

## 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, Gurgaon - 122001

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AGM Notice

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 22<sup>nd</sup> Annual General Meeting (“AGM”) of the members of Dr. Lal PathLabs Limited will be held on Thursday, July 28, 2016, at 10.30 A.M. at the Air Force Auditorium, Subroto Park, New Delhi – 110 010, to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended March 31, 2016 and the reports of the Auditors thereon.
2. To declare dividend of ₹ 2.45/- per equity share for the financial year ended March 31, 2016.
3. To appoint a Director in the place of Mr. Rahul Sharma (DIN: 00956625), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s S. R. Batliboi & Co., LLP (Firm Registration No. 301003E) as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

#### SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modifications 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 and the Rules made there under and in accordance with the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”), and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Company be and is hereby accorded to the introduction and implementation of ‘Dr. Lal PathLabs Employees Restricted Stock Unit Plan 2016’ (“RSU 2016” or the “Plan”) authorizing the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution) to create and grant from time to time, in one or more tranches, not exceeding 12,44,155 (Twelve Lac Forty Four Thousand One Hundred and Fifty Five) Options to such person(s) who are in permanent employment of the Company, including any Director, whether whole time or not (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), as may be decided under RSU 2016, exercisable into not more than 12,44,155 (Twelve Lac Forty Four Thousand

One Hundred and Fifty Five) Equity Shares of face value of ₹ 10/- (Rupees Ten only) each fully paid-up, to be transferred by Dr. Lal PathLabs Limited Employee Welfare Trust (“Trust”) from its existing shareholding, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of RSU 2016.

**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 equity shares are 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 ceiling on the number of Options mentioned in the resolution above, shall be deemed to be increased to the extent of such additional equity shares to be transferred.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are consolidated or split, then the number of shares to be transferred and the exercise price payable by the Option grantees under the Plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- (Rupees Ten only) per equity share bears to the revised face value of the equity shares of the Company after such consolidation, without affecting any other rights or obligations of the said grantees.

**RESOLVED FURTHER THAT** the Company and Trust shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the RSU 2016.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the RSU 2016 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the RSU 2016 and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion, deems necessary including authorizing or directing to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of RSU 2016 as also to make applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the

above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

6. To consider and if thought fit, to pass with or without modifications 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 and the Rules made there under and in accordance with the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”), and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution) to create and grant from time to time, in one or more tranches such number of Restricted Stock Units/ Options under Dr. Lal PathLabs Employees Restricted Stock Unit Plan 2016 (“RSU 2016” or “Plan”) within the limit prescribed therein to or for the benefit of such person(s) who are in permanent employment of any existing or in future Subsidiary Company of the Company, including any Director thereof, whether whole time or otherwise (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), of any existing and future Subsidiary Company(ies) of the Company whether in or outside India as may be decided under RSU 2016, exercisable into corresponding number of Equity Shares of face value of ₹ 10/- (Rupees Ten only) each fully paid-up, on such terms and in such manner as the Board /Committee may decide in accordance with the provisions of the applicable laws and the provisions of RSU 2016.”

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

**“RESOLVED THAT** pursuant to the approval of the Nomination & Remuneration Committee and Board of Directors in their meetings held on May 27, 2016 and in partial modification of the resolution passed by the shareholders in their Annual General Meeting held on September 29, 2015 and pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment there to or re-enactment thereof for the time being in force) and subject to the approval of Central Government and such other approval/permissions, if any as may be required, approval of the members be and is hereby accorded to the payment of the following revised remuneration to Dr. Om Prakash Manchanda (DIN No: 02099404), CEO and Whole Time Director w.e.f. April 01, 2016 till August 20, 2020 in terms of the proviso to Section II of Part II of Schedule V of the Companies Act, 2013:

I	Basic Salary	₹ 11.25 lacs per month with authority to the Board of Directors to revise the basic salary from time to time, subject however to a ceiling of ₹ 22.75 lacs per month.
II	Perquisites and Allowances	He shall be entitled to perquisites, allowances, benefits, facilities and amenities (collectively “allowances & perquisites”) such as furnished residential accommodation or house rent allowance in lieu thereof, medical reimbursement, special allowance, entertainment, leave travel, Vehicle and Driver reimbursement, Professional reimbursement, and any other “allowances & perquisites” as per the policy/rules of the Company in force and/or as may be approved by the Board from time to time, provided that the aggregate value of such allowances and perquisites currently at ₹ 8.42 lacs per month may be revised from time and shall not exceed ₹ 17.1 lacs per month.  Allowances & Perquisites will be valued as per the Income-tax rules, wherever applicable and at actual cost to the Company in other cases.
III	Stock Related Perquisites	Perquisite arising as a result of exercise of vested stock options under ESOP 2010 Scheme or arising under ESPS 2015 Scheme or any other Stock Related Scheme(s) from time to time, not exceeding INR 60 Crore per annum.
IV	Performance Linked Incentive	Annually payable as proposed by the Nomination & Remuneration Committee and approved by the Board of Directors based on parameters of performance. This may be paid in cash and/or stocks as may be decided from time to time.
V	Other Entitlements	In addition to the above, he shall be entitled to allowance and benefits as per the policy of Company in force, such as: a. Company maintained car(s) with Driver. b. Re-imbursement for Mobile Phone(s) and Telephone/Internet Connections at residence. c. Company’s contribution to Provident Fund. d. Payment of Gratuity and other retirement benefits. e. Encashment of Leave. f. Personal Accident and Medical Insurance. g. Admission and Annual Membership Fee for Club(s). h. Such other benefits as may be applicable to the employees of the company.

**RESOLVED FURTHER THAT** the other terms and conditions of his re-appointment, as approved by the shareholders in their Annual General Meeting held on September 29, 2015, shall remain the same.

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of Dr. Om Prakash Manchanda, the Company has no profit or its profits are inadequate, the Company will pay remuneration as per Schedule V of the Companies Act, 2013 and in case the Company pays in excess of the said limits as specified in the Schedule V during the stated period, then the payment of excess remuneration shall be subject to the approval of Central Government.

**RESOLVED FURTHER THAT** any Director (including any Committee thereof) and/or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), approval of the members be and is hereby accorded to re-classify 1,91,39,675 (One Crore Ninety One Lac Thirty Nine Thousand Six Hundred and Seventy Five Only) 0.01% Compulsorily Convertible Preference Shares of ₹ 10/- (Rupees Ten Only) each forming part of the Authorised Share Capital of the Company into equivalent number of equity shares of face value ₹ 10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** the Clause V of the Memorandum of Association of the Company be substituted as under:

*V. The Authorized Share Capital of the Company is ₹ 1,04,00,00,000/- (Rupees One Hundred Four Crore only) divided into 10,40,00,000 (Ten Crore Forty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each*

**RESOLVED FURTHER THAT** Dr. Om Prakash Manchanda, CEO & Whole Time Director and Mr. Rajat Kalra, Company Secretary of the Company, be and are hereby severally authorized individually to file necessary forms and documents with the Registrar of Companies and to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and any other applicable provisions/statute as may be applicable from time to time, the Company hereby ratifies the remuneration of ₹ 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes and out of pocket expenses payable to

M/s. A.G. Agarwal & Associates (Firm Registration No. 000531), Cost Accountants, appointed as Cost Auditors of the Company for the financial year 2016-17.”

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

**Rajat Kalra**  
**Company Secretary**  
**Membership No: A-16947**

Place: New Delhi  
Date: May 27, 2016

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** Proxies submitted on behalf of the Companies/bodies corporate etc., must be supported by an appropriate resolution/authority as may be applicable.
2. Members are requested to note that pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Annual General Meeting atleast 48 hours before the meeting.
5. Members/proxies are requested to kindly take note of the following:
  - (i) Copies of the Annual Report will not be distributed at the venue of the meeting;
  - (ii) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the meeting;
  - (iii) In all correspondence with the Company and/or the R&T Agent, Folio No. /DP ID and Client ID no. must be quoted.

- (iv) No gift or gift coupons will be distributed at the meeting.
6. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the AGM is annexed hereto.
7. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office as well as the Corporate Office of the Company during normal business hours on all working days upto the date of the AGM.
- The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and Register of Contracts or Arrangements in which directors are interested under Section 189 will be made available for inspection by members of the Company at the meeting.
8. The Register of Members and Share Transfer Books will remain closed from Friday, July 22, 2016 to Thursday, July 28, 2016 (both days inclusive).
9. The dividend on equity shares as recommended by the Directors for the year ended March 31, 2016, if declared at the meeting, will be paid on or after August 08, 2016 to those members whose names appear on the Register of Members as on Thursday, July 21, 2016. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of business hours on Thursday, July 21, 2016 as per the details furnished by the depositories viz. National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) for the purpose as on that date.
10. Electronic Copy of the Notice convening the 22<sup>nd</sup> AGM of the Company, Annual Report along with the Attendance Slip and Proxy Form are being sent to the Members who have registered their e-mail ids with the Company / Depository Participant(s). For Members who have not registered their e-mail ids or have opted to receive the aforesaid documents in physical form, hard copies are being sent in the permitted mode.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail ids with the RTA of the Company / Depository Participant(s) for receiving all future communication(s) including Annual Report, Notices, Circulars etc. from the Company electronically.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
13. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2014 and Secretarial Standard for General Meetings (SS-2) in respect of director(s) recommended for re-appointment and/or fixation of remuneration is appended hereunder, after point no. 23.
14. Members are requested to send their queries, if any on the financials or operations of the Company, to reach the Company Secretary at the Company's Corporate Office, at least 10 days before the meeting, so that the information can be compiled in advance.
15. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility of voting through electronic means (remote e-voting) on all the resolutions set forth in this notice, through e-voting services provided by Central Depository Services (India) Limited ("CDSL").
16. The facility for physical voting through Ballot Paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Ballot Paper'.
17. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
18. The remote e-voting period commences on Monday, July 25, 2016 at 10.00 A.M. and ends on Wednesday, July 27, 2016 at 5.00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Thursday, July 21, 2016 ("the cut-off date") may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.
19. The Members can also cast their vote using CDSL' mobile application 'm-Voting' available for android based mobile. The m-Voting application can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile application while voting from your mobile.
20. 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 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](http://www.evotingindia.com).
  - (ii) Click on "Shareholders".
  - (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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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> <p>* 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.</p>
Date of Birth (DOB)	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If 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.</li> </ul>

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for Dr. Lal PathLabs Limited on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) 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](http://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](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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

(xviii) In case of any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available under the help section of [www.evotingindia.com](http://www.evotingindia.com) or call on toll free no.: 1800-200-5533 or contact Mr. Mehboob Lakhani, Assistant Manager, Central Depository Service (India) Ltd., 16th Floor, P. J. Towers, Dalal Street, Fort, Mumbai-400001, at the designated email IDs [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

21. The Board of Directors of the Company has appointed M/s Sanjay Grover & Associates (Company Secretaries) as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

22. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.lalpathlabs.com](http://www.lalpathlabs.com) and on the website of CDSL immediately after the result declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

23. Route map to reach the venue for the Twenty Second Annual General Meeting is attached with this Notice.

Details of Director(s) seeking re-appointment in the 22<sup>nd</sup> Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2) is as mentioned below:

Name of the Director	Mr. Rahul Sharma	Dr. Om Prakash Manchanda
Date of First Appointment to the Board	July 22, 2005	February 01, 2011
Brief Resume and Nature of Expertise in specific functional areas	Aged 55 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 22 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 23 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 participating in One Day Internationals. He has been a Director of our Company since 2005, and is a member of our Nomination and Remuneration Committee and our Stakeholders Relationship Committee.	Aged 50 years, is the Whole-Time Director and Chief Executive Officer of our Company. He holds a bachelor's degree in veterinary science and animal husbandry from the Haryana Agricultural University, Hisar and a post-graduate diploma in management (agriculture) from the Indian Institute of Management, Ahmedabad ("IIMA"). After graduating from the IIMA in June 1990, he was selected as a management trainee for Lipton India Limited now amalgamated into Hindustan Unilever Limited ("HUL"), under the management trainee scheme of Unilever Group of Companies in India. He has worked with HUL in various positions such as Area Manager, Innovation Manager -Beverages, Business Manager - Loose Tea, Brookfields and Senior Product Manager. In HUL as a Senior Product Manager - Innovation, he spearheaded the execution of Tea Based Beverage development project under the brand name of Lipton Tiger. This innovation went on to win many awards viz., Unilever Central Asia and Middle East ("CAME") Best Marketable Idea of the Year Award in 1997, CAME Innovation Award for Best Proven Initiative of the Year in 1998 and Unilever Foods Innovation Award in Beverages Category in the year 1999. Prior to joining our Company, he has also worked with Monsanto India Limited as their National Marketing Manager and thereafter as their National Sales Manager. In January 2003 he joined Ranbaxy Laboratory Limited in their Global Consumer Healthcare Division and worked initially as General Manager - Marketing, Consumer Healthcare (India) and then General Manager - International & Innovation before joining our Company in October 2005.
Shareholding in the Company	20,197 Equity Shares	10,47,417 Equity Shares
Relationship with other Directors & KMP's	None	None
No. of Meetings of the Board attended during the year	As mentioned in the Corporate Governance Report	As mentioned in the Corporate Governance Report
Directorships held in other Companies	None	As mentioned in the Corporate Governance Report
Membership / Chairmanship of Committees of other companies	None	None
Remuneration sought to be paid / last drawn	None	<u>Remuneration sought to be paid</u> As mentioned in the Resolution No. 7 of this Notice. <u>Remuneration last drawn paid</u> As mentioned in the Corporate Governance Report

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

**ITEM NO. 5 and 6**

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives. Your Company believes that equity based compensation plans are an effective tool to reward the employees of the Company and its Subsidiaries for their contribution to the growth of the Company, to create an employee ownership in the Company, to attract new talents, to retain the key resources and knowledge in the organization.

With this objective in mind, your Company intends to implement Dr. Lal PathLabs Employees Restricted Stock Unit Plan 2016 ("RSU 2016/ "Plan") for the employees including Directors of the Company and its subsidiaries.

The equity shares required for the implementation of the proposed Plan shall be sourced from existing shareholding of Dr. Lal PathLabs Limited Employee Welfare Trust ("Trust") which was set-up by the Company prior to listing of its shares. Such shares comprising in the Trust shareholding were acquired by the Trust from the employees, which were originally issued by the Company to the employees under erstwhile employee stock Option plan, prior to listing of its shares. There is no contemplation of issue of any primary shares. Therefore, this Plan shall not result in any dilution in your equity shareholding.

As per provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), the Company seeks members' approval of the Plan and grant of Stock Options to the eligible employees of the Company and its subsidiaries thereunder.

The main features of the Plan are as under:

**a) Brief description of the Plan:**

The Company proposes to introduce the Plan, primarily with a view to attract, retain, incentivize and motivate the existing 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 SEBI 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 equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee ("Committee") of the Company shall supervise the Plan and the Trust shall administer the Plan. All questions of interpretation of the RSU 2016 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan.

**b) Total number of Options to be granted:**

The total number of Options to be granted under RSU 2016 shall not exceed 12,44,155 (Twelve Lac Forty Four Thousand

One Hundred and Fifty Five) Options. Each Option when exercised would be converted into one Equity Share of ₹ 10/- (Rupees Ten) each fully paid-up.

The SEBI 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 Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under RSU 2016 remain the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of 12,44,155 (Twelve Lac Forty Four Thousand One Hundred and Fifty Five) Options shall be deemed to be increased to the extent of such additional Options issued.

**c) Identification of classes of employees entitled to participate in RSU 2016**

Employee means (i) a permanent employee of the Company working in India or out of India; or (ii) Director of the Company whether whole-time or not, and (iii) an employee defined in Sub-clauses (i) and (ii) hereof of one or more Subsidiary Companies of the Company whether in or outside India, but does not include:

- i. an Employee who is a Promoter or a person belonging to the Promoter Group;
- ii. a Director who either by himself /herself or through his/her relatives or through any body corporate, directly or indirectly, holds more than 10% of the issued and subscribed Equity Shares of the Company; and
- iii. an Independent Director within the meaning of the Companies Act, 2013 and/or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**d) Requirements of vesting and period of vesting:**

All the Options granted on any date shall vest not earlier than 1 (one) year and not later than a maximum of 4 (four) years 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, in accordance with the applicable law.

The vesting dates 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 and / or in respect of the number or percentage of Options granted to an employee.

Options shall vest essentially based on continuation of employment as per requirement of SEBI SBEB Regulations. Apart from that the Committee may prescribe achievement of any performance condition(s) for vesting.

**e) Maximum period within which the Options shall be vested:**

All the Options granted on any date shall vest not later than a maximum of 4 (four) years 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 at the face value of per Share as on date of grant of Option.

**g) Exercise period and the process of Exercise:**

The Exercise period would commence from the date of vesting and will expire on completion of 5 (five) years from the date of respective vesting.

The vested Option shall be exercisable by the employees by a written application to the Company or 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 to any specific employee of the Company under the Plan, in any financial year and in aggregate under the RSU 2016 shall not exceed 6,00,000 (Six Lac) Options.

**j) Maximum quantum of benefits to be provided per employee:**

The maximum quantum of benefits underlying the Options issued to an eligible employee shall depend upon the market price of the shares as on the date of exercise of Options.

**k) Route of Plan implementation:**

The Plan shall be implemented and administered by the Trust set up by the Company in this behalf.

**l) Source of acquisition of shares under the Plan:**

The Plan contemplates use of shares from the existing shareholding of the Trust.

**m) Amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc:**

No fresh loan shall be provided to the Trust for this purpose.

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

There is no contemplation of acquisition of secondary shares for the purpose of Plan.

**o) Accounting and Disclosure Policies:**

The Company shall follow the Guidance Note on Accounting for Employee Share-based Payments ("Guidance Note") and/ or any relevant Accounting Standard(s) as may be prescribed by Institute of Chartered Accountants of India or any other

appropriate authorities from time to time, including the disclosure requirements prescribed therein.

**p) Method of Option valuation:**

The Company shall adopt 'fair value method' for valuation Options as prescribed under Guidance Note or under any relevant accounting standard 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.

Consent of the members is being sought by way of special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations.

A draft copy of the RSU 2016 is available for inspection at the Company's Registered Office as well as the Corporate Office during normal business hours on all working days upto the date of the AGM

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent they may be lawfully granted Options under the Plan.

In light of above, the Board recommends the special resolutions set out under Item No. 5 & 6 of the Notice for approval by the shareholders.

**ITEM NO. 7**

Dr. Om Prakash Manchanda, CEO & Whole Time Director of the Company currently holds 5,85,560 fully vested stock options granted to him in the past @ INR 110.80 per option under the ESOP 2010 Scheme of the Company and may be exercised anytime as per ESOP 2010 Scheme of the Company as per his discretion. Exercise of such options is, however, likely to create an additional perk (forming part of his remuneration) in the hands of Dr. Manchanda 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 such vested options or grant of any other Stock Related Benefit(s) to him, the Company profits are likely to be inadequate to cover such additional value of perquisites and hence may result in the limit of overall managerial remuneration exceeding 10% of Net Profits of the Company as prescribed under Section 197 of the Companies Act, 2013, even though there is no outflow from the Company involved.

In consideration of the above, the Board of Directors in their meeting held on May 27, 2016 approved the revision in the remuneration payable to Dr. Manchanda, specifically to cover such exercise of vested options or grant of any other Stock Related Benefit(s), subject to the approval of Central Govt, with effect from April 01, 2016 in terms of the proviso to Section II of Part II of Schedule V of the Companies Act, 2013:



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

5.	General Information		
1.	Nature of Industry	Healthcare Services	
2.	Date or expected date of commencement of commercial production	Year 1995 (Date of Incorporation: Feb 14, 1995)	
3.	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the Prospectus	Not Applicable	
4.	Financial Performance based on given indicators	(₹ in Lakhs)	
	Particulars	FY 2014-15	FY 2015-16
	Total Revenue	64,011.7	77,131.30
	PAT	8,775.10	12,575.10
5.	Foreign Investments or collaborations, if any Information about the appointee	The Company has not made any Foreign Investments and also does not have any Foreign Collaborations.	
6.	Background details	<p>Aged 50 years, is the Whole-Time Director and Chief Executive Officer of our Company. He holds a bachelor's degree in veterinary science and animal husbandry from the Haryana Agricultural University, Hisar and a post-graduate diploma in management (agriculture) from the Indian Institute of Management, Ahmedabad ("IIMA"). After graduating from the IIMA in June 1990, he was selected as a management trainee for Lipton India Limited now amalgamated into Hindustan Unilever Limited ("HUL"), under the management trainee scheme of Unilever Group of Companies in India. He has worked with HUL in various positions such as Area Manager, Innovation Manager -Beverages, Business Manager - Loose Tea, Brookfields and Senior Product Manager. In HUL as a Senior Product Manager - Innovation, he spearheaded the execution of Tea Based Beverage development project under the brand name of Lipton Tiger. This innovation went on to win many awards viz., Unilever Central Asia and Middle East ("CAME") Best Marketable Idea of the Year Award in 1997, CAME Innovation Award for Best Proven Initiative of the Year in 1998 and Unilever Foods Innovation Award in Beverages Category in the year 1999. Prior to joining our Company, he has also worked with Monsanto India Limited as their National Marketing Manager and thereafter as their National Sales Manager. In January 2003 he joined Ranbaxy Laboratory Limited in their Global Consumer Healthcare Division and worked initially as General Manager - Marketing, Consumer Healthcare (India) and then General Manager - International &amp; Innovation before joining our Company in October 2005.</p>	
7.	Past Remuneration	Dr. Manchanda drew a remuneration of ₹ 21.27 Cr for the Financial Year 2014-15 (including an ESOP requisite of ₹ 18.16 on exercise of Stock Options) and ₹ 29.91 Cr (including an ESOP requisite of ₹ 26.20 on exercise of Stock Options) for the Financial Year 2015-16.	
8.	Recognition or Awards	Dr. Manchanda has won the Achiever of the Year Award in 2014, presented by CEO India as a part of CEO Awards 2014	
9.	Job Profile and suitability	Dr. Manchanda joined our Company as Chief Operating Officer on October 17, 2005. Subsequently, he was promoted to the position of Chief Executive Officer on April 1, 2008, and later was inducted to our Company's board of directors on February 1, 2011. He has about 26 years of experience in the field of marketing and general management. He has been a Director of our Company since 2011, and is a member of our CSR Committee and our IPO Committee and is currently responsible for development and execution of short and long term strategies and he is also in-charge of the day to day management aspects of our Company.	
10.	Remuneration Proposed	As per the Special Resolution, annexed herewith.	
11.	Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration payable has been compared with the remuneration being drawn by similar positions in the Healthcare industry.	

12.	Pecuniary relationship directly or indirectly with the Company or relationship with Managerial Personnel, if any	Dr. Manchanda has no pecuniary relationship directly or indirectly with the Company or its Managerial Personnel except to the extent of their remuneration and shareholdings in the Company.
<b>Other Information</b>		
1.	Reason of loss or inadequate profits	The inadequacy of profits shall arise as a result of exercise of vested options or grant of any other Stock Related Benefit(s) to Dr. Om Prakash Manchanda.
2.	Steps taken or proposed to be taken for improvement	Exercise of options or grant of any other Stock Related Benefit(s) does not involve any cost from the Company's perspective and hence will not require steps for improvement to be taken by the Company.
3	Expected increase in productivity and profits in measurable terms	-

The Board recommends the special resolution set out under Item No. 7 of the Notice for approval by the shareholders.

The terms and conditions as set out in this explanatory statement and resolution may also be treated as the Memorandum in writing in terms of Section 190 of the Act.

None of the Directors or KMP's or their relatives, except Dr. Om Prakash Manchanda, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

#### **ITEM NO. 8**

The Present Share Capital of the Company is as follows:

Details	:	Share Capital (in ₹)
<u>Authorized</u>		
84,860,325 Equity Shares of ₹ 10/- each	:	84,86,03,250
1,91,39,675 0.01% Compulsorily Convertible Redeemable Preference Shares of ₹ 10/- each	:	19,13,96,750
<b>TOTAL</b>	:	<b>1,04,00,00,000</b>
<u>Issued, Subscribed &amp; Paid Up</u>		
82,742,997 Equity Shares of ₹ 10/- each	:	82,74,29,970
<b>TOTAL</b>	:	<b>82,74,29,970</b>

The Board of Directors of the Company are of the opinion that the Company does not require the excess authorised Preference Share Capital amounting to 1,91,39,675 Shares forming part of the authorized share capital. Hence it is proposed to re-classify such preference shares into equity shares and consequently amend the Memorandum of Association of the Company.

Post re-classification, the authorized share capital of the Company shall become ₹ 1,040,000,000/- (Rupees One Hundred Four Crore Only) divided into 104,000,000 (Ten Crore Forty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each.

As per the provisions of Section 13 and 61 of the Companies Act, 2013, the above requires the approval of the shareholders of the Company by way of an ordinary resolution. Accordingly, the resolution seeks the approval of shareholders for re-classifying the authorized share capital and consequential change in Clause V of the Memorandum of Association of the Company.

The Board recommends the ordinary resolution set out under Item No. 8 of the Notice for approval by the shareholders.

None of the Directors or KMP's or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

#### **ITEM NO. 9**

The Board of Directors of the Company in their meeting held on May 27, 2016, on recommendation by the Audit Committee, appointed M/s. A.G. Agarwal & Associates (Firm Registration Number: 000531), Cost Accountants as the cost auditors for the financial year 2016-17 at a remuneration of INR 50,000 (Rupees fifty thousand only) plus applicable taxes and out of pocket expenses.

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

The Board considers the remuneration payable to the cost auditors as fair and recommends the resolution contained in item no. 9 of the accompanying notice for approval of the members as an Ordinary Resolution.

None of the Directors or KMP's or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

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

Place: New Delhi  
Date: May 27, 2016

**Rajat Kalra**  
Company Secretary  
Membership No: A-16947



**DR. LAL PATHLABS LIMITED**

Corporate Identity Number: 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, Gurgaon - 122001  
Website: www.lalpathlabs.com, E-Mail: cs@lalpathlabs.com, Phone: +91 124 3016500 | Fax: +91 124 4234468

**ATTENDANCE SLIP**  
**22<sup>nd</sup> Annual General Meeting**  
**Thursday, July 28, 2016**

DP ID - Client ID / Folio No.: .....

No. of shares held: .....

Name of the Member / Proxy: .....(In BLOCK Letters)

Address of the Member: .....

I certify that I am/We are member(s)/proxy for the member(s), of the Company.

I/We hereby record my/our presence at the 22<sup>nd</sup> Annual General Meeting of the Company on Thursday, the 28<sup>th</sup> day of July 2016 at 10.30 A.M. at Air Force Auditorium, Subroto Park, New Delhi–110010.

.....  
Signature of the Member/Proxy



**DR. LAL PATHLABS LIMITED**

Corporate Identity Number: 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, Gurgaon - 122001  
Website: www.lalpathlabs.com, E-Mail: cs@lalpathlabs.com, Phone: +91 124 3016500 | Fax: +91 124 4234468

**PROXY FORM**  
**22<sup>nd</sup> Annual General Meeting**  
**Thursday, July 28, 2016**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014]

Name of the member(s): .....

Registered Address: .....

E-mail ID: .....

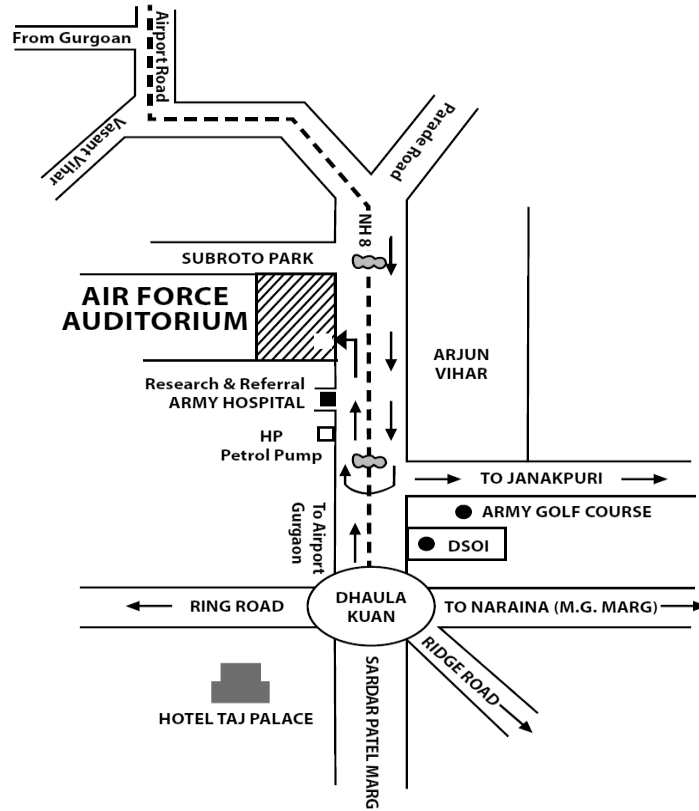
DP ID - Client ID / Folio No.: .....

I/We being the member(s) of ..... shares of Dr. Lal PathLabs Limited, hereby appoint:

- Name: .....  
Address: .....  
E-mail ID: .....  
Signature:.....failing him/her
- Name: .....  
Address: .....  
E-mail ID: .....  
Signature:.....failing him/her
- Name: .....  
Address: .....  
E-mail ID: .....  
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22<sup>nd</sup> Annual General Meeting of the Company to be held on Thursday, the 28<sup>th</sup> day of July 2016 at 10.30 A.M. at Air Force Auditorium, Subroto Park, New Delhi–110010 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Route map of the venue of 22<sup>nd</sup> Annual General Meeting of Dr. Lal PathLabs Limited



**Venue:** Air Force Auditorium, Subroto Park, New Delhi - 110 010  
**Landmark:** Adjacent to Research & Referral, Army Hospital

Resolution No.	Resolution Description	For*	Against*
<b>Ordinary Business</b>			
1.	Adoption of the audited financial statements of the Company for the financial year ended March 31, 2016 together with the reports of the Directors and Auditors thereon and the consolidated audited financial statements of the Company for the financial year ended March 31, 2016 and the reports of the Auditors thereon.		
2.	Declaration of dividend ₹ 2.45/- per equity share for the financial year ended March 31, 2016.		
3.	Re-appointment of Mr. Rahul Sharma (DIN: 00956625) as a Director of the Company liable to retire by rotation.		
4.	Appointment of M/s S. R. Batliboi & Co., LLP (Firm Registration No. 301003E) as Statutory Auditors of the Company and authorizing Board of Directors to fix their remuneration.		
<b>Special Business</b>			
5.	Approval of 'Dr. Lal PathLabs Employees Restricted Stock Unit Plan 2016' ("RSU 2016" or the "Plan").		
6.	Approval of grant of Restricted Stock Units to the employees of Subsidiary Companies of the Company under Dr. Lal PathLabs Employee Restricted Stock Unit Plan 2016.		
7.	Approval for Increase in the remuneration of Dr. Om Prakash Manchanda, CEO & Whole Time Director of the Company.		
8.	Approval for re-classification of Authorized Share Capital of the Company.		
9.	Ratification of the remuneration of M/s. A.G. Agarwal & Associates (Firm Registration No. 000531), Cost Auditors of the Company for the financial year 2016-17.		

Signed this ..... day of ..... 2016

Signature of the shareholder(s) .....

Signature of the Proxy Holder(s) .....

Affix  
Revenue  
Stamp

**Notes:**

- \*1 Please put a "X" in the Box in the appropriate column. If you leave 'For' or 'Against' column blank in respect of any or all of the resolutions, your proxy will be entitled to vote in the matter as he/she thinks appropriate.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
3. The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the Company / Depository Participant.