

**DR LALCHANDANI LABS LIMITED**

(CIN: L85320DL2017PLC321605)

Regd. Office: M-20 Basement, Greater Kailash-1, New Delhi-110048

Tel: 011-49057058/59

Email: [info@lalchandaniplab.com](mailto:info@lalchandaniplab.com); Website: <http://www.lalchandaniplab.com>

**NOTICE**

**02<sup>ND</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 02<sup>nd</sup> Annual General Meeting of the Members of Dr Lalchandani Labs Limited will be held on Monday, 30<sup>th</sup> September, 2019 at 3.00 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 consider and adopt the Audited Financial Statement as on 31st March, 2019, together with the Board's Report and Auditor's report 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. Re-Appointment of Statutory Auditors:  
To consider and approval of M/s. Jain Agarwal and Company, Chartered Accountants, New Delhi (Firm Registration No: 024866N) as Statutory Auditor of the Company to hold office until the conclusion of 02<sup>nd</sup> Annual General Meeting, whose appointment was with the effect from dated 27<sup>th</sup> April, 2019 to fill casual vacancy in place of M/s AASM and Co., New Delhi (Firm Registration no.:030481N).

To re-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 and 142 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, appointment of M/s. Jain Agarwal and Company, Chartered Accountants, New Delhi (Firm Registration No: 024866N), as the Statutory Auditor of the Company, is hereby ratified to hold office from conclusion of this meeting till the conclusion of the 2023-2024 Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company, in addition to the GST and actual out of pocket expenses incurred in connection with the audit of the accounts of the Company."



**SPECIAL BUSINESS:-**

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution for Regularization of Additional Director, Mrs. Manica Gupta:

“RESOLVED THAT pursuant to the provisions of section 149, 152 and 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) Mrs. Manica Gupta (DIN: 08436144), who was appointed as an Additional Director in the capacity of Director of the Company by the Board of Directors effective 27<sup>th</sup> April, 2019 and who holds office till the date of the Annual General Meeting in term of section 161 of the Company Act, 2013, be and is hereby appointed as Non-Executive Director of the Company.”

5. To increase the overall managerial remuneration and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded to increase the over limit of managerial remuneration payable by the Company in respect of any financial year from 11 % (eleven per cent) to 25o/o (twenty five per cent) of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013.”


“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps and to do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

For & on behalf of the Board of Directors

Dr Lalchandani Labs Limited

Place: New Delhi  
Date: 04th September, 2019



 Sd/-  
Arjan Lalchandani  
Managing Director  
(DIN: 07014579)

**NOTES:-**

1. Explanatory Statement setting out material facts, pursuant to section 102 of the Companies Act, 2013, in respect of the Special business from Item No.4 and Item No.5 of the Notice is annexed hereto.
2. 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, Greater Kailash-1, New Delhi-110048, not less than 48 hours before the time fixed for commencement of the annual general meeting.
3. 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.
4. 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.
5. 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.
6. Members, proxies and authorized 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.
7. 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.
8. The Company has notified closure of register of members and transfer books from 24<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2019 (both days inclusive).
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. The record date for the purpose of determining the eligibility of the Members to attend the 02<sup>nd</sup> Annual General Meeting of the Company is 20<sup>th</sup> September, 2019.



11. 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.
12. 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.
13. 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.
14. All documents mentioned in the accompanying notice are open for inspection at the registered office of the Company between 10 A.M. to 4 P.M. on all working days except Saturday and Sunday up to and including the date of this Annual General Meeting.
15. 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.
16. Electronic Copy of the Notice of the 2<sup>nd</sup> Annual General Meeting (AGM) along with Attendance slip, Proxy Form, and Annual report for F.Y. 2018-19, 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.2018-19 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@lalchandaniipathlab.com](mailto:cs@lalchandaniipathlab.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.
17. Members may also note that the notice of the 2<sup>nd</sup> AGM and the Annual Report for the financial year 2018-19 will also be available on the Company's website [www.drlalchandaniipathlab.com](http://www.drlalchandaniipathlab.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, Greater Kailash-I, New Delhi- 110048 for inspection during normal business hours on all working days except Saturday and Sunday, upto and including the date of AGM.



18. 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).
19. 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.
20. 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/CN/2018/24 dated 8<sup>th</sup> June, 2018. Hence Shareholders are advised to get their physical shares transferred / dematerialized.
21. 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.
22. 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@lalchandaniipathlab.com](mailto:cs@lalchandaniipathlab.com) or via hand delivery or courier the same to the registered office of the Company.

### 23. 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 20<sup>th</sup> September, 2019, only Members as on the cut-off date, would be entitled to vote at the meeting.
- ii. Mr. Vikram Grover (Membership No. -ACS 53519 & COP No.-21638) of M/s. Vikram Grover & Company, Practicing Company Secretaries, a sole proprietorship firm has been appointed as the Secretarial Auditor and Scrutinizer of the Company for Financial Year 2018-2019 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.

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24. Route Map showing directions to reach the Venue of the 2<sup>nd</sup> Annual General Meeting is annexed herewith.
25. Information of Director seeking re-appointment at the Annual General Meeting to be held on 30<sup>th</sup> September, 2019.

Name of Director	Mrs. Anchal Gupta
DIN	07873466
Designation	Executive Director (w.e.f. 27/04/2019)
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. A1jan 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

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

**Item No- 4: Regularization of the Mrs. Manica Gupta as a Director.**

Mrs. Manica Gupta was appointed as Additional Director w.e.f. 27/04/2019 by the Board of Director of the Company.

Board of Directors at its meeting held on 27<sup>th</sup> April, 2019 approved appointment of Mrs. Manica Gupta, bearing (DIN- 08436144) as Additional Director of the company. She was appointed till the date of Annual General Meeting to be held.

Now, according to provision of the Companies Act, 2013, approval of Members is required for the purpose of regularizing her appointment as Director of the Company.

The resolution contained in Item no. 4 of the accompanying Notice; accordingly, seek members' approval for ratification of appointment of 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: To increase the overall managerial remuneration and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:**

As per Section 197 of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017 which has become effective since September 12, 2018, total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager in respect of any financial year may exceed 11% (eleven per cent) of the net profits of the Company calculated as per the Section 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Ordinary Resolution/Special Resolution. The requirement of Central Government approval which was hitherto required has been done away with.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 14.11.2018 recommended to increase in overall limit of managerial remuneration payable by the Company in respect of any financial year from 11% to 25% of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013.

Accordingly, the Board recommends the special resolution set out at Item no. 5 for approval of members. Except Sh. Mohit Lalchandani, Whole Time Director and CFO none of the other Directors or Key Managerial Personnel of the Company including their relatives is concerned or interested in the Resolution, financially or otherwise, except to the extent of their shareholding, if any, in the Company.



With reference to SS-2, for the easy convenience of recipients of notice, Route map to the venue of Annual General Meeting of the Company is as under:

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

