



Dr Lal PathLabs

September 6, 2018

The National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex, Bandra (E)
Mumbai - 400051

The Bombay Stock Exchange Limited
15th Floor, Phiroze Jeejeeboy Towers
Dalal Street,
Mumbai – 400001

Subject: Copy of Postal Ballot Notice & Form

**Ref: Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirement)
Regulations 2015 (hereinafter referred as Listing Regulations)**

Dear Sir / Madam,

In furtherance to our letter dated August 11, 2018, please find enclosed herewith a copy of Postal Ballot Notice along with Postal Ballot Form, sent to members of the Company.

We request you to kindly take the same on record.

Thanking You,

Yours Faithfully,

For **Dr. Lal PathLabs Limited**

Rajat Kalra

Company Secretary & Legal Head

Encl: As above



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

Postal Ballot Notice

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

Dear Member(s),

Notice is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with the Companies (Management and Administration) Rules, 2014 ("Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions as set out in this notice, are proposed to be passed by the Members through postal ballot including voting by electronic means (e-voting).

The Board of Directors ("the Board") of the Company have appointed Mr. Prashant Kumar Balodia (Membership No. FCS 6047 & Certificate of Practice No. 6153) Partner, M/s PDS & Co., Company Secretaries, as the Scrutinizer in accordance with the provisions of the Act & Rules for conducting the postal ballot / e-voting process in a fair and transparent manner.

The Members who desire to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed Postage Prepaid self-addressed Business Reply Envelope. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) shall also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:00 PM (IST) on Wednesday, October 10, 2018 to be eligible for being considered, failing which, it will be treated as if no reply has been received from the Member.

In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the provisions of Section 108, 110 of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is also providing e-voting facility to its Members to enable them to cast their votes electronically instead of depositing/dispatching Postal Ballot Form(s). Members

desiring to opt for e-voting are requested to read the instructions in the Notes under the section 'Voting through electronic means'. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing e-voting facility to all its Members. Members have the option to vote either through e-voting or Postal Ballot Form.

Reference to postal ballot(s) in this Postal Ballot Notice ("Notice") also includes, votes received electronically and by way of Postal Ballot Form along with postage prepaid self-addressed Business Reply Envelope.

The Scrutinizer shall submit his report to the Chairman or to a person authorised by Chairman after the completion of the scrutiny of the postal ballots. The results of Postal Ballot shall be declared around 5:00 P.M. (IST) on Friday, October 12, 2018 at the Company's Corporate Office at 12th Floor, Tower B, SAS Tower, Medicity, Sector-38, Gurugram – 122001 and shall be communicated to the Stock Exchanges where the shares of the Company are listed. The results shall also be displayed on the Company's website at www.lalpathlabs.com & on CDSL's website at www.evotingindia.com.

The Resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed postal ballot forms/e-voting i.e. Wednesday, October 10, 2018.

RESOLUTIONS:**Item No. 1 - Payment of Commission to Non-Executive Directors of the Company.**

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

"RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company in their meeting held on July 20, 2017 and pursuant to the provisions of Section 197 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 Members of the Company be and is hereby accorded for the payment of Commission, within the overall maximum limit of 1% (one percent) of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, over a period of five (5) years beginning with effect from August 21, 2018 to the Non-Executive Directors of the Company.

RESOLVED FURTHER THAT the said commission be paid in such amounts or proportion and in such manner, as the Board of Directors may from time to time determine, based on performance of the Company and performance evaluation of each such Director and subject to a maximum of ₹ 10,00,000/- (Ten Lakhs) per annum per Director, if he is not a Chairman of any Board Committee and an additional ₹ 2,50,000/- (Two Lakhs Fifty Thousand) per annum for each Board Committee in which any such Director is a chairman.

RESOLVED FURTHER THAT the above Commission shall be in addition to fee payable to such Directors for attending the meetings of the Board or a Committee thereof and reimbursement of expenses incurred for participation in such meetings.”

Item No. 2 - Alteration of the Object and Liability Clause of the Memorandum of Association of the Company.

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

“RESOLVED THAT that pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, permissions, terms, conditions, amendments and sanctions, as and to the extent necessary or suggested, by the Registrar of Companies, appropriate authorities, institutions, departments or bodies as the case may be, the approval of the Shareholders of the Company be and is hereby accorded for effecting the following alterations in the Memorandum of Association (the “MOA”) of the Company:-

- (1) substitute the headings of Clause III (A) and Clause III (B) of the Memorandum of Association of Company in following manner:

Clause III (A): “The Objects to be pursued by the Company on its incorporation are:”

Clause III (B): “Matters which are necessary for furtherance of the Objects specified in Clause III (A) are:”

- (2) Clause III (A) of the Memorandum of Association of Company be altered by substituting sub-clauses (1) and (3) with the following sub-clauses:

1. *To set up, engage, collaborate, acquire, establish, purchase, administer, own, run, maintain, or manage in India or elsewhere, Clinical Reference Laboratories collection centres (including home collection facility) diagnostic centers, screening centers, indoor or outdoor hospital, polyclinics, research establishments, naturecure centres, medical centers, scan centers, therapy homes, radiology centres, consulting chambers, maternity homes, child welfare and family planning centers, vaccination centers, health and fitness centers, bioimagingcentres, centers, wellnesscenters, health*

clubs, nursing homes, in India or elsewhere, for the purposes of carrying out investigations or tests in any branch of traditional or non-traditional medical science, including pathological investigations, of various branches of Bio-Chemistry, Hematology, Histopathology, Microbiology, Electrophoresis, immuno-chemistry, Immunology, Virology, cytology and other pathological, radiological, cardiological investigations and other healthcare related tests and investigations including, but not limited to, clinical trials, CT scans, MRI Scans, Nuclear Scans, ECG scanning, point-of-care testing, optho care, dental care, dietician, dialysis centers, paramedic care, chronic care programs, allopathic, ayurveda, homeopathy, naturopathy, unani medicine or any other investigations or tests.

3. *To carry on the business of provision of Healthcare Services or Diagnostic Testing in India or elsewhere, under its own brand or otherwise, on its own or in partnership with third party online aggregators, establishments, outlets, centers, stores, websites, mobile applications, software, online platforms, digital platforms.*
- (3) Clause III (A) of the Memorandum of Association of Company be altered by inserting following sub-clauses (4) to (7) after sub-clause (3), :
4. *To undertake concentration, condensation, extraction, handing, receiving, collecting, storage, transporting, testing, screening, processing of samples of humans, plants, animals, water, food, soil including blood, blood products, body fluids, tissues, minerals, animal products, animal feed, herbal products, any other natural or manmade products or any by-products thereof for genomic, therapeutic, dietetic, nutritive or other similar testing/uses in or outside India.*
5. *To develop, own, run, administer, operate, facilitate, create, acquire online or digital portal or medium for providing all kinds of services relatable to the business of the Company including healthcare, pharmaceutical, medical, para-medical or diagnostic services, quality control services and storage and supply of related data including analytical data and providing all kinds of instruments, devices, products including chemicals, medicine, drugs, pathological solvents, disposable syringes, life saving devices, health related products, equipment, surgical products and other medical and para-medical products of all kinds of description.*
6. *To set-up, build, promote, directly or indirectly (including through licensing or franchising) or in partnership with other private or governmental organizations, schools, colleges, educational institutions, technical educational institutes, universities including by appointing medical and*

paramedical professionals for providing skill development or content development programs, through vocational, certification, degree or other courses for teaching, training and imparting theoretical and practical knowledge in diagnostics, therapy, pathology, medical and healthcare education and management training including in the fields of medicine, nursing, physical medicine and rehabilitative medicine, pharmacy, diagnostics and allied medical administration and management of such medical institutions.

7. *To develop, own, sell, manufacture, operate, engage or deal in all kinds of products used in providing Healthcare Services or Diagnostic Testing either on its own or in partnerships or otherwise.*
- (4) Clause III (B) of the Memorandum of Association of Company be altered by substituting sub-clauses (14), (19), (22), (23), (24), (28) and (31) with the following sub-clauses, :
14. Subject to the applicable provisions of the Act and the Regulations made thereunder and the directions issued by Reserve Bank of India to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing on the mortgage, charge or lien upon all or any of the property or assets of the Company (both present or future) including its uncalled capital and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company, or any other such person or Company, of any obligation undertaken by the Company.
 19. To acquire and takeover all, or any part of the business property and liabilities of any person, firm or company carrying on or proposing to carry on any business which this Company is authorised to carry on or possess property, suitable for the business of the Company.
 22. Subject to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and any other applicable law, to enter into partnership or any arrangement, whether terminable or otherwise, for sharing or pooling profits, amalgamations, union of interest, co-operation, joint venture, reciprocal concessions or to amalgamate with any person or company, body corporate, partnership, entity, association, corporation or firm carrying on or engaged in or about to carry on or engaged in any business, undertaking or transactions which the Company is authorised to carry on or engaged in any business, undertaking or transactions which may seem capable of being carried on or conducted, so as directly or indirectly, to benefit the Company.
 23. To enter into any arrangements and take all necessary or proper steps with Governments or with other such authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or for furthering the interests of the members and to oppose any such steps taken by any other such Company, any firm or person which may be considered likely, directly or indirectly, to prejudice the interest of the Company or its members, and to assist in the promotion whether directly or indirectly of any legislation which may seem advantageous to the company and to obtain from any such Government authority and company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the company may think it desirable to obtain add carry out, exercise and comply with any such arrangements, contracts, charters, decrees, rights, privileges, powers, authority, licenses, grants, or concessions.
 24. To adopt such electronic, digital or other means of making known, directly or in partnership or through third party service providers, the business and products, services and offerings in which the Company is dealing as may seem expedient and in particular by advertising in the press or otherwise including on radio, television, newspapers, magazines, periodicals, pamphlets, circulars, by opening stalls or conducting competitions or exhibition, by purchase and exhibition of, works of art or interest, by publication of books and periodicals and by distributing samples, granting prizes, rewards, awards, and donations.
 28. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object of and for exhibition subject to the provisions of the Act.
 31. To acquire, build, construct, improve, develop, give or take in exchange or on lease, rent, hire, occupy, allow control, maintain, operate, run, sell, dispose of, carry out or alter as may be necessary or convenient any lease-hold or freehold lands, estate, movable or immovable properties, office space, including building, factories, laboratories, workshops, warehouse, stores, easement or other rights, machineries, plant, work stock in trade, industrial colonies, sheds, godowns or other structures or conveniences together with all modern amenities and facilities such as housing, schools, hospitals, water supply, sanitation, townships and other facilities or properties which may seem calculated directly or indirectly to advance the Company's objects and interest.

(5) Clause III (B) of the Memorandum of Association of Company be altered by inserting the following sub-clauses (32) to (48) after sub-clause (31):

32. *To sell, exchange, mortgage (with or without power of sale) assign, lease, including sub-leasing a part of the land, building, office space belonging to the Company and generally otherwise deal with the whole or any part of any business, estate, property or undertaking of the Company, to any person or persons, association or associations, company, body corporate or otherwise for such consideration as the Company may think fit.*
33. *To establish, provide, maintain and conduct or subsidise research laboratories and experimental workshops for scientific and technical researches, experiments and tests of all kinds and devices and/or to sponsor or draw out programmes for promoting scientific, technical, social, economic and educational research and development and assist in the execution and promotion of such programmes either directly or through an independent agency or in any other manner, directly or indirectly and to secure such approvals, exemptions and/or recognitions under the Income Tax Act, 1961 and any other law for the time being in force and to promote studies and researches both scientific and technical investigations, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the award of scholarships, prizes, grants to students and generally to encourage, promote inventions of any kind that may be considered useful to the Company.*
34. *To establish tie-ups with suppliers, establish marketing networks, appoint distributors, Clearance and Forwarding (C&F) agencies, stockists for all or any of the goods, things and services in which the company deems fit to deal.*
35. *To provide, conduct, assist, encourage, invest, initiate, establish, subsidize or promote, including through tie-up and partnership by conducting workshops, lectures, meetings, conferences, exhibitions, by providing scholarships, prizes, awards, grants or otherwise, all types of research and experimental facilities, for carrying on scientific, technical, digital, diagnostic or other research, discovery, studies, improvement or development of new methods of diagnosis, understanding and prevention and treatment of diseases, basic and applied including in relation all present and future businesses of the Company and to acquire any patent and licenses or protective devices relating to the results of any discovery, investigations, findings or researches and to acquire any process and to undertake manufacture of any such product developed, discovered or improved and/or to give*

licences for the manufacture of the same to others and either to market the same or grant licences to the others, to market the same and to provide funds for research works and for scholarships, stipend, remuneration and/or other payment or aid to any person or persons engaged in research work or works connected with or conducive to research and to endow research fellowship or grant financial assistance to persons or institutions engaged in medical researches.

36. *To undertake research work and carry on tests, investigations and treatment of every nature and description such as Pathological, Bacteriological, Radiological, Nuclear, Ultrasonic and Physical or such other tests and investigations through latest modern methods, devices such as CT Scanning, MRI, Nuclear Scan, Lithotripsy and Medical and Surgical Lasers.*
37. *To develop, own, run, administer, operate, facilitate, create, acquire, establish modern warehouses, storage rooms, godowns, and cold storage facilities in or outside India for safe and convenient storage of pharmaceuticals, chemicals, medicine, drugs, equipment, instrumentation, surgical products and other medical and para-medical products of all kinds of description for hospitals, dispensaries, clinics, laboratories, nursing homes, medical centers, diagnostic centers, health centers, health clubs, and other similar establishments.*
38. *To carry on the business of Healthcare Service Management including the services such as Outpatient Care, (including Primary Outpatient Care, Specialized Outpatient Care and Stationary Care), Inpatient Care (Including Acute Standard Inpatient Care, Acute Intensive Inpatient Care, Follow-Up Inpatient Care and Long-Term Inpatient Care), Medical Rescue Services and Emergency Services, Occupation/ Work related Medical Services, Spa Therapeutic/ Rehabilitative care, Providing Medicines and Medical Devices.*
39. *To provide all sort of services to the customers including call centre services, IT services, either directly or in collaboration/partnership with any other person, in or outside India by setting up domestic or international call centers in various parts of the country or out of country as per the applicable laws and do all other acts and services as may be necessary for the above purpose.*
40. *To form, incorporate, promote, purchase, acquire, undertake or takeover, the whole or any part of the business, profession, goodwill, assets, properties (movable or immovable), contracts, agreements, rights, privileges, effects, obligations and liabilities of any persons, firm or company or companies carrying on all or any business, profession or*

activities which the Company is authorised to carry on or proposing to carry on or ceasing to carry on any business, profession or activities which the company is authorised to carry on or the acquisition of all or any of the properties, rights and assets of any company or subject to the provisions of the Companies Act, 2013, the control and management of the company or the undertaking of the acquisitions of any other object or objects which in the opinion of the Company could or might directly or indirectly be beneficial or advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation or takeover or acquisition and to remunerate any person, firm or company in any manner, it shall think fit for services rendered or to be rendered for and in respect of such promotion or incorporation or takeover or acquisition or in obtaining subscription of or the placing of any shares, stocks, bonds, debentures, obligations or securities of any such company or companies, subject to the provisions of the Companies Act, 2013.

41. Subject to applicable law, to acquire or amalgamate, absorb or merge with any other company or companies, body corporate, partnership, entity, association, corporation, firm or any other persons, whether in or outside India, or to form, promote, invest in subsidiaries or Joint Ventures or Special Purpose Vehicles, whether in or outside India, having objects altogether or in part similar to those of the Company.
42. To set up, undertake, engage, establish, collaborate or execute any trust which may be deemed beneficial for carrying out the objects or business of the Company.
43. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for the discharging of social and moral responsibilities of the Company to the public or any section of the public as also any activities to promote national welfare or social, economic and without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activities for publication of any books, literature, news-papers or for organising lectures or seminars likely to advance these objects or for giving merit awards or scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to pursue their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, funds or trusts having anyone of the aforesaid objects as one of its objects by giving donations and/or contributions, subsidies and/or grants or in any other manner.

44. To donate, gift, contribute, subscribe, promote, support or aid or assist or guarantee money to charitable, benevolent, religious, scientific, national, public or to other institutions, funds or objects, or for any public, general or other objects.
45. To accept or receive donations, gifts, contributions, subsidies, grants, and other mode of receipts of money for the furtherance of the objects of the Company or as may be thought appropriate or conducive to the interest of the Company.
46. To insure with any company, statutory body, authority, government or other person against losses, damages, risks and liabilities, of any kind which may affect the Company either wholly or partly, and if thought fit, to effect any such insurance by joining or becoming members of any mutual insurance protection or indemnity association, federation or society and to accept any such insurance or any part thereof, for the account of the Company.
47. To act as Consultants, Managers, Operators and Advisors providing technical knowhow, technical services and allied services for the establishment, operation and improvement of Medical Institutions, Healthcare Centres, Diagnostic Centres, Research Centres, Medical Centres, Laboratories, Nursing Homes, Hospitals and Health Clinics, in India and abroad.
48. To do all such other things as may be deemed incidental or conducive to the attainment of the objects of the Company.

RESOLVED FURTHER THAT the Clause III (C) of the existing Memorandum of Association of Company pertaining to "The Other Objects" be deleted completely in compliance of Companies Act, 2013.

RESOLVED FURTHER THAT the Clause IV of existing Memorandum of Association of the Company be and in hereby substituted with the following Clause IV:

"IV. The liability of the members is limited to the amount unpaid, if any, on the shares held by them."

RESOLVED FURTHER THAT the words 'Companies Act, 1956' in the existing MOA shall be substituted with the words 'Companies Act, 2013', wherever required and reference to various Sections of the Companies Act, 1956 in the existing MOA, be replaced with the reference to the corresponding Sections of the Companies Act, 2013.

RESOLVED FURTHER THAT (Hony) Brig. Dr. Arvind Lal, Chairman & Managing Director, Dr. Om Prakash Manchanda, CEO & Whole-Time Director and Mr. Rajat Kalra, Company Secretary of the Company be and are hereby severally and jointly authorized, on behalf of the Company, to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto including but not limited to signing and filing all the e-forms

and other documents with the statutory authorities and to execute all such documents, instruments and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Ministry of Corporate Affairs or any other concerned/ relevant authority and to delegate all or any of the powers conferred herein as they may deem fit without requiring the Board to secure any further consent or approval of the Shareholders of the Company.”

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

Rajat Kalra
Company Secretary
Membership No: A-16947
Address: 12th Floor, Tower B,
SAS Tower, Medicity, Sector-38,
Gurugram - 122001

Date: August 10, 2018

Place: Gurugram

Notes:

1. The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposed resolutions is annexed herewith the Notice.
2. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the cut-off date i.e on Friday, August 24, 2018. A person who is not a member as on cut-off date shall treat this notice for information purpose only. The Postal Ballot Notice is being sent to Members in electronic form on the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose e-mail IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope.
3. Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, August 24, 2018 will be considered for the purpose of voting (including e-voting/ Postal Ballot).
4. Resolutions passed by the Members through Postal Ballot are deemed to have been duly passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.

6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to delhi@linkintime.co.in or cs@lalpathlabs.com. The Registrar and Share Transfer Agent / Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
7. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for Postal ballot instead of e-voting are also required to send certified true copy of the Board Resolution / Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
8. A Member cannot exercise his vote by proxy on Postal Ballot Form.
9. Material documents referred to in the explanatory statement, if any, shall be available for inspection at Registered Office and Corporate Office of the Company during office hours on all working days (Monday to Friday), up to and including the last date of voting through Postal Ballot/e-voting.

Voting through electronic means

The instructions for e-voting are as follows:

The e-voting period commences on Tuesday, September 11, 2018 at 9:00 a.m. (IST) and ends on Wednesday, October 10, 2018 at 5:00 p.m. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday, August 24, 2018 (“the cut-off date”) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date and a person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purpose only.

The instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders” / Members.
- (iii) Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.

- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on the Postal Ballot Form indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii) above.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for Dr. Lal PathLabs Limited on which you choose to vote.

- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) The equity shareholders can also cast their vote using CDSL mobile application "m-Voting" available for android based mobile. The m-Voting application can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile application while voting from your mobile.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts 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.

(xix) In case of any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available under the help section of www.evotingindia.com or call on toll free no.: 1800-22-55-33 or contact Mr. Rakesh Dalvi, Deputy Manager, Central Depository Service (India) Ltd., A Wing, 25th Floor, Marathon Futurex, N M Joshi Marg, Mafatlal Mill Compounds, Lower Parel (E), Mumbai-400013, at the designated email ID helpdesk.evoting@cdslindia.com.

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

Item No. 1

The Members of the Company in their 23rd Annual General Meeting held on July 20, 2017 approved payment of commission to Independent Directors over a period of 5 (five) Years beginning from April 1, 2017 and ending March 31, 2022.

The existing term of all Independent Directors is set to expire on August 20, 2018 and subject to approval of Members in the 24th Annual General Meeting shall be renewed for a second term of 5 (Five) consecutive years from August 21, 2018 till August 20, 2023.

To (a) ensure that Commission payment period is co-terminus with the second tenure of the Independent Directors (b) Obviate the necessity to take another Members' approval when the term of the resolution passed in the 23rd AGM, expires on March 31, 2022 (c) provide for payment of commission to Non-Executive Director(s) as well, the Board of Directors in their meeting on August 10, 2018 recommended modification of the resolution passed on July 20, 2017 to the members.

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. 1 of the Postal Ballot Notice.

Except Mr. Sunil Varma, Mr. Arun Duggal, Dr. Saurabh Srivastava, Mr. H.S. Chandhoke, Mr. Anoop Mahendra Singh and Mr. Rahul Sharma, Directors of the Company, none of other Directors and/or KMPs or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board recommends the resolution under Item No. 1 for approval of the members as a Special Resolution.

Item No. 2

The Board of Directors of the Company in their meeting on August 10, 2018 approved amendment in Clause III (Object Clause) and Clause IV (Liability Clause) of the existing Memorandum of Association ("MOA") of the Company in the manner as set out in the special resolution at Item No. 2 of this Notice to align the existing Object & Liability Clause of the MOA of the Company as per the provisions of the Companies Act, 2013 and also to align Object Clause in line with the proposed future business operations of the Company.

The Liability Clause of the MOA is being replaced in consonance with the requirements of the Companies Act, 2013 to clarify, that the liability of the members is limited to the amount, unpaid on the shares.

Pursuant to the provisions of Section 4, 13, 110 and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the Object & Liability Clause of the MOA of the Company requires the approval of the members by means of a Special Resolution.

Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office and Corporate Office of the Company during office hours on all working days (Monday to Friday), up to and including the last date of voting through Postal Ballot/e-voting.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 2 for approval of the members as a Special Resolution.

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

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

Rajat Kalra
Company Secretary

Membership No: A-16947

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

Date: August 10, 2018
Place: Gurugram



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 - 122001

Website: www.lalpathlabs.com; **E-Mail:** cs@lalpathlabs.com **T:** +91 124 3016500; **F:** +91 124 4234468

POSTAL BALLOT FORM

Please read the instructions printed overleaf carefully before completing this form

Sr. No.

1. Name and Registered Address of the sole/
first named member (In block letters) :
2. Name(s) of the Joint member(s) if any
(In block letters) :
3. Registered Folio No. / DP ID No.* / Client ID No.* :
(*Applicable to investors holding shares
in dematerialized form)
4. Number of shares held as on August 24, 2018 :

I/ We hereby exercise my/ our vote in respect of the following resolution(s) to be passed through postal ballot for the business(es) as set out in the Postal Ballot Notice dated August 10, 2018 by sending my/our assent (FOR) or dissent (AGAINST), to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I/ We assent to the resolution (FOR)	I/ We dissent to the resolution (AGAINST)
1.	Special Resolution for payment of Commission to Non-Executive Directors of the Company			
2.	Special Resolution for alteration of Object and Liability Clause of the existing Memorandum of Association of the Company.			

Place:

Date:

Signature of the Shareholder/Authorized Representative

(Strike out whichever is not applicable)

Particulars for voting through Electronic means

For those opting to vote through electronic means, instead of voting by the above postal ballot, facility is available at the web link: www.evotingindia.com. Particulars for electronic voting are as under:

EVSN (e-voting Sequence Number)	USER ID	*SEQUENCE NUMBER

*Applicable to those members who have not updated their PAN with the Company/Depository Participant

Please read the instructions given overleaf carefully before exercising your vote.

Facility to exercise vote will be available during the following period:

Commencement of voting: From 9:00 a.m. (IST) on Tuesday, September 11, 2018

End of voting: At 5.00 p.m. (IST) on Wednesday, October 10, 2018 (both days inclusive)

The facility for voting through electronic means will be disabled by CDSL upon expiry of the aforesaid period.

INSTRUCTIONS

1. A Member may vote through the Postal Ballot Form or alternatively may vote electronically. In case, a Member exercises the voting rights electronically then there is no need to send this form. For e-Voting instructions, please refer the Postal Ballot Notice dated August 10, 2018.
2. A Member entitled to vote and desirous of exercising his / her vote by Postal Ballot may complete this Postal Ballot Form ("Form") and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope (if posted from India). However, any envelope containing Postal Ballot form if deposited in person or sent by courier / any other mode at the expenses of the Member shall also be accepted. It is however clarified that the members desirous to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to Scrutinizer.
3. Members are requested to convey their assent / dissent in this Postal Ballot Form by placing the tick mark at the appropriate box. A Member need not cast all the votes in the same way. The assent / dissent received in any other form or a photocopy of the Postal Ballot Form shall be considered invalid.
4. Duly Completed form should reach the Company not later than 5.00 p.m. IST on Wednesday, October 10, 2018. Postal Ballot Forms received after this time and date will be treated as if reply from the Member has not been received.
5. This Form must be completed and signed by the Member. In case of joint-holding, this Form must be completed and signed (as per the specimen signatures registered with the Company / Depository Participants) by the first named Member and in his absence, by the next named joint holder. A Power of Attorney (PoA) holder may vote on behalf of a Member, enclosing the copy of a PoA duly attested by Notary Public.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution together with the specimen signature(s) of the duly authorised signatories.
7. Members are requested to fill in the Postal Ballot Form with indelible ink and not in any erasable writing mode.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member on the cut-off date of Friday, August 24, 2018.
9. There will be one Postal Ballot Form for every Folio / DP ID and Client ID, irrespective of the number of joint holders.
10. The votes of a member shall be considered invalid on any of the following grounds:
 - a) If the Member's signature does not tally
 - b) If the member has marked his/ her/ its vote both for 'Assent' and 'Dissent' to the resolution in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held
 - c) If the postal ballot form is unsigned, incomplete or incorrectly filled
 - d) if the postal ballot form is torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
 - e) A form other than one issued by the Company has been used;
 - f) It has not been signed by or on behalf of the Member;
 - g) Neither assent nor dissent is mentioned;
 - h) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
 - i) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - j) It is received from a Member who is in arrears of payment of calls
 - k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
11. Postal ballot form received by fax will be rejected as if reply from shareholder has not been received unless the original postal ballot form is received within prescribed time period
12. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
13. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.