annual Report, Notices, Circulars etc. from the Company electronically.
14. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to maintain bank details of its Members for the purpose of payment of Dividend etc. Members are requested to register/

update their bank details with the Company in case shares are held in physical form and with their Depository Participants where shares are held in dematerialized mode, to enable expeditious credit of the dividend to their bank accounts electronically.

15. Members who have not encashed their Dividend amount/warrants/IPOs refund till date are requested to do so. Details of unclaimed dividend amount/ IPO refund amounts is available on the website of the Company and can be accessed at <https://www.lalpathlabs.com/investor/unclaimed-unpaid-amount.aspx>.
16. The Securities and Exchange Board of India (SEBI) vide its notification dated November 30, 2018 mandated that, except in case of transmission or transposition, securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. In view of this and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company /RTA for registration of transfer of securities.
18. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-13 to the RTA of the Company. Further, members desirous of cancelling/varying nomination pursuant to Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14 to the RTA of the Company. These forms will be made available on request.
19. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2) in respect of director(s) recommended for re-appointment is appended hereunder, after point no. 31.
20. Members are requested to send their queries, if any on the financials or operations of the Company, to reach the Company Secretary at the Company's Registered/Corporate Office, at least 10 days before the AGM, so that the information can be compiled in advance.
21. 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 substituted by the Companies (Management and Administration) Amendment Rules, 2015 ("Amended Rules 2015"), and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility of voting through electronic means ("remote e-voting") on all the resolutions set forth in this notice, through e-voting services provided by Central Depository Services (India) Limited ("CDSL").

22. The facility for physical voting through Ballot Paper shall be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be able to vote at the AGM through 'Ballot Paper'.
23. 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.
24. The remote e-voting period commences on Thursday, August 08, 2019 at 10:00 A.M. and ends on Sunday, August 11, 2019 at 5:00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Monday, August 05, 2019 ("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.
25. 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 and a person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

The instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) 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. 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 and voted on an earlier 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 Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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 as mentioned in instruction (iii) above.

(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 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.

(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) Shareholders can also cast their vote using CDSL'S mobile app "m-Voting" available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting from your mobile.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 1800225533.

26. The Board of Directors of the Company has appointed M/s PDS & CO. (Company Secretaries) as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

27. The Chairman of the AGM shall, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
28. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and provide not later than 48 hours 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.
29. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.lalpathlabs.com and on the website of CDSL 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.
30. Members can also provide their feedback on the Shareholders Services of the Company by filling the **"Shareholders Satisfaction Survey"** attached to this notice and emailing the same at cs@lalpathlabs.com through their registered e-mail ID or sending the signed copy at the Corporate Office of the Company at 12th Floor, Tower B, SAS Tower, Medicity, Sector-38, Gurugram – 122001.

Your feedback will help the Company in improving its Shareholders Service Standards.
31. Route map to reach at the venue for the Annual General Meeting is attached with this Notice.

Brief Profile of Directors seeking re-appointment/appointment in the 25th Annual General Meeting 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:

Particulars	Mr. Rahul Sharma	Ms. Somya Satsangi	Dr. Archana Lal Erdmann
DIN	00956625	07275574	08432506
DOB	14-09-1960	14-01-1970	23-04-1981
Date of First Appointment to the Board	July 22, 2005	February 8, 2019	May 17, 2019
Brief Resume, Age and Nature of Expertise in specific functional areas	Mr. Rahul Sharma, Aged about 58 years, is a non-executive Director on our Board. He studied Mathematics at the University of Delhi and commerce at the Kakatiya University. He has about 25 years of experience in the field of human resources. Mr. Rahul is presently the Chairman and Managing Director of HYDRIO, a technology enabled end-to-end recruiting solutions and on-boarding platform. He has over 26 years of experience covering the human resources sector and executive recruiting. Previously he was a Partner at Executive Access, a leading executive search firm in Asia. He joined the firm in 1993 and was a key senior member of the firm's Asia Pacific Banking and Finance executive recruiting and consulting practice. Prior to Executive Access, he was with State Bank of India. He joined the bank as a Probationary Officer in 1987 and went onto manage a variety of portfolios in India and Japan. His sporting achievements in cricket include representing Delhi in the Ranji Trophy and also captaining and representing Hong Kong in One Day Internationals. He has been a Director of our Company since 2005, and is a member of our Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee.	Ms. Somya Satsangi, 49 years, holds a Bachelor of Science in Chemistry (Honors) from University of Delhi. She is a qualified Chartered Accountant from the Institute of Chartered Accountants of India. She has also completed courses in Corporate Finance (Mergers and Acquisitions) at IIM, Ahmedabad and Change Management Strategy at London Business School. Ms. Satsangi brings 27 years of rich experience in Business Consulting and IT industry having worked with Amrop India, CA Technologies, TCS and Arthur Andersen across Europe, India and the US in varied senior management roles encompassing Business Development, Strategy and Operations. She also advises start-ups, mentoring founders to evolve business models. Ms. Satsangi is an Independent Director of our Company and is a chairperson of Risk Management Committee.	Archana Lal Erdmann holds an MBBS degree (Bachelor of Medicine and Bachelor of Surgery) from Bharati Vidyapeeth Medical College, Pune and completed M.D. & DNB (Pathology) from Sri Ramachandra University, Chennai, Tamil Nadu. Dr. Archana is an American board certified Geneticist, and completed fellowships in Clinical Cyto genetics and Clinical Molecular Genetics from Stanford University School of Medicine, California, USA. Dr. Archana brings 10 years of experience in laboratory genetics and genomics testing with a focus on research for genetic tests for both inherited and acquired genetic diseases, developing next generation sequencing-based tests for genotyping tumors, clinical variant curation, and expanding the scope of genetic testing with the goal of identifying patients eligible for novel targeting therapies.
Shareholding in the Company either directly or in form of beneficial interest for any other person	20,197 Equity Shares	Nil	19,89,061 Equity Shares
Relationship with other Directors & KMP's	None	None	Dr. Archana Lal Erdmann is the daughter of (Hony) Brig. Dr. Arvind Lal and Dr. Vandana Lal, Promoters and Directors of the Company.

Particulars	Mr. Rahul Sharma	Ms. Somya Satsangi	Dr. Archana Lal Erdmann
No. of Meetings of the Board attended during the year	As mentioned in the Corporate Governance Report	As mentioned in the Corporate Governance Report	Not Applicable
Directorships held in other Companies	None	None	Genecode Health Private Limited
Membership / Chairmanship of Committees of other companies	None	None	None
Remuneration sought to be paid/last drawn	Remuneration sought to paid In accordance with the Shareholders approval dated October 10, 2018, the Company proposes to pay commission to the Non-Executive Directors in such amounts or proportion and in such manner, as the Board of Directors may from time to time determine, based on performance of the Company and performance evaluation of each such Director and subject to a maximum of ₹ 10,00,000/- (Ten Lakhs) per annum per Director, if such director is not a Chairperson of any Board Committee and an additional ₹ 2,50,000/- (Two Lakhs Fifty Thousand) per annum for each Board Committee in which any such Director is a chairperson.		
	Remuneration last drawn As mentioned in the Corporate Governance Report	Remuneration last drawn As mentioned in the Corporate Governance Report	Remuneration last drawn Not Applicable
Terms and conditions of appointment/ re-appointment	Mr. Sharma is proposed to be re-appointed as a Director, liable to retire by rotation	As per the resolution at item no. 4 of this AGM Notice, Ms. Somya Satsangi is proposed to be appointed as an Independent Director, not liable to retire by rotation, for a term of 3 years.	As per the resolution at item no. 5 of this AGM Notice, Dr. Archana Lal Erdmann is proposed to be appointed as a Director, liable to retire by rotation.

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

ITEM NO.4

On the recommendation of the Nomination and Remuneration Committee, Ms. Somya Satsangi was appointed as an Additional (Independent) Director of the Company effective February 8, 2019 and pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), she will hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed as Independent Director of the Company.

The Board considers that it is in the interest of the Company to continue to receive the benefit of Ms. Somya Satsangi's advise and guidance and accordingly recommends her appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of three consecutive years commencing from February 8, 2019.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Somya Satsangi for the office of Director of the Company.

The Company has received from Ms. Somya Satsangi (i) Consent to act as Director in Form DIR-2; (ii) Intimation in Form DIR-8, to the effect that she is not disqualified under Section 164(2) of the Act; (iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act; and (iv) a certificate stating that she is not debarred from appointment pursuant to any order of SEBI or any other Authority.

Further, in the opinion of the Board, Ms. Somya Satsangi fulfills the conditions specified in the Act and Rules made thereunder for her appointment as an Independent Director of the Company and is independent of the Management. A copy of the letter of appointment of Ms. Somya Satsangi setting out the terms and conditions of her appointment shall be available for inspection at the Registered Office as well as the Corporate Office of the Company during normal business hours on all working days upto the date of the Annual General Meeting.

Save and except Ms. Satsangi, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the Notice.

The Board recommends the resolution set forth in Item No. 4 for the approval of members by way of an ordinary resolution.

ITEM NO.5

On the recommendation of the Nomination and Remuneration Committee Dr. Archana Lal Erdmann was appointed as an Additional (Non-Executive) Director of the Company effective May 17, 2019 and pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), she holds office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed as a Director of the Company.

The Board considers that it is in the interest of the Company to receive the benefit of Dr. Archana Lal Erdmann's advise and guidance and accordingly recommends her appointment as a Director, liable to retire by rotation.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Dr. Archana Lal Erdmann for the office of Director of the Company.

The Company has received from Dr. Archana Lal Erdmann (i) Consent to act as Director in Form DIR-2; (ii) Intimation in Form DIR-8, to the effect that she is not disqualified under Section 164(2) of the Act; and (iii) a certificate stating that she is not debarred from appointment pursuant to any order of SEBI or any other Authority.

Dr. Archana Lal Erdmann is the daughter of (Hony) Brig. Dr. Arvind Lal and Dr. Vandana Lal, Promoters and Directors of the Company therefore Dr. Archana Lal Erdmann, (Hony) Brig. Dr. Arvind Lal and Dr. Vandana Lal may be deemed to be interested in the resolution set out at item no. 5 of the Notice, to the extent of their shareholding interest in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 5 of the Notice.

The Board recommends the resolution set forth in Item No. 5 for the approval of members by way of an ordinary resolution.

ITEM NO.6

The Board of Directors of the Company in their meeting held on May 17, 2019, on recommendation by the Audit Committee, appointed M/s. A.G. Agarwal & Associates (Firm Registration Number: 000531), Cost Accountants, as the Cost Auditors for the Financial Year 2019-20 at a remuneration of ₹ 60,000 (Rupees Sixty 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 the Notice.

The Board recommends the resolution set forth in Item No. 6 for the approval of members by way of an ordinary resolution.

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

Rajat Kalra
Company Secretary
Membership No: A-16947

Place: New Delhi
Date: May 17, 2019

**DR. LAL PATHLABS LIMITED**

Corporate Identity Number: 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

ATTENDANCE SLIP**25th Annual General Meeting****Monday, August 12, 2019**

DP ID - Client ID / Folio No.:

No. of shares held:

Name of the Member / Proxy: BLOCK Letters)

Address of the Member:

I certify that I am/We are member(s)/proxy for the member(s), of the Company.

I/We hereby record my/our presence at the 25th Annual General Meeting of the Company on Monday, the 12th day of August 2019 at 10:30 A.M. at Air Force Auditorium, Subroto Park, New Delhi-110010......
Signature of the Member/Proxy**DR. LAL PATHLABS LIMITED**

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PROXY FORM**25th Annual General Meeting****Monday, August 12, 2019**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014]

Name of the member(s):

Registered Address:

E-mail ID:

DP ID - Client ID / Folio No.:

I/We being the holder(s) of shares of Dr. Lal PathLabs Limited, hereby appoint:

1. Name:

Address:

E-mail ID:

Signature:.....failing him/her

2. Name:

Address:

E-mail ID:

Signature:.....failing him/her

3. Name:

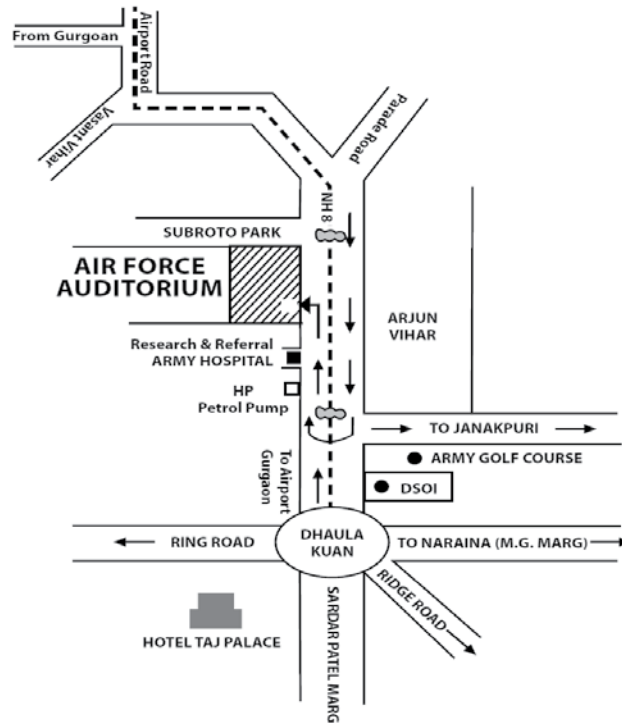
Address:

E-mail ID:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company to be held on Monday, the 12th day of August 2019 at 10:30 A.M. at Air Force Auditorium, Subroto Park, New Delhi-110010 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Route map of the venue of 25th Annual General Meeting of Dr. Lal PathLabs Limited



Venue: Air Force Auditorium Subroto Park, New Delhi - 110 010

Landmark: Adjacent to Research & Referral, Army Hospital

Resolution No.	Resolution Description	For*	Against*
Ordinary Business(es)			
1.	Adoption of the audited standalone financial statements of the Company for the Financial Year ended March 31, 2019 together with the reports of the Directors and Auditors thereon and the consolidated audited financial statements of the Company for the Financial Year ended March 31, 2019 and the reports of the Auditors thereon.		
2.	Declaration of dividend of ₹ 3.50/- per equity share for the Financial Year ended March 31, 2019.		
3.	Re-appointment of Mr. Rahul Sharma (DIN: 00956625) as a Director of the Company, liable to retire by rotation.		
Special Business(es)			
4.	Appointment of Ms. Somya Satsangi (DIN: 07275574) as an Independent Director of the Company for a term of Three (3) years.		
5.	Appointment of Dr. Archana Lal Erdmann (DIN: 08432506) as a Director of the Company, liable to retire by rotation.		
6.	Ratification of the remuneration of M/s. A.G. Agarwal & Associates (Firm Registration No. 000531), Cost Auditors of the Company for the Financial Year 2019-20.		

Signed this day of 2019

Signature of the shareholder(s)

Signature of the Proxy Holder(s)

Affix
Revenue
Stamp

Notes:

- *1 Please put a "X" in the Box in the appropriate column. If you leave 'For' or 'Against' column blank in respect of any or all of the resolutions, your proxy will be entitled to vote in the matter as he/she thinks appropriate.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
3. The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the Company / Depository Participant.