

SUBURBAN DIAGNOSTICS (INDIA) PRIVATE LIMITED

Corporate Identity Number: U85110MH2002PTC136144

Regd. Office: 2nd Floor, Sunshine Building, Opp. Shastri Nagar, Near Lokhandwala Circle,
Andheri (West), Mumbai-400053

Contact No. 022-61700000, Email: cs@lalpathlabs.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 20th Annual General Meeting (“AGM”) of the members of Suburban Diagnostics (India) Private Limited (“the Company”) will be held on Wednesday June 29, 2022 at 4:00 PM at 2nd Floor, Sunshine Building, Opp. Shastri Nagar, Near Lokhandwala Circle, Andheri (West), Mumbai-400053, 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, 2022, together with the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in the place of Dr. Sanjay Surinder Arora (DIN: 00286382) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W - 100018), as Statutory Auditors of the Company for a period of five (5) years and to fix their remuneration, by considering and if thought fit, passing, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof) and pursuant to recommendation of the Board of Directors, approval of the Shareholders, be and is hereby accorded for appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as the Statutory Auditors of the Company for a period of five (5) years, to hold office from the conclusion of this 20th Annual General Meeting till the conclusion of 25th Annual

General Meeting of the Company, to be held in the calendar year 2027 at such remuneration as may be decided by the Board of Directors.”

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution for reclassification of Authorised Share Capital of the Company as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) the existing Authorised Share Capital of the Company of INR 16,09,39,750/- (Rupees Sixteen Crore Nine Lakh Thirty-Nine Thousand Seven Hundred and Fifty Only) divided into (a) 45,61,265 (Forty-Five Lakh Sixty-One Thousand Two Hundred and Sixty-Five) Equity Shares of Rs. 10/- (Rupees Ten only) each; (b) 6,50,000 (Six Lakh and Fifty Thousand) Series A Fully and Compulsory Convertible Cumulative Preference Shares (“Series A CCPS”) of Rs. 100/- (Rupees One Hundred only) each; (c) 1,70,000 (One Lakh and Seventy Thousand) Series B Fully and Compulsory Convertible Cumulative Preference Shares (“Series B CCPS”) of Rs. 100/- (Rupees One Hundred Only) each and; (d) 3,33,271 (Three Lakh Thirty-Three Thousand Two Hundred and Seventy-One) Series C Fully and Compulsorily Convertible Cumulative Preference Shares (“Series C CCPS”) of Rs. 100/- (Rupees One Hundred only) each be and is hereby reclassified to Rs.16,09,39,750/- (Rupees Sixteen Crore Nine Lakh Thirty-Nine Thousand Seven Hundred and Fifty) divided into 1,60,93,975 Equity shares of Rs. 10/- each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is Rs.16,09,39,750/- (Rupees Sixteen Crore Nine Lakh Thirty-Nine Thousand Seven Hundred and Fifty Only) divided into 1,60,93,975 Equity shares of Rs. 10/- each.”

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution for ratification of the remuneration of Cost Auditors for the Financial Year 2022-23 as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable provisions/statute as may be applicable from time to time, the Shareholders hereby ratifies the remuneration of INR 15,000/- (Rupees Fifteen Thousands Only) plus applicable taxes and out of pocket expenses payable to M/s. A.G. Agarwal & Associates (Firm Registration No. 000531), Cost and Management Accountants, appointed as Cost Auditors of the Company for the Financial Year 2022-23”.

By order of the Board of Directors of
Suburban Diagnostics (India) Private Limited

Place: Mumbai

Date: May 11, 2022

Ved Prakash Goel
(Director)

DIN: 02748363

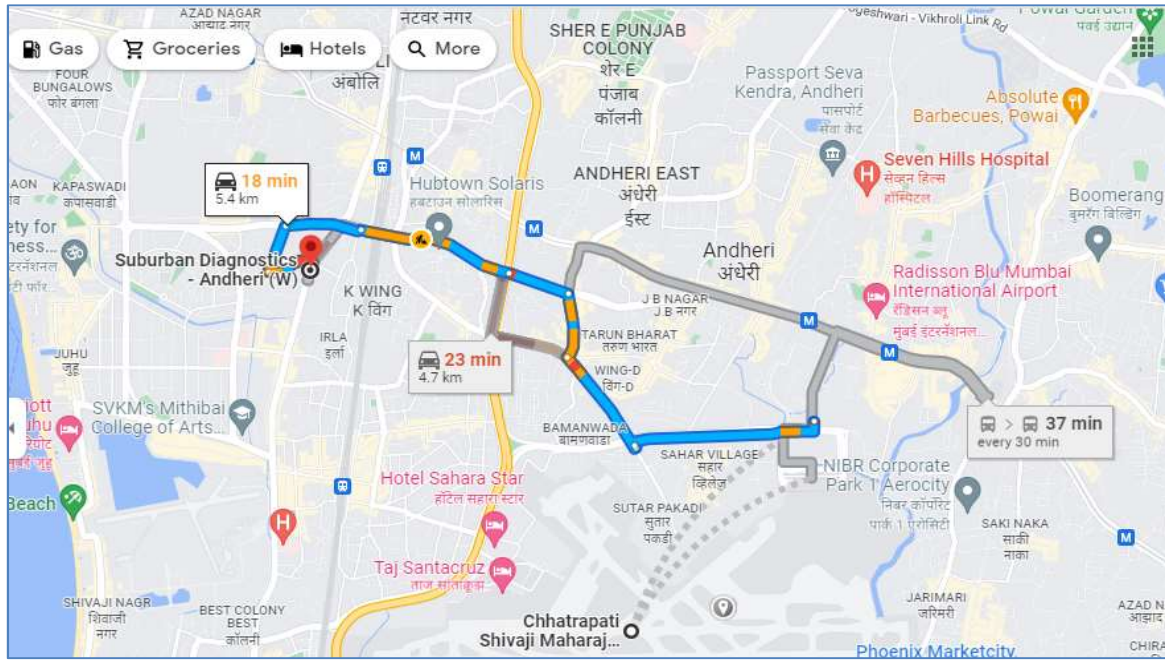
NOTES:

- 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, 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 AGM and ending with the conclusion of the AGM, 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/ Power of Attorney authorizing the representatives to attend and vote at the Annual General Meeting atleast 48 hours before the AGM.
5. The Register of Director 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 AGM.

6. Below is the Route map of the venue of 20th Annual General Meeting of the Company:



DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN THE 20TH AGM OF THE COMPANY, PURSUANT TO SECRETARIAL STANDARDS FOR GENERAL MEETINGS (SS-2) ARE AS MENTIONED BELOW:

Name of the Director	Dr. Sanjay Surinder Arora
DIN	00286382
DOB	March 24, 1966
Date of First Appointment to the Board	June 6, 2002
Brief Resume and Nature of Expertise in specific functional areas	<p>Dr. Sanjay Arora, aged 56 years, MBBS, DPB, MD (Pathology) Pioneer in the Indian Diagnostics Industry for the last 27 Years. His areas of Interest are Cytopathology, Clinical Lab Management Recognitions.</p> <p>Featured in Forbes India Marquee Leaders in Healthcare, 2019.</p> <p>100 Most Impactful Healthcare Leaders' Award by the World Health & Wellness Congress, 2018.</p> <p>Honored with "Lifetime Achievement Award' by IES Management College and Research Centre, 2018.</p>
Shareholding in the Company	Nil
Relationship with other Directors & KMP's	None
No. of Meetings of the Board attended during the year	6 (Six) Meeting
Directorships held in other Companies (Excluding Foreign Companies)	None
Membership /Chairmanship of Committees of other companies	NIL
Remuneration sought to be paid / last drawn	Remuneration last drawn: INR 1,09,77,377/-
Terms & conditions of Appointment	Director, liable to retire by rotation.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,

2013

Item No: 4

The existing Authorised Share Capital of the Company are:

S. No	Share Capital (In Shares)	Share Capital (In INR)
1.	Authorized Share Capital 45,61,265 Equity Shares of Rs. 10/- each	4,56,12,650
	6,50,000 Series A Fully and Compulsory Convertible Cumulative Preference Shares of Rs. 100/-	6,50,00,000
	1,70,000 Series B Fully and Compulsory Convertible Cumulative Preference Shares ("Series B CCPS") of Rs. 100/-	1,70,00,000
	3,33,271 Series C Fully and Compulsorily Convertible Cumulative Preference Shares ("Series C CCPS") of Rs. 100/-	3,33,27,100

The Board of Directors of the Company are of the opinion that the Company does not require the Authorized Preference Share Capital amounting to 11,53,271 Shares of Rs. 100/- each. Therefore, 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 Rs.16,09,39,750/- (Rupees Sixteen Crore Nine Lakh Thirty-Nine Thousand Seven Hundred and Fifty Only) divided into 1,60,93,975 Equity shares of Rs. 10/- 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 a special 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.

None of Directors and/or KMP's or their relatives are concerned or interested, financially or otherwise, in the Item No. 4 set out in this AGM Notice

The Board recommends the resolution set forth in Item No. 4 for the approval of Members by way of a Special Resolution.

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ATTENDANCE SLIP
20th Annual General Meeting

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 20th Annual General Meeting of the Company on Wednesday June 29, 2022 at 4:00 PM at 2nd Floor, Sunshine Building, Opp. Shastri Nagar, Near Lokhandwala Circle, Andheri (West), Mumbai-400053.

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Signature of the Member/Proxy

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PROXY FORM

20th Annual General Meeting

[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 Suburban Diagnostics (India) Private Limited, hereby appoint:

1. Name:

Address:

E-mail ID:

Signature: failing him/her

2. Name:

Address:

E-mail ID:

Signature:failing him/her

3. Name:

Address:

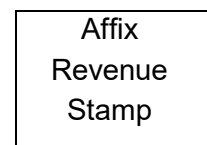
E-mail ID:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the Company on Wednesday June 29, 2022 at 4:00 PM at 2nd Floor, Sunshine Building, Opp. Shastri Nagar, Near Lokhandwala Circle, Andheri (West), Mumbai-400053 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution Description	For*	Against*
Ordinary Business			
1	Adoption of the audited financial statements of the Company for the Financial Year ended March 31, 2022, together with the reports of the Board of Directors and Auditors thereon.		
2	Re-appointment of Dr. Sanjay Surinder Arora (DIN: 00286382) as a Director of the Company, liable to retire by rotation.		
3	Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W - 100018), as Statutory Auditors of the Company for a period of five (5) years.		
Special Business			
4	Reclassification of Authorised Share Capital of the Company.		
5	Ratification of the remuneration of Cost Auditors for the Financial Year 2022-23.		

Signed this day of 2022



Signature of the shareholder(s)

Signature of the Proxy Holder(s)

Notes:

- (*) 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.
- 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.
- The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the Company.