

November 07, 2025

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

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

Symbol: LALPATHLAB

Scrip Code: 539524

**Sub: Postal Ballot Notice**

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

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice dated October 31, 2025, together with the Explanatory Statement thereto seeking the approval of the Members of the Company for the following Resolution(s), through Postal Ballot by voting through electronic means (“remote e-voting”) only:

Item No.	Description of Resolution(s)
1.	Approval of ‘Dr. Lal PathLabs Employee Restricted Stock Unit Plan 2025’ - <i>Special Resolution</i>
2.	Approval of grant of Options to the employees of the Subsidiary Company(ies) of the Company under ‘Dr. Lal PathLabs Employee Restricted Stock Unit Plan 2025’ - <i>Special Resolution</i>
3.	Approval of secondary acquisition of shares through Trust route for the implementation of ‘Dr. Lal PathLabs Employee Restricted Stock Unit Plan 2025’ - <i>Special Resolution</i>
4.	Provision of money to be provided by the Company for purchase of its own Shares by the Trust under ‘Dr. Lal PathLabs Employee Restricted Stock Unit Plan 2025’ - <i>Special Resolution</i>
5.	Approval of Reduction of Options Reserve under ‘Dr. Lal PathLabs Employee Stock Option Plan 2022’ - <i>Special Resolution</i>
6.	Increase in the Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association - <i>Ordinary Resolution</i>
7.	Issuing Bonus Equity Shares - <i>Ordinary Resolution</i>

In pursuance of the relevant Circular(s) issued by the Ministry of Corporate Affairs, the Notice is being sent through electronic mode only to the Members of the Company whose e-mail IDs are registered with the Company/ Depositories as on Friday, October 31, 2025 (“Cut-Off Date”).

The Postal Ballot Notice will also be available on the website of the Company at [www.lalpathlabs.com](http://www.lalpathlabs.com).

We request you to kindly 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:** 12<sup>th</sup> Floor, Tower B, SAS Tower, Medicity, Sector-38, Gurugram - 122001

**Website:** [www.lalpathlabs.com](http://www.lalpathlabs.com) | **E-Mail:** [cs@lalpathlabs.com](mailto:cs@lalpathlabs.com)

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

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### **POSTAL BALLOT NOTICE**

*[Pursuant to the provisions of Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 and relevant circulars issued by Ministry of Corporate Affairs]*

Dear Member(s),

Pursuant to the provisions of Sections 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read together with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 & 03/2025 dated September 22, 2025 and other relevant circulars issued by the Ministry of Corporate Affairs (“MCA Circulars”), and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) read together with all other applicable provisions under the Regulations and Circulars/ Notifications issued, if any, by Securities and Exchange Board of India (“the SEBI”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), notice is hereby given that the resolutions as set out in this notice, are proposed for consideration by the Members through postal ballot by voting through electronic means (“remote e-voting”) only.

#### **SPECIAL BUSINESSES:**

##### **1. Approval of ‘Dr. Lal PathLabs Employee Restricted Stock Unit Plan 2025’**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read together with relevant rules framed thereunder, relevant applicable provisions of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any circular(s)/notification(s)/ guidance/frequently asked question(s) issued thereunder (collectively referred as “SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), the provisions of relevant regulation(s)/ guideline(s), if any, prescribed by the Securities and Exchange Board of India (“the SEBI”), the provisions of any other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), and in accordance with the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the approval of the Members of the Company be and is hereby accorded to the introduction and implementation of ‘Dr. Lal

PathLabs Employee Restricted Stock Unit Plan 2025' ("RSU 2025" or the "Plan") by authorizing the Board of Directors of the Company [*hereinafter referred to as the "Board" which term shall be deemed to include the Nomination and Remuneration Committee ("the NRC" or "the Committee")*] to create and grant from time to time, in one or more tranche(s), not exceeding 5,27,403 (Five Lakh Twenty Seven Thousand Four Hundred Three) employee stock option ("Options") to or for the benefit of such employees working exclusively with the Company and/ or its subsidiaries, whether in or outside India, including any director, whether whole-time or not [excluding the employees/directors who are promoters and persons belonging to the promoter group, independent directors and/ or directors holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company] subject to their eligibility as may be determined under the Plan, exercisable into not more than equal number of equity shares ("Shares") of face value of INR 10/- (Rupees Ten Only) each fully paid-up, to be sourced from fresh issue upto 3,19,023 (Three Lakh Nineteen Thousand Twenty Three) Shares by the Company to its irrevocable trust namely 'Dr. Lal PathLabs Employee Welfare Trust' ("Trust") and upto 2,08,380 (Two Lakh Eight Thousand Three Hundred Eighty) Shares to be acquired by way of secondary acquisition through the Trust in one or more tranche(s), where one Option upon exercise shall convert into one Share subject to payment/ recovery of requisite exercise price and applicable taxes, on such term(s) & condition(s) and in such manner as the Board/ Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

**RESOLVED FURTHER THAT** the afore-stated reserve of Options and Shares under the RSU 2025 shall be deemed to be allocated from 'Dr. Lal PathLabs Employee Stock Option Plan 2022' ("ESOP 2022") subject to the approval of the Members for reduction of the Options/ Shares reserve of ESOP 2022.

**RESOLVED FURTHER THAT** the Shares as specified hereinabove shall be transferred by the Trust to the Option grantees upon exercise of Options in accordance with the terms of the grant and provisions of the Plan and such Shares shall rank pari passu in all respects with the then existing Shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Shares are required to be transferred by the Trust to the Option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceilings in terms of number of Options and Shares (primary and secondary acquisition) specified above shall be deemed to be increased to the extent of such additional Shares to be transferred.

**RESOLVED FURTHER THAT** in case the Shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of Shares (primary and secondary acquisition) specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per Share shall bear to the revised face value of the Share of the Company after such sub-division or consolidation.

**RESOLVED FURTHER THAT** the trustee(s) of the Trust shall not vote in respect of the Shares subscribed, acquired and held by such Trust.

**RESOLVED FURTHER THAT** for the purposes of disclosures to the stock exchange(s), the shareholding of the Trust shall be shown as 'non-promoter and non-public shareholding'.

**RESOLVED FURTHER THAT** the trustee(s) of the Trust shall ensure compliance of the provisions of the SBEB Regulations, provisions of the Companies Act, 2013 and rules framed thereunder and all other applicable laws at all times in connection with acquisition, holding, transferring and dealing in the Shares of the Company including but not limited to maintenance

of proper books of account, records and documents in relation to the Plan and the Trust with appropriate disclosures as prescribed.

**RESOLVED FURTHER THAT** the Company and Trust shall conform to the accounting and disclosure policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

**RESOLVED FURTHER THAT** the Board (including the Committee), be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to consent of the Members by way of a Special Resolution to the extent required under the applicable laws including the SBEB Regulations and to do all such acts, deeds, matters and things as may deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and to give such direction(s) and or instruction(s) as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Board (including the Committee), the Executive Chairman, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally/ jointly authorized to do all such acts, deeds and things as may be necessary 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.”

**2. Approval of grant of Options to the employees of the Subsidiary Company(ies) of the Company under ‘Dr. Lal PathLabs Employee Restricted Stock Unit Plan 2025’**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read together with relevant rules framed thereunder, relevant applicable provisions of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any circular(s)/ notification(s)/ guidance/frequently asked question(s) issued thereunder, (collectively referred as “SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(“the Listing Regulations”), the provisions of relevant regulation(s)/ guideline(s), if any, prescribed by the Securities and Exchange Board of India (“SEBI”), the provisions of any other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), and in accordance with Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the approval of the Members of the Company be and is hereby accorded to authorize the Board of Directors of the Company [*hereinafter referred to as the “Board” which term shall be deemed to include Nomination and Remuneration Committee (“the NRC” or “the Committee”)*] to create and grant from time to time, in one or more tranche(s), such number of employee stock options (“Options”) under ‘Dr. Lal PathLabs Employee Restricted Stock Unit Plan 2025’ (“RSU 2025” or the “Plan”) within the individual limit prescribed therein to or for the benefit of such employees who are exclusively working with any Subsidiary Company(ies) of the Company, in India or outside India, including any director thereof, whether whole-time or not [excluding the employees/

directors who are promoters and persons belonging to the promoter group, independent directors and/ or directors holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company], exercisable into corresponding number of equity shares of face value of INR 10/- (Rupees Ten Only) each fully paid-up to be transferred to such Option grantees by 'Dr. Lal PathLabs Employee Welfare Trust' ("Trust") of the Company, on such term(s) & condition(s) and in such manner as the Board/ Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

**RESOLVED FURTHER THAT** the Board (including the Committee), the Executive Chairman, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally/ jointly authorized to do all such acts, deeds and things as may be necessary 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."

**3. Approval of secondary acquisition of shares through Trust route for the implementation of 'Dr. Lal PathLabs Employee Restricted Stock Unit Plan 2025'**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 62(1)(b) & 67(3)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read together with relevant rules framed thereunder, Regulation 3(6) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any circular(s)/ notification(s)/ guidance/frequently asked question(s) issued thereunder, (collectively referred as "SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the provisions of relevant regulation(s)/ guideline(s), if any, prescribed by the Securities and Exchange Board of India ("SEBI"), the provisions of any other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), and in accordance with the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any such condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the approval of the Members of the Company be and is hereby accorded to authorize the Board of Directors of the Company [*hereinafter referred to as the "Board" which term shall be deemed to include the Nomination and Remuneration Committee ("the NRC" or "the Committee")*] to acquire not exceeding 2,08,380 (Two Lakh Eight Thousand Three Hundred Eighty) equity shares ("Shares") of face value of INR 10/- (Rupees Ten Only) each fully paid-up amounting to ~0.25% of total paid-up equity shares as on March 31, 2025, being within the statutory ceiling as per the SBEB Regulations, by way of secondary acquisition, from time to time, in one or more tranche(s), through the irrevocable employee welfare trust of the Company namely 'Dr. Lal PathLabs Employee Welfare Trust' ("Trust"), for the purpose of implementation of 'Dr. Lal PathLabs Employee Restricted Stock Unit Plan 2025' ("RSU 2025" or "Plan") in due compliance with the provisions of the SBEB Regulations and other applicable laws.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, the ceiling aforesaid in terms of number of Shares intended to be purchased by the Trust from secondary acquisition shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SBEB Regulations and such adjusted number of Shares shall be deemed to be the ceiling as originally approved.

**RESOLVED FURTHER THAT** the Trust shall not deal in derivatives and shall undertake only delivery based transactions for the purposes of secondary acquisition as permitted under the SBEB Regulations.”

**4. Provision of money to be provided by the Company for purchase of its own Shares by the Trust under ‘Dr. Lal PathLabs Employee Restricted Stock Unit Plan 2025’**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 62(1)(b) & 67(3)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read together with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 3(8) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any circular(s)/ notification(s)/ guidance/frequently asked question(s) issued thereunder, (collectively referred as “SBEB Regulations”), the provisions of relevant regulation(s)/ guideline(s), if any, prescribed by the Securities and Exchange Board of India (“SEBI”), the provisions of any other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), and in accordance with the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any such condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the approval of the Members of the Company be and is hereby accorded to authorize the Board of Directors of the Company [*hereinafter referred to as the “Board” which term shall be deemed to include the Nomination and Remuneration Committee (“the NRC” or “the Committee”)*] to grant a loan, provide guarantee or security in connection with a loan granted or to be granted, in one or more tranche(s), to the irrevocable employee welfare trust of the Company namely ‘Dr. Lal PathLabs Employee Welfare Trust’ (“Trust”) by such sum of money not exceeding 5% (Five Percent) of the aggregate of the paid up share capital and free reserves of the Company as on March 31, 2025, with a view to enable the Trust to purchase not more than 2,08,380 (Two Lakh Eight Thousand Three Hundred Eighty) equity shares of the Company of face value of INR 10/- (Rupees Ten Only) each fully paid-up, in one or more tranche(s) from the secondary acquisition for the purposes of ‘Dr. Lal PathLabs Employee Restricted Stock Unit Plan 2025’ (“RSU 2025” or the “Plan”).

**RESOLVED FURTHER THAT** the Trust shall use the loan amount disbursed from time to time only for the purposes of the Plan strictly in accordance with the provisions of SBEB Regulations.

**RESOLVED FURTHER THAT** the loan provided by the Company shall be interest free with tenure of such loan based on term of the Plan and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

**RESOLVED FURTHER THAT** the trustee(s) of the Trust be and are hereby authorized to do all such acts, deeds, matters and things, as may at their absolute discretion, as deemed fit, to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to implement this resolution.

**RESOLVED FURTHER THAT** the Board (including the Committee), the Executive Chairman, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally/ jointly authorized to do all such acts, deeds and things as may be necessary 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. **Approval of Reduction of Options Reserve under ‘Dr. Lal PathLabs Employee Stock Option Plan 2022’**

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

“**RESOLVED THAT** in partial modification of the special resolution dated June 30, 2022 placed at item no. 5 of the Notice dated May 17, 2022 and pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read together with relevant rules framed thereunder, relevant provisions of the Regulation 7 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any circular(s)/ notification(s)/ guidance/frequently asked question(s) issued thereunder, (collectively referred as “SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), the provisions of relevant regulation(s)/ guideline(s), if any, prescribed by the Securities and Exchange Board of India (“SEBI”), the provisions of any other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), and in accordance with the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the approval of the Members of the Company be and is hereby accorded to authorize the Board of Directors of the Company [hereinafter referred to as the “Board” which term shall be deemed to include the Nomination and Remuneration Committee (“the NRC” or “the Committee”)] to reduce the original reserve of employee stock options (“Options”) /equity shares (“Shares”) made under ‘Dr. Lal PathLabs Employee Stock Option Plan 2022’ (“ESOP 2022”) from “12,50,278 (Twelve Lakh Fifty Thousand Two Hundred Seventy Eight) Options/ Shares” to “7,22,875 (Seven Lakh Twenty Two Thousand Eight Hundred Seventy Five) Options/ Shares comprising of all underlying Shares from the primary/ fresh issue” issued/ to be issued by the Company in one or more tranche(s) to the ‘Dr. Lal PathLabs Employee Welfare Trust’ (“Trust”) from time to time.

**RESOLVED FURTHER THAT** the afore-stated reduction of reserve of Options and Shares under the ESOP 2022 shall take effect only subject to approval of ‘Dr. Lal PathLabs Employee Restricted Stock Unit Plan 2025’ (“RSU 2025” or the “Plan”).

**RESOLVED FURTHER THAT** except the afore-stated reduction of reserve of Options and Shares under the ESOP 2022, all other aspects including the features, terms, conditions, any rights offered thereunder to the employees, and the future operation of ESOP 2022 subject to the reduced reserve of Options/ Shares shall remain intact as originally contemplated.

**RESOLVED FURTHER THAT** the Board (including Committee), the Executive Chairman, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally/ jointly authorized to do all such acts, deeds and things as may be necessary 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. Increase in the Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13 & 61 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read together with relevant rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”), the provisions of relevant regulation(s)/ guideline(s), if any, prescribed by the Securities and Exchange Board of India (“SEBI”), the provisions of any other applicable laws and regulations (including any statutory modification(s) or re-enactment thereof for the time being in force and as amended from time to time), and in accordance with the Memorandum and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded for increasing the Authorised Share Capital of the Company from INR 1,07,96,00,000/- (Rupees One Hundred Seven Crore Ninety Six Lakh Only) divided into 10,79,60,000 (Ten Crore Seventy Nine Lakh Sixty Thousand) Equity Shares of INR 10/- (Rupees Ten Only) each **to** INR 2,00,00,00,000 (Rupees Two Hundred Crore Only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of INR 10/- (Rupee Ten Only) each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following clause:

*V. The Authorised Share Capital of the Company is INR 2,00,00,00,000 (Rupees Two Hundred Crore Only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of INR 10/- (Rupee Ten Only) each.*

**RESOLVED FURTHER THAT** the Board of Directors, the Executive Chairman, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally/ jointly authorised to do all such acts, deeds and things as may be necessary 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. Issuing Bonus Equity Shares**

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

“**RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read together with the Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”), the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and the Foreign Exchange Management Act, 1999 (“FEMA”), the provisions of relevant regulation(s)/ guideline(s), if any, prescribed by the Securities and Exchange Board of India (“SEBI”) and the Reserve Bank of India (“RBI”), the provisions of any other applicable laws and regulations (including any statutory modification(s) or re-enactment thereof for the time being in force and as amended from time to time), and in accordance with the Memorandum and Articles of Association of the Company and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the approval of the Members of the

Company be and is hereby accorded to the Board of Directors of the Company for capitalisation of sum not exceeding INR 83.78 Crore or such other sum as may be approved by the Board, from and out of the Securities Premium Account of the Company, as per the audited financial statements for the financial year ended March 31, 2025, for the purpose of issuing and allotting bonus equity shares, in the proportion of 1:1 i.e., One (1) new fully paid-up equity share of face value of INR 10/- (Rupee Ten Only) each for every One (1) existing fully paid-up equity share of face value of INR 10/- (Rupee Ten Only) each to the eligible Members of the Company, whose names appear in the Register of Members of the Company/ List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the "Record Date" to be determined by the Board for this purpose, and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member and not as an income of the Members of the Company.

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall rank *pari-passu* in all respects with the existing fully paid-up equity shares of the Company and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall be credited only in dematerialised form to the beneficiary accounts of the Members with their respective Depository Participants and no letter of allotment shall be issued in respect of the aforesaid bonus equity shares.

**RESOLVED FURTHER THAT** the allotment of bonus equity shares to the extent that they relate to Non-Resident Members ("NRI"), Foreign Institutional Investors ("FII's"), Foreign Portfolio Investors ("FPIs"), Overseas Corporate Bodies ("OCBs") and other foreign investors of the Company, shall be subject to approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, or any other Regulatory Authority(ies), as may be required.

**RESOLVED FURTHER THAT** the Board of Directors and/ or the Nomination and Remuneration Committee ("the NRC" or "the Committee") be and are hereby authorised to make appropriate adjustment due to bonus issue of equity shares, to the stock options and/or restricted stock units/options granted, under the Company's Employee Stock Option Plan(s)/ Scheme(s) and/ or Restricted Stock Unit Plan(s)/ Scheme(s) respectively in terms of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 or any other regulations, such that the exercise price for all outstanding stock options and outstanding restricted stock units/ options [(i) unvested stock options/ unvested restricted stock units/ options and (ii) vested stock options/ vested restricted stock units/ options but not yet exercised], the number thereof and the number of stock options/ restricted stock units/ options available for future grant(s) as on the Record Date shall be proportionately adjusted, subject to applicable provisions.

**RESOLVED FURTHER THAT** the Board of Directors, the Executive Chairman, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally/ jointly authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the equity shares of the Company are listed, as per the provisions of the ICDR Regulations, the Listing Regulations and other applicable rules, regulations and guidelines.

**RESOLVED FURTHER THAT** the Board of Directors, the Executive Chairman, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally/ jointly authorized to do all such acts, deeds and things and to settle

all questions or difficulties that may arise in this regard including but not limited to, filing application(s), registration(s), statement(s), e-form(s), if any, and other document(s) with Ministry of Corporate Affairs (“MCA”), Securities Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), Stock Exchange(s), National Securities Depository Limited, Central Depository Services (India) Limited or any other regulatory authority and to execute any document(s), paper(s), 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**

**Date:** October 31, 2025  
**Place:** Kasauli, Himachal Pradesh

**Vinay Gujral**  
**Company Secretary & Compliance Officer**  
**Membership No: A-25995**

**Notes:**

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reason for the proposed resolutions are annexed herewith this Notice.
2. Pursuant to the provisions of Sections 108 and 110 of the Act read together with the Rules framed thereunder and MCA Circulars, your Company has an option to seek approval of the Members through Postal Ballot (via remote e-voting only), instead of getting the same passed at a General Meeting for the above-mentioned resolutions. Accordingly, if the resolutions are approved by the Members through Postal Ballot via remote e-voting, they shall be deemed to have been passed as if the same have been passed at a General Meeting of the Members convened in this regard.
3. The Company has entered into an agreement with Central Depository Services (India) Limited (“CDSL”) for facilitating remote e-voting to enable the Members to cast their votes electronically.
4. In compliance with the MCA Circulars, the Notice of the Postal Ballot is being sent by electronic mode only to those Members whose name appears in the Register of Members / List of Beneficial Owners maintained by the Company/ Depositories respectively as at close of business hours on **October 31, 2025, (“Cut-off date”)** and whose e-mail ids are registered with the Company / Depositories.

For Members who have not registered their e-mail ids and mobile nos., please follow the instructions given in this notice. Members whose names appear in the Register of Members/ List of Beneficial Owners as on the Cut-off date will only be entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the Cut-off date should treat this notice for information purpose only.

Members to take note that this Postal Ballot Notice will also be available on the Company’s website at [www.lalpathlabs.com](http://www.lalpathlabs.com), websites of the Stock Exchanges i.e. BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of the e-voting Agency i.e. Central Depository Services (India) Limited (“CSDL”) at [www.evotingindia.com](http://www.evotingindia.com).

5. As per the MCA Circulars, physical copies of the Notice, are not being sent to the Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
6. Voting rights of the Members shall be reckoned in proportion to the paid-up equity shares registered in the name of the member / beneficial owner as on the Cut-off date.
7. The e-voting period will commence from **09:00 AM (IST) on November 08, 2025, and will end at 05:00 PM (IST) on December 07, 2025**. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on the resolution is casted by the Members, they shall not be allowed to change it subsequently or cast their vote again.
8. The Board of Directors (“the Board”) of the Company has appointed M/s K.K Singh & Associates, Company Secretaries, as the Scrutinizer in accordance with the provisions of the Act & Rules made thereunder for conducting the postal ballot (e-voting process) in a fair and transparent manner.
9. Upon completion of the scrutiny of the votes casted, the Scrutinizer will submit the report to the Chairperson of the Company or to any other person authorized by him not later than two (2) working days from the conclusion of e-voting.
10. The results of Postal Ballot along with Scrutinizer’s Report shall be announced by the Chairperson of the Company or any other person authorized by him on or before **December 09, 2025**. The Postal Ballot Result along with Scrutinizer’s Report shall also be communicated to BSE and NSE at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The same will be placed on the Company’s website at [www.lalpathlabs.com](http://www.lalpathlabs.com), the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and will also be displayed at the Registered Office & Corporate Office of the Company.
11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date of the remote e-voting process **i.e. December 07, 2025**.
12. All material documents referred to in the Explanatory Statement shall be available for electronic inspection by the Members without any fees on all working days (excluding Saturday, Sunday and Holiday) from 10:00 AM to 5:00 PM (IST), from the date of circulation of this notice upto the date of conclusion of voting, by sending an e-mail at [cs@lalpathlabs.com](mailto:cs@lalpathlabs.com).
13. **Information and instruction related to e-voting:**

**A. Login method for e-voting for Individual Members holding securities in demat mode:**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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, are able to cast their vote without having to register again with the e-voting service providers (ESPs) as detailed below:

Type of Members	Login Method
Individual Members holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting the vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Members holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 redirected to e-voting service provider website for casting your vote during the remote e-voting period.</li> <li>2. If the user is not registered for IDeAS e-services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-</li> </ol>

	<p>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.</p> <p>4. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 &amp; voting during the meeting.</p>
Individual Members (holding securities in demat mode) login through their <b>Depository Participants</b>	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.

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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Members holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000

**B. Login method for Remote e-voting for Members holding shares in physical mode and Non-Individual Members holding shares in demat mode:**

1. The Members should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

<b>For Members holding shares in physical mode and Non-Individual Members holding shares in demat mode</b>	
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 <b>OR</b> 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](http://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](mailto: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](mailto:nilesh@kksinghassociates.com)) and to the Company ([cs@lalpathlabs.com](mailto: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.

**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 <a href="mailto:cs@lalpathlabs.com">cs@lalpathlabs.com</a> 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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**

### **Item Nos. 1, 2, & 3**

Your Company believes in the philosophy of rewarding its growth drivers for delivering long-term sustainable corporate growth and creation of shareholders' value and accordingly follows a reward strategy that is able to attract, retain, reward and motivate such talent of the Company and its Subsidiaries to contribute to the corporate growth on a sustainable basis.

Share based employee benefit plans have been instrumental in achieving not only these objectives but also creating an employee co-ownership culture. These plans play a critical role in intermittent phases of business that result in talent shortages, high competition for specialized talent, technological advancements requiring new skills, issues with talent retention and burnout. The Company with time-appropriate approach, has been able to successfully navigate its share based employee benefit plans conducive for the achieving the underlying objectives. In this context, it is worthwhile to note that:

- (a) Post listing ("Listing") of its equity shares ("Shares"), the Company had introduced Dr. Lal PathLabs Employee Restricted Unit Plan 2016 ("RSU 2016") administered through its irrevocable trust namely 'Dr. Lal PathLabs Employee Welfare Trust' ("Trust"). The RSU 2016 contemplates use of equity shares from existing shareholding of the Trust. This plan was critically instrumental and was successfully utilized in meeting the human capital challenges prior to and post pandemic. The use of RSU 2016 plan has been tapered due to inadequate shares left with the Trust over the years.
- (b) Post pandemic, the Company had introduced 'Dr. Lal PathLabs Employee Stock Option Plan 2022' ("ESOP 2022") implemented through Trust, with an approved employee stock option ("Option") or shares reserve of 12,50,278 (Twelve Lakh Fifty Thousand Two Hundred Seventy Eight) out of which (i) 10,41,898 (Ten Lakh Forty One Thousand Eight Hundred Ninety Eight) Shares are sourced from Primary/ Fresh Issue and (ii) balance 2,08,380 (Two Lakh Eight Thousand Three Hundred Eighty) Shares are to be acquired by the Trust from the secondary market ("Secondary Acquisition"). ESOP 2022 has a balance Options/ Shares reserve of 5,27,403 (Five Lakh Twenty Seven Thousand Four Hundred Three) available for fresh grant as on September 30, 2025.

As the Company is in growth path, attraction of new talent and retention of existing talent in various domains have become imperative in the changing business environment with a view to maintain Company's dominant position. This is particularly relevant in the intensely competitive landscape of the healthcare/ diagnostics sector in India where top talent

acquisition and retention has become a constant tussle. While the Company is perceiving these business needs as critical, it is mindful of maintaining a healthy balance with the shareholders' interest in terms of minimum possible equity dilution.

In view of the above, the Board of Directors proposed to introduce a new plan namely 'Dr. Lal PathLabs Employee Restricted Stock Unit Plan 2025' ("RSU 2025" or "Plan") as a key component in reward structure of eligible employees of the Company and of its Subsidiaries, subject to restricted stock unit ("Option") reserve of 5,27,403 (~0.63% of the total number of paid-up equity shares) allocated from the balance Options/ Shares reserve of ESOP 2022, contemplating both Primary/ Fresh Shares (0.38%) and Secondary Acquisition (0.25%). Upon approval of the RSU 2025, the Options/ Shares reserve of ESOP 2022 shall stand reduced as under:

<b>Particulars</b>	<b>Number of Primary/ Fresh Shares</b>	<b>Number of Secondary Acquisition</b>	<b>Total</b>
Original Option reserve of the ESOP 2022	10,41,898	2,08,380	12,50,278
Less: Options outstanding under the ESOP 2022	7,22,875	-	7,22,875
<b>Options appropriated to the RSU 2025</b>	<b>3,19,023</b>	<b>2,08,380</b>	<b>5,27,403</b>

The contemplated use of Secondary Acquisition is within the ceiling prescribed under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("the SBEB Regulations"). The Shares under RSU 2025 shall be acquired by the Trust as under:

- (a) Primary Shares: Using free funds (net of any outstanding liabilities) available with the Trust without seeking any Company loan; and
- (b) Secondary Acquisition: Using Company's interest free loan to the Trust detailed in point no. (M) below.

As per provisions of Regulation 6 of the SBEB Regulations, the Company require approval of the Members for the introduction of the RSU 2025, Grant of Options under RSU 2025 to the employees of its Subsidiaries, and use of Secondary Acquisition thereunder.

The main features of the Plan are as under:

#### **A. Brief description of the Plan:**

The Board of Directors proposed to introduce the Plan primarily with a view to attract, retain, incentivise and motivate the eligible employees of the Company and its subsidiaries, employees joining the Company and its subsidiaries, and their Directors that would lead to higher corporate growth and productivity. The Plan contemplates grant of restricted stock units ("Options") to the eligible employees (including Directors) of the Company and its subsidiaries, as may be determined in due compliance of the SBEB Regulations and provisions of the Plan. After vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period

and obtain Shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee (“the NRC” or the Committee”) of the Company shall supervise the Plan. All questions of interpretation of the RSU 2025 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan. Whereas the Trust shall administer the Plan.

**B. Total number of Options to be granted:**

The total number of Options to be granted under RSU 2025 shall not exceed 5,27,403 (Five Lakh Twenty Seven Thousand Four Hundred Three) Options. The corresponding Shares shall be sourced from (i) Primary/ Fresh issue to the Trust upto 3,19,023 (Three Lakh Nineteen Thousand Twenty Three) Shares, and (ii) Secondary Acquisition by the Trust upto 2,08,380 (Two Lakh Eight Thousand Three Hundred Eighty) Shares in one or more tranche(s). Each Option when exercised would be converted into one equity share of face value of INR 10/- (Rupees Ten Only) each fully paid-up.

The SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the NRC shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under RSU 2025 remains the same after any such corporate action. Accordingly, if any additional Options are required to be issued by the Company to the Option grantees for making such fair and reasonable adjustment, the aforesaid ceiling of Options and Shares shall be deemed to increase to the extent of such additional Options/ Shares issued. The aforesaid Options/ Shares reserve under RSU 2025 shall be subject to appropriate adjustment in case the record date of any corporate action falls after the date of approval of the RSU 2025 by the Members of the Company.

**C. Identification of classes of employees entitled to participate in the Plan:**

An employee who may participate in the Plan subject to his/her eligibility determined as per point (H) below shall be:

(i) an employee as designated by the Company, who is exclusively working in India or outside India; or (ii) a director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or (iii) an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the Company, but does not include:

- a) an employee who is a promoter or a person belonging to the promoter group; or
- b) a director who, either himself/ herself or through his/ her relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company;

**Provided that** an employee or director of a group company including its associate company or a holding company of the Company shall be eligible to participate under the Plan subject to prior approval of the Shareholders by way of a Special Resolution.

**D. Requirements of vesting and period of vesting**

All the Options granted on any date shall vest not earlier than the minimum vesting period of 1 (one) year and not later than the maximum vesting period of 4 (four) years commencing from the date of grant of Options as may be determined by the Committee. The Committee may extend, shorten or otherwise vary the vesting period from time to time within the minimum and maximum period stated above.

**Provided that** the requirement of minimum vesting period shall not be applicable in the event of death or permanent incapacity of an employee, and in such instances, all the unvested Options shall vest with effect from the date of death or permanent incapacity, as the case may be.

Options shall vest essentially based on continuation of employment as per requirements of SBEB Regulations. Apart from this mandatory retention condition, depending on the business outlook and growth plans as on relevant of date(s) of grant, the Committee shall prescribe achievement of mandatory performance condition(s) for vesting of at least 50% (Fifty percent) of Options granted. Indicative overview of such performance condition(s) may include but not limited to Corporate performance parameters such as turnover and profitability indicators.

The vesting dates, vesting percentages, and vesting conditions in respect of the Options granted under the Plan shall be determined by the Committee and may vary from an employee to employee or any class thereof subject to the provisions stated above.

**E. Maximum period within which the Options shall be vested:**

All the Options granted on any date shall vest not later than the maximum vesting period of 4 (four) years commencing from the date of grant of Options as may be determined by the Committee.

**F. Exercise price or pricing formula:**

Exercise Price per Option shall be the face value of Share prevailing as on date of grant of Option.

**G. Exercise period and the process of Exercise:**

The Exercise period shall be 5 (five) years from the date of respective vesting or such other shorter period as may be decided by the Committee from time to time.

The vested Option shall be exercisable by the employees by a written application to the Trust expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee or Trust from time to time. The Options shall lapse if not exercised within the specified exercise period.

**H. Appraisal process for determining the eligibility of employees under the Plan:**

The appraisal process for determining the eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous years,

contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, etc.

**I. Maximum number of Options to be issued per employee and in aggregate:**

The number of Options that may be granted per employee and in aggregate for such employee shall not exceed 75,000 (Seventy-Five Thousand) Options.

**J. Maximum quantum of benefits to be provided per employee:**

There is no contemplation of benefit other than grant of Options and any benefit arising out of Options shall be subject to the ceiling specified in point hereinabove.

**K. Route of Plan implementation:**

The Plan shall be implemented and administered by the existing Trust of the Company.

**L. Source of acquisition of shares under the Plan:**

The Plan contemplates (i) Primary/ Fresh Shares issued by the Company to the Trust, and (ii) Shares acquired through the Trust from Secondary Acquisition.

**M. Amount of loan to be provided for implementation of the Plan by the Company to the Trust, its tenure, utilization, repayment terms, etc:**

(i) For the Secondary Acquisition: The Company shall provide necessary financial assistance by grant of loan, provision of guarantee or security in connection with a loan to the Trust, subject to 5% (Five Percentage) of the paid up capital and free reserves as on March 31, 2025, being the statutory ceiling under SBEB Regulations. The loan amount may be disbursed in one or more tranches as and when required.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the Plan and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

The Trust shall utilise the loan amount disbursed from time to time strictly for the acquisition of the Shares to be utilized for only the purposes of the Plan.

(ii) For primary Shares: There shall not be any loan nor any other financial assistance by the Company as the Trust will use its free funds to subscribe the primary Shares required for the Plan.

**N. Maximum percentage of secondary acquisition:**

The Plan envisages a maximum of 0.25% of the paid-up equity share capital as at March 31, 2025.

**O. Adherence to Accounting and Disclosure Policies:**

The Company shall follow the requirements including the disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of Section 133 of

the Companies Act, 2013 including (if relevant) any 'Guidance Note on Accounting for employee share- based payments' issued in this regard from time to time, in due compliance with the requirements of Regulations 14 and 15 of the SBEB Regulations. In addition, the Company shall disclose such details as required under the applicable laws including under other applicable provisions of the SBEB Regulations.

**P. Method of Option valuation:**

The Company shall adopt 'fair value method' for valuation of Options as prescribed under the relevant Accounting Standard / Guidance Note as notified by appropriate authorities from time to time.

**Q. Declaration:**

In case the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share ("EPS") of the Company shall also be disclosed in the Directors' report.

**R. Period of Lock-in:**

The Shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under the applicable laws including that under the Code of Conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

**S. Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Plan:**

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

A draft copy of the RSU Plan 2025 will be available for electronic inspection by the Members without any fees on all working day (excluding Saturday, Sunday and Holiday) from the date of circulation of this notice up to the date of conclusion of voting, by sending an e-mail at [cs@lalpathlabs.com](mailto:cs@lalpathlabs.com).

Pursuant to Sections 62(1)(b) and 67(3)(b) and other applicable provisions, if any, of the Companies Act, 2013 read together with Regulations 3 and 6 of the SBEB Regulations, approval of the Members of the Company is required for the Special Resolutions as set out at Item Nos. 1, 2 & 3. Accordingly, approval of the Members of the Company is hereby sought by way of Special Resolutions as set out at Item Nos. 1, 2 & 3 of this Postal Ballot Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 1, 2 & 3 of this Postal Ballot Notice except to the extent of their shareholding (including outstanding stock options, if any) in the Company, if any or their entitlements, if any under the Plan.

#### **Item no. 4:**

The Board of Directors proposed to implement a new share-based employee benefit scheme namely “Dr. Lal PathLabs Employee Restricted Stock Unit Plan 2025” (“RSU 2025” or “Plan”) for which approval is sought from the Members in separate Special Resolutions set out at Item Nos. 1, 2 & 3 of this Postal Ballot Notice. This proposed Plan shall be administered through the existing ‘Dr. Lal PathLabs Employee Welfare Trust’ (“Trust”) of the Company. The proposed Plan contemplates acquisition of equity shares (“Share”) of the Company from both Primary/ Fresh Issue and Secondary Acquisition.

For enabling the Trust to purchase Shares through Secondary Acquisition, an amount of loan to be provided by the Company under the Plan shall not exceed 5% (Five percent) of the aggregate of the paid up equity share capital and free reserves of the Company as on March 31, 2025 being the statutory ceiling as per the SBEB Regulations read with relevant provisions of the Companies Act, 2013 and the Companies (Share Capital and Debenture) Rules, 2014.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the Plan and shall be repayable to the Company upon realization of proceeds on permitted sale/ transfer of Shares including realization of exercise price and any other eventual income of the Trust. The loan amount may be disbursed in one or more tranches.

It may be noted that there is no contemplation of Company loan for subscription of primary Shares under the RSU 2025, which shall be met out of free funds of the Trust.

Necessary details in this regard are provided as under:

#### **a) The class of employees for whose benefit the Plan is being implemented, and money is being provided for acquisition of the Shares:**

Following classes of employees and directors (collectively referred to as “employees”) are eligible being (i) an employee as designated by the Company, who is exclusively working in India or outside India; or (ii) a director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or (iii) an employee as defined in sub-clauses (i) or (ii) of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the Company, but does not include—

- (a) an employee who is a promoter or a person belonging to the promoter group; or
- (b) a director who, either himself/ herself or through his/ her relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company;

**Provided that** an employee or director of a group company including its associate company or a holding company of the Company shall be eligible to participate under the Plan subject to prior approval of the Shareholders by way of Special Resolution.

#### **b) The particulars of the Trustee or employees in whose favour such Shares are to be registered:**

It is contemplated that Trust/ designated trustee(s) shall acquire and hold the Shares in due compliance of the SBEB Regulations and Companies Act, 2013. An Employee shall be a

registered owner of Shares pursuant to transfer of Shares by the trustee upon exercise of vested Options.

- c) **The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:**

The Trust is in the nature of an irrevocable employee welfare trust with the name 'Dr. Lal PathLabs Employee Welfare Trust' ("Trust") having its principal office at Block E, Sector-18, Rohini, New Delhi -110085, India.

**Particulars of the Existing Trustees:**

S. No.	Name	Address	Occupation	Nationality
1	Dr. Reena Nakra	House No. C-301, Antriksh Nature, Sector – 52, Noida, Uttar Pradesh – 201301	Service	Indian
2	Mr. Munender Soperna	D-157, Sector 11, Model Town, Faridabad, Haryana -121006	Service	Indian
3	Mr. Manoj Kumar Garg	Flat No. 802, Tower - 5, TCS Nirvana Country, Sector 49, Gurugram, Haryana -122001	Service	Indian

None of the Trustees is a promoter, a director, or a key managerial personnel of the Company or its group company including its subsidiary, nor is related to the promoters, directors, or key managerial personnel of these companies.

- d) **Any interest of key managerial personnel, directors or promoters in such Plan or trust and effect thereof:**

Promoters are not eligible to be covered under the Plan nor they can be trustees. However, key managerial personnel and directors (excluding independent directors) may be covered under the Plan in due compliance with SBEB Regulations and shall not have any interest in the Trust except their coverage in the Plan.

- e) **The detailed particulars of benefits which will accrue to the employees from the implementation of the Plan:**

The Options shall be granted to the eligible employees on grant date. The Option may vest upon satisfaction of vesting conditions and may be exercised by the employees upon payment of exercise price with applicable taxes, the Trust shall transfer corresponding number of Shares to the eligible employees. The eligible employees can then sell the Shares in open market and can reap the benefit.

- f) **The details about who would exercise and how the voting rights in respect of the shares to be acquired under the Plan would be exercised:**

The trustees of the Trust shall not vote in respect of Shares held in the Trust as per extant SBEB Regulations. In this circumstance, the voting rights can be exercised by an eligible employee only when the Shares are transferred by the Trust to him/her upon exercise.

Pursuant to Sections 62(1)(b) & 62(3)(b) and other applicable provisions of the Companies Act, 2013 and read together with Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 and Regulation 3(8) and 6 of the SBEB Regulations, approval of the Members of the Company is required for Special Resolution as set out at Item No. 4. Accordingly, approval of the Members of the Company is hereby sought by way of a Special Resolution as set out at Item No. 4 of this Postal Ballot Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Postal Ballot Notice except to the extent of their shareholding (including outstanding stock options, if any) in the Company, if any or their entitlements, if any under the Plan.

**Item no. 5:**

The Company had introduced 'Dr. Lal PathLabs Employee Stock Option Plan 2022' ("ESOP 2022") vide Special Resolution passed by Members on June 30, 2022, implemented through its irrevocable trust namely 'Dr. Lal PathLabs Employee Welfare Trust' ("Trust") with an approved employee stock option ("Option") or shares reserve of 12,50,278 (Twelve Lakh Fifty Thousand Two Hundred Seventy Eight) out of which (i) 10,41,898 (Ten Lakh Forty One Thousand Eight Hundred Ninety Eight) Shares are contemplated from Primary/ Fresh issue and (ii) balance 2,08,380 (Two Lakh Eight Thousand Three Hundred Eighty) Shares are to be acquired by the Trust from the Secondary Market ("Secondary Acquisition"). As on September 30, 2025, ESOP 2022 has a balance Option reserve available for fresh grant of 5,27,403 (~0.63% of the total number of paid-up equity shares) Options.

As detailed in the explanations for item nos. 1,2,& 3 of this Postal Ballot Notice, the Board of Directors proposed to introduce 'Dr. Lal PathLabs Employee Restricted Stock Unit Plan 2025' ("RSU 2025/ Plan") as a key component in their reward structure of eligible employees of the Company and of its Subsidiaries, subject to restricted stock unit ("Option") reserve of 5,27,403 Options being allocated from the free balance Options of ESOP 2022.

The rationale of such variation is being the objective to avoid or minimise any equity dilution for the existing Members and as a measure of calculative use of the Shares for the talent reward for business growth in future years.

At the cost of repetition, it is stated that upon approval of reduction of the reserve under ESOP 2022, subject to approval of RSU 2025, the Options reserve of ESOP 2022 shall stand reduced as under:

<b>Particulars</b>	<b>Number of Primary/ Fresh Shares</b>	<b>Number of Secondary Acquisition</b>	<b>Total</b>
Original Option reserve of the ESOP 2022	10,41,898	2,08,380	12,50,278
Appropriated to the RSU 2025	3,19,023	2,08,380	5,27,403
<b>Revised Option reserve of the ESOP 2022</b>	<b>7,22,875</b>	-	<b>7,22,875</b>

The full details of variation contemplate revision in Sub-clause 3.1 of the ESOP 2022 in terms of substitution by the reduced reserve of Options and Shares.

As a consequence, except the afore-stated reduction of reserve of Options and Shares under the ESOP 2022, all other aspects including the features, terms, conditions, any rights offered thereunder to the employees, and the future operation of ESOP 2022 subject to the reduced reserve as stated above shall remain intact as originally contemplated. The beneficiaries of this variation shall be the eligible employees of the Company and of its Subsidiaries who may be granted Options allocated under the new Plan (RSU 2025).

In view of the above, the full details of the variation, rationale thereof, beneficiaries of such variation and the fact that it is not prejudicial to the interests of the employees, as per provisions of Regulation 7 of the SBEB Regulations, the Board of Directors sought Members' approval for reduction of reserve of Options/ Shares under ESOP 2022.

The main features of the ESOP 2022 post such reduction of Options/ Shares reserve shall be the same as specified in the explanatory statement to the Special Resolution passed on June 30, 2022, and deemed to be specified here (not repeated for the sake of brevity), except for the points as stated below:

**a) Total number of Options granted/ to be granted under ESOP 2022:**

Post variation, the total number of Options granted/ to be granted under ESOP 2022 shall be upto 7,22,875 (Seven Lakh Twenty Two Thousand Eight Hundred Seventy Five) to be sourced from Primary/ Fresh Issue of Shares by the Company to the Trust. Each Option when exercised would be converted into one equity share of face value of INR 10/- (Rupees Ten Only) each fully paid-up.

The SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Nomination and Remuneration Committee ("the NRC" or "the Committee") shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under ESOP 2022 remains the same after any such corporate action. Accordingly, if any additional Options are required to be issued by the Company to the Option grantees for making such fair and reasonable adjustment, the aforesaid ceiling of Options and Shares shall be deemed to increase to the extent of such additional Options issued. The aforesaid Options/ Shares reserve under ESOP 2022 shall be subject to appropriate adjustment in case the record date of any corporate action falls after the date of approval of reduction of reserve of ESOP 2022 by the Members of the Company.

**b) Source of acquisition of shares under ESOP 2022:**

Post variation, the ESOP 2022 contemplates only Primary/ Fresh Shares issued/ to be issued by the Company to the Trust.

**c) Maximum percentage of secondary acquisition:**

Post variation, the ESOP 2022 envisages no secondary acquisition.

A draft copy of the ESOP 2022 (as amended) will be available for electronic inspection by the Members without any fees on all working day (excluding Saturday, Sunday and Holiday) from the date of circulation of this notice upto the date of conclusion of voting, by sending an e-mail at [cs@lalpathlabs.com](mailto:cs@lalpathlabs.com).

Pursuant to Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 read together with Regulation 7 of the SBEB Regulations, approval of the Members of the Company is required for a Special Resolution as set out at Item No. 5. Accordingly, approval of the Members of the Company is hereby sought by way of a Special Resolution as set out at Item No. 5 of this Postal Ballot Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 5 of this Postal Ballot Notice except to the extent of their shareholding (including outstanding stock options, if any) in the Company, if any or their entitlements, if any under the Plan.

### **Item Nos. 6 & 7**

The Board of Directors, in their meeting on October 31, 2025, took note that the Equity Shares of the Company got listed on December 23, 2015 at National Stock Exchange of India Limited & BSE Limited ("the Stock Exchanges") and consequently the Company is set to complete ten years of Listing of its Equity Shares at the Stock Exchanges.

The Board of Directors, (i) with a view of celebrating ten years listing anniversary, (ii) in recognition of the Company's performance, (iii) to reward the Members for their continued support through all these years and (iv) to increase the liquidity of the equity shares, has recommended issue of bonus equity shares, in the proportion of 1:1 i.e., One (1) new fully paid-up equity share of face value of INR 10/- (Rupee Ten Only) each for every One (1) existing fully paid-up equity share of face value of INR 10/- (Rupee Ten Only) each, by capitalisation of sum not exceeding INR 83.78 Crore or such other sum as may be approved by the Board, from and out of the Securities Premium account of the Company, as per the audited financial statements for the year ended March 31, 2025, subject to statutory and regulatory approvals as may be applicable.

In terms of Regulation 294(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Bonus Shares so allotted shall rank pari-passu in all respect with the existing fully paid-up Equity Shares of the Company. The Bonus Shares shall be issued in dematerialized form only and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

The Board of Directors and/ or the Nomination and Remuneration Committee shall make appropriate adjustment due to bonus issue of equity shares, to the stock options and/or restricted stock units/options granted, under the Company's Employee Stock Option Plan(s)/ Scheme(s) and/ or Restricted Stock Unit Plan(s)/ Scheme(s) respectively in terms of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 or any other regulations, such that the exercise price for all outstanding stock options and outstanding restricted stock units/ options [(i) unvested stock options/ unvested restricted stock units/ options and (ii) vested stock options/ vested restricted stock units/ options but not yet exercised], the number thereof and the number of stock options/ restricted stock units/ options available for future grant(s) as on the Record Date shall be proportionately adjusted, subject to applicable provisions, so as to ensure that the overall value of the stock options/ restricted stock units/ options remains unchanged after the issue of bonus equity shares

The Bonus Equity Shares so allotted with respect to the equity shares transferred to Investor Education and Protection funds (IEPF) in terms of applicable rules shall be transferred to demat account of IEPF.

The voting rights of the Bonus Equity Shares held in the suspense escrow demat account, if any, shall remain frozen.

The Authorised Share Capital of the Company is INR 1,07,96,00,000/- (Rupees One Hundred Seven Crore Ninety Six Lakh Only) divided into 10,79,60,000 (Ten Crore Seventy Nine Lakh Sixty Thousand) Equity Shares of face value of INR 10/- (Rupees Ten Only), each.

In order to facilitate issue of Bonus Shares in the proportion of 1:1 i.e., One (1) new fully paid-up equity share of face value of INR 10/- (Rupee Ten Only) each for every One (1) existing fully paid-up equity share of face value of INR 10/- (Rupee Ten Only) each, the Board of Directors, in their meeting on October 31, 2025 has recommended the increase of Authorised Share Capital of the Company from INR 1,07,96,00,000/- (Rupees One Hundred Seven Crore Ninety Six Lakh Only) divided into 10,79,60,000 (Ten Crore Seventy Nine Lakh Sixty Thousand) Equity Shares of INR 10/- (Rupees Ten Only) each ~~to~~ INR 2,00,00,00,000 (Rupees Two Hundred Crore Only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of INR 10/- (Rupee Ten Only) each and consequent alteration to the Capital Clause of Memorandum of Association of the Company.

Pursuant to the applicable provisions of Companies Act, 2013, read together with Rules framed thereunder, and subject to applicable statutory and regulatory approvals, and Memorandum and Articles of Association of the Company, Issue of Bonus Equity Shares of the Company and Alteration of the Capital Clause (Clause V) of the Memorandum of Association requires the approval of the Members of the Company. Accordingly, approval of the Members of the Company is hereby sought by way of Ordinary Resolutions as set out in Item Nos. 6 & 7 of this Postal Ballot Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 6 & 7 of this Postal Ballot Notice except to the extent of their shareholding (including outstanding stock options, if any) in the Company, if any.

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

**Date:** October 31, 2025  
**Place:** Kasauli, Himachal Pradesh

**Vinay Gujral**  
**Company Secretary & Compliance Officer**  
**Membership No: A-25995**