



November 1, 2021

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

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

Sub: Copy of Postal Ballot Notice

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

Dear Sir/Madam,

Please find enclosed herewith a copy of Postal Ballot Notice together with the Explanatory Statement seeking approval of the members for Item(s) as mentioned in the Postal Ballot Notice dated October 26, 2021.

In pursuance of the Circulars issued by the Ministry of Corporate Affairs, the copies of the Postal Ballot Notice are being sent electronically to the members of the Company whose email id's registered with the Company/Depositories.

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

We request you to kindly take the same on record.

Thanking You,

Yours Faithfully,

For Dr. Lal PathLabs Limited

Rajat Kalra
Company Secretary and Legal Head

Encl: As above





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, Gurgaon - 122001

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

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

Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read together with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") and General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), that the resolution(s) as set out in this notice, are proposed to be transacted by the Members through postal ballot by remote e-Voting only ("remote e-Voting").

SPECIAL BUSINESS(S):

- 1. 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) years commencing from April 01, 2022**

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

"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 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any amendment thereto or re-enactment thereof for the time being in force), and subject to such other approval/permissions if any, as may be required, approval of the Members of the Company be and is hereby accorded for re-appointment of (Hony) Brig. Dr. Arvind Lal (DIN No: 00576638) as Executive Chairman and Whole-Time Director of the Company, for a period of five (5) years, commencing from April 01, 2022 on the terms and conditions including remuneration, as detailed below:

I	Basic Salary	INR 3.75 Lakh per month with authority to the Board of Directors to revise the basic salary from time to time, subject however to a ceiling of INR 7.55 Lakh per month.
II	Perquisites and Allowances	(Hony) Brig. Dr. Arvind Lal shall be entitled to perquisites, allowances, benefits, facilities and amenities (collectively "allowances & perquisites") such as furnished residential accommodation or house rent allowance in lieu thereof, medical reimbursement, special allowance, entertainment, leave travel, Vehicle and Driver reimbursement, Professional reimbursement, and any other "allowances & perquisites" as per the policy/rules of the Company in force and/or as may be approved by the Board from time to time, provided that the aggregate value of such allowances and perquisites shall not exceed INR 27.50 Lakh per month. Allowances & Perquisites will be valued as per the Income-tax rules, wherever applicable and at actual cost to the Company in other cases.

III	Other Entitlements	<p>In addition to the above, (Hony) Brig. Dr. Arvind Lal shall be entitled to allowance and benefits as per the policy of Company in force, such as:</p> <ul style="list-style-type: none"> a) Company maintained car(s) with Driver b) Re-imbursement for Mobile Phone(s) and Telephone/Internet Connection(s) at residence c) Company's contribution to Provident Fund d) Payment of Gratuity and other retirement benefits e) Encashment of Leave f) Personal Accident and Medical Insurance g) Keyman Insurance h) Admission and Annual Membership Fee for Club(s) i) Such other benefits as may be applicable to the employees of the Company
-----	--------------------	---

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the remuneration by way of salary, performance evaluation payment, perquisites and other allowances payable to (Hony) Brig. Dr. Arvind Lal shall not exceed the limits prescribed under Schedule V of the Companies Act, 2013 (as may be amended from time to time) and the Rules made there under or any statutory modification or re-enactment thereof.

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 pursuant to Regulation 17(1B) of the Listing Regulations coming into effect on April 1, 2022 or at such other extended date as may be determined by the SEBI, or any other similar provision of law coming into force, (Hony) Brig. Dr. Arvind Lal shall be re-designated as may be required and decided by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/or the Company Secretary 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."

2. Re-appointment of Mrs. Somya Satsangi (DIN: 07275574) as an Independent Director of the Company for a term of Five (5) years commencing from February 8, 2022

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013 ("Act") including the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Somya Satsangi (DIN: 07275574), Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulation's being eligible for re-appointment under the provisions of the Companies Act, 2013 & rules made thereunder and Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years commencing from February 8, 2022.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalize and issue the letter of re-appointment to the concerned director and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

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

Date: October 26, 2021
Place: Gurugram

Rajat Kalra
Company Secretary
Membership No: A-16947

Notes:

1. The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposed resolution(s) are annexed herewith the Notice.
2. Pursuant to the provisions of Section 110 of the Act read with the Rules and MCA Circulars, your Company has an option for the abovementioned resolution(s), to seek the approval of the members through Postal Ballot (via remote e-Voting), instead of getting the same passed at a General Meeting. Accordingly, if the resolution(s) are approved by the members through Postal Ballot via remote e-Voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the members convened in this regard.

3. In compliance with the MCA Circulars, the Notice of the Postal Ballot is being sent by electronic mode only to those members whose names appears in the Register of Members / List of Beneficial Owners maintained by the Company/ Depositories respectively as at close of business hours on Friday, October 22, 2021, (the "Cut-off date") and whose e-mail addresses are registered with the Company / Depositories.

For members who have not registered their e-mail addresses, please follow the instructions given under Note no. 8. Members whose names appears in the Register of Members/ List of Beneficial Owners as on the Cut-off date are entitled to vote on the Resolution(s) set forth in this Notice. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

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

4. As per the MCA Circulars on account of the COVID-19 pandemic, physical copies of the Notice, are not being sent to members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-Voting only.
5. In compliance with the MCA Circulars, Sections 108 and 110 of the Act and the Rules made thereunder and Regulation 44 of the Listing Regulations, the Company is providing remote e-Voting facility to seek the approval of members of the Company for the resolution(s) contained in this Notice. For this purpose, the Company has entered into an agreement with Central Depository Securities (India) Limited ("CDSL") for facilitating remote e-Voting to enable the members to cast their votes electronically.
6. Voting rights of the members shall be reckoned in proportion to the paid-up equity shares registered in the name of the member / beneficial owner as on the Cut-off date.
7. The e-Voting commence at 09:00 A.M. (IST) on Wednesday, November 3, 2021 and end on Thursday, December 2, 2021 at 5:00 P.M. (IST). The e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
8. For registration of e-mail address/mobile no, members are requested to comply with the following process:

For shares held in Physical form	Send a letter to the Company at cs@lalpathlabs.com providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), Self attested copy of PAN Card and self attested copy of any one document from Aadhar Card, Driving License, Election Identity Card and Passport for registering email address/mobile no.
For shares held in Dematerialized form other than Individual Shareholder	The members holding shares in electronic mode are requested to register / update their e-mail address and mobile no, banking details and PAN number with the Depository Participant where their respective dematerialised accounts are maintained.
For shares held in Dematerialized form - Individual Shareholder	The Individual members holding shares in electronic mode are requested to register / update their e-mail addresses, PAN and Bank Account details with the Depository Participant where their respective dematerialised accounts are maintained. Updating e-mail address and mobile no. is mandatory for the purpose of e-Voting through Depository system.

9. The Board of Directors ("the Board") of the Company has appointed Mr. Prashant Kumar Balodia (Membership No. FCS 6047 & Certificate of Practice No. 6153) Partner, M/s PDS & Co., Company Secretaries, as the Scrutinizer in accordance with the provisions of the Act & Rules for conducting the postal ballot (e-Voting process) in a fair and transparent manner.
10. Upon completion of the scrutiny of the votes casted, the Scrutinizer will submit his report to the Chairperson of the Company or to any other person authorized by him not later than 2 working days from the conclusion of e-Voting.
11. 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 Chairperson or any other person authorized by the Chairperson and the same shall be communicated to BSE and NSE, where the shares of the Company are listed.
12. The resolution(s), if passed by the requisite majority, shall be deemed to have been passed on the last date specified for e-Voting i.e. December 2, 2021.
13. All material documents referred to in the Explanatory Statement shall be available for inspection electronically from 10:00 A.M. to 5:00 P.M. (IST) on all working days till the last date for receipt of votes through the remote e-Voting process. Members seeking to inspect such documents can send an e-mail to cs@lalpathlabs.com.

14. Information and instructions related to e-Voting:

A. Login method for e-Voting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholder 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 e-mail address in their demat accounts in order to access e-Voting facility.

Login method for Individual members holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile No. & 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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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.

Individual Shareholders (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.
---	---

Important Note: Members who are unable to retrieve User ID/ Password are advised to click Forget User ID and Forget Password Option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders 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 022- 23058738/22-23058542-43.
Individual Shareholders 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 toll free no.: 1800 1020 990/1800 22 44 30

B. Login method for Shareholder other than Individual Shareholder holding securities in demat mode and Shareholder holding securities in physical mode.

- 1) The shareholders should log on to the e-Voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digit beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 digit Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical Shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant, are requested to use the sequence number send by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy) format as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> 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.

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for 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.

- (iii) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for Dr. Lal PathLabs Limited on which you choose to vote.
- (v) 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.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (x) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542/43.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), 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 on 022-23058542/43.

General Guidelines for Non Individual Shareholders and Custodian:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at email address viz. pbalodia@gmail.com and to the Company at the email address viz. 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.

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

Item No. 1

The Members of the Company in their 26th Annual General Meeting on July 30, 2020 re-designated (Hony) Brig. Dr. Arvind Lal by appointing him Executive Chairman and Whole Time Director of the Company for a period of two (2) years commencing from April 01, 2020 on such terms and conditions including remuneration as mentioned in Notice of 26th Annual General Meeting. The present tenure of (Hony) Brig. Dr. Arvind Lal as Executive Chairman and Whole Time Director accordingly expires on March 31, 2022.

Dr. Lal, aged about 72 years, is a Promoter of your Company and has been a Director on the Board of the Company since its incorporation in 1995. He has been conferred an Honorary Brigadier's rank in the Armed Forces Medical Services by the President of India and is recipient of the Padma Shri award. (Hony.) Brig. Dr. Arvind Lal was appointed as the honorary physician to the President of India in 2001. Dr. Lal is recognized as a pioneer in bringing laboratory services in India at par with the western world. Under his expert guidance and leadership, Dr. Lal PathLabs Limited has become one of the most reputed laboratories in Asia.

Considering Dr. Lal's background, experience & contribution made towards the growth/ success of the Company & the recommendation made by Nomination & Remuneration Committee and Board of Directors, basis the performance evaluation exercise, his re-appointment as Executive Chairman and Whole-Time Director of the Company is proposed for approval of the shareholders.

Dr. Lal is not debarred from appointment/re-appointment pursuant to any order of SEBI or any other authority.

The Company has received from Dr. Lal (i) Consent in Form DIR-2; (ii) Intimation in Form DIR-8, to the effect that he is not disqualified Under Section 164(2) of the Act; and (iii) a Certificate stating that he is not debarred from appointment/re-appointment pursuant to any order of SEBI or any other Authority.

The Members to take note that in terms of Section 196 read with Schedule V of the Companies Act, 2013, appointment of Whole-Time Director above the age of 70 years, requires approval of the Shareholders by way of Special Resolution. The terms and conditions as set out in Item No. 1 may also be treated as disclosure in compliance with the requirements of Section 190 of the Act.

Except (Hony) Brig. Dr. Arvind Lal and his relatives Dr. Vandana Lal (Spouse) and Dr. Archana Lal Erdmann (Daughter) (to the extent of their shareholding), none of other Directors and/or KMP's or their relatives are concerned or interested, financially or otherwise, in the Item No. 1 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 Listing Regulations as amended from time to time and Secretarial Standard – 2 for General Meetings issued by Institute of Company Secretaries.

The Board recommends the resolution set forth at Item No. 1 for approval of the members by way of a Special Resolution.

Item No. 2

The Members of the Company in their 25th Annual General Meeting on August 12, 2019 appointed Mrs. Somya Satsangi as an Independent Director of the Company for a term of three (3) years commencing from February 8, 2019. The present term of Mrs. Somya Satsangi will expire on February 7, 2022. Pursuant to Section 149, 178 read with Schedule IV of the Companies Act, 2013 ("Act") and Listing Regulations, an Independent Director is eligible for re-appointment subject to (i) Recommendation by the Nomination and Remuneration Committee and the Board of Directors (ii) basis of performance evaluation and (iii) Approval of shareholders by way of a special resolution for a term of upto five consecutive years.

Considering Mrs. Somya's background, experience & the recommendation made by Nomination & Remuneration Committee and the Board of Directors, basis the performance evaluation exercise, her re-appointment as an Independent Director for another term of 5 consecutive years is proposed for approval of the shareholders.

In the opinion of the Board, Mrs. Somya Satsangi is independent from the management and fulfils the conditions specified in the Act and the rules made thereunder for re-appointment as an Independent Director of the Company.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member of the Company proposing the candidature of Mrs. Somya Satsangi for her re-appointment to the office of Independent Director. A copy of the letter of re-appointment of Mrs. Somya Satsangi setting out the terms and conditions of her appointment shall be available for inspection at the website of the Company and can be accessed via. <https://www.lalpathlabs.com/>.

Mrs. Somya Satsangi is not debarred from appointment/re-appointment pursuant to any order of SEBI or any other authority.

The Company has received from Mrs. 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.

Except Mrs. Somya Satsangi, none of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 2 of this Notice.

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

The Board recommends the resolution set out under Item No. 2 of this Notice, for approval of the Members by way of a Special Resolution.

Registered Office:

Block E, Sector – 18, Rohini,
New Delhi – 110018
CIN: L74899DL1995PLC065388
E-Mail: cs@lalpathlabs.com

Date: October 26, 2021

Place: Gurugram

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

Rajat Kalra
Company Secretary
Membership No: A-16947

Address: 12th Floor, Tower B, SAS Tower,
Medicity, Sector-38, Gurgaon - 122001

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:

Particulars	(Hony) Brig. Dr. Arvind Lal	Mrs. Somya Satsangi
DIN	00576638	07275574
Date of Birth	August 22, 1949	January 14, 1970
Date of First Appointment to the Board	February 14, 1995	February 8, 2019
Brief Resume, Age, Nature of Expertise and skill set required in specific functional areas	<p>(Hony) Brig. Dr. Arvind Lal, aged about 72 Years, is a promoter of Dr. Lal PathLabs and 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, Pune. He has been conferred by the President of India an Honorary Brigadier's rank in the Armed Forces Medical Services and also the Padma Shri award.</p> <p>He has over 44 years of experience in the field of Pathology and is recognized as a pioneer in bringing laboratory services in India at par with the western world. Under his expert guidance and leadership, Dr. Lal PathLabs has become one of the most reputed laboratories in Asia.</p> <p>He brought International recognition to the Indian Healthcare Industry in the form of accreditation from the College of American Pathologists (CAP - USA).</p> <p>Dr. Lal has revolutionized laboratory medicine by introducing the maximum number of new tests, instruments and ICT (Information, Communications, Technology) systems.</p> <p>He has been a Director on the Company's Board since 1995 and is a chairman of CSR Committee.</p> <p>He possesses appropriate skill, experience and knowledge required for the role of Executive Chairman & Whole-Time Director of the Company.</p>	<p>Mrs. Somya Satsangi, 51 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.</p> <p>Mrs. Satsangi brings 29 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. Mrs. Satsangi is an Independent Director of our Company and is a chairperson of Risk Management Committee.</p> <p>She possesses appropriate skill, experience and knowledge required for the role of Independent Director of the Company.</p>
Shareholding in the Company either directly or in form of beneficial interest for any other person	2,64,15,443 Equity Shares	Nil
Relationship with other Directors & KMP's	Spouse of Dr. Vandana Lal, Whole Time Director and Father of Dr. Archana Lal Erdmann, Non-Executive Director of the Company.	None
No. of Meetings of the Board attended during the Financial Year 2020-21	5 (Five) Meetings	5 (Five) Meetings
Directorships held in other Companies (Excluding Foreign Companies)	<ul style="list-style-type: none"> Doon MRI Private Limited Paliwal Medicare Private Limited Paliwal Diagnostics Private Limited Archana Pharmaceuticals Private Limited Kalmatia Sangam Travels Private Limited APL Institute of Clinical Laboratory and Research Private Limited New Delhi Centre for Sight Limited Dr. Lal Ventures Private Limited PathLabs Unifiers Private Limited Centrapath Labs Private Limited APRL PathLabs Private Limited 	None
Name of listed Entities from which the Director has resigned in the last three (3) years	None	None
Membership /Chairmanship of Committees of other companies	<p><u>New Delhi Centre for Sight Limited</u></p> <p>Chairman of Nomination and Remuneration Committee</p> <p>Member of Audit Committee</p>	None
Terms and conditions of appointment/re-appointment and Remuneration sought to be paid/last drawn	<p><u>Terms and conditions of re-appointment and Remuneration sought to be paid:</u></p> <p>As per the details provided in Item No. 1 of this Notice</p>	<p><u>Terms and conditions of re-appointment and Remuneration sought to be paid:</u></p> <p>Entitled for:</p> <p>Sitting fee as may be approved by the Board of Directors within limits prescribed under Companies Act, 2013</p> <p>Commission as approved by the Shareholders in 27th Annual General Meeting on July 29, 2021.</p>
	Last drawn remuneration is mentioned in Annual Report for FY 2020-21, as available on website of the Company.	Last drawn remuneration is mentioned in Annual Report for FY 2020-21, as available on website of the Company.