

# Dr Lalchandani Labs Ltd.

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## **CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF DR LALCHANDANI LABS LIMITED AT THEIR MEETING HELD ON DECEMBER 15, 2025.**

### **Approval of Rights Issue – Terms, Conditions, and Related Matters**

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(a) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended (the “**Companies Act**”), and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, including amendments notified in 2025 (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and other applicable laws, rules, regulations, circulars and guidelines, and subject to receipt of such statutory, regulatory and other approvals, consents, permissions or sanctions as may be required from the Securities and Exchange Board of India (“**SEBI**”), BSE Limited (“**BSE**”), the Ministry of Corporate Affairs and/or any other statutory or regulatory authority (collectively, the “**Approvals**”), the consent of the Board of Directors of the Company be and is hereby accorded to offer, issue and allot equity shares of face value ₹ 10/- (Rupees Ten Only) each (the “**Equity Shares**”) by way of a rights issue (“**Rights Issue**”) to the eligible equity shareholders of the Company whose names appear in the Register of Members as on the record date to be determined by the Board, for an aggregate amount not exceeding ₹ 433.31 Lakhs (Rupees Four Hundred Thirty-Three Point Three One Lakhs Only), including any premium, on such terms and conditions as may be decided by the Board and disclosed in the Draft Letter of Offer, Letter of Offer, Application Forms and other related documents.”

**RESOLVED FURTHER THAT** the Equity Shares to be issued pursuant to the Rights Issue shall rank pari passu in all respects with the existing equity shares of the Company, including dividend and voting rights, from the date of allotment.

**RESOLVED FURTHER THAT** any Director or any Key Managerial Personnel (“**KMP**”) of the Company be and are hereby jointly and severally authorized to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient in connection with the Rights Issue, including (i) determining and finalizing the terms of the issue (including price, ratio, and record date), (ii) effecting any modifications or amendments to the foregoing resolutions, (iii) making necessary filings with SEBI, the Stock Exchange(s), the Reserve Bank of India, and other regulatory/statutory authorities, (iv) executing and signing all agreements, undertakings, documents, and declarations on behalf of the Company, (v) appointing and remunerating intermediaries, and (vi) settling all questions, difficulties, or doubts that may arise in connection with the Rights Issue or utilization of its proceeds.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred herein to any Director(s) or Officer(s) of the Company, for the purpose of giving effect to the aforesaid resolutions, including making requisite filings and execution of documents with the Stock Exchange(s) and other regulatory/statutory authorities.

**RESOLVED FURTHER THAT** a copy of the foregoing resolution, duly certified to be true by any Director or the Company Secretary & Compliance Officer, be provided to the concerned authorities as may be required.”

### **Certified True Copy**

For DR LALCHANDANI LABS LIMITED



**(ARJAN LAL CHANDANI)**  
Managing Director  
(DIN. 07014579)

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