

DR LALCHANDANI LABS LIMITED

CIN- L85320DL2017PLC321605

Reg Off: M-20 BASEMENT, GREATER KAILASH-1, NEW DELHI-110048

Email- info@lalchandanipathlab.com; #- 011-49057058/59

NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of Dr Lalchandani Labs Limited will be held on Friday, 2nd Day of November, 2018 at 3 p.m. at Golden Palms Hotel situated at 6 C, Opposite Police Headquarter, Patparganj, New Delhi-110092 to transact with or without modification(s), as may be permissible, the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2018 including Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit & Loss Account and Statement of Cash Flow, for the year ended as on that date together with 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, 2018, together with the Report of the Auditors thereon.

2. Re-appoint Mrs. Anchal Gupta (DIN: 07873466) who retires by rotation.

To re-appoint a director Mrs. Anchal Gupta (DIN: 07873466) who retires by rotation at this annual general meeting and being eligible offers herself for re-appointment.

3. To approve appointment of Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. AASM & Co., Chartered Accountants (Firm Registration No.030481N), is being appointed as the Statutory Auditor of the Company to hold office from the date of conclusion of this meeting till the conclusion of the sixth Annual General Meeting on such terms and conditions as may be fixed by the board of directors of the company in consultation with them, in addition to the GST and actual out of pocket expenses incurred in connection with the audit of the accounts of the Company to be reimbursed for the financial year ending March 31, 2018.”

SPECIAL BUSINESS

4. To approve appointment of Dr Prakash Jhuraney as Independent Director of the company to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR/ Listing Regulations) including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for time being in force, appointment of Dr Prakash Jhuraney (DIN-08211777), who has given declaration of independence and has shared his consent to act as Independent Director of the company is approved for a period of 5 consecutive years and whose office shall not be liable to retire by rotation.

5. To approve appointment of Mr. Mohit Lalchandani, Whole Time Director of the Company as Chief Executive Officer of the company to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section-2(18) & Section- 203 read with the rule and other applicable provisions, if any, of the Companies Act, 2013(including any statutory modification(s) or re-enactment(s) thereof for the time being in force consent of shareholders is hereby accorded for appointment of Mr. Mohit Lalchandani (DIN- 07873508) as the Chief Executive Officer of the Company at a monthly remuneration of Rs. 1,20,000 (One Lacs and Twenty Thousand only)per month to perform the duties assigned to him by the Board of Directors from time to time.

For & on behalf of the Board
For Dr Lalchandani Labs Limited

Tanvi Malhotra
Company Secretary &
Compliance Officer
ACS-46127

New Delhi, 4th September, 2018
CIN- L85320DL2017PLC321605
Registered Office:-
M-20, Basement, Greater Kailash,
Part-1, South Delhi- 110048
Website-<http://www.lalchandaniathlab.com/>

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

INSTRUMENT APPOINTING PROXY / PROXIES, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT M-20, BASEMENT, SOUTH DELHI-110048, NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE ANNUAL GENERAL MEETING.

2. A person can act as proxy on behalf of Members not exceeding Fifty(50) and holding in the aggregate not more than 10% of the total share Capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. During the period beginning twenty-four (24) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hour of the company, provided not less than three (3) days' written notice in this respect is given to the company.
5. MEMBERS, PROXIES AND AUTHORISED REPRESENTATIVES ARE REQUESTED TO CARRY TO THE MEETING, THE ATTENDANCE SLIPS ENCLOSED HERewith DULY COMPLETED AND SIGNED MENTIONING THEREIN DETAILS OF THEIR DP ID AND CLIENT ID/ FOLIO NO.
6. In case of Joint-holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Company has notified closure of register of members and transfer books from Wednesday 31st October, 2018 to Friday 2nd November, 2018 (both days inclusive).
8. The related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item no. 4 and 5 of the Notice, is annexed hereto.
9. The register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and the Register of Contracts and Arrangements in which directors are interested maintained under section 189 of the Act, shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.
10. Cut-off date for dispatching notice and Annual Report for the Annual General Meeting for Financial Year 2017-2018 has been considered to be 5th of October, 2018.
11. The voting rights of the members shall be in proportion to their shares of the Paid up equity share capital of the company as on the cut-off date i.e. 26.10.2018.
12. Company is exempted from conducting E - Voting vide Rule 20(2) of Companies (Management & Administration) Amendment Rule, 2015. So voting will be conducted by means of Ballot papers at the Annual General Meeting. A person, whose name is recorded in the register of the members or in the register of Beneficial owners maintained by the Depositories as on the cut-off date only shall be entitled to vote at the AGM.
13. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
14. Members are requested to bring their copy of Annual Report and the Attendance Slip which is duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. with them at the Annual General Meeting as a measure of economy as the same will not be supplied again at the meeting.
15. All documents mentioned in the accompanying notice are open for inspection at the registered office of the Company between 10 A.M. to 4P.M. on all working days except Saturday and Sunday up to and including the date of this Annual General Meeting.
16. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of the Corporate Affairs, to contribute towards the Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their Email Address with RTA if shares are held in physical mode or with the depository participants if the shares held in electronic mode.

17. Electronic Copy of the Notice of the 1stAnnual General Meeting (AGM) along with Attendance slip, Proxy Form, and Annual report for F.Y. 2017-18, is being sent to all the members whose email ids are registered with the Company/ Depository Participant(s)/ RTA for communication purposes, unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copy of the Annual Report for F.Y.2017-18 and Notice of AGM are being sent in the permitted mode. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send request to the email id: cs@lalchandanipathlab.com SHAREHOLDERS ARE REQUESTED TO PLEASE NOTE THAT ALL THE QUERIES SHOULD BE GIVEN IN WRITING TO THE COMPANY BEFORE 48 HOURS OF THE ANNUAL GENERAL MEETING.
18. Members may also note that the notice of the 1stAGM and the Annual Report for the Financial year 2017-18 will also be available on the Company's website www.drlalchandanipathlab.com for download. The physical copy of the aforesaid documents will be available at the Company's registered office in New Delhi at M-20, GK-1, South Delhi- 110048 for inspection during normal business hours on all working days except Saturday, upto and including the date of AGM.
19. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc, to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA).
20. The Shareholders holding Shares in Physical form are advised to get their shares dematerialized as no physical shares can be traded in the Stock Exchanges in terms of SEBI and Stock Exchange guidelines.
21. This is to bring to the notice of the Shareholders that the request for effecting transfer of securities held in Physical form (except in case of transmission or transposition) would not be entertained and shall not be processed by the Company/ RTA of the Company w.e.f. 5th December, 2018 pursuant to SEBI Notification No. SEBI/LADNRO/GN/2018/24 dated 8th June, 2018. Hence Shareholders are advised to get their physical shares transferred / dematerialized.
22. Members may please note that no gifts, gift coupons, or cash in lieu of gifts will be distributed at meeting, in compliance with Section 118(10) of the Companies Act, 2013 and the Secretarial Standards issued by Institute of Company Secretaries of India.
23. To comply with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 it is mandatory for all the investors including transferors to complete their KYC information. The Company have to update the member's PAN No., Phone No., e-mail address and signature in the records. Kindly furnish the same via email at cs@lalchandanipathlab.com or via hand delivery or courier the same to the registered office of the Company.
24. **Voting**
 - i. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting will be able to exercise their right at the meeting through ballot paper. The Cut-off Date for determining the members who are entitled to vote through ballot Paper process is 26th October, 2018, only Members as on the cut-off date, would be entitled to vote at the meeting.
 - ii. Ms. Rupali Arora (Membership No. -ACS 50163 & COP No.-18441) of M/s.R Arora & Associates, Practicing Company Secretaries, a sole proprietorship firm bearing Proprietorship No-S2018DE595700 has been appointed as the Secretarial Auditor of the Company for Financial Year 2017-2018 to conduct the secretarial audit.
 - iii. The Scrutinizer shall after the conclusion of voting at the general meeting, will count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall make, within a period not exceeding 48 hours from the conclusion of meeting, a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
25. Route Map showing directions to reach the Venue of the 1stAnnual General meeting is annexed herewith.

26. Information of Director seeking re-appointment at the Annual General Meeting to be held on 2nd November, 2018.

Name of Director	Mrs. Anchal Gupta
DIN	07873466
Designation	Non-Executive Director
Date of Appointment	02/08/2017
Date of Birth	12/11/1986
Qualification	Master of Science of Humanities and Social Science in International Business
Expertise in specific functional area	She is having more than 4 years of experience in operations and Human Resource Management.
Relationship between Directors inter-se	Mr. Mohit Lalchandani, Whole Time Director is husband of Mrs. Anchal Gupta, Mr. Arjan Lalchandani, Managing Director and Chairman is Father in Law of Mrs. Anchal Gupta
Directorships held in other listed companies	NIL
Membership/ Chairmanship of Committees of other public companies - includes only audit committee and stakeholder relationship committee	NIL
Shareholding in the company	36152

27. Details of Independent Director appointed in Board Meeting subject to approval by shareholders in Annual General Meeting of the Company-

Name of Director	Dr Prakash Jhuraney
PAN	AAHPJ8811B
DIN	08211777
Date of Birth Age	28/06/1955
Date of Appointment in Board Meeting	4 th September, 2018
Relationship with Directors and Key Managerial Personnel	Nil
Expertise in Specific Functional Area	Around 30 years of Experience as a Physician
Qualification	MBBS
Board Membership of other listed companies	NIL
No of shares held in the company as on the date of appointment	NIL

28. Details of Chief Executive Officer appointed in Board Meeting subject to approval by shareholders in Annual General Meeting of the Company-

Name of Director	Mohit Lalchandani
PAN	AISPC0481F
DIN	07873508
Date of Birth	30/04/1986
Age	
Date of Appointment	4 th September, 2018
Relationship with Directors and Key Managerial Personnel	Dr Arjan Lalchandani, Managing Director & Chairman is father and Mrs. Anchal Gupta, Non-Executive Director, is wife of Mr. Mohit Lalchandani
Expertise in Specific Functional Area	He is having more than 5 years of experience in the Operations and Management
Qualification	He is having post graduate Diploma in Management from Lal Bahadur Shastri Institute of Management, Delhi. He is also Bachelor of Technology in the field of Electronics and Communication Engineering from Jaypee Institute of Information Technology University
Board Membership of other listed companies	NIL
No of shares held in the company as on the date of appointment	210807 Equity Shares

For & on behalf of the Board

For Dr Lalchandani Labs Limited

Tanvi Malhotra
Company Secretary &
Compliance Officer
ACS-46127

Date- 4th September' 2018
Place- Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND (2) OF THE COMPANIES ACT, 2013

Item No- 4 : Approval of appointment of Dr Prakash Jhuraney as Independent Director of the company.

Board of Directors at its meeting held on 4th September, 2018 approved appointment of Dr Prakash Jhuraney, bearing (DIN- 08211777) as Independent Director of the company for a period of 5 consecutive years and who has given declaration of independence and has shared his consent to act as Independent Director of the company to fulfil vacancy caused by resignation of Mr. Jagmohan Gupta, Independent Director of Dr Lalchandani Labs Limited.

The resolution contained in Item no. 4 of the accompanying Notice; accordingly, seek members' approval for ratification of appointment of Independent Director of the Company. The Board commends this resolution for your approval.

None of the Directors, Key Managerial Personnel and/or their relative is in anyway deemed to be concerned or interested in the proposed resolution.

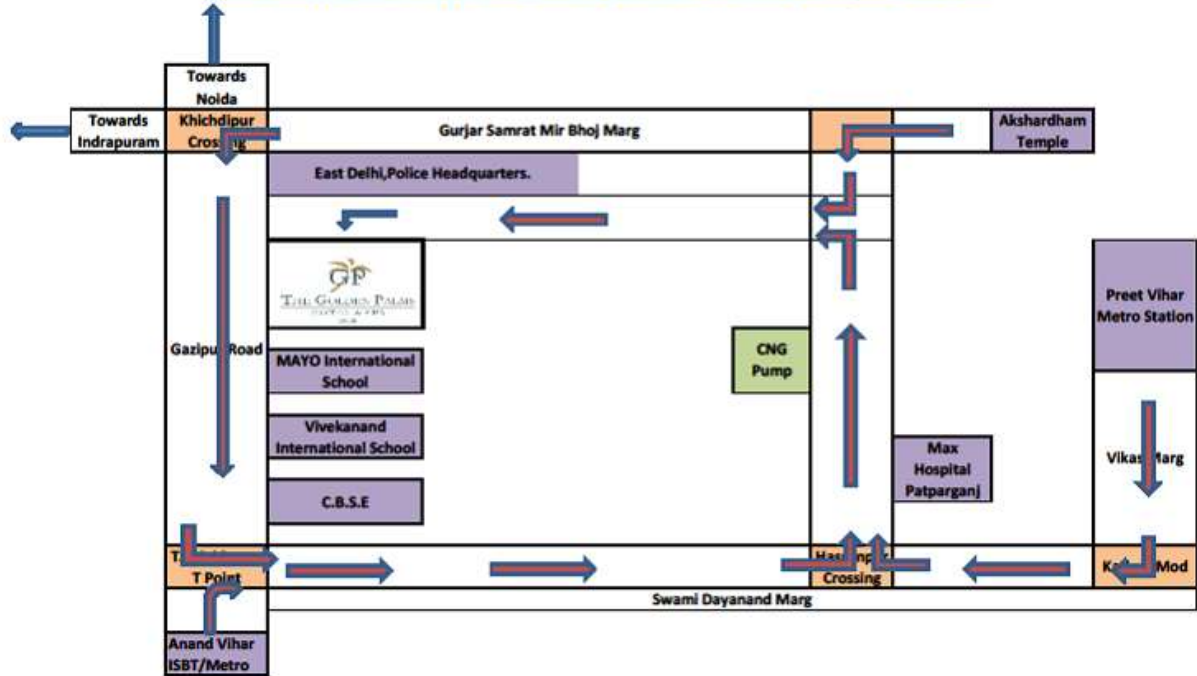
Item No-5 : Approval of appointment of Mr. Mohit Lalchandani, Whole Time Director of the Company as the Chief Executive Officer (CEO) of the company.

Board of Directors at its meeting held on 4th September, 2018 approved appointment of Mr. Mohit Lalchandani, Whole Time Director of our Company, as the Chief Executive Officer of the Company for a period of 5 consecutive years.

The resolution contained in Item no. 5 of the accompanying Notice; accordingly, seek members' approval for ratification of appointment of Chief Executive Officer of the Company. The Board commends this resolution for your approval.

Mr. Arjan Lalchandani, Managing Director and Chairman, Mrs. Anchal Gupta, Non- Executive Director of the Company being relative to the appointee- Mr. Mohit Lalchandani are deemed to be concerned or interested in the proposed resolution and hence not allowed to vote for this resolution.

Location MAP - The Golden Palms Hotel & Spa, Delhi.



**DR LALCHANDANI LABS
LIMITED**

CIN - L85320DL2017PLC321605
Regd. Off. : M-20, 20 BASEMENT, GREATER KAILASH-1,
NEW DELHI-110048

Email: info@lalchandaniplab.com, Website:
www.lalchandaniplab.com , #-01149057058/59

ATTENDANCE SLIP

(To be presented at the entrance)

ANNUAL GENERAL MEETING ON FRIDAY, NOVEMBER 2, 2018 AT 3.00 P.M.
6C, EAST DELHI, OPPOSITE POLICE HEAD QUARTERS, PATPARGANJ, NEW DELHI-110092
Email: info@lalchandaniplab.com

Folio No.DP ID No.Client ID No.....

Name of the MemberSignature

Name of the Proxy holder.....Signature

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

DR LALCHANDANI LABS LIMITED
 CIN - L85320DL2017PLC321605
 Regd. Off.: M-20 Basement, Greater Kailash-1, New Delhi -110048
 Email: info@lalchandanipathlab.com, Website: www.lalchandanipathlab.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014 - Form No.MGT-11)

Name of the Member(s):
 Registered address:
 E-mail Id:
 Folio No. / Client ID No. :
 DP ID No

I / We, being the holder(s) ofShares of Dr Lalchandani Labs Limited, hereby appoint:

1. Name:
 E-mail Id:
 Address:
 Signature: _____; or failing him
2. Name:
 E-mail Id:
 Address:
 Signature: _____; or failing him
3. Name:
 E-mail Id:
 Address:
 Signature: _____.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company to be held on Friday, 2nd November, 2018 at 3.00 P.M. at 6C, East Delhi, Opp. Police Headquarter, Patparganj, Delhi-110092 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

For Vote-See Note No-3

Resolution No.	Resolutions	Nature of Business	For	Against
1	To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March,2018 including Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit & Loss Account and Statement of Cash Flow, for the year ended as on that date together with 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, 2018, together with the Report of the Auditors thereon.	Ordinary		
2	To re-appoint a director Mrs. Anchal Gupta (DIN: 07873466) who retires by rotation at this annual general meeting and being eligible offers herself for re-appointment.	Ordinary		
3	To approve appointment of Statutory Auditors.	Ordinary		
4	To approve appointment of Dr Prakash Jhuraney as Independent Director of the company to pass with or without modification(s),	Special		

5	To approve appointment of Mr. Mohit Lalchandani, Whole Time Director of the Company as Chief Executive Officer of the company to pass with or without modification(s).	Special		
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Affix Rs. 1
Revenue
Stamp

Signed thisday of 2018

Signature of shareholder

Signature of Proxy holder(s)

NOTES:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at M-20 Basement, Greater Kailash, Part-1 South Delhi-110048, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.
3. It is optional to put a "X" in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the Resolutions, your Proxy will be entitled to vote in the manner as He/ She thinks appropriate.