

June 4, 2025

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 31st 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 31st Annual General Meeting of the Company, scheduled to be held on Saturday, June 28, 2025, at 10:00 A.M. (IST) through Video Conferencing/ Other Audio Visual Means (“VC/ OAVM”).

We request you to please take the same on record.

Thanking You,
Yours Faithfully,

For **Dr. Lal PathLabs Limited**

Vinay Gujral
Company Secretary & Compliance Officer
Encl.: As above

DR. LAL PATHLABS LIMITED

CIN: L74899DL1995PLC065388

Regd. Office: Block-E, Sector-18, Rohini, New Delhi – 110085

Corporate Office: 12th Floor, Tower B, SAS Tower,
Medicity, Sector-38, Gurugram - 122001Website: 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-first (31st) Annual General Meeting ("AGM") of the Members of Dr. Lal PathLabs Limited ("the Company") will be held on Saturday, June 28, 2025, at 10:00 AM (IST) through Video Conferencing/ Other Audio Visual Means ("VC/ OAVM"), to transact the following businesses:

ORDINARY BUSINESSSES:

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2025, 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, 2025, together with report of Auditors' thereon.
2. To declare final dividend of ₹ 6/- per fully paid-up equity share having face value of ₹ 10/- each for the financial year ended March 31, 2025.
3. To appoint a Director in place of Dr. Archana Lal Erdmann (DIN: 08432506), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESSSES:

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

Re-appointment of Mr. Rohit Bhasin (DIN: 02478962) as a Non-Executive Independent Director of the Company for a second term of five (05) consecutive years commencing from November 08, 2025

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 ("the Act") & Rules made thereunder and Regulation 17(1C) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Rohit Bhasin (DIN: 02478962), who was appointed as a Non-Executive Independent Director and holds office upto November 07, 2025 and has submitted a declaration that

he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for re-appointment under the provisions of the Act & rules made thereunder and Listing Regulations, 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 (05) consecutive years commencing from November 08, 2025 upto November 07, 2030.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act & Rules made thereunder and Listing Regulations, Mr. Rohit Bhasin (DIN: 02478962) 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 Act and Listing Regulations, 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."

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

Re-appointment of Mr. Arun Duggal (DIN: 00024262) as a Non-Executive Independent Director of the Company for a second term of three (03) consecutive years commencing from February 02, 2026

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 ("the Act") & Rules made thereunder and Regulation 17(1A), 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of Nomination & Remuneration

Committee and the Board of Directors of the Company, Mr. Arun Duggal (DIN: 00024262), who was appointed as a Non Executive Independent Director and holds office up to February 01, 2026 and has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment under the provisions of the Act & rules made thereunder and Listing Regulations, 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 three (03) consecutive years commencing from February 02, 2026 upto February 01, 2029.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act & the Rules made thereunder and the Listing Regulations, Mr. Arun Duggal (DIN: 00024262) 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 Act and Listing Regulations, 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."

6. 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

"RESOLVED THAT pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") & Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, and subject to 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 of the Company ("ESOP Plan 2010"), in excess of one percent (1%) of the net profits of the Company computed as per Section 198 of the Act, for the Financial Year 2025-26 and 2026-27.

RESOLVED FURTHER THAT pursuant to Regulation 17(6) (ca) of the Listing Regulation (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company and such other approval/ permission(s) if any, as may be required, the approval of the Members be and is hereby accorded for payment of remuneration to Mr. Rahul Sharma (DIN: 00956625), Non-Executive Director of the Company by way of Commission and/ or Perquisites, arising/ propose to arise as a result of exercise of vested Stock Options under 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 2025-26.

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."

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

Appointment of M/s. Chandrasekaran Associates Company Secretaries (FRN: P1988DE002500) as Secretarial Auditors of the Company

"RESOLVED THAT pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013 & rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Audit Committee and Board of Directors of the Company, the approval of the Members be and is hereby accorded for the appointment of M/s. Chandrasekaran Associates Company Secretaries (FRN: P1988DE002500) as Secretarial Auditors of the Company for a term of five (5) consecutive Financial Years (FY) commencing from FY 2025-26 to FY 2029-30.

RESOLVED FURTHER THAT approval of Members be and is hereby accorded for payment of Secretarial Audit Fee of ₹ 4.50 Lakh plus applicable taxes and reimbursement of out-of-pocket expenses for Financial Year 2025-26 and the Board of Directors (including any Committee thereof) be and is hereby authorised to fix and pay the Secretarial Audit Fee and other certifications fees as may be deemed fit for the remaining tenure.

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 an Ordinary Resolution:

Ratification of Remuneration payable to Cost Auditors for the Financial Year 2025-26

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other provisions/ statute as may be applicable from time to time, the Members hereby ratifies the remuneration of ₹ 1.70 Lakh 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 2025-26.

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 25, 2025

Place: Gurugram

Notes:

1. Explanatory statement(s) pursuant to Section 102(1) of the Companies Act, 2013 (hereinafter referred as “the Act”), relating to Ordinary and Special Business(es) to be transacted at the 31st AGM is annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) vide its circulars dated September 19, 2024, May 5, 2020, and all other relevant circulars issued from time to time (hereinafter referred as MCA Circulars), permitted holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. Accordingly, the AGM of the Company is being held through VC/ OAVM. The facility of VC/OAVM and casting votes by a member using remote e-Voting as well as e-Voting on the date of the AGM will be provided by Central Depository Services (India) Limited (“the e-voting Agency”).

The Notice of the 31st AGM along with the Annual Report for the Financial Year 2024-25 is being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company/ Depositories as on **May 30, 2025 (“the cut-off date”)**.

The deemed venue for the 31st AGM shall be the Registered Office of the Company.

3. Company is providing two-way teleconferencing facility or webex for the ease of participation of the Members. The Members are allowed to submit their queries/questions etc. before the AGM in advance on the e-mail address of the company at cs@lalpathlabs.com.
4. As the 31st 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 Companies Act, 2013 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 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 2024-25 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 ₹ 6/- on Equity Shares having face value of ₹ 10/- each of the Company as recommended by the Board of Directors of the Company for the financial year ended March 31, 2025, if declared at the AGM, will be paid on or before July 27, 2025 to those members whose names appear in the Register of Members as on Friday, June 06, 2025 ("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 06, 2025, as per the details furnished by the depositories viz. National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) for the purpose as on that date.
10. Members holding shares in dematerialized mode are requested to register/update their bank details with their Depository Participants, to enable expeditious credit of the dividend to their bank accounts electronically.
11. Pursuant to the SEBI Circulars on Nomination in Trading and Demat Accounts, the Members holding shares in dematerialized mode are requested to register/update their nominee details with their Depository Participants.
12. Members who have not encashed their un-claimed Dividend till date are requested to claim the same. Details of un-claimed dividend amount are available under investors section of the website of the Company at www.lalpathlabs.com.
13. Additional information(s), pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard for General Meetings (SS-2) in respect of Director(s) recommended for appointment/re- appointment are annexed with this AGM Notice.
14. Members can also provide their feedback on the Members Services of the Company by filling the "Members Satisfaction Survey" attached to this notice and emailing the same at cs@lalpathlabs.com 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 Regulations, the Members are provided with the facility of voting through electronic means ("remote e-Voting" or "e-Voting during AGM") on all the resolutions set out in this AGM Notice, through remote e-Voting services provided by Central Depository Services (India) Limited ("CDSL").

2. The facility for e-Voting will also be made available during the AGM and the Members attending the AGM who have not cast their vote by remote e-Voting shall be eligible to vote through the e-Voting system during the AGM. The Members who have cast their vote by remote e-Voting may also attend the AGM but shall not be entitled to cast their vote again.
3. The remote e-Voting period commences on **Tuesday, June 24, 2025, at 9:00 A.M. (IST)** and ends on **Friday, June 27, 2025, 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, June 21, 2025 ("the cut-off date")** may cast their vote electronically. The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
4. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e. Saturday, June 21, 2025. 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"> 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 Myeasi Tab. 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. 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. 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.
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	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

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

1. The Members should log on to the e-voting website www.evotingindia.com.
2. Click on "Members" module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members 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 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 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. 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@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual 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.
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

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.

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

Mr. Rohit Bhasin (DIN: 02478962) was appointed as a Non-Executive Independent Director of the Company for a period of three (3) consecutive years, effective from November 08, 2022, until November 07, 2025, by the Members of the Company through Postal Ballot on December 14, 2022.

Following the performance evaluation of Mr. Rohit Bhasin 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. Rohit Bhasin as a Non-Executive Independent Director of the Company for a second term of five (05) consecutive years, commencing from November 08, 2025, upto November 07, 2030, for approval by the Members.

Mr. Rohit Bhasin has provided consent and necessary declaration(s) to the Board, stating that he continues to meet the criteria of independence as provided under the provisions of Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). He also affirmed that he is not restrained from acting as a Director under any order passed by the SEBI or any such authority and is eligible to be re-appointed as a Director in terms of Section 164 of the Act.

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 Mr. Rohit Bhasin for his re-appointment to the office of Non-Executive Independent Director of the Company.

In the opinion of the Board, Mr. Rohit Bhasin is independent from the management and fulfils the conditions as specified in the Act & Rules made thereunder and the Listing Regulations for re-appointment as a Non-Executive Independent Director of the Company.

Considering his experience, the Board deems it desirable and in the interest of the Company to continue Mr. Rohit Bhasin on the Board and accordingly recommends his re-appointment as a Non-Executive Independent Director for a second term of five (05) consecutive years, as proposed at Item no. 4 for approval by the Members as a Special Resolution.

Except Mr. Rohit Bhasin and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Disclosure and brief profile of Mr. Rohit Bhasin as required under the Listing Regulations 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. 5

Mr. Arun Duggal (DIN: 00024262) was appointed as a Non-Executive Independent Director of the Company for a period of three (3) consecutive years, effective from February 02, 2023, until February 01, 2026, by the Members of the Company through Postal Ballot on March 10, 2023.

Following the performance evaluation of Mr. Arun Duggal 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. Arun Duggal as a Non-Executive Independent Director of the Company for a second term of three (03) consecutive years, commencing from February 02, 2026, upto February 01, 2029, for approval by the Members.

Mr. Arun Duggal has provided consent and necessary declaration(s) to the Board, stating that he continues to meet the criteria of independence as provided under the provisions of Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). He also affirmed that he is not restrained from acting as a Director under any order passed by the SEBI or any such authority and is eligible to be re-appointed as a Director in terms of Section 164 of the Act.

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 Mr. Arun Duggal for his re-appointment to the office of Non-Executive Independent Director of the Company.

In the opinion of the Board, Mr. Arun Duggal is independent from the management and fulfils the conditions as specified in the Act & Rules made thereunder and the Listing Regulations

for re-appointment as a Non-Executive Independent Director of the Company.

Considering his experience, the Board deems it desirable and in the interest of the Company to continue Mr. Arun Duggal on the Board and accordingly recommends his re-appointment as a Non-Executive Independent Director for a second term of three (03) consecutive years, as proposed at Item no. 5 for approval by the Members as a Special Resolution.

Except Mr. Arun Duggal and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Disclosure and brief profile of Mr. Arun Duggal, as required under the Listing Regulations 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. 6

The Members of the Company (i) at the 29th Annual General Meeting (AGM) on September 12, 2023 approved the resolution for Payment of remuneration in excess of one percent (1%) of Net Profits of the Company to Mr. Rahul Sharma (DIN: 00956625), in the event of exercise of ESOPs for the Financial Year 2023-24 and 2024-25 and (ii) at the 30th AGM on June 29, 2024 approved the resolution for Payment of remuneration to Mr. Rahul Sharma, in excess of fifty percent (50%) of total remuneration payable to all Non-Executive Directors in the event of exercise of ESOPs for FY 2024-25.

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 39,000 stock options (as on April 25, 2025) are remaining to be exercisable by him.

Mr. Rahul Sharma has expressed his intent to exercise the remaining stock 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 the equity shares of the Company on the date of exercise and the Grant Price of the stock options so vested.

In case of exercise of options by Mr. Rahul Sharma, value of perquisites arising therefrom coupled with his annual Director commission may result in his annual remuneration exceeding (i) One Percent (1%) of the Net Profits computed as per Section 198 of the Companies Act, 2013 for FY 2025-26 & FY 2026-27 and (ii) Fifty Percent (50%) of the total remuneration payable to all Non-Executive Directors of the Company for FY 2025-26.

The Members may take note that the above increase in the limit(s) for payment of Managerial Remuneration in the nature of perquisites arising as a result of exercise of ESOPs will not require or result in any payment of cash compensation in addition to the overall remuneration already approved by the Members of the Company from time to time.

Pursuant to the provisions of Section 197, 198, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including rules, notifications, any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), approval of the Members by way of Special Resolution is required for payment of Managerial Remuneration by the Company to its Non-Executive Director, in any financial year, exceeding One Percent (1%) [in case there is Managing Director/ Whole Time Director/ Manager in the Company] of the net profits of the Company computed as per Section 198 of the Act.

Further, pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members by way of Special Resolution is required every year, in case annual remuneration payable to a single Non-Executive Director, exceeding Fifty Percent (50%) of the total remuneration payable to all Non-Executive Directors of the Company.

In view of the above, the Board recommends the payment of remuneration to Mr. Rahul Sharma, Non-Executive Director, in the event of exercise of ESOPs as proposed at Item no. 6 for the approval by the Members as a Special Resolution.

Except Mr. Rahul Sharma and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 7

Pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Board of Directors on recommendation of the Audit Committee appointed M/s. Chandrasekaran Associates Company Secretaries as a Secretarial Auditors of the Company for a term of five (5) consecutive Financial Years (FY) commencing from FY 2025-26 to FY 2029-30 at a remuneration of ₹ 4.50 Lakh plus applicable taxes and reimbursement of out-of-pocket expenses for FY 2025-26 and recommends their appointment including remuneration as proposed at Item no. 7 for approval by the Members by way of an Ordinary Resolution.

M/s. Chandrasekaran Associates, Company Secretaries is a firm of Company Secretaries having professional experience spanning over more than 36 years specializing in Secretarial Audit, Due Diligence, Assurance Audit, Corporate Compliance Management, Representation services and Transaction Advisory Services to the Corporate world on various matters.

M/s. Chandrasekaran Associates Company Secretaries have provided their consent to be appointed as Secretarial Auditors of the Company for a term of five (5) consecutive Financial Years (FY) commencing from FY 2025-26 to FY 2029-30 and also confirmed that they are not disqualified to be appointed as Secretarial Auditors of the Company. They also confirmed that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India (ICSI) and hold a valid certificate issued by the Peer Review Board of the ICSI.

None of the Directors or KMP's or their relatives are concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 8

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 2025-26 at a remuneration of ₹ 1.70 Lakh 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. 8 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.

STATEMENT OF INFORMATION AS PER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. General Information

1.	Nature of Industry	Diagnostics		
2.	Date or expected date of commencement of commercial production	The Company was incorporated on February 14, 1995. Date of incorporation may be considered for commencement of operations		
3.	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the Prospectus	Not Applicable		
4.	Standalone Financial Performance based on given indicators	(₹ in Million, except EPS)		
		Amount		
	Particulars	FY-2024-25	FY-2023-24	FY-2022-23
	Total Revenue	24,631	21,914	18,156
	PBT/ (LOSS)	6,213	4,825	3,908
	PAT/ (LOSS)	4,973	3,467	2,924
	EPS			
	Basic:	59.70	41.72	35.28
	Diluted:	59.61	41.46	35.17
5.	Foreign Investments or collaborations, if any	The Company has not entered into any foreign collaboration and no direct investment has been made in the Company during the previous three financial years. The Foreign Investors mainly comprised of Foreign Institutional Investors, Foreign Portfolio Investors, and NRI's		

II. Information about Directors

S No.	Particulars	Non-Executive Director		Non-Executive Independent Director				
		Mr. Rahul Sharma (DIN: 00956625)	Dr. Archana Lal Erdmann (DIN: 084322506)	Ms. Somya Satsangi (DIN: 07275574)	Mr. Rohit Bhasin (DIN: 02478962)	Mr. Arun Duggal (DIN: 00024262)	Mr. Rajit Mehta (DIN: 01604819)	Mr. Gurinder Singh Kalra (DIN: 10197218)
1.	Background details and Recognition or Awards	Mr. Rahul Sharma, aged about 65 years, is a Non-Executive Director on the Board. He studied Mathematics at Hindu College, University of Delhi and Commerce at the Kakatiya University. He has about 30 years of experience in the field of human resources. Previously he was a Partner at Executive Access, a leading executive search firm in Asia. He joined the firm in 1993 and was a key senior member of the firm's Asia Pacific Banking and	Dr. Archana Lal Erdmann holds a MBBS degree (Bachelor of Medicine and Surgery) from Bharati Vidyapeeth Medical College, Pune and completed M.D. & DNB (Pathology) from Sri Ramachandra University, Chennai, Tamil Nadu. She is an American board certified Geneticist, and completed fellowships in Clinical Cytogenetics and Clinical Molecular Genetics from Stanford University School of Medicine, California, USA. Dr. Archana brings 16 years of experience in laboratory genetics and genomics testing	Ms. Somya Satsangi holds a Bachelor of Science in Chemistry (Honors) from the University of Delhi and 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 the London Business School. She is an accomplished professional with a diverse background in technology, business consulting, and human resources, spanning over 30 years. She has held senior management roles in global corporations across Europe, India, and the US, focusing on	Mr. Rohit Bhasin is a Chartered Accountant (qualified in 1984) with experience of over 41 years in leading organizations such as Standard Chartered Bank, AIG Inc., and Price Waterhouse Coopers (PwC). In addition to general management expertise, he has strong functional experience in the Finance area including Business Strategy, Investment Advisory, Business Planning & Restructuring and Corporate Finance, across sectors. Mr. Bhasin is currently serving as Board Member of Star Health and Allied Insurance Company Limited, Yatra Online Limited,	Mr. Arun Duggal had a 26 years' career with Bank of America, mostly in the U.S., Hong Kong and Japan. His last assignment was as Chief Executive of Bank of America in India from 1998 to 2001. He is an expert in international finance and from 1981- 1990 he was head of Bank of America's (oil & gas) practice handling relationships with companies like Exxon, Mobil, etc. From 1991-94 as Chief Executive of BA Asia Limited, Hong Kong he looked after investments Banking activities for the Bank in Asia. In 1995, he moved to Tokyo as the Regional Executive, managing Bank of America's business in Japan, Australia and Korea. He is an experienced international Banker and has advised Companies and financial institutions	Mr. Rajit Mehta is the Managing Director and Chief Executive Officer of Antara Senior Living Ltd., a subsidiary of Max India Limited that pioneers the concept of 'Age in Place' by developing senior living communities. He is also the Managing Director of Max India Ltd and provides oversight/ advisory for the HR function across the Max Group. Mr. Rajit Mehta is the Chairman of ASLI (Association of Senior Living organizations in India) and the founding board member of Dementia India Alliance (DIA), a non-profit organization. He is also a Member of the Accreditation Board for the Healthcare Sector Skill Council. As Antara's MD and CEO, Mr. Rajit Mehta spearheads Antara 2.0 – a rejuvenation strategy that aims to propel the premier senior living organisation towards a new scale of growth and operations. Under his leadership Antara has	Mr. Gurinder Singh Kalra was Chief Financial Officer in a biotech company which is listed on NASDAQ in the US. As CFO, he guided the company through a SPAC merger and subsequent de-SPAC process. Mr. Kalra is having deep knowledge and understanding of capital markets and public/private fund raising process and has investor Relations expertise. Mr. Kalra has over 20 years of experience in technology equity research, predominantly at major investment banks. He also played a significant role

S No.	Particulars	Non-Executive Director		Non-Executive Independent Director			
		Mr. Rahul Sharma (DIN: 00956625)	Dr. Archana Lal Erdmann (DIN: 08432506)	Ms. Somya Satsangi (DIN: 07275574)	Mr. Rohit Bhasin (DIN: 02478962)	Mr. Arun Duggal (DIN: 00024262)	Mr. Rajit Mehta (DIN: 01604819)
	<p>Finance executive recruiting and consulting practice. Prior to Executive Access, he was with State Bank of India. He joined the bank as a Probationary Officer in 1987 and went onto manage a variety of portfolios in India and Japan.</p> <p>Mr. Rahul Sharma represented Delhi in the Ranji Trophy and also captaining Hong Kong in One Day Internationals.</p>	<p>with a focus on research for genetic tests for both inherited and acquired genetic diseases, developing next-generation sequencing-based tests for genotyping tumors, clinical variant curation, cell line characterization, and expanding the scope of genetic testing to identify patients eligible for novel targeting therapies.</p>	<p>areas such as Business Development, Strategy, and Operations. She provides advisory services to startups, offering guidance on scaling strategies and recruiting for next-generation business models, including those in the Gig economy. She has also served as an Independent Director on the Board of Steria India Limited, a Euro 3.8bn corporation specializing in consulting services, systems integration, and application solutions. Prior to her board positions, Ms. Somya held the role of VP Corporate Development and Strategy at CA Technologies, the fourth-largest software company</p>	<p>ICICI Bank Ltd, Bluestone Jewellery and Lifestyle Limited, etc. Mr. Bhasin is currently serving as a Board member/ Trustee on several not-for-profit organizations including Azad Foundation, Mobile Creches, etc.</p>	<p>on Financial Strategy, M&A and Capital Raising. Mr. Duggal is a Non-Executive Chairman and an Independent Director of J.B. Chemicals and Pharmaceuticals Limited. He is on the Boards of Ask Automotive Limited, Techno Electric & Engineering Company Limited, Davenport Management Consultants Services Private Limited. He is the founder of Women on Corporate Boards program in India under which high potential women are mentored individually by Corporate Leaders to prepare them for Board careers. Women from this program are serving on over 200 Corporate Boards. He is a Trustee of Chennai Mathematical Institute (CMI).</p>	<p>launched Antara Assisted Care Services comprising Care Homes, Memory Care Homes, Care at Home, Medcare Products and AGEasy platform to provide products and solutions to Seniors for chronic diseases thereby creating an integrated eco-system for seniors. Previously, Mr. Rajit Mehta has served as the MD & CEO for Max Healthcare where he led a transformation journey for Max Healthcare through a 5C framework, comprising Care, Clinical Excellence, Cohesion, Commitment and Compliance. He also successfully helped Max Healthcare achieve its vision of being the most admired healthcare company in India known for clinical and service excellence. Under Rajit's leadership, MHC made two large acquisitions which significantly increased its footprint in NCR. He led the seeding of alternate business models in Home Care, Diagnostics and Oncology Day care,</p>	<p>in investment banking transactions, both capital raising and M&A for technology companies. He has completed his MBA from Harvard University and Bachelor of Science & Bachelor of Arts from Brown University. Mr. Gurinder Singh Kalra was recognized as the most influential analyst on a number of technology companies by institutional investors.</p>

S No.	Particulars	Non-Executive Independent Director				
		Non-Executive Director	Mr. Rohit Bhasin (DIN: 02478962)	Mr. Arun Duggal (DIN: 00024262)	Mr. Rajit Mehta (DIN: 01604819)	Mr. Gurinder Singh Kalra (DIN: 10197218)
	<p>Mr. Rahul Sharma (DIN: 00956625)</p> <p>Dr. Archana Lal Erdmann (DIN: 08432506)</p>	<p>Ms. Somya Satsangi (DIN: 07275574)</p> <p>in the world based in New York. In this capacity, she managed key investments and global strategic partnerships, evaluated hundreds of tech companies leveraging her deep understanding of the technology industry. Furthermore, She has served as a Senior Partner at Amrop India, where she globally established the Digital & Technology practice. During her three years at Amrop India, she worked with private equity, professional services, and education clients, placing professionals at high growth private equity funded companies. She provided valuable human resource strategies, even during challenging</p>	<p>Mr. Rohit Bhasin (DIN: 02478962)</p>	<p>Mr. Arun Duggal (DIN: 00024262)</p> <p>CMI is a Centre of Excellence for Teaching and Research in Mathematical Sciences. A Mechanical Engineer from the prestigious Indian Institute of Technology, Delhi (recipient of Distinguished Alumni Service Award in 2019). Mr. Duggal holds an MBA from the Indian Institute of Management, Ahmedabad (recipient of Distinguished Alumnus Award). Mr. Duggal is involved in several initiatives in social and education sectors. Mr. Duggal is the founder of "Centre of Excellence in Clean Air and Climate Change (CERCA)" at Indian Institute of Technology, Delhi (https://cerca.iitd.ac.in) and is also the founder of Centre for Research in Corporate Governance and</p>	<p>Mr. Rajit Mehta (DIN: 01604819)</p> <p>keeping in mind emerging trends and to secure future growth. Under his watch, the Company doubled its earnings (EBITDA), revenue and valuation within a 5-year period. Mr. Rajit Mehta has also been a founder member of Max Life Insurance and was instrumental in helping Max Life become an admired and profitable Company. During his tenure at Max Life as Chief Operating Officer, he undertook additional responsibilities as the Chief Transformation Officer and provided oversight on execution of key initiatives; designing and implementing new work systems; aligning key stakeholders; rationalising the cost structure to improve profitability; and laying down a comprehensive change management agenda. Mr. Rajit Mehta has played a strategic role in helping Max Life expand its distribution footprint across India including facilitating a project</p>	<p>Mr. Gurinder Singh Kalra (DIN: 10197218)</p>

S No.	Particulars	Non-Executive Director						
		Non-Executive Director	Non-Executive Independent Director	Non-Executive Director	Non-Executive Director			
		<p>Mr. Rahul Sharma (DIN: 00956625)</p>	<p>Dr. Archana Lal Erdmann (DIN: 08432506)</p>	<p>Ms. Somya Satsangi (DIN: 07275574)</p> <p>business conditions, including advising companies funded by SoftBank. Ms. Somya's technology expertise extends to her tenure at Tata Consultancy Services (TCS) in the UK, where she played vital roles in business building. Her accomplishments included establishing TCS's successful Government business footprint in the UK, particularly within the healthcare sector. She collaborated with the National Health Service (NHS) and worked with multiple clinical database vendors across primary and secondary healthcare levels. Additionally, she held key business</p>	<p>Mr. Rohit Bhasin (DIN: 02478962)</p>	<p>Mr. Arun Duggal (DIN: 00024262)</p> <p>Sustainability at Indian Institute of Management, Ahmedabad (https://www.iima.ac.in/esgci/).</p>	<p>Mr. Rajit Mehta (DIN: 01604819)</p> <p>to "Revamp Sales processes". The project culminated in Rajit co-authoring a book titled "Growth Leadership Practices at Max Life". He was also the co-lead for Project Max Vijay, an innovative retail business model aimed at providing protection and long-term wealth creation opportunities to the underserved segments in India. The initiative was recognized with the Golden Peacock Award at London in September 2008 and Asia Insurance Industry Award – Innovation of the year in Singapore in November 2009.</p> <p>During his tenure as Chief Operating Officer, Max Life progressed its Quality & Service Excellence journey. This included putting a Service Blueprint in place, implementing a comprehensive outsourcing strategy to impact customer experience and cost and embedding the Max Performance framework in the business.</p>	<p>Mr. Gurinder Singh Kalra (DIN: 10197218)</p>

S No.	Particulars	Non-Executive Director		Non-Executive Independent Director				
		Mr. Rahul Sharma (DIN: 00956625)	Dr. Archana Lal Erdmann (DIN: 08432506)	Ms. Somya Satsangi (DIN: 07275574)	Mr. Rohit Bhasin (DIN: 02478962)	Mr. Arun Duggal (DIN: 00024262)	Mr. Rajit Mehta (DIN: 01604819)	Mr. Gurinder Singh Kalra (DIN: 10197218)
2.	Past Remuneration (FY 2024-2025)	INR 4.00 Million*	INR 4.00 Million	INR 4.00 Million	INR 5.00 Million	INR 7.50 Million	INR 4.00 Million	INR 4.00 Million

(*) Excluding non-cash (stock related) perquisites, arises on exercise of stock options.

S No.	Particulars	Non-Executive Director		Non-Executive Independent Director				
		Mr. Rahul Sharma (DIN: 00956625)	Dr. Archana Lal Erdmann (DIN: 08432506)	Ms. Somya Satsangi (DIN: 07275574)	Mr. Rohit Bhasin (DIN: 02478962)	Mr. Arun Duggal (DIN: 00024262)	Mr. Rajit Mehta (DIN: 01604819)	Mr. Gurinder Singh Kalra (DIN: 10197218)
3.	Job Profile and suitability	Mr. Rahul Sharma is a Non-Executive Director on the Board of the Company since July 2005. As on April 01, 2025, he is member of Risk Management Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee of the Company.	Dr. Archana Lal Erdmann is a Non-Executive Director on the Board of the Company since, May 2019.	Ms. Somya Satsangi is a Non-Executive Independent Director of the Company since, February 2019. As on April 01, 2025, she is Chairperson of Risk Management Committee and Member of Audit Committee and Nomination & Remuneration Committee of the Company.	Mr. Rohit Bhasin is a Non-Executive Independent Director of the Company since, November 2022. As on April 01, 2025, he is Chairperson of Audit Committee and Member of Risk Management Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company.	Mr. Arun Duggal is a Non-Executive Independent Director of the Company since, February 2023. As on April 01, 2025, he is Chairperson of Nomination & Remuneration Committee and Stakeholders & Relationship Committee and member of Audit Committee, Risk Management Committee and Corporate Social Responsibility Committee.	Mr. Rajit Mehta is a Non-Executive Independent Director of the Company since, July 2023.	Mr. Gurinder Singh Kalra is a Non-Executive Independent Director of the Company since, July 2023.
4.	Remuneration Proposed	As mentioned in Item No. 6 of this AGM Notice	Not Applicable: Since, there is no change in the remuneration, which was already approved by the Members, the disclosure is being made in compliance with the requirement of Schedule V of the Companies Act, 2013.					
5.	Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person	Payment of remuneration by way of Commission and / or perquisites arising/ propose to arise as a result of exercise of ESOPs, may exceed one percent (1%) of the net profits of the Company.	Not Applicable: Since, there is no change in the remuneration, which was already approved by the Members, the disclosure is being made in compliance with the requirement of Schedule V of the Companies Act, 2013.					

S No.	Particulars	Non-Executive Director		Non-Executive Independent Director			
		Mr. Rahul Sharma (DIN: 00956625)	Dr. Archana Lal Erdmann (DIN: 08432506)	Ms. Somya Satsangi (DIN: 07275574)	Mr. Rohit Bhasin (DIN: 02478962)	Mr. Arun Duggal (DIN: 00024262)	Mr. Rajit Mehta (DIN: 01604819)
6.	Pecuniary relationship directly or indirectly with the Company or relationship with Managerial Personnel, if any	Except the remuneration paid/ payable (including shareholding, if any) to Directors, there is no pecuniary relationship directly or indirectly with the Company or relationship with Managerial Personnel. Dr. Archana Lal Erdmann, is a daughter of (Hony) Brig. Dr. Arvind Lal & Dr. Vandana Lal.					

III. Other Information

1.	Reason of loss or inadequate profits	While the Company is having profits, however, the inadequacy of profits, if any may arise as a result of
2.	Steps taken or proposed to be taken for improvement	perquisite value arising on exercise of vested stock options by Mr. Rahul Sharma, Non-Executive Director
3.	Expected increase in productivity and profits in measurable terms	Not Applicable
		Not Applicable

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	Dr. Archana Lal Erdmann	Mr. Rohit Bhasin	Mr. Arun Duggal	Mr. Rahul Sharma
DIN	08432506	02478962	00024262	00956625
Date of Birth (Age)	April 23, 1981 (about 44 years)	March 29, 1960 (about 65 Years)	October 01, 1946 (about 79 years)	September 14, 1960 (about 65 Years)
Date of First appointment to the Board	May 17, 2019	November 08, 2022	February 02, 2023	July 22, 2005
Qualification, Brief resume, Experience and Nature of Expertise in specific functional areas	As mentioned in Explanatory Statement			
Shareholding in the company either directly or in form of beneficial interest for any other person (As on March 31, 2025)	15,43,751 Equity Shares	NIL	NIL	24,233 Equity Shares
Relationship with other Directors, Manager & KMP's	Daughter of (Hony) Brig. Dr. Arvind Lal and Dr. Vandana Lal, Directors of the Company	None	None	None
No. of Meetings of the Board attended during the year	5 (Five)	5 (Five)	5 (Five)	5 (Five)
Directorships held in other Companies (Excluding Foreign Companies)	Genecode Health Private Limited	<ol style="list-style-type: none"> Star Health and Allied Insurance Company Limited Yatra Online Limited Select Synergies and Services Private Limited Indira IVF Hospital Limited Yatra for Business Private Limited TSI Yatra Private Limited ICICI Bank Limited Bluestone Jewellery and Lifestyle Limited Star Health and Allied Insurance Company Limited Chairperson - Audit Committee and Nomination & Remuneration Committee Member - Investment Committee and Board Administrative Committee	<ol style="list-style-type: none"> Davenport Management Consultants Services Private Limited Ask Automotive Limited J B Chemicals and Pharmaceuticals Limited Techno Electric & Engineering Company Limited 	Chimes Aviation Private Limited
Membership/ Chairmanship of Committees of other companies	None	Ask Automotive Limited Chairperson - Audit Committee Member - Nomination & Remuneration Committee and Stakeholder Relationship Committee		None

Name	Dr. Archana Lal Erdmann	Mr. Rohit Bhasin	Mr. Arun Duggal	Mr. Rahul Sharma
	<p>Yatra Online Limited Chairperson - Audit Committee Member - Stakeholders Relationship Committee, Risk Management Committee and Nomination & Remuneration Committee</p> <p>Indira IVF Hospital Limited Chairperson - Audit Committee Member – Risk Management Committee</p> <p>BlueStone Jewellery and Lifestyle Limited Chairperson - Audit Committee and Risk Management Committee Member - Stakeholders Relationship Committee, and Corporate Social Responsibility Committee</p> <p>ICICI Bank Limited Chairperson - Risk Management Committee Member – Audit Committee and Corporate Social Responsibility Committee</p>	<p>J B Chemicals and Pharmaceuticals Limited Member- Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee</p>		
Name of Listed Entities from which resigned in the past three (3) years	None	<ul style="list-style-type: none"> Tanla Platforms Limited * <p>(*) Completion of tenure as an Independent Director</p>	<ul style="list-style-type: none"> ITC Limited* ICRA Limited* <p>(*) Completion of tenure as an Independent Director</p>	None
Terms and Conditions	Director liable to retire by rotation	As mentioned in Item No. 4 of this AGM Notice	As mentioned in Item No. 5 of this AGM Notice	Director liable to retire by rotation
Remuneration sought to be paid	Entitled for Commission as approved by the Members and Sitting fee in accordance with the Companies Act, 2013	Entitled for Commission as approved by the Members and Sitting fee in accordance with the Companies Act, 2013	Entitled for Commission as approved by the Members and Sitting fee in accordance with the Companies Act, 2013	As mentioned in Item No. 6 of this AGM Notice and also entitled for Commission as approved by the Members and Sitting fee in accordance with the Companies Act, 2013.
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