

# Report on Corporate Governance

## I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is an insight into the management of affairs of the Company. It implies governance with the highest standards of professionalism, integrity, accountability, fairness, transparency, social responsiveness and business ethics for efficient and ethical conduct of business.

For your Company, Corporate Governance is more than a set of processes and compliances. It doesn't practice Corporate Governance as an act of Compliance but with the Spirit of Governance. Your Company believes in good corporate governance practices, as they are important for meeting its obligations towards shareholders and other stakeholders.

The Company's Corporate Governance philosophy is based on the following principles:

- Appropriate size and composition of the Board with each Director bringing in expertise in a different area;
- Systematic information flow to the Directors to enable them to effectively discharge their fiduciary duties;
- Ethical business conduct by the Management and Employees;
- Appropriate systems and processes for internal controls on all operations; and
- Timely and accurate disclosure of all material, operational and financial information to the stakeholders.

## II. BOARD OF DIRECTORS

Your Company has an optimum mix of Executive, Non-Executive and Independent Directors which is essential to effectuate the two main functions of the Board viz. Governance and Management.

As on March 31, 2020, the Board of Directors of your Company comprised of 10 directors out of which 3 were Executive, 2 Non-Executive and 5 Independent Directors.

The names and categories of Directors on the Board during the Financial Year 2019-20, their attendance at Board Meetings held during the Financial Year 2019-20 and at the last Annual General Meeting and the number of Directorship and Committees Chairmanship/ Membership held by them as on March 31, 2020 are given hereunder:

Name of Directors	Category#	Attendance Particulars			No. of other Directorships and Committee Memberships/ Chairmanships			Name of the Listed Companies where Company's Director is also a Director	
		Board Meetings		Last AGM held on 12.08.2019	Other Directorships*	Committee Memberships**	Committee Chairmanships**	Name of Listed Company	Category of Directorship
		Held	Attended						
(Hony) Brig. Dr. Arvind Lal <sup>1</sup> (DIN: 00576638)	Chairman & PED	5	5	Yes	11	1	Nil	-	-
Dr. Vandana Lal (DIN: 00472955)	PED	5	5	Yes	3	Nil	Nil	-	-
Dr. Archana Lal Erdmann <sup>2</sup> (DIN: 08432506)	PNE	4	2	No	1	Nil	Nil	-	-
Dr. Om Prakash Manchanda <sup>3</sup> (DIN: 02099404)	ED	5	5	Yes	2	Nil	Nil	-	-
Mr. Rahul Sharma (DIN: 00956625)	NE	5	5	Yes	1	Nil	Nil	-	-
Mr. Anoop Mahendra Singh (DIN: 01963056)	IDNE	5	4	Yes	Nil	Nil	Nil	-	-
Mr. Harneet Singh Chandhoke (DIN: 02758084)	IDNE	5	4	No	Nil	Nil	Nil	-	-
Mr. Sunil Varma <sup>4</sup> (DIN: 01020611)	IDNE	5	4	Yes	Nil	Nil	Nil	-	-
Dr. Saurabh Srivastava (DIN: 00380453)	IDNE	5	4	Yes	6	2	Nil	1. Newgen Software Technologies Limited 2. Info Edge (India) Limited	1. IDNE 2. IDNE
Ms. Somya Satsangi (DIN : 07275574)	IDNE	5	5	Yes	Nil	Nil	Nil	-	-

# PED - Promoter Executive Director, PNE- Promoter Non -Executive Director, ED - Executive Director, NE - Non-Executive Director, IDNE - Independent Non-Executive Director.

\* Excludes Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

\*\* For the purpose of considering the limit of Committee Memberships and Chairmanships of a Director, Audit Committee and Stakeholders Relationship Committee of other Indian Public Companies have only been considered.

<sup>1</sup> (Hony) Brig. Dr. Arvind Lal was re-designated as Executive Chairman w.e.f. April 1, 2020.

<sup>2</sup> Dr. Archana Lal Erdmann was appointed as Non-Executive Director on the Board w.e.f. May 17, 2019.

<sup>3</sup> Dr. Om Prakash Manchanda was re-designated and appointed as Managing Director w.e.f. April 1, 2020.

<sup>4</sup> Mr. Sunil Varma was re-designated as Lead Independent Director w.e.f. May 17, 2019.

### Number of Board Meetings

During the Financial Year 2019-20, Five (5) meetings of the Board of Directors were held and the maximum time gap between two consecutive meetings did not exceed one hundred and twenty (120) days.

#### Date(s) on which meeting(s) were held

- 1 May 17, 2019
- 2 August 13, 2019
- 3 November 08, 2019
- 4 February 03, 2020
- 5 February 25, 2020

None of our Directors are related to each other, except (Hony) Brig. Dr. Arvind Lal & Dr. Vandana Lal, who are husband & wife and Dr. Archana Lal Erdmann who is the daughter of (Hony) Brig. Dr. Arvind Lal and Dr. Vandana Lal.

The number of directorships, chairmanships and committee memberships of each director is in compliance with the relevant provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### The shareholding of Non-Executive Directors as on March 31, 2020 is as follows:

Name of Directors	Nature of Directorship	No. of Equity Shares held
Dr. Archana Lal Erdmann	Non-Executive Director (Promoter Group)	19,63,751
Mr. Rahul Sharma <sup>1</sup>	Non-Executive Director	NIL
Ms. Somya Satsangi	Independent Director	NIL
Mr. Anoop Mahendra Singh	Independent Director	NIL
Mr. Harneet Singh Chandhoke	Independent Director	NIL
Mr. Sunil Varma	Lead Independent Director	NIL
Dr. Saurabh Srivastava	Independent Director	NIL

<sup>1</sup>Mr. Rahul Sharma, holds 1,41,983 fully vested stock options granted to him @ ₹ 311.30 in February 2015 under the ESOP 2010 Plan of the Company.

#### Familiarisation Programme for the Independent Directors

The Directors are provided with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices. Further, periodic presentations are made at the Board and Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Quarterly updates on relevant statutory changes are provided to the Directors in the Board Meetings.

The details of Familiarisation Programme are disclosed on the website of the Company and can be accessed at [https://www.lalpathlabs.com/pdf/Familiarization\\_Programme\\_for\\_Independent\\_Directors1.pdf](https://www.lalpathlabs.com/pdf/Familiarization_Programme_for_Independent_Directors1.pdf)

#### Core skills/expertise/competencies of Board of Directors

In context of your Company's business, the Board of Directors have identified the following:

- i. Core skills/expertise/competencies for it to function effectively
- ii. Directors who possess such core skills/expertise/competencies

S. No	Skills/Expertise/Competencies	Brief Descriptions	Directors who possess these Skills/ Expertise/Competencies
1	Communication and relationship Skills	Ability to communicate expectations and concerns in a constructive manner and develop meaningful interpersonal relationships with other Board members and executive management.	1. (Hony) Brig. Dr. Arvind Lal 2. Dr. Vandana Lal 3. Dr. Archana Lal Erdmann 4. Dr. Om Prakash Manchanda
2	Commitment and Engagement	Commitment to the Company, its culture, values and people; displaying a commitment to the Board and the role individual Directors play in ensuring overall Board effectiveness.	5. Mr. Rahul Sharma 6. Mr. Anoop Mahendra Singh 7. Mr. Harneet Singh Chandhoke 8. Mr. Sunil Varma 9. Dr. Saurabh Srivastava 10. Ms. Somya Satsangi

S. No	Skills/Expertise/Competencies	Brief Descriptions	Directors who possess these Skills/Expertise/Competencies
3	Board and Governance skills	Experience and knowledge of Board governance practices. Clear understanding of roles and responsibilities of the Board of a Company and responsibilities as a Director of the Company.	1. (Hony) Brig. Dr. Arvind Lal 2. Dr. Vandana Lal 3. Dr. Om Prakash Manchanda 4. Mr. Rahul Sharma 5. Mr. Anoop Mahendra Singh 6. Mr. Harneet Singh Chandhoke 7. Mr. Sunil Varma 8. Dr. Saurabh Srivastava 9. Ms. Somya Satsangi
4	Specialized Industry and Environmental Knowledge	Specialized knowledge of the industry and environment (s) in which the Company is doing business. Ability to assess and manage strategic and operational risks including but not limited to regulatory and legal risks.	1. (Hony) Brig. Dr. Arvind Lal 2. Dr. Vandana Lal 3. Dr. Archana Lal Erdmann 4. Dr. Om Prakash Manchanda 5. Mr. Anoop Mahendra Singh
5	Finance, Accounting and Financial Reporting and management of financial risk	In depth understanding of financial reporting and the accounting and control practices required to manage financial risks	1. (Hony) Brig. Dr. Arvind Lal 2. Dr. Om Prakash Manchanda 3. Mr. Rahul Sharma 4. Mr. Anoop Mahendra Singh 5. Mr. Sunil Varma 6. Dr. Saurabh Srivastava 7. Ms. Somya Satsangi
6	Information Technology	Information Technology expertise with knowledge of current and emerging technologies.	1. Dr. Archana Lal Erdmann 2. Mr. Rahul Sharma 3. Mr. Anoop Mahendra Singh 4. Mr. Sunil Varma 5. Dr. Saurabh Srivastava 6. Ms. Somya Satsangi

### Confirmation of Independence

Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013.

In the opinion of the Board, the independent directors fulfill the conditions of independence criteria as specified in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent from the management.

### III. AUDIT COMMITTEE

Your Company has a duly constituted Audit Committee and its composition meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All members of the Committee are financially literate and have accounting or related financial management expertise.

During the Financial Year 2019-20, Four (4) meetings of Audit Committee were held on May 17, August 13, November 8, 2019 and February 03, 2020.

The composition of the Audit Committee and the attendance details of the members are given below:-

Name of Members	#Category	Position	No. of meetings attended
Mr. Sunil Varma	IDNE	Chairman	4
Dr. Om Prakash Manchanda <sup>1</sup>	ED	Member	3
Dr. Saurabh Srivastava	IDNE	Member	4
Mr. Anoop Mahendra Singh	IDNE	Member	4

#IDNE – Independent Non-Executive Director, ED - Executive Director.

<sup>1</sup>Dr. Om Prakash Manchanda was inducted as Member of the Audit Committee w.e.f. May 17, 2019.

Mr. Rajat Kalra, Company Secretary of the Company is the Secretary of the Committee.

In addition to the members of Audit Committee, these meetings are also attended by Chief Financial Officer, Chief Executive Officer, Internal and Statutory Auditors and other executives considered necessary for providing inputs to the Committee.

### Terms of reference

#### The brief terms of reference, inter-alia, includes the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by them;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - (i) Matters required to be included in the Director's Responsibility Statement to be included in the Director's Report in terms of clause I of sub-section 3 of Section 134 of the Companies Act, 2013;
  - (ii) Changes, if any, in accounting policies and practices and reasons for the same;
  - (iii) Major accounting entries involving estimates based on the exercise of judgment by the management of the Company;
  - (iv) Significant adjustments made in the financial statements arising out of audit findings;
  - (v) Compliance with listing and other legal requirements relating to financial statements;
  - (vi) Disclosure of any related party transactions; and
  - (vii) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance and effectiveness of audit process;
8. Formulating a policy on related party transactions, which shall include materiality of related party transactions;
9. Approval or any subsequent modification of transactions of the Company with related parties;
10. Scrutiny of inter-corporate loans and investments;
11. Valuation of undertakings or assets of the Company, wherever it is necessary;
12. Evaluation of internal financial controls and risk management systems;
13. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
14. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
15. Discussion with internal auditors of any significant findings and follow up there on;
16. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
17. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
18. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
19. To review the functioning of the whistle blower mechanism;
20. Approval of the appointment of the Chief Financial Officer of the Company after assessing the qualifications, experience and background, etc. of the candidate;
21. Overseeing the vigil mechanism including to whom directors and employee shall report in case of any concern;
22. Reviewing the utilization of loans and/ or advances from/ investment by the holding Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision; and
23. Carrying out any other function as mentioned in the terms of reference of the Audit Committee.

### IV. NOMINATION & REMUNERATION COMMITTEE

Your Company has a duly constituted Nomination and Remuneration Committee and its composition meets the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the Financial Year 2019-20, Four (4) meetings of Nomination and Remuneration Committee were held on May 16, August 13, November 08, 2019 and February 03, 2020.

The composition of the Nomination and Remuneration Committee and the attendance details of the members as on March 31, 2020 are given below: -

Name of Members	#Category	Position	No. of meetings attended
Mr. Anoop Mahendra Singh	IDNE	Chairman	4
Mr. Harneet Singh Chandhoke	IDNE	Member	3
Mr. Rahul Sharma	NE	Member	4
Dr. Saurabh Srivastava	IDNE	Member	4
Mr. Sunil Varma <sup>1</sup>	IDNE	Member	3

#IDNE - Independent Non-Executive Director; NE - Non-Executive Director

<sup>1</sup>Mr. Sunil Varma was inducted as Member of Nomination and Remuneration Committee, pursuant to his appointment as Lead Independent Director w.e.f. May 17, 2019.

Mr. Rajat Kalra, Company Secretary of the Company is the Secretary of the Committee.

#### Terms of Reference

The terms of reference of the Nomination & Remuneration Committee, inter alia, includes the following:

- (i) Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with a prescribed criteria, recommend to the Board their appointment and removal.
- (ii) Lay down the evaluation criteria for performance evaluation of Independent Directors and the Board.
- (iii) Carry out evaluation of every Director's performance and also the performance of the Board.
- (iv) Formulation of the criteria for determining the qualifications, positive attributes and independence of a Director.
- (v) Recommending to the Board a policy, relating to the remuneration of directors, key managerial personnel and other employees. While formulating the policy, the committee must ensure that:
  - a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
  - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
  - c. Remuneration of Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- (vi) Devise a policy on Board diversity.
- (vii) Perform such functions as are required to be performed by the Compensation Committee under the SEBI (Share Based Employee Benefits) Regulations, 2014.
- (viii) Framing suitable policies and procedures to ensure that there is no violation of securities laws, as amended from time to time, including SEBI (Prohibition of Insider Trading) Regulations, 2015 and Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003 by the Company and its employees, as applicable.
- (ix) Recommend to the Board, all remuneration, in whatever form, payable to Senior Management.
- (x) Perform such other activities as may be delegated by the Board of Directors and/or statutorily prescribed under any law to be attended to by such Committee.

#### Performance evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has carried out the annual evaluation of (i) its own performance; (ii) Individual Directors Performance (Including Independent Directors); (iii) Chairman of the Board; and (iv) Performance of all Committees of the Board, for the Financial Year 2019-20. A structured questionnaire was prepared after taking into consideration inputs received from the Nomination and Remuneration Committee, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Non Independent Directors and Chairman was carried out by the Independent Directors.

The Directors expressed their satisfaction with the evaluation process.

#### V. STAKEHOLDERS RELATIONSHIP COMMITTEE

Your Company has a duly constituted Stakeholders Relationship Committee and its composition meets the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the Financial Year 2019-20, Two (2) meetings of Stakeholders Relationship Committee were held on May 16 and November 8, 2019.

The composition of the Stakeholders Relationship Committee and the attendance details of the members are given below:

Name of Members	#Category	Position	No. of meetings attended
Dr. Saurabh Srivastava	IDNE	Chairman	2
Dr. Om Prakash Manchanda	ED	Member	2
Mr. Rahul Sharma	NE	Member	2
Mr. Sunil Varma <sup>1</sup>	IDNE	Member	1

#IDNE - Independent Non-Executive Director; ED - Executive Director; NE - Non-Executive Director

<sup>1</sup>Mr. Sunil Varma was inducted as Member of Stakeholders Relationship Committee, pursuant to his appointment as Lead Independent Director w.e.f. May 17, 2019.

Mr. Rajat Kalra, Company Secretary of the Company is the Secretary of the Committee.

#### Terms of Reference:-

The Committee supervises the systems of redressal of Investor Grievances and ensures cordial investor relations. Its terms of reference are provided herein below:

- (i) Redressal of all security holders' and investors' grievances such as complaints related to transfer of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc. and assisting with quarterly reporting of such complaints.
- (ii) Giving effect to all transfer/transmission of shares and debentures, dematerialization of shares and re-materialization of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time.
- (iii) Overseeing the performance of the registrars and transfer agents of our Company and to recommend measures for overall improvement in the quality of investor services.
- (iv) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (v) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- (vi) Review of measures taken for effective exercise of voting rights by shareholders.
- (vii) Carrying out such other functions as may be specified by the Board from time to time.

#### Compliance Officer

Mr. Rajat Kalra, Company Secretary and Legal Head is the Compliance Officer of the Company. His contact details are as follows:

#### Dr. Lal PathLabs Limited

12th Floor, Tower-B, SAS Tower, Medicity,  
Sector-38, Gurugram - 122001  
Ph: +91 124 3016500  
Fax: +91 124 4234468  
E-mail: [cs@lalpathlabs.com](mailto:cs@lalpathlabs.com)

The details of shareholders' complaints received and resolved during the Financial Year ended March 31, 2020 are given in the table below:

Particulars	No. of Complaints
Number of Shareholders' complaints outstanding as at April 1, 2019	0
Number of shareholders' complaints received during the Financial Year	230
Number of shareholders' complaints solved to the satisfaction of shareholders during the Financial Year	224
Number of pending shareholders' complaints as at March 31, 2020	6

#### VI. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Your Company has a duly constituted Corporate Social Responsibility Committee and its composition meets the requirements of Section 135 of the Companies Act, 2013.

During the Financial Year 2019-20, One (1) meeting of Corporate Social Responsibility Committee was held on May 13, 2019.

The composition of the Corporate Social Responsibility Committee and the attendance details of the members as on March 31, 2020 are given below:-

Name of Members	#Category	Position	No. of meetings attended
(Hony) Brig. Dr. Arvind Lal	Chairman	Chairman & PED	1
Mr. Harneet Singh Chandhoke	IDNE	Member	1
Dr. Om Prakash Manchanda	ED	Member	1
Mr. Sunil Varma <sup>1</sup>	IDNE	Member	-

#PED - Promoter Executive Director; IDNE - Independent Non-Executive Director; ED - Executive Director

<sup>1</sup>Mr. Sunil Varma was inducted as Member of Corporate Social Responsibility Committee, pursuant to his appointment as Lead Independent Director w.e.f. May 17, 2019.

Mr. Rajat Kalra, Company Secretary of the Company is the Secretary of the Committee.

**Terms of Reference:-**

The terms of reference of the Corporate Social Responsibility Committee, inter alia, includes the following:

- (i) Formulate and Recommend to the Board, a CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- (ii) Recommend the amount of expenditure to be incurred on the CSR activities referred in Schedule VII.
- (iii) Monitor the CSR Policy of the Company from time to time.
- (iv) Such other activities as the Board of Directors may determine from time to time.

**VII. RISK MANAGEMENT COMMITTEE**

Your Company has duly constituted a Risk Management Committee in compliance of Regulation 21 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the Financial Year 2019-20, Two (2) meetings of Risk Management Committee were held on May 16 and November 8, 2019.

The composition of the Risk Management Committee as on March 31, 2020 is given below:

Name of Members	#Category	Position	No. of meetings attended
Ms. Somya Satsangi	IDNE	Chairperson	2
Mr. Anoop Mahendra Singh	IDNE	Member	2
Mr. Rahul Sharma	NE	Member	2
Mr. Sunil Varma <sup>1</sup>	IDNE	Member	1
Mr. Bharath U <sup>2</sup>	Chief Executive Officer	Member	2
Mr. Munender Soperna	Chief Information Officer	Member	2

#IDNE - Independent Non-Executive Director; NE - Non-Executive Director

<sup>1</sup>Mr. Sunil Varma was inducted as Member of Risk Management Committee, pursuant to his appointment as Lead Independent Director w.e.f. May 17, 2019.

<sup>2</sup>Mr. Bharath U was re-designated as Chief Executive Officer w.e.f. April 1, 2020.

Mr. Rajat Kalra, Company Secretary of the Company is the Secretary of the Committee.

**Terms of Reference:-**

The terms of reference of the Risk Management Committee, includes the following:

- (i) Implementation of Risk Management Systems and Framework.
- (ii) Reviewing and approving the Company's financial and risk management policies.
- (iii) Risk assessment and minimization procedures.
- (iv) To promote Enterprise-wide Risk Management and obtain comfort based on adequate and appropriate evidence that the Management of the Company ensures the implementation and effective functioning of the entire risk management process.
- (v) To review the Company's cyber security and other information technology risks, controls and procedures, including the Company's plans to mitigate cyber security risks and to respond to data breaches.
- (vi) To review and reassess the adequacy of this charter periodically and recommend any proposed changes to the Board for approval from time to time.
- (vii) Such other activities as the Board may determine from time to time.

## VIII. REMUNERATION OF DIRECTORS

The table below gives details of Remuneration of Directors for the Financial Year ended March 31, 2020.

(Amount in ₹)

Name of Directors	Salary & Perquisites	Performance Linked Incentive	Commission	Contribution towards Provident Fund	Sitting Fees	Severance Fee	Service Contract	Notice Period	Total
(Hony) Brig. Dr. Arvind Lal	2,35,57,188	-	-	6,10,860	-	None, unless otherwise agreed by Board of Directors	5 years	3 months	2,41,68,048
Dr. Vandana Lal	1,88,65,680	-	-	4,89,816	-	None, unless otherwise agreed by Board of Directors	5 years	3 months	1,93,55,496
Dr. Archana Lal Erdmann <sup>1</sup>	-	-	8,74,317	-	1,00,000	-	-	-	9,74,317
Dr. Om Prakash Manchanda	30,96,0180 <sup>2</sup>	54,54,750	-	17,74,488	-	None, unless otherwise agreed by Board of Directors	5 years	3 months	3,81,89,418
Mr. Rahul Sharma	-	-	10,00,000	-	6,50,000	-	-	-	16,50,000
Mr. Harneet Singh Chandhoke	-	-	10,00,000	-	4,50,000	-	-	-	14,50,000
Mr. Sunil Varma	-	-	12,50,000	-	13,00,000	-	-	-	25,50,000
Dr. Saurabh Srivastava	-	-	12,50,000	-	7,50,000	-	-	-	20,00,000
Mr. Anoop Mahendra Singh	-	-	12,50,000	-	7,50,000	-	-	-	20,00,000
Ms. Somya Satsangi	-	-	12,50,000	-	4,00,000	-	-	-	16,50,000

<sup>1</sup>Dr. Archana Lal Erdmann was appointed as Non-Executive Director on the Board w.e.f. May 17, 2019.

<sup>2</sup>Does not include a non-cash (stock related) perk of ₹ 10,88,25,589/- on exercise of Stock options.

Dr. Om Prakash Manchanda also holds certain stock options granted under Dr. Lal PathLabs Employees Restricted Stock Unit Plan 2016 of the Company. The details of the same as on March 31, 2020 are as under:

Grant Date	No. of options granted	Grant Price for the options (in ₹)	Vesting Details	
			No. of options vested/to be vested	Vesting Dates
July 29, 2016	82,677*	10	20,152	July 28, 2017
			20,669	July 28, 2018
			20,669	July 28, 2019
			20,670	July 28, 2020
August 7, 2017	83,066**	10	12,460	August 06, 2018
			16,613	August 06, 2019
			24,920	August 06, 2020
			29,073	August 06, 2021
August 10, 2018	83,332**	10	12,500	August 09, 2019
			16,666	August 09, 2020
			25,000	August 09, 2021
			29,166	August 09, 2022
August 13, 2019	83,341**	10	12,501	August 12, 2020
			16,668	August 12, 2021
			25,002	August 12, 2022
			29,170	August 12, 2023

\*50% of the stock options shall vest on the date of vesting and the balance of upto 50% shall vest on the basis of Company Performance Factor to be determined by the Nomination and Remuneration Committee for every Financial Year. The vested options can be exercised over a period of 5 years from the date of vesting.

\*\*25% of the stock options shall vest on the date of vesting and the balance upto 75% shall vest on the basis of Company Performance Factor and Individual Performance to be determined by the Nomination and Remuneration Committee for every Financial Year. The vested options can be exercised over a period of 5 years from the date of vesting.



#### Criteria for making payments to Non-Executive Directors

The criteria for making payments to Non-Executive Directors is defined in the Nomination and Remuneration Policy of the Company, annexed to this Annual Report.

#### IX. GENERAL BODY MEETINGS

Details of Annual General Meetings held during the last three years, are as under:

Financial Year	Date	Venue	No. of Special Resolutions set out at the AGM
2018-19	August 12, 2019 at 10:30 AM	Air Force Auditorium, Subroto Park, New Delhi - 110 010	Nil
2017-18	August 13, 2018 at 10:30 AM	Air Force Auditorium, Subroto Park, New Delhi - 110 010	<ol style="list-style-type: none"> <li>1. Re-appointment of Mr. Arun Duggal (DIN: 00024262) as an Independent Director of the Company for a term of Five (5) years.</li> <li>2. Re-appointment of Mr. Anoop Mahendra Singh (DIN: 01963056) as an Independent Director of the Company for a term of Five (5) years.</li> <li>3. Re-appointment of Mr. Harneet Singh Chandhoke (DIN 02758084) as an Independent Director of the Company for a term of Five (5) years.</li> <li>4. Re-appointment of Mr. Sunil Varma (DIN: 01020611) as an Independent Director of the Company for a term of Five (5) years.</li> <li>5. Re-appointment of Dr. Saurabh Srivastava (DIN: 00380453) as an Independent Director of the Company for a term of Five (5) years</li> </ol>
2016-17	July 20, 2017 at 10:30 AM	Air Force Auditorium, Subroto Park, New Delhi - 110 010	<ol style="list-style-type: none"> <li>1. Approval for Increase in the Commission to be paid to Independent Directors of the Company</li> <li>2. Approval for payment of remuneration to (Hony) Brig. Dr. Arvind Lal under Schedule V of the Companies Act, 2013.</li> <li>3. Approval for payment of remuneration to Dr. Vandana Lal under Schedule V of the Companies Act, 2013.</li> </ol>

#### POSTAL BALLOT

During the Financial Year 2019-20, pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory amendment(s) or re-enactment(s) made thereunder), your Company passed the following special resolution through postal ballot:

***Payment of remuneration to Mr. Rahul Sharma (DIN: 00956625), Non-Executive Director, for the Financial Year 2019-20 exceeding fifty percent of the total remuneration payable to all Non-Executive Directors.***

Date of Postal Ballot Notice	November 8, 2019
Cut-off Date of register of members for dispatch of notice	November 15, 2019
Voting Period	December 3, 2019 at 9:00 A.M. to January 1, 2020 at 5:00 P.M.
Date of passing resolution	January 1, 2020
Date of declaration of result	January 3, 2020

The Board had appointed Mr. Prashant Kumar Balodia (Membership No. FCS 6047 & Certificate of Practice No. 6153) Partner, M/s PDS & Co., Company Secretaries, as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner

The details of voting pattern in respect of the Special Resolution passed through postal Ballot is as under:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[2/1*100]	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[4/2] *100	% of Votes against on votes polled (7)=[5/2]*100
<b>Promoter and Promoter Group</b>	E-Voting		4,74,31,898	100.00	4,74,31,898	0	100.00	0.00
	Poll	4,74,31,898	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>4,74,31,898</b>	<b>4,74,31,898</b>	<b>100.00</b>	<b>4,74,31,898</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public- Institutions</b>	E-Voting		1,99,80,472	79.31	1,87,78,484	12,01,988	93.98	6.02
	Poll	2,51,91,523	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>2,51,91,523</b>	<b>1,99,80,472</b>	<b>79.31</b>	<b>1,87,78,484</b>	<b>12,01,988</b>	<b>93.98</b>	<b>6.02</b>
<b>Public- Non Institutions</b>	E-Voting		55,92,865	57.04	55,92,395	470	99.99	0.01
	Poll	98,05,314	0	0.00	0	0	0.00	0.00
	Postal Ballot		797	0.00	642	155	80.55	19.45
	<b>Total</b>	<b>98,05,314</b>	<b>55,93,662</b>	<b>57.05</b>	<b>55,93,037</b>	<b>625</b>	<b>99.99</b>	<b>0.01</b>
<b>GRAND TOTAL</b>	<b>8,24,28,735</b>	<b>7,30,06,032</b>	<b>88.57</b>	<b>7,18,03,419</b>	<b>12,02,613</b>	<b>98.35</b>	<b>1.65</b>	

None of the business proposed to be transacted at the ensuing Annual General Meeting requires passing of special resolution through postal ballot.

#### Procedure for Postal Ballot:

During the conduct of the Postal Ballot, the Company provided e-voting facility to its shareholders to cast their votes electronically through e-voting platform by CDSL. Postal Ballot forms, notice and postage pre-paid business reply envelopes were sent to shareholders to enable them to cast their vote in writing on the postal ballot. The Company also published a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Companies Act, 2013 and applicable Rules. The scrutinizer submitted the report after completion of the scrutiny and the results of voting by postal ballot were then announced. The voting results were communicated to the Stock Exchanges besides being displayed on the website of the Company, i.e. [www.lalpathlabs.com](http://www.lalpathlabs.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

#### X. MEANS OF COMMUNICATION

The quarterly/half-yearly/yearly results are intimated to the Stock Exchanges immediately after the Board Meeting at which they are approved. The results of the Company are also published in at least one national newspaper (usually Financial Express) and one regional newspaper (usually Jansatta) having wide circulation.

The results along with presentations made by the Company to Analysts/Investors are also posted on the website of the Company viz. [www.lalpathlabs.com](http://www.lalpathlabs.com). The Company's website also displays all official news releases.

The Company organizes investor conference calls to discuss its financial results every quarter, where investor queries are answered by the Executive Management of the Company. The transcripts of the conference calls are posted on our website.

All price sensitive information and matters that are material to shareholders are disclosed to the Stock Exchanges, where the securities of the Company are listed.

#### XI. GENERAL SHAREHOLDER INFORMATION

a. **Corporate Identification Number:** L74899DL1995PLC065388

b. **Annual General Meeting:**

The 26<sup>th</sup> Annual General Meeting of the Company is scheduled to be held as under:-

Date and Time July 30, 2020 at 10.30 AM

Venue The Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated May 5, 2020 and thus venue requirements are not applicable for this AGM. For details please refer to the Notice of this AGM.

**c. Financial Year**

The Company follows Financial Year from April 1 to March 31. The Current Financial Year of the Company is April 1, 2020 to March 31, 2021.

**d. Listing on Stock Exchanges:**

Name of Stock Exchange	Security Code/ Symbol	Address
BSE Limited	539524	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001
National Stock Exchange of India Limited	LALPATHLAB	Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051

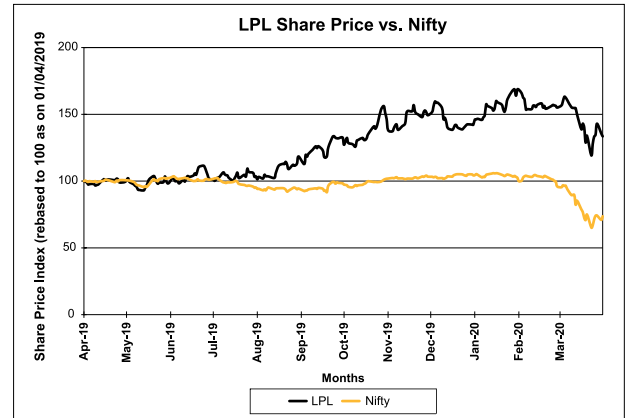
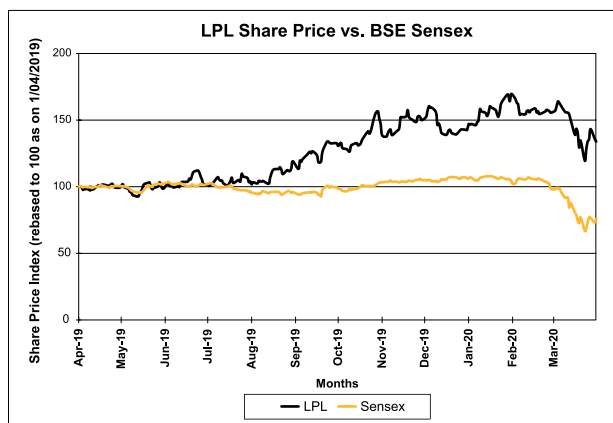
Listing fees for the Financial Year 2019-20 & 2020-21 have been paid to both the Stock Exchanges.

**e. Market Price Data & Share price performance:**

The monthly High & Low Share price during each month, of the last Financial Year is as below:

Month	BSE Limited		National Stock Exchange (NSE)	
	(In ₹ Per Share)			
	High	Low	High	Low
Apr-19	1,150.00	1,010.00	1,100.00	1,002.15
May-19	1,103.65	950.10	1,105.10	955.00
Jun-19	1,180.05	1,025.00	1,178.10	1,020.00
Jul-19	1,180.00	1,032.00	1,174.40	1,031.45
Aug-19	1,261.95	1,052.55	1,259.90	1,054.00
Sep-19	1,475.00	1,154.05	1,474.00	1,170.00
Oct-19	1,663.90	1,310.00	1,665.00	1,310.00
Nov-19	1,698.00	1,416.00	1,698.50	1,415.00
Dec-19	1,693.80	1,450.00	1,688.00	1,450.00
Jan-20	1,795.00	1,490.50	1,794.60	1,487.50
Feb-20	1,845.90	1,565.80	1,846.00	1,565.00
Mar-20	1,758.85	1,181.80	1,758.00	1,179.55

**f. Company's equity share price comparison with BSE Sensex and S&P CNX Nifty:**



**g. Registrar and Share Transfer Agent:**

Link Intime India Private Limited  
Noble Heights, 1st Floor,  
Plot NH 2, C-1 Block LSC,  
Near Savitri Market, Janakpuri,  
New Delhi - 110058,  
+91 11 49411000 | Fax: +91 11 4141 0591

**h. Share Transfer System:**

All share transfer and other communications regarding share certificates, change of address, dividends, etc. should be addressed to Registrar and Share Transfer Agent.

Stakeholders Relationship Committee is authorized to approve transfer of shares in the physical segment. The Committee has delegated authority for approving transfer and transmission of shares and other related matters to the officer(s) of the Company. The Company obtains from a Company Secretary in practice, half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and files a copy of the same with the Stock Exchanges.

**i. Distribution of shareholding as on March 31, 2020:**

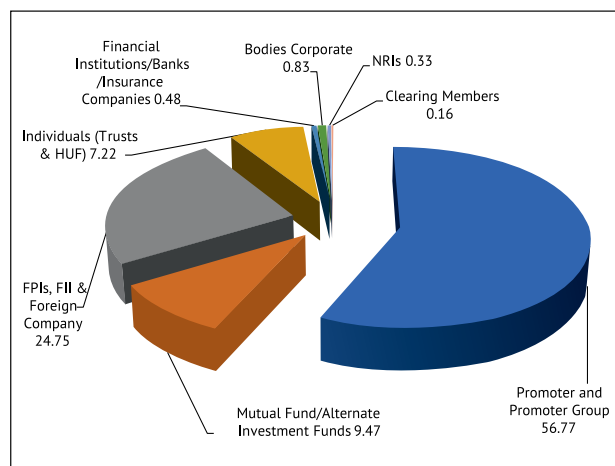
**a) Distribution of Shareholding**

Slab	Shareholders		No. of Shares	
	Number	% to total	Shares	% to total
1 - 500	60,694	98.05	28,00,952	3.36
501 - 1,000	545	0.88	3,84,107	0.46
1,001 - 2,000	219	0.35	3,04,920	0.37
2,001 - 3,000	84	0.14	2,04,982	0.25
3,001 - 4,000	47	0.08	1,63,994	0.20
4,001 - 5,000	29	0.05	1,29,728	0.16
5,001 - 10,000	67	0.11	4,92,535	0.59
10,001 - Above	213	0.34	7,88,63,659	94.62
<b>Total</b>	<b>61,898</b>	<b>100.00</b>	<b>8,33,44,877</b>	<b>100.00</b>

**b) Categories of Equity Shareholders as on March 31, 2020**

S. No.	Category	No of Shares held	% of Share holding
1	Promoter and Promoter Group	4,73,18,230	56.77
2	Mutual Fund/Alternate Investment Funds	78,89,536	9.47
3	FPI, FII & Foreign Company	2,06,27,958	24.75
4	Individuals (including Trusts & HUF)	60,18,999	7.22
5	Financial Institutions/Banks/ Insurance Companies	3,95,990	0.48
6	Bodies Corporate	6,87,746	0.83
7	Non - Resident Indians	2,72,225	0.33
8	Clearing Members	1,34,193	0.16
<b>Total</b>		<b>8,33,44,877</b>	<b>100.00</b>

**Graphic presentation of the Shareholding pattern as on March 31, 2020**



**j. Dematerialisation of Shares and Liquidity**

The shares of the Company are compulsorily traded in dematerialized form. All equity shares except 1 (One) have been dematerialized as on March 31, 2020. The equity shares of the Company are actively traded at BSE & NSE.

**k. Outstanding GDRs/ ADRs/ Warrants or Convertible Instruments**

No GDRs/ ADRs/Warrants or Convertible Instruments has been issued by the Company.

**l. Commodity price risk or foreign risk and hedging activities.**

The Company does not have commodity price risk nor does the Company engage in hedging activities.

**m. Plant Locations**

The Company does not have any manufacturing or processing plants.

**n. Address for Correspondence**

Registered Office	Corporate Office
Dr. Lal PathLabs Limited Block E, Sector-18, Rohini, New Delhi-110085 Ph: +91-11-30258600 Fax: + 91-11-2788134 E-mail: <a href="mailto:cs@lalpathlabs.com">cs@lalpathlabs.com</a>	Dr. Lal PathLabs Limited 12th Floor, Tower-B, SAS Tower, Medicity, Sector-38, Gurugram - 122001 Ph: +91 124 3016500 Fax: +91 124 4234468 E-mail: <a href="mailto:cs@lalpathlabs.com">cs@lalpathlabs.com</a>

Your Company has also designated [cs@lalpathlabs.com](mailto:cs@lalpathlabs.com) as an exclusive email ID for investors for the purpose of registering their complaints and the same has been displayed on Company's website also.

**o. List of Credit Ratings**

Following is the list of credit ratings obtained by the Company from CRISIL during the Financial Year 2019-20.

Total Bank Loan Facilities Rated	₹ 60 Crore
Long – Term Rating	CRISIL AA-/Stable ( Reaffirmed)
Short – Term Rating	CRISIL A1+ ( Reaffirmed)

There was no revision in credit ratings during the Financial Year 2019-20.

**XII. DISCLOSURES**

**a. Related Party Transactions (RPTs)**

The Company has not entered into any materially significant transactions with the related parties that may have potential conflict with the interests of the Company at large. Transactions with related parties are being disclosed in Note 46 to the Standalone Financial Statements of the Company forming part of the Annual Report and are transacted after obtaining applicable approval(s), wherever required. The Audit Committee and the Board of Directors of the Company have formulated the Policy on dealing with RPTs which can be accessed at the Company's website through the following link:

<https://www.lalpathlabs.com/pdf/Policy-on-Related-Party-Transactions.pdf>

**b. Non-Compliances by the Company**

During the last three years, there were no strictures or penalties imposed on the Company either by the Stock Exchanges or SEBI, or any other statutory authority for non-compliance of any matter related to capital markets except a notice from NSE dated November 27, 2018 regarding delayed disclosure of Postal Ballot Voting Results and thereby levying a fine of ₹ 10,000/-.

The result were to be submitted within 48 hours of closure of Postal Ballot and apparently there was inadvertent delay of few minutes by the Company in such submission.

**c. Vigil Mechanism and Whistle Blower Policy**

The Company is committed to conduct its business in accordance with applicable laws, rules and regulations. The Company promotes ethical behavior in its operations and has a Vigil mechanism which is overseen through the Audit Committee. Under the Vigil Mechanism, employees are free to report violations of applicable laws and regulations and the Code of Conduct. During the year under review, no employee was denied access to the Audit Committee.

The policy on Vigil Mechanism and Whistle Blower Policy has been posted on the website of the Company and can be accessed through the following link: <https://www.lalpathlabs.com/pdf/Whistle-Blower-Policy.pdf>

**d. Details of compliance with mandatory requirements on Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The Company has complied with the mandatory requirements on Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**e. Subsidiary Companies**

Your Company does not have any material subsidiary Company in terms of Regulation 16(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors of the Company have formulated a policy for determining "material" subsidiaries. The said Policy has been placed on the website of the Company and can be accessed through the following link:

<https://www.lalpathlabs.com/pdf/Policy-for-determining-Material-Subsidiaries.pdf>

**f. Practicing CS Certification**

A certificate from a Company Secretary in Practice that as on March 31, 2020, none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of Company by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority is annexed to this Report as **Annexure - 1**.

**g. Statutory Auditor Fee**

The total fee paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor for all the services during the Financial Year 2019 -20 is ₹ 15.15 million.

**h. Disclosure under the sexual harassment of women at Workplace (prevention, prohibition and redressal) Act, 2013**

In compliance of the terms of the sexual harassment of women at Workplace (prevention, prohibition and redressal) Act, 2013 and rules made thereunder, the Company has in place a policy to prevent and deal with sexual harassment at workplace.

Following is the status of Complaints received under the sexual harassment of women at Workplace (prevention, prohibition and redressal) Act, 2013 during the Financial Year 2019-20.

- a. number of complaints filed during the financial year - 14
- b. number of complaints disposed of during the financial year - 13
- c. number of complaints pending as on end of the financial year - 1

**i. Detail of compliance with the corporate governance requirements specified in Regulations 17 to 27 and clause (b) to (i) of sub - regulation (2) of Regulation 46 of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015.**

The Company is in compliance with the applicable corporate governance requirements specified in Regulations 17 to 27 and clause (b) to (i) of Regulation 46(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, securities of the Company have not been suspended for trading at any point of time during the financial year ended March 31, 2020.

**j. Disclosures with respect to demat suspense account/unclaimed suspense account.**

There are no shares which are lying in demat suspense account/unclaimed suspense account.

**k. Insider Trading**

In terms of the SEBI (Prohibition of Insider Trading) Regulations 2015 ('PIT Regulations'), the Company has a comprehensive Code of Conduct for regulating, monitoring and reporting of trading by Insiders. The said Code lays down guidelines which provide for the procedure to be followed and disclosures whilst dealing with shares of the Company. Further, in terms of the PIT Regulations, the Company has in place a Code of Practices and Procedures of Fair Disclosures of Unpublished Price Sensitive Information.

**L. Board Procedures**

The Board meets at least once in a quarter to review financial results and operations of the Company. In addition to the above, the Board also meets as and when necessary to address specific issues concerning the businesses of your Company. The tentative annual calendar of Board Meetings for the ensuing year is decided in advance by the Board.

The Board Meetings are governed by a structured Agenda. The Agenda along with detailed explanatory notes and supporting material are circulated in advance before each meeting to all the Directors for facilitating effective discussion and decision making. The Board has access to any information within your Company which includes the information as specified in Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**m. Independent Directors' Meeting**

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Independent Directors of the Company was held on May 16, 2019 without the presence of Non-Independent Directors and where in all Independent Directors were present in person.

The Company Secretary was an invitee to the said meeting and facilitated the conduct of the meeting.

**n. Non- mandatory requirements:**

The Company has adopted the following non-mandatory requirements on Corporate Governance:-

**i. Board**

Since your Company did not have a Non-Executive Chairman during the Financial Year 2019-20, hence, the requirement of maintaining a Chairman's Office was not applicable to the Company.

**ii. Shareholder Rights**

The quarterly and half yearly financial results of your Company are published in widely circulated newspapers and additionally are displayed on the Company's website [www.lalpathlabs.com](http://www.lalpathlabs.com).

The Company sends the financial statements along with the Directors' Report and Auditor's Report to shareholders every year.

**iii. Audit qualifications**

There was no audit qualification on your Company's financial statements, during the year under review.

**iv. Reporting of Internal Auditor**

The Internal Auditors of the Company i.e. M/s Grant Thornton India LLP directly reports to the Audit Committee of the Company.

**XIII. CODE OF CONDUCT**

The Board of Directors has laid down a Code of Conduct, which is applicable to all Directors and Senior Management personnel of the Company. The Code has also been posted on the website of the Company.

All Board Members and Senior Management Executives have affirmed compliance with the Code of Conduct for the Financial Year 2019-20.

An annual declaration signed by the Chief Executive Officer of the Company affirming compliance to the Code by the Board of Directors and the Senior Management is annexed to this Report as **Annexure - 2**. The Code of Conduct is available on website of the Company and can be accessed through the following link:

<https://www.lalpathlabs.com/pdf/brochures/Code-of-Conduct-for-Directors-and-Senior-Management.pdf>

**XIV. CEO/ CFO CERTIFICATION**

In compliance with Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate from Chief Executive Officer and Chief Financial Officer of the Company to the Board of Directors as specified in Part B of Schedule II of the said regulations is annexed to this Report as **Annexure - 3**.

**XV. COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate on Corporate Governance issued by Company Secretary in Practice is annexed to this Report as **Annexure - 4**.

**XVI. SHAREHOLDERS SATISFACTION SURVEY**

The Company invites feedback from all Shareholders on various services areas that it continually works on.

The feedback in the form of a questionnaire is attached along with Notice of convening 26<sup>th</sup> Annual General Meeting.

Shareholders are requested to fill up the "**Shareholders Satisfaction Survey**" form and provide their valuable feedback by emailing the same at [cs@lalpathlabs.com](mailto:cs@lalpathlabs.com) through their registered e-mail ID or sending the signed copy at the Corporate Office of the Company at 12th Floor, Tower B, SAS Tower, Medicity, Sector-38, Gurugram – 122001.