

July 6, 2021

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

Bombay Stock Exchange Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Sub: Notice convening the 27th 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 27th Annual General Meeting of the Company, scheduled to be held on Thursday, July 29, 2021 at 10:30 A.M. through Video Conferencing/ Other Audio Visual Means.

We request you to please take the same on record.

Thanking You,

Yours Faithfully,

For Dr. Lal PathLabs Limited

A handwritten signature in blue ink, appearing to be "Rajat Kalra", is written over a circular blue stamp.

Rajat Kalra
Company Secretary and Legal Head



Encl: As above

NOTICE



DR. LAL PATHLABS LIMITED

Corporate Identity Number: L74899DL1995PLC065388
Regd. Office: Block-E, Sector-18, Rohini, New Delhi – 110085
Corporate Office: 12th Floor, Tower B, SAS Tower,
Medicity, Sector-38, Gurugram - 122001
Website: www.lalpathlabs.com; E-Mail cs@lalpathlabs.com
Phone: +91 124 3016500 | Fax: +91 124 4234468

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the twenty-seventh (27th) Annual General Meeting ("AGM") of the members of Dr. Lal PathLabs Limited ("the Company") will be held on Thursday, July 29, 2021 at 10:30 A.M. IST through Video Conferencing/Other Audio Visual Means ("VC/OAVM") facility, 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, 2021, the reports of the Auditors and Board of Directors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 and the report of the Auditors thereon.
2. To declare dividend of ₹ 8/- per equity share for the Financial Year ended March 31, 2021.
3. To appoint a Director in the place of Dr. Vandana Lal (DIN: 00472955), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESSSES:

4. To consider and if thought fit, to pass with or without modifications the following resolution as a **Special Resolution**:
"RESOLVED THAT pursuant to the approval of the Nomination & Remuneration Committee and Board of Directors in their meetings held on May 20, 2021 and May 21, 2021, respectively and pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment(s) thereto or re-enactment(s) thereof for the time being in force) and such other approval/permissions of any regulatory bodies, if any, as may be required, approval of the Shareholders be and is hereby accorded for increase in the limit of Managerial Remuneration specified under Section 197(1) and 197(1)(ii)(A) of the Companies Act, 2013, to enable Mr. Rahul Sharma (DIN: 00956625), Non-Executive Director of the Company to exercise the Stock Options granted to him under the ESOP Plan 2010 of the Company, on such terms and conditions as mentioned in the explanatory statement to this notice, for a period of 5 years commencing from January 01, 2022.

RESOLVED FURTHER THAT pursuant to the approval of the Nomination & Remuneration Committee and Board of Directors and pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and such other approval/

permissions of any regulatory bodies, if any, as may be required, approval of the Shareholders be and is hereby accorded for payment of remuneration, in the nature of Commission or perquisites arising as a result of exercise of vested Stock Options granted to Mr. Rahul Sharma (DIN: 00956625), Non-Executive Director of the Company, exceeding fifty percent of the total remuneration payable to all Non-Executive Directors of the Company for the Financial Year 2021-22.

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."

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

"RESOLVED THAT in partial modification of earlier resolution passed by the Shareholders of the Company on October 10, 2018, pursuant to the provisions of Section 197 and 198 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred as 'Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Shareholders be and is hereby accorded to increase the limit of the amount of Commission that can be paid to Non-Executive Directors of the Company, to a maximum of ₹ 20,00,000/- (Rupees Twenty Lakhs only) per annum per Director beginning from Financial Year 2021-22 onwards.

RESOLVED FURTHER THAT all the other terms and conditions of the shareholder's resolution dated October 10, 2018 shall remain the same.

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

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable provisions/statute as may be applicable from time to time, the Company hereby ratifies the remuneration of ₹ 70,000/- (Rupees

Seventy Thousand only) plus applicable taxes and 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 2021-22.

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

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

Rajat Kalra
Company Secretary
Membership No: A-16947

Place: New Delhi
Date: May 21, 2021

Notes:

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business(es) to be transacted at the AGM is annexed hereto.
2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated January 13, 2021, read with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Company is being held through VC/OAVM. The facility of VC/OAVM and also casting votes by a member using remote e-Voting as well as venue e-Voting system on the date of the AGM will be provided by CDSL.
3. Company is providing two way teleconferencing facility or webex for the ease of participation of the members. Participants i.e. members, directors, auditors and other eligible persons to whom this notice is being circulated are allowed to submit their queries/questions etc. before the general meeting in advance on the e-mail address of the company at cs@lalpathlabs.com.
4. As the 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, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-Voting.
5. Institutional/Corporate Shareholders are required to send a scanned copy of its 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 pbalodia@gmail.com and to CDSL by email at helpdesk.evoting@cdslindia.com with a copy marked to cs@lalpathlabs.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.
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 on 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 under Section 189 of the Act and the Certificate from Auditors of the Company certifying that the ESOP Scheme of the Company are being implemented in accordance with, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 will be made available electronically for inspection by the members during the AGM.
8. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories and no physical copy of the same would be dispatched. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website 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 shareholders at the 23rd AGM, approved the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W – 100018), as the Statutory Auditors, for a period of five (5) years i.e. from the conclusion of the 23rd AGM till the conclusion of 28th AGM of the Company subject to ratification of the appointment by the shareholders at every Annual General Meeting.

However, pursuant to the notification dated May 07, 2019, issued by the Ministry of Corporate Affairs, the requirement for ratification of Statutory Auditors at every Annual General Meeting has been done away with and hence no such resolution is being put forth at this AGM.

The Statutory Auditors M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, have confirmed that they have not been disqualified to act as Statutory Auditors of the Company and that their continuation is within the maximum company ceiling limit as prescribed under Section 141 of Companies Act, 2013/ relevant statute.
10. The Final dividend on equity shares as recommended by the Directors of the Company for the financial year ended March 31, 2021, if declared at the AGM, will be paid on or before Monday, August 23, 2021 to those members whose names appear in the Register of Members as on Thursday, July 22, 2021. 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 Thursday, July 22, 2021 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.
11. Pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations/ LODR), the Company is required to maintain bank details of

its Members for the purpose of payment of Dividend etc. Members are requested to register/update their bank details with the Company in case shares are held in physical form and with their Depository Participants where shares are held in dematerialized mode, to enable expeditious credit of the dividend to their bank accounts electronically.

12. Members who have not encashed their Dividend amount/ warrants/IPO refund till date are requested to do so. Details of unclaimed dividend amount/ IPO refund amounts is available on the website of the Company and can be accessed at <https://www.lalpathlabs.com/investor/unclaimed-unpaid-amount.aspx>.
13. The Securities and Exchange Board of India (SEBI) vide its notification dated November 30, 2018 mandated that, except in case of transmission or transposition, securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. In view of this and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar and Share Transfer Agent (RTA).
15. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-13 to the RTA of the Company. Further, members desirous of cancelling/varying nomination pursuant to Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14 to the RTA of the Company. These forms will be made available on request.
16. Additional information, 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 re-appointment is annexed with this AGM Notice.
17. Members can also provide their feedback on the Shareholders Services of the Company by filling the **"Shareholders Satisfaction Survey"** attached to this notice and emailing the same at cs@lalpathlabs.com through their registered e-mail ID or sending the signed copy at the Corporate Office of the Company at 12th Floor, Tower B, SAS Tower, Medicity, Sector-38, Gurugram – 122001.

Your feedback will help the Company in improving its Shareholders Service Standards.

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 substituted by the Companies (Management and Administration) Amendment Rules, 2015 ("Amended Rules 2015") and Regulation 44 of SEBI Listing Regulations, the Shareholders are provided with the facility of voting through electronic means ("remote e-Voting") on all the resolutions set forth in this 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 Shareholders 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 Shareholders 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 Sunday, July 25, 2021 at 9:00 A.M. and ends on Wednesday, July 28, 2021 at 5:00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Thursday, July 22, 2021 ("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 Shareholders 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. Thursday, July 22, 2021 and 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 PDS & Co., 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 shareholders 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 Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised

to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

In order to increase the efficiency of the voting process, all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants, 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.

Pursuant to above SEBI Circular, login method for e-Voting and joining virtual meetings for Individual shareholders 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 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 or joining virtual meeting & voting during the meeting. Additionally, there are 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 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 & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of Shareholders	Login Method
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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting
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 or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with 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 and 022-23058542-43.
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 and 1800 22 44 30

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

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

For 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 the Company please enter the member id / folio number in the Dividend Bank details field.

- After entering these details appropriately, click on "SUBMIT" tab.
- 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 also to be 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.
- For Shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- Click on the EVSN for Dr. Lal PathLabs Limited on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.
- If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Note for Non – Individual Shareholders and Custodians - For Remote e-Voting only
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the

Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- 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 (pbalodia@gmail.com) and to the Company (cs@lalpathlabs.com), if voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING DURING AGM ARE AS UNDER:

- 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.
- 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.
- Shareholders 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.
- 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.
- For better experience, we recommend that you join the AGM with high-speed wired internet connectivity. This prevents WiFi dropouts and speed issues.
- 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.
- Shareholders 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 account number/folio number, email id, mobile number at cs@lalpathlabs.com. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- Only those Shareholders, who are present in the AGM through VC/OAVM facility and have not casted 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.
- If any votes are cast by the Shareholders through e-Voting available during the AGM and if the same Shareholders have not participated in the meeting through VC/OAVM

facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the Shareholders attending the meeting.

Process for those Shareholders whose Email/Mobile No. are not registered with the Company/Depositories

For Physical Shareholders	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 Demat shareholders	Please update your email address and mobile no. with your respective Depository Participant (DP)
For Individual Demat shareholders	Please update your email address and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository

In case you have any queries or issues regarding attending AGM and e-Voting, from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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 Futorex, 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.

Declaration of Results

- 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.
- 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.
- The recorded transcript of the proceeding of AGM shall be placed on the Company's website at www.lalpathlabs.com and the same also be in safe custody of the Company.

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

ITEM NO. 4

The Shareholders vide their resolution dated December 19, 2016 approved increasing the limit of Managerial Remuneration under Section 197(1) and Section 197(1)(ii)(A) to enable Mr. Rahul Sharma, Non-Executive Director to exercise the Stock Options granted to him under ESOP 2010 Scheme of the Company, for a period of 5 years from January 1, 2017 and such period is ending on December 31, 2021.

It may be noted that Mr. Sharma has not exercised any such vested Stock Options till date and the approval of shareholders is therefore sought for another period of 5 years starting from January 01, 2022 to enable Mr. Sharma to exercise such options.

Further, in case of exercise of options by Mr. Sharma, value of perquisite arising therefrom coupled with his annual Director commission for the Financial Year 2021-22 may result in his remuneration exceeding 50% (Fifty percent) of the total remuneration payable to all Non-Executive Directors of the Company and accordingly as per provisions of Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders is also sought for the same.

In view of the above, the Nomination & Remuneration Committee and Board of Directors of the Company in their meetings held on May 20, 2021 and May 21, 2021 respectively, approved the proposal for seeking consent of shareholders for payment of remuneration to Mr. Sharma as above.

Accordingly, approval of the Members is sought by way of a Special Resolution to pay such remuneration to Mr. Sharma, as set out at item no. 4 of this AGM Notice.

Except Mr. Rahul Sharma, Non-Executive Director of the Company and his relatives (to the extent of their shareholding, if any), none of other Directors and/or KMP's or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of this AGM Notice.

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

ITEM NO. 5

The Shareholders of the Company on October 10, 2018 through Postal Ballot approved payment of commission to Non-executive Directors of the Company subject to a maximum of ₹ 10,00,000/- (Rupees Ten Lakhs only) per annum per Director, if he/she is not a Chairperson of any Board Committee and an additional ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per annum for each Board Committee in which any such Director is a Chairperson, over a period of 5 (five) Years beginning from August 21, 2018.

In view of increased role and responsibilities of the Non-Executive Directors, post listing of the Company, the Board of Directors in their meeting on May 21, 2021 recommended modification of the resolution passed on October 10, 2018, to the members for increasing the limit of Commission payable to Non-Executive Directors subject to a maximum of ₹ 20,00,000/- (Rupees Twenty Lakhs only) per annum per Director to make it more commensurate with their increased role, responsibilities and duties.

Accordingly, approval of the Members is sought to pay such commission by way of a Special Resolution as set out in the Resolution at Item No. 5 of this AGM Notice.

Except (Hony) Brig. Dr. Arvind Lal, Dr. Vandana Lal, Dr. Archana Lal Erdmann, Mr. Sunil Varma, Dr. Saurabh Srivastava, Mr. H.S. Chandhoke, Mr. Anoop Mahendra Singh, Mr. Rahul Sharma and Mrs. Somya Satsangi, Directors of the Company and their relatives (to the extent of their Shareholding), none of other Director and/or KMP or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this AGM Notice.

The Board recommends the resolution under Item No. 5 for approval of the members as a Special Resolution.

ITEM NO. 6

The Board of Directors of the Company in their meeting held on May 21, 2021, on recommendation by the Audit Committee, appointed M/s. A.G. Agarwal & Associates (Firm Registration Number: 000531), Cost and Management Accountants, as the Cost Auditors for the Financial Year 2021-22 at a remuneration of ₹ 70,000/- (Rupees Seventy thousand only) plus applicable taxes and out of pocket expenses.

As per Section 148 of Companies Act, 2013 and applicable rules thereunder, the remuneration payable to the cost auditors is to be ratified by the members of the Company.

The Board considers the remuneration payable to the Cost Auditors as fair and recommends the resolution contained in Item no. 6 of the accompanying notice for approval of the members as an Ordinary Resolution.

None of the Directors or KMP's or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of this AGM Notice.

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

Date: May 21, 2021
Place: New Delhi

Rajat Kalra
Company Secretary
Membership No: A-16947

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	Dr. Vandana Lal	Mr. Rahul Sharma
DIN	00472955	00956625
Date of Birth	November 18, 1956	September 14, 1960
Date of First Appointment to the Board	February 14, 1995	July 22, 2005
Brief Resume, Age and Nature of Expertise in specific functional areas	<p>Dr. Vandana Lal, aged about 65 Years, is a promoter of Dr. Lal PathLabs Limited, she holds a bachelor's degree in medicine and surgery from the University of Delhi and a doctorate degree in medicine (pathology) from the University of Delhi. She has over 38 years of experience in the field of pathology.</p> <p>Dr. Vandana Lal is also trained in Quality Assurance and spearheads the quality implementation process in all the laboratories of Dr Lal PathLabs Limited. She is the head of Clinical Research Services being the Chief Technical Officer since 2007, playing a pivotal role in conception, planning, construction, execution & operationalizing the Clinical trials division. She also heads the Research & Development wing of Dr. Lal PathLabs Limited by monitoring development of new tests and methods.</p> <p>She is the Executive Director of Dr. Lal PathLabs Limited since 1995. Her job profile includes expansion of activities of the laboratory with assistance in planning and execution of new projects for the Company; overall charge of all the technical departments ensuring accuracy, quality assurance, quality control & compliance to standards laid down by the accreditation bodies like CAP, NABL & ISO.</p>	<p>Mr. Rahul Sharma, aged about 60 years, is a Non-Executive Director on our Board. He studied Mathematics at the University of Delhi and commerce at the Kakatiya University. He has about 27 years of experience in the field of human resources. Mr. Rahul is presently the Partner of HYRD, Singapore (wholly owned subsidiary of the Trakinvest Group), a technology enabled end-to-end recruiting solutions and on-boarding platform.</p> <p>He has over 27 years of experience covering the human resources sector and executive recruiting. Previously he was a Partner at Executive Access, a leading executive search firm in Asia. He joined the firm in 1993 and was a key senior member of the firm's Asia Pacific Banking and Finance executive recruiting and consulting practice. Prior to Executive Access, he was with State Bank of India. He joined the bank as a Probationary Officer in 1987 and went onto manage a variety of portfolios in India and Japan. His sporting achievements in cricket include representing Delhi in the Ranji Trophy and also captaining and representing Hong Kong in One Day Internationals.</p> <p>He has been a Director on the Company's Board since 2005, and is a member of Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee.</p>
Shareholding in the Company either directly or in form of beneficial interest for any other person	1,60,82,327 Equity Shares	NIL <i>(Mr. Rahul Sharma, holds 1,41,983 fully vested stock options granted to him @ ₹ 311.30 in February 2015 under the ESOP 2010 Plan of the Company.)</i>
Relationship with other Directors & KMP's	Spouse of (Hony) Brig. Dr. Arvind Lal, Executive Chairman and Mother of Dr. Archana Lal Erdmann, Non-Executive Director of the Company.	None
No. of Meetings of the Board attended during the year	5 (Five) Meetings	5 (Five) Meetings
Directorships held in other Companies (Excluding Foreign Companies)	<ul style="list-style-type: none"> Archana Pharmaceuticals Private Limited Kalmatia Sangam Travels Private Limited APL Institute of Clinical Laboratory and Research Private Limited 	<ul style="list-style-type: none"> Chimes Aviation Private Limited
Membership /Chairmanship of Committees of other companies	None	None
Terms and conditions of appointment/ re-appointment and Remuneration sought to be paid/last drawn	<p>Terms and conditions of re-appointment: Same as approved by the Shareholders in the Annual General Meeting held on July 30, 2020</p> <p>Remuneration last drawn: As mentioned in the Corporate Governance Report</p>	<p>Remuneration sought to be paid: As per the details provided in Item No. 4 of this AGM Notice</p> <p>Remuneration last drawn: As mentioned in the Corporate Governance Report</p>



DR. LAL PATHLABS LIMITED

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SHAREHOLDER SATISFACTION SURVEY

Dear Member,

As part of our constant endeavour to improve shareholder service, we seek your feedback on this Shareholder's Satisfaction Survey. Please spare a few minutes of your valuable time to fill this questionnaire.

Name of Sole/First Shareholder :

DP ID & Client ID/Folio Number :

Email ID :

Kindly rate your responses on specified service areas listed below on the following scale:

S.No	Area	Rating				
		5	4	3	2	1
1.	Overall Service Rating of RTA					
2.	Response to queries/grievances by Company/RTA					
3.	Receipt of various documents from the Company i.e. Annual Report, ECS Intimation etc.					
4.	Quality of disclosures to Stock Exchanges/on Company's Website					
5.	Quality and content of Annual Report					
5- Excellent ; 4-Very Good ; 3-Good ; 2-Satisfactory; 1-Need Improvement						

Do you have any grievance which has not been addresses so far : Yes ☐ No ☐

If yes, please provide a brief summary of the grievance.

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Any suggestions for improving the quality of Investor Services

.....

(SIGNATURE OF THE MEMBER)

THANK YOU FOR YOUR SUPPORT. YOUR FEEDBACK IS IMPORTANT TO US.