

November 27, 2019

The National Stock Exchange of India Limited
Exchange Plaza, C-1, Block –G,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400051

BSE Limited
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**

Dear Sir / Madam,

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

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

Corporate Office: 12th Floor, Tower B, SAS Tower,

Medicity Sector-38, Gurugram - 122001

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

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

POSTAL BALLOT 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 Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, if any, that the resolution as set out in this notice, is proposed to be transacted 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, January 1, 2020 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.

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, January 3, 2020 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 along with Scrutinizer's Report shall also be hosted on the Company's website at www.lalpathlabs.com & on CDSL's website at www.evotingindia.com and displayed at Company's Registered Office.

The Resolution, 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, January 1, 2020.

RESOLUTION:

Payment of remuneration to Mr. Rahul Sharma (DIN: 00956625), Non-Executive Director, for the Financial Year 2019-20 exceeding fifty percent of the total remuneration payable to all Non-Executive Directors.

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

“RESOLVED THAT pursuant to the recommendations of the Nomination & Remuneration Committee & Board of Directors and pursuant to the provisions of Sections 196, 197, and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment(s) there to or re-enactment(s) thereof for the time being in force) and pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other approval(s)/ permission(s), if any as may be required, approval of the Shareholders of the Company be and is hereby accorded for payment of remuneration, in the nature of commission or perquisite(s) arising as a result of exercise of vested Stock Options granted, to Mr. Rahul Sharma (DIN: 00956625), Non-Executive Director of the Company, in excess of fifty percent of the total remuneration payable to all Non-Executive Directors of the Company for the Financial Year 2019-20.

RESOLVED FURTHER THAT Dr. Om Prakash Manchanda, CEO & Whole Time Director and Mr. Rajat Kalra, Company Secretary and Legal Head of the Company be and are hereby severally authorized to do all such act(s), deed(s) or thing(s) as may be considered necessary or incidental for the purpose of giving effect to the above resolution.”

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

Rajat Kalra

Date: November 8, 2019

Company Secretary

Place: New Delhi

Membership No: A-16947

Notes:

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons

for the proposed resolution 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, November 15, 2019. 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, November 15, 2019 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 e-voting and receipt of postal ballot form.

Voting through electronic means

The instructions for e-voting are as follows:

The e-voting period commences on Tuesday, December 3, 2019 at 9:00 a.m. (IST) and ends on Wednesday, January 1, 2020 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, November 15, 2019 (“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 Attendance Slip 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 votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL’S mobile app “m-Voting” available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone users can download the app from the App Store and the Windows

Phone Store respectively. Please follow the instructions as prompted by the mobile app 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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to to helpdesk.evoting@cdslindia.com or call 18002005533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 18002005533.

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

Mr. Rahul Sharma, Non-Executive Director of the Company was granted 1,62,180 stock options @ INR 311.30 in February 2015 under the Company's ESOP 2010 Plan, of which 20,197 options have already been exercised by him.

Mr. Sharma has expressed his intent to exercise the remaining options in different tranches at different points of time.

Exercise of such options, however is likely to create a perquisite in the hands of Mr. Sharma, to the extent of difference between the Market Price on the date of exercise and Grant Price of the options so vested.

In case of exercise of options by Mr. Sharma, value of perk arising therefrom coupled with his annual Director commission for the Financial Year 2019-20 may result in his remuneration exceeding 50% (Fifty percent) of the total remuneration payable to all Non-Executive Directors of the Company.

It may be noted that pursuant to the provisions of Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (applicable

w.e.f. April 1, 2019), approval of shareholders is required in case the annual remuneration payable to a single Non-Executive Director exceeds 50% (Fifty percent) of the total remuneration payable to all Non-Executive Directors.

In view of the above, the Nomination & Remuneration Committee and Board of Directors of the Company in their respective meetings on November 08, 2019 approved proposal for seeking consent of shareholders for payment of remuneration to Mr. Sharma, in the nature of commission or perquisites arising as a result of exercise of vested Stock Options, which may exceed 50% (Fifty percent) of the total remuneration payable to all Non-Executive Directors of the Company for the Financial Year 2019-20.

Accordingly, approval of the Members is sought by way of a Special Resolution to pay such remuneration to Mr. Sharma, as set out in the Resolution of this Notice.

Except Mr. Rahul Sharma, Non-Executive Director of the Company and his relatives (to the extent of their shareholding), none of other Directors and/or KMP's or their relatives are concerned or interested, financially or otherwise, in the resolution set out in this Notice.

Disclosure as required under Secretarial Standards -2 are given below:

Name	Mr. Rahul Sharma
DIN	00956625
DOB	14-09-1960
Date of First Appointment to the Board	July 22, 2005
Brief Resume, Age and Nature of Expertise in specific functional areas	Mr. Rahul Sharma, aged about 59 years, is a Non-Executive Director on our Board. He studied Mathematics at the University of Delhi and commerce at the Kakatiya University. He has about 25 years of experience in the field of human resources. Mr. Rahul is presently the Chairman and Managing Director of HYRD.io, a technology enabled end-to-end recruiting solutions and on-boarding platform. He has over 26 years of experience covering the human resources sector and executive recruiting. Previously he was a Partner at Executive Access, a leading executive search firm in Asia. He joined the firm in 1993 and was a key senior member of the firm's Asia Pacific Banking and Finance executive recruiting and consulting practice. Prior to Executive Access, he was with State Bank of India. He joined the bank as a Probationary Officer in 1987 and went onto manage a variety of portfolios in India and Japan. His sporting achievements in cricket include representing Delhi in the Ranji Trophy and also captaining and representing Hong Kong in One Day Internationals. He has been a Director of our Company since 2005, and is a member of our Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee.

Shareholding in the Company either directly or in form of beneficial interest for any other person	2,026 Equity Shares
Relationship with other Directors & KMP's	None
No. of Meetings of the Board attended during the year	Total 3 (Three) Board Meeting held till date Mr. Sharma has attended all 3 Meetings.
Directorships held in other Companies	None
Membership /Chairmanship of Committees of other companies	None
Remuneration sought to be paid/ last drawn	As per the attached Resolution to be read along with Explanatory Statement.
Terms and conditions of appointment/ re-appointment	Not Applicable

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

Date: November 8, 2019
Place: New Delhi

Rajat Kalra
Company Secretary
Membership No: A-16947
Address: Block E, Sector – 18, Rohini,
New Delhi – 110018
CIN: L74899DL1995PLC065388
E-Mail: cs@lalpathlabs.com



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 November 15, 2019 :

I/ We hereby exercise my/ our vote in respect of the following resolution to be passed through postal ballot for the business as set out in the Postal Ballot Notice dated November 8, 2019 by sending my/our assent (FOR) or dissent (AGAINST), to the said resolution 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.	Payment of remuneration to Mr. Rahul Sharma (DIN: 00956625), Non-Executive Director, for the financial year 2019 -20 exceeding fifty percent of the total remuneration payable to all Non-Executive Directors.			

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:

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

**Applicable to those members who have not updated their PAN with the Company/Depository Participant/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, December 3, 2019

End of voting: At 5:00 p.m. (IST) on Wednesday, January 1, 2020 (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 November 8, 2019.
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, January 1, 2020 .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, November 15, 2019.
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.