

July 01, 2026

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 32nd 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 32nd Annual General Meeting of the Company, scheduled to be held on Saturday, July 25, 2026, 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

Registered 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

Notice of Annual General Meeting

Notice is hereby given that the thirty-second (32nd) Annual General Meeting ("AGM") of the Members of Dr. Lal PathLabs Limited ("the Company") will be held on Saturday, July 25, 2026, at 10:00 A.M. (IST) through Video Conferencing/ Other Audio Visual Means ("VC/ OAVM"), to transact the following businesses:

ORDINARY BUSINESSES:

- To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2026, 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, 2026, together with report of Auditors' thereon.
- To declare final dividend of ₹ 4/- per fully paid-up equity share having face value of ₹ 10/- each for the financial year ended March 31, 2026.
- To appoint a Director in place of Mr. Rahul Sharma (DIN: 00956625), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

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

Revision in remuneration structure of (Hony) Brig Dr Arvind Lal (DIN: 00576638), Executive Chairman and Whole-Time Director of the Company

"RESOLVED THAT in partial modification to the resolution passed by the Members of the Company on December 2, 2021, and pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) and other applicable provisions 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 subject to such other approval/permissions if any, as

may be required, and recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for revision in remuneration structure of (Hony) Brig Dr Arvind Lal (DIN: 00576638), Executive Chairman & Whole-Time Director of the Company, effective from April 01, 2026 till completion of his current tenure i.e. March 31, 2027 as detailed below:

Salary:

(Hony) Brig Dr Arvind Lal shall be paid remuneration in a range of ₹ 33.00 Lakh – ₹ 37.50 Lakh per month (inclusive of basic salary, variable salary if any, allowances, statutory and retirement benefits).

Perquisites:

In addition to the above, (Hony) Brig Dr Arvind Lal shall be entitled to perquisites, benefits, facilities and amenities (collectively "perquisites") such as entertainment, leave travel, professional reimbursement, and any other "perquisites" as per the policy(ies)/rule(s) of the Company in force and/or as may be approved by the Board of Directors from time to time, provided that the aggregate value of such perquisites/ reimbursements shall not exceed 15% of salary in any Financial Year.

Perquisites will be valued as per the Income-tax Act/ Rules, wherever applicable and at actual cost to the Company in other cases.

Other Entitlements:

In addition to the above, (Hony) Brig Dr Arvind Lal shall be entitled for following benefits/ entitlements as per the policy(ies)/rule(s) of the Company in force, such as:

- Company maintained Car(s) with Driver(s)
- Re-imburement for Mobile Phone(s) and Telephone/Internet Connection(s) at residence
- Encashment of Leave
- Personal Accident and Medical Insurance(s)
- Keyman Insurance
- Admission and Annual Membership Fee for Club(s)

- g) Reimbursement of all legitimate expenses incurred while performing duties
- h) Such other benefits/entitlements as may be applicable to the employees of the Company

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things 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:

Revision in remuneration structure of Dr Vandana Lal (DIN: 00472955), Whole-Time Director of the Company

“**RESOLVED THAT** in partial modification to the resolution passed by the Members of the Company on June 29, 2024, and pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) and other applicable provisions 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 subject to such other approval/permissions if any, as may be required, and recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for revision in remuneration structure of Dr Vandana Lal (DIN: 00472955), Whole-Time Director of the Company, effective from April 01, 2026 till Completion of her current tenure i.e., March 31, 2030 as detailed below:

Salary:

Dr Vandana Lal shall be paid remuneration in a range of ₹ 30.00 Lakh – ₹ 50.00 Lakh per month (inclusive of basic salary, variable salary if any, allowances, statutory and retirement benefits).

Basis the recommendation of the Nomination & Remuneration Committee, the Board of Directors are authorized to determine the remuneration (including any increase in remuneration and/ or restructure such remuneration) from time-to time within the limit.

Perquisites:

In addition to the above, Dr Vandana Lal shall be entitled to perquisites, benefits, facilities and amenities (collectively “perquisites”) such as entertainment, leave travel, professional reimbursement, and any other “perquisites” as per the policy(ies)/rule(s) of the Company in force and/or as may be approved by the Board of Directors from time to time, provided that the aggregate value of such perquisites/ reimbursements shall not exceed 15% of salary in any Financial Year.

Perquisites will be valued as per the Income-tax Act/ Rules, wherever applicable and at actual cost to the Company in other cases.

Other Entitlements:

In addition to the above, Dr Vandana Lal shall be entitled for following benefits/entitlements as per the policy(ies)/ rule(s) of Company in force, such as:

- a) Company maintained Car(s) with Driver(s)
- b) Re-imbusement for Mobile Phone(s) and Telephone/Internet Connection(s) at residence
- c) Encashment of Leave
- d) Personal Accident and Medical Insurance(s)
- e) Keyman Insurance
- f) Admission and Annual Membership Fee for Club(s)
- g) Reimbursement of all legitimate expenses incurred while performing duties
- h) Such other benefits/entitlements as may be applicable to the employees of the Company

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things 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 a Special Resolution:

Re-appointment of (Hony) Brig Dr Arvind Lal (DIN: 00576638) as Executive Chairman and Whole-Time Director of the Company, for a period of five (5) consecutive years commencing from April 01, 2027

“**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

and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) and other applicable provisions 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 subject to such other approval/permissions if any, as may be required, and recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for re-appointment of (Hony) Brig Dr Arvind Lal (DIN: 00576638) as Executive Chairman and Whole-Time Director of the Company, for a period of five (5) consecutive years, effective from April 01, 2027 on the terms and conditions including remuneration as detailed below:

Salary:

(Hony) Brig Dr Arvind Lal shall be paid remuneration in a range of ₹ 37.50 Lakh – ₹ 60.00 Lakh per month (inclusive of basic salary, variable salary if any, allowances, statutory and retirement benefits).

Basis the recommendation of the Nomination & Remuneration Committee, the Board of Directors are authorized to determine the remuneration (including any increase in remuneration and/ or restructure such remuneration) from time-to time within the limit.

Perquisites:

In addition to the above, (Hony) Brig Dr Arvind Lal shall be entitled to perquisites, benefits, facilities and amenities (collectively "perquisites") such as entertainment, leave travel, professional reimbursement, and any other "perquisites" as per the policy(ies)/rule(s) of the Company in force and/or as may be approved by the Board of Directors from time to time, provided that the aggregate value of such perquisites/ reimbursements shall not exceed 15% of salary in any Financial Year.

Perquisites will be valued as per the Income-tax Act/ Rules, wherever applicable and at actual cost to the Company in other cases.

Other Entitlements:

In addition to the above, (Hony) Brig Dr Arvind Lal shall be entitled for following benefits/entitlements as per the policy(ies)/rule(s) of Company in force, such as:

- a) Company maintained Car(s) with Driver(s)
- b) Re-imbursement for Mobile Phone(s) and Telephone/Internet Connection(s) at residence
- c) Encashment of Leave
- d) Personal Accident and Medical Insurance(s)
- e) Keyman Insurance

- f) Admission and Annual Membership Fee for Club(s)
- g) Reimbursement of all legitimate expenses incurred while performing duties
- h) Such other benefits/entitlements 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 (Hony) Brig Dr Arvind Lal, the Company has no profits or its profits are inadequate, the Company will pay him the remuneration including Salary, perquisites and other entitlements, specified above, subject to requisite approval, if any, as may be required under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the office of (Hony) Brig Dr Arvind Lal as Executive Chairman and Whole-Time Director shall not be liable to retire by rotation.

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."

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

Re-appointment of Mr. Rajit Mehta (DIN: 01604819) as a Non-Executive Independent Director of the Company for a second term of five (5) consecutive years commencing from July 27, 2026

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 & Rules made thereunder and Regulation 17(1C) and 25(2A) and other applicable provisions 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 the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Rajit Mehta (DIN: 01604819), who was appointed as a Non-Executive Independent Director and holds office up to July 26, 2026 and has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and who is eligible for re-appointment under the

provisions of the Companies Act, 2013 & rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years commencing from July 27, 2026 upto July 26, 2031.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Companies Act, 2013 & the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajit Mehta (DIN: 01604819) shall be entitled to receive the commission/ fees as permitted to be received in a capacity of a Non-Executive Independent Director of the Company under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors from time to time.

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 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.”

8. 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 the 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 the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company and such other approval(s)/ 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 (“ESOP Plan 2010”) of the Company, in excess of fifty percent (50%) of the total remuneration payable to all Non-Executive Directors of the Company for the Financial Year 2026-27.

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 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.”

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

Payment of Commission to Non-Executive Directors including Independent Directors

"RESOLVED THAT in supersession of earlier resolution passed by the Members of the Company on March 09, 2025 for payment of Commission to Non-Executive Directors including Independent Directors, pursuant to the provisions of Sections 149, 197 and 198 of the Companies Act, 2013 as amended from time to time read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other law for the time being in force and the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for the payment of Commission, within the overall maximum limit of 1% (one percent) of the net profits of the Company per annum, computed as per Section 198 of the Companies Act, 2013, over a period of three (3) years effective from April 1, 2026 till March 31, 2029 to the present and future Non-Executive Directors including Independent Directors of the Company.

RESOLVED FURTHER THAT the said Commission be paid in such amount or proportion and in such manner, as the Board of Directors may determine from time to time, based on performance of the Company viz-a-viz performance evaluation of each such Director and subject to a maximum of ₹ 1,25,00,000/- (Rupees One Crore Twenty Five Lakh only) to Lead Independent Director, per annum, and subject to a maximum of ₹ 75,00,000/- (Rupees Seventy Five Lakh only) to each of the Non-Executive Director including Independent Director, per annum.

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

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

10. 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 2026-27

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, 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 ₹ 2,00,000/- (Rupees Two Lakh only) plus applicable taxes and reimbursement of 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 2026-27.

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 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

Membership No: A-25995

Date: April 30, 2026

Place: Gurugram

Notes:

1. Explanatory statement(s) pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to Ordinary and Special Business(es) to be transacted at the 32nd Annual General Meeting (“AGM”) is annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) vide its circulars dated September 22, 2025, May 5, 2020, and all other relevant circulars issued from time to time (hereinafter referred as “MCA Circulars”), permitted holding of the 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 Central Depository Services (India) Limited (“the e-voting Agency”).

The Notice of the 32nd AGM along with the Annual Report for the Financial Year 2025-26 is being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company/ Depositories as on **June 26, 2026 (“the cut-off date”)**.

The deemed venue for the 32nd AGM shall be the Registered Office of the Company.

3. Company is providing two-way teleconferencing facility or webex or any other application 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.
4. As the 32nd 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 with a copy marked to cs@lalpathlabs.com and 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 Act shall be available for inspection through electronic mode, basis the request being sent at 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 Plan(s)/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 2025-26 will also be available on the Company's website at www.lalpathlabs.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at www.evotingindia.com.
9. The Final Dividend of ₹ 4/- 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, 2026, if declared at the AGM, will be paid on or before August 23, 2026 to those members whose names appear in the Register of Members as on **Friday, June 26, 2026 ("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 **Friday, June 26, 2026**, 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.

Please note that SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, notified on November 18, 2025, along with SEBI Master Circular HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, as amended, mandates that any payment of dividend shall be made only through electronic mode to the Members. Further, dividend warrants, cheques, demand drafts or any other instrument are no longer required to be issued.

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.
13. Members whose bonus equity shares are lying in a separate Suspense Escrow Demat Account with the Company, may complete/ update the KYC details and claim their bonus equity shares.
14. Additional information(s), 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 appointment/re-appointment are annexed with this AGM Notice.
15. 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 through their registered e-mail ID or sending the signed copy to 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 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 Obligations and Disclosure Requirements) Regulations, 2015, 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, July 21, 2026, at 9:00 A.M. (IST)** and ends on **Friday, July 24, 2026, at 5:00 P.M. (IST)** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **Saturday, July 18, 2026 ("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, July 18, 2026**. 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 CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System My easi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting the vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 or joining virtual meeting & voting during the meeting. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Members (holding securities in demat mode) login through their Depository Participants	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 & voting during the meeting.

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

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

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

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

- The Members should log on to the e-voting website www.evotingindia.com.
- Click on "Members" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - 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.

- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

For Members holding shares in physical mode and Non-Individual Members holding shares in demat mode

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

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

displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

General Guidelines for Non – Individual Members and Custodians:

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

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 at 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 id(s) mobile no(s) are not registered with the Company/ Depositories:

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

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

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

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 and on the website of CDSL at 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 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 on December 02, 2021 through Postal Ballot, re-appointed (Hony) Brig Dr Arvind Lal, (Promoter), as Executive Chairman and Whole-Time Director of the Company on such terms and conditions including remuneration, for a period of five (5) consecutive years commencing from April 01, 2022 to March 31, 2027.

The Board of Directors at their meeting on April 30, 2026, basis recommendation of the Nomination & Remuneration Committee, and taking into account (i) the restructuring of remuneration framework pursuant to New Labour Code; and (ii) the Company's performance during FY 2025-26 viz-a-viz individual performance of (Hony) Brig Dr Arvind Lal, recommended a revision in his remuneration structure as detailed below:

The remuneration structure has been changed from

- (i) Monthly basic salary ranging between ₹ 3.75 Lakh to ₹ 7.55 Lakh; &
- (ii) Monthly allowances & perquisites upto ₹ 27.50 Lakh

to an aggregate range of ₹ 30.00 Lakh to ₹ 37.50 Lakh per month (inclusive of basic salary, variable salary if any, allowance, statutory and retirement benefits)

In addition to above, perquisites shall be provided upto 15% of salary in any Financial Year.

The details of remuneration drawn by (Hony) Brig Dr Arvind Lal from the Company during previous years are as under:

Financial Year	Annual Remuneration* (₹ in Lakh)
FY 2025-26	402.59
FY 2024-25	322.07
FY 2023-24	301.39

*Does not include retiral benefits.

The Board recommends the resolution set forth at Item No. 4 of this Annual General Meeting Notice for the approval of Members by way of a Special Resolution in compliance with the provisions Sections 190, 197 of the Companies Act, 2013 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms and conditions as set out at Item No. 4 may also be treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Except as stated in resolution, all other terms and conditions relating to (Hony) Brig Dr Arvind Lal's appointment as approved earlier by the Members shall remain unchanged.

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

Brief profile of (Hony) Brig Dr Arvind Lal as provided in Annexure to this Notice may also be regarded as an appropriate disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and Secretarial Standard – 2 for General Meetings issued by Institute of Company Secretaries of India.

ITEM NO. 5

The Members of the Company on June 29, 2024 in the 30th Annual General Meeting, re-appointed Dr Vandana Lal, (Promoter), as Whole-Time Director of the Company on such terms and conditions including remuneration, for a period of five (5) consecutive years commencing from April 01, 2025 to March 31, 2030.

The Board of Directors at their meeting on April 30, 2026, basis recommendation of Nomination & Remuneration Committee, and taking into account (i) the restructuring of remuneration framework pursuant to New Labour Code; and (ii) the Company's performance during FY 2025-26 viz-a-viz individual performance of Dr Vandana Lal, recommended a revision in remuneration structure as detailed below:

The remuneration structure has been changed from

- (i) Monthly basic salary ranging between ₹ 4.60 Lakh to ₹ 8.10 Lakh; &
- (ii) Monthly allowances & perquisites upto ₹ 30.00 Lakh

to an aggregate range of ₹ 30.00 Lakh to ₹ 50.00 Lakh per month (inclusive of basic salary, variable salary if any, allowance, statutory and retirement benefits)

In addition to above, perquisites shall be provided upto 15% of salary in any Financial Year.

The details of remuneration drawn by Dr Vandana Lal from the Company during previous years are as under:

Financial Year	Annual Remuneration* (₹ in Lakh)
FY 2025-26	322.82
FY 2024-25	258.25
FY 2023-24	241.75

*Does not include retiral benefits.

The Board recommends the resolution set forth at Item No. 5 of this Annual General Meeting Notice for the approval of Members by way of a Special Resolution in compliance with the provisions of Sections 190, 197 of the Companies Act, 2013 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms and

conditions as set out at Item No. 5 may also be treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Except as stated in resolution, all other terms and conditions relating to Dr Vandana Lal's appointment as approved earlier by the Members shall remain unchanged.

Except Dr Vandana Lal and her relatives (to the extent of their shareholding), including (Hony) Brig Dr Arvind Lal (Spouse) and Dr Archana Lal Erdmann (Daughter), none of other Directors and/or KMP's or their relatives are concerned or interested, financially or otherwise, in the Item No. 5 set out in this Notice.

Brief profile of Dr Vandana Lal as provided in Annexure to this Notice may also be regarded as an appropriate disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and Secretarial Standard – 2 for General Meetings issued by Institute of Company Secretaries of India.

ITEM NO. 6

The Members of the Company on December 02, 2021 through Postal Ballot, re-appointed (Hony) Brig Dr Arvind Lal (Promoter), as Executive Chairman and Whole-Time Director of the Company for a period of five (5) consecutive years commencing from April 01, 2022 on such terms and conditions including remuneration as mentioned in Postal Ballot Notice. The present tenure of (Hony) Brig Dr Arvind Lal as Executive Chairman and Whole-Time Director accordingly will set to complete on March 31, 2027.

(Hony) Brig Dr Arvind Lal, aged about 76 years, is a Promoter of your Company and has been a Director on the Board of the Company since its incorporation in 1995. He holds a Bachelor's Degree in Medicine and surgery from the University of Poona and a Diploma in clinical pathology from the Armed Forces Medical College. He is a pioneer in bringing laboratory services in India at par with the Western world. Under Dr. Lal's leadership, Dr. Lal PathLabs has become one of the most reputed laboratories in Asia having to its credit one of the largest networks of labs, collection centres, pick-up points and the highest number of accreditations from the National Accreditation Board for Testing and Calibration Laboratories (NABL). He brought International recognition to the Indian Healthcare Industry in the form of accreditation from the College of American Pathologists (CAP), USA.

(Hony) Brig Dr Arvind Lal has been conferred with the Padma Shri in 2009, Dr. Lal is also the first civilian doctor to be granted an Honorary Brigadier's rank by the President of India in the Armed Forces Medical Services. Dr. Lal is an Armed Forces Medical College (AFMC) alumnus and was inducted into the 'Hall of Fame' at AFMC.

Considering, (Hony) Brig Dr Arvind Lal's background, experience & contribution made towards the growth/ success of the Company & basis recommendation of Nomination & Remuneration Committee, Board of Directors in their meeting on April 30, 2026, recommended the proposal for seeking approval of Members for re-appointment of (Hony) Brig Dr Arvind Lal as Executive Chairman and Whole-Time Director of the Company for a period of five (5) years, on such terms and conditions including remuneration as detailed in the resolution at item no. 6 set out in this Notice.

The details of remuneration drawn by (Hony) Brig Dr Arvind Lal from the Company during previous years are as under:

Financial Year	Annual Remuneration* (₹ in Lakh)
FY 2025-26	402.59
FY 2024-25	322.07
FY 2023-24	301.39

*Does not include retiral benefits.

(Hony) Brig Dr Arvind Lal is not debarred from appointment/ re-appointment pursuant to any order of SEBI or any other authority and the Company has received consent and necessary declarations and disclosures from him confirming his eligibility for re-appointment as Executive Chairman and Whole-Time Director. The Company has also received notice under section 160 of the Companies Act, 2013 from a Member proposing the candidature of (Hony) Brig Dr Arvind Lal as Executive Chairman and Whole-Time Director of the Company.

The Board recommends the resolution set forth at Item No. 6 of this Annual General Meeting Notice for the approval of Members by way of a Special Resolution in compliance with the provisions of Sections 190, 196(3), 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms and conditions as set out at Item No. 6 may also be treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Except (Hony) Brig Dr Arvind Lal and his relatives (to the extent of their shareholding), including Dr Vandana Lal (Spouse) and Dr Archana Lal Erdmann (Daughter), 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. 6 of this Notice.

Brief profile of (Hony) Brig Dr Arvind Lal as provided in Annexure to this Notice may also be regarded as an appropriate disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and Secretarial Standard – 2 for General Meetings issued by Institute of Company Secretaries of India.

ITEM NO. 7

The Members of the Company in the 29th Annual General Meeting held on September 12, 2023 appointed Mr. Rajit Mehta (DIN: 01604819) as a Non-Executive Independent Director of the Company for a period of three (3) consecutive years, effective from July 27, 2023, until July 26, 2026.

Following the performance evaluation of Mr. Rajit Mehta and considering the significant contributions made by him during his present tenure as a Non-Executive Independent Director, along with the faith that his continued association would be valuable to the Company, the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, recommended the re-appointment of Mr. Rajit Mehta as a Non-Executive Independent Director of the Company for a second term of five (5) consecutive years, commencing from July 27, 2026, upto July 26, 2031, for approval by the Members.

Mr. Rajit Mehta is not debarred from appointment/re-appointment pursuant to any order of SEBI or any other authority and the Company has received consent and necessary declarations and disclosures from him confirming his eligibility for re-appointment as Non-Executive Independent Director. The Company has also received notice under section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Rajit Mehta as Non-Executive Independent Director of the Company.

In the opinion of the Board, Mr. Rajit Mehta is independent from the management and fulfils the conditions as specified in the Companies Act, 2013 & Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as a Non-Executive Independent Director of the Company.

The Board deems it desirable and in the interest of the Company to continue Mr. Rajit Mehta on the Board and accordingly recommends his re-appointment as a Non-Executive Independent Director for a second term of five (5) consecutive years, as proposed at Item no. 7 for approval by the Members as a Special Resolution.

Except Mr. Rajit Mehta and/or his relatives (to the extent of their shareholding, if any), ne of other Directors and/or KMP's, or their respective relatives are concerned or interested, financially or otherwise, in the said resolution set out at Item No. 7 of this Notice.

Disclosure and brief profile of Mr. Rajit Mehta, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings, annexed to this Notice. The terms and conditions of appointment of the Non-Executive Independent Directors are uploaded on the website of the Company i.e. www.lalpathlabs.com.

ITEM NO. 8

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 74,000 stock options (adjusted post bonus issue) (as on April 30, 2026), 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 2026-27 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 April 30, 2026, 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 2026-27 and recommends the resolution set out at Item No. 8 for the approval of Members by way of a Special Resolution.

Except Mr. Rahul Sharma and/or 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. 8 of this Notice.

ITEM NO. 9

The Members of the Company on March 09, 2025 through postal ballot, approved the resolution for payment of Commission subject to a maximum of ₹ 1,00,00,000/- (Rupees One Crore only) to Lead Independent Director, per annum and subject to a maximum of ₹ 50,00,000/- (Rupees Fifty Lakh only) to each of the Non-Executive Director including Independent Director, per annum, over a period of five (5) years beginning with effect from April 1, 2024 till March 31, 2029, subject to overall maximum limit of 1% of the net profits of the Company per annum, computed as per Section 198 of the

Companies Act, 2013. In view of the existing approved limits and considering the overall performance of the Company as well as the individual contribution and performance of the each of the Non-Executive Director including Independent Director, the current limits may not be adequate.

Accordingly, the Board of Directors has recommended an enhancement in the annual commission payable to each of the Non-Executive Director including Independent Director, subject to the following limits:

- (i) up to ₹ 1,25,00,000 (Rupees One Crore Twenty Five Lakh only) per annum for the Lead Independent Director; and
- (ii) up to ₹ 75,00,000 (Rupees Seventy Five Lakh only) per annum for each of the other Non-Executive Directors including Independent Directors.

The aforesaid limits shall be applicable for a period of three (3) years commencing from April 1, 2026 to March 31, 2029, and shall be payable based on the performance of the Company vis-à-vis the performance of each Director, subject to an overall ceiling of 1% (one percent) per annum of the net profits of the Company, to be computed in accordance with the provisions of Section 198 of the Companies Act, 2013.

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

All the Non-Executive Directors of the Company and their relatives are deemed to be concerned or interested financially or otherwise, if any in the resolution set out at item no. 9

of this Notice, to the extent of the remuneration by way of commission that may be received by each of them. Pursuant to provisions Sections 197, 198 of the Companies Act, 2013 and Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the payment of any fees or compensation to Non-Executive Directors including Independent Directors require approval of Members in General Meeting.

Since, all the Members of the Nomination & Remuneration Committee (NRC) are Non-Executive Directors and therefore, being interested, the Board considered the above proposal and recommended the resolution, for payment of Commission to Non-Executive Directors including Independent Directors as set forth at Item No. 9 of this Annual General Meeting Notice for the approval of Members by way of a Special Resolution.

ITEM NO. 10

The Board of Directors on recommendation of 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 2026-27 at a remuneration of ₹ 2,00,000/- (Rupees Two Lakh only) plus applicable taxes and reimbursement of 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 as proposed at Item no. 10 of this Notice for approval by 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 said resolution.

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:

Name	(Hony) Brig Dr Arvind Lal	Dr Vandana Lal	Mr. Rajit Mehta	Mr. Rahul Sharma
DIN	00576638	00472955	01604819	00956625
Date of Birth (Age)	August 22, 1949 (about 76 Years)	November 18, 1956 (about 70 Years)	April 21, 1962 (about 64 Years)	September 14, 1960 (about 66 Years)
Date of First appointment to the Board	February 14, 1995	February 14, 1995	July 27, 2023	July 22, 2005
Qualification, Brief resume, Experience and Nature of Expertise in specific functional areas, skills and capabilities	<p>(Hony) Brig Dr Arvind Lal is a Promoter of your Company and has been a Director on the Board of the Company since its incorporation in 1995. He holds a Bachelor's Degree in Medicine and surgery from the University of Pooona and a Diploma in clinical pathology from the Armed Forces Medical College. He is a pioneer in bringing laboratory services in India at par with the Western world. Under Dr Lal's leadership, Dr. Lal PathLabs has become one of the most reputed laboratories in Asia having to its credit one of the largest networks of labs, collection centres, pick-up points and the highest number of accreditations from the National Accreditation Board for Testing and Calibration Laboratories (NABL). He brought international recognition to the Indian Healthcare Industry in the form of accreditation from the College of American Pathologists (CAP), USA.</p> <p>(Hony) Brig Dr Arvind Lal has been conferred with the Padma Shri in 2009, Dr Lal is also the first civilian doctor to be granted an honorary Brigadier's rank by the President of India in the Armed Forces Medical Services. Dr Lal is an alumnus and was inducted into the 'Hall of Fame' at AFMC.</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 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 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 4,800 + tests & 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 53 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. Rajit Mehta is a Non-Executive Independent Director on the Board.</p> <p>Mr. Rajit Mehta is the Managing Director of Max India Limited, and the Managing Director and Chief Executive Officer of Antara Senior Care, a subsidiary of Max India Limited, that is developing India's only fully integrated senior care ecosystem, comprising senior living communities, assisted living/transition care and products & solutions for chronic disease management for seniors.</p> <p>Mr. Rajit Mehta was the Chairman of the Association of Senior Living organizations in India (ASLI) and now is a director on their board, is a Founding Board Member of a non-profit organization Dementia India Alliance (DIA) and a Member of the Accreditation Board for the Healthcare Sector Skill Council (HSSC).</p> <p>Previously, Mr. Rajit Mehta served as the MD & CEO for Max Healthcare, and has also been a founder member and Chief Operating officer, of Max Life Insurance. Prior to Max Life Insurance, he was the Director – Personnel at Bank of America and has also worked with HCL. His total experience spans four decades. Mr. Rajit Mehta is a graduate in Commerce, postgraduate in Human Resources and has also attended an Advanced Management Program at INSEAD – France. He is the recipient of the Chairman's Award at Max Life Insurance.</p>	<p>Mr. Rahul Sharma is a Non-Executive Director on the Board.</p> <p>Mr. Rahul Sharma started his professional career as a Probationary Officer with the State Bank of India. He spent seven years with the bank in various roles, including commercial banking, credit, and international banking/foreign exchange, which included three years in Tokyo. After SBI, he spent 23 years with Executive Access in Hong Kong as a Senior Partner, where he managed recruitment and human resource consulting projects for numerous clients and businesses in the Asia Pacific financial services space. He managed relationships with major global banks, Wall Street investment banks, private equity funds, asset management funds, and sovereign wealth funds.</p> <p>After retiring from Executive Access in 2015, Mr. Rahul Sharma has held several board and advisory roles spanning Aviation, Retail, Rural Connectivity (ISP), HR Consulting, Clean Tech, Golf (merchandising and skills development), Healthcare, Food & Beverage, and Technology.</p>

Name	(Hony) Brig Dr Arvind Lal	Dr Vandana Lal	Mr. Rajit Mehta	Mr. Rahul Sharma
He has been conferred with several coveted awards like Times Network Lifetime Achievement Awards, 2024, Business Standard Star SME of the Year 2021, EY Entrepreneur of the Year Award in Healthcare 2019, FICCI Lifetime Achievement Award 2017, All India Management Association Entrepreneur of the Year Award 2016, among many others.	She is also the Chief Technical Officer at Dr. Lal PathLabs and plays a pivotal role in Clinical Research Services and R&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 & 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 & Transplantation Immunology in 1990 after completion of her training from Karolinska Institute, Sweden.	Dr. Lal is currently the Chairman of FICCI's Swasth Bharat (Public Health) Task Force. He has also been the Chairman of FICCI's Health Services Committee, President of NATHEALTH and PHD Chambers' Healthcare vertical.	Mr. Rajit Mehta is an alumnus of Modern School Barakhamba Road. He studied Mathematics at Hindu College, University of Delhi and Commerce at Kakatiya University. He attended several management and leadership courses at the State Bank of India and Executive Access. He is also a member of the Indian Institute of Bankers. He is a First-Class Cricketer and represented Delhi in the Ranji Trophy and captained and represented Hong Kong at the highest international level, including the Asia Cup (2004).	Mr. Rahul Sharma is an alumnus of Modern School Barakhamba Road. He studied Mathematics at Hindu College, University of Delhi and Commerce at Kakatiya University. He attended several management and leadership courses at the State Bank of India and Executive Access. He is also a member of the Indian Institute of Bankers. He is a First-Class Cricketer and represented Delhi in the Ranji Trophy and captained and represented Hong Kong at the highest international level, including the Asia Cup (2004).
Shareholding in the company either directly or in form of beneficial interest for any other person (As on March 31, 2026)	5,05,30,886 Equity Shares	3,21,64,654 Equity Shares	Nil	28,500 Equity Shares
Relationship with other Directors, Manager & KMP's	Spouse of Dr Vandana Lal and Father of Dr Archana Lal Erdmann, Directors of the Company	Spouse of (Hony) Brig Dr Arvind Lal and Mother of Dr Archana Lal Erdmann, Directors of the Company	None	None
No. of Meetings of the Board attended during the year	4 (Four)	4 (Four)	4 (Four)	4 (Four)

Name	(Hony) Brig Dr Arvind Lal	Dr Vandana Lal	Mr. Rajit Mehta	Mr. Rahul Sharma
Directorships held in other Companies (Excluding Foreign Companies)	<ol style="list-style-type: none"> 1. Doon MRI Private Limited 2. Paliwal Diagnostics Private Limited 3. Archana Pharmaceuticals Private Limited 4. Kalmatia Sangam Travels Private Limited 5. Dr. Lal Ventures Private Limited 6. PathLabs Unifiers Private Limited 	<ol style="list-style-type: none"> 1. Archana Pharmaceuticals Limited 2. Kalmatia Sangam Travels Limited 	<ol style="list-style-type: none"> 1. Max India Limited 2. Antara Purukul Senior Living Limited 3. Windows Consultants Private Limited 4. Antara Senior Living Limited 5. Antara Assisted Care Services Limited 6. Interstoff Syndicate Private Limited 7. Max Skill First Limited 	<ol style="list-style-type: none"> 1. Chimes Aviation Private Limited
Membership/ Chairmanship of Committees of other companies	Paliwal Diagnostics Private Limited Chairperson – Corporate Social Responsibility Committee	None	None	None
Name of Listed Entities from which resigned in the past three (3) years	None	None	None	None
Terms and Conditions	As mentioned in Item No. 4 & 6 of this AGM Notice	As mentioned in Item No. 5 of this AGM Notice	As mentioned in Item No. 7 of this AGM Notice	Director liable to retire by rotation
Remuneration sought to be paid	As mentioned in Item No. 4 & 6 of this AGM Notice	As mentioned in Item No. 5 of this AGM Notice	Entitled for Commission as approved by the Members and Sitting fee in accordance with the Companies Act, 2013	As mentioned in Item No. 8 of this AGM Notice
Remuneration last drawn	As mentioned in the Corporate Governance Report	As mentioned in the Corporate Governance Report	As mentioned in the Corporate Governance Report	As mentioned in the Corporate Governance Report