PALIWAL DIAGNOSTICS PRIVATE LIMITED

Corporate Identity Number: U26914UP1997PTC022257

Regd. Office: 117/H-1/02 Pandu Nagar Kanpur, Uttar Pradesh - 208025

Phone: 0512-2235821, E-mail: cs@lalpathlabs.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 28th Annual General Meeting ("AGM") of the members of Paliwal Diagnostics Private Limited ("the Company") will be held on Thursday, May 22, 2025 at 12:00 Noon (IST) at 117/H-1/02 Pandu Nagar Kanpur, Uttar Pradesh – 208025, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in the place of Dr. Umesh Paliwal (DIN: 00651768), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit to pass with or without modifications the following resolution as **Ordinary Resolution**:

   Re-appointment of Dr. Mridula Paliwal (DIN: 00651739) as Non-Executive Director of the Company

   "RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Dr. Mridula Paliwal (DIN: 00651739), who was appointed as an Additional Director of the Company w.e.f January 27, 2025, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received requisite recommendations for her candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation."

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RESOLVED FURTHER THAT Dr. Umesh Paliwal and/ or Mr. Shankha Banerjee, Directors of the Company be and are hereby severally authorized to do all such act(s), deed(s) or thing(s) as may be considered necessary or incidentals to give effect to the above resolution."

4. To consider and if thought fit to pass with or without modifications the following resolution as **Ordinary Resolution**:

Re-appointment of Mr. Ved Prakash Goel (DIN: 02748363) as Non-Executive Director of the Company

"RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Ved Prakash Goel (DIN: 02748363), who was appointed as an Additional Director of the Company w.e.f January 27, 2025, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received requisite recommendations for his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation."

RESOLVED FURTHER THAT Umesh Paliwal and/ or Mr. Shankha Banerjee, Directors of the Company be and are hereby severally authorized to do all such act(s), deed(s) or thing(s) as may be considered necessary or incidentals to give effect to the above resolution."

By order of the Board of Directors of
Paliwal Diagnostics Private Limited

Place: Gurugram
Date: 22.04.2025

Shankha Banerjee
(Director)
DIN: 07872511

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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

   Proxies submitted on behalf of the companies, must be supported by an appropriate resolution/authority as may be applicable.

2. Members are requested to note that pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.

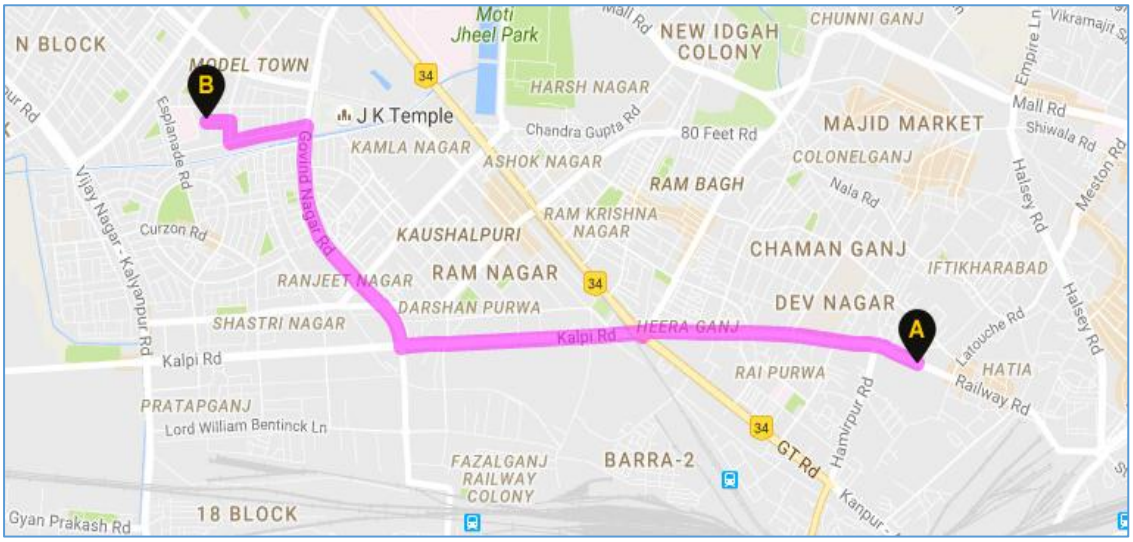
3. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

4. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the board or governing body resolution/ Power of Attorney authorizing the representatives to attend and vote at the Annual General Meeting at least 48 hours before the AGM.

5. The Register of Director and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which directors are interested under Section 189 will be made available for inspection by members of the Company at AGM.

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6. Below is the Route map of the venue of 28th Annual General Meeting of the Company.



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DETAILS OF DIRECTOR(S) SEEKING RE-APPOINTMENT IN THE 28th AGM OF THE COMPANY, PURSUANT TO SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) ARE AS MENTIONED BELOW:

Name of the Director	**Dr. Umesh Paliwal**	**Dr. Mridula Paliwal**	**Mr. Ved Prakash Goel**
DIN	00651768	00651739	02748363
DOB (Age)	April 05, 1965 (about 60 years)	June 13, 1966 (about 59 years)	January 10, 1976 (about 49 years)
Date of First Appointment to the Board	December 01, 1997	January 27, 2025	January 27, 2025
Qualification, Experience, Brief Resume and Nature of Expertise in specific functional areas	Dr. Umesh Paliwal is the Director on the Board of the Company since 1997. He has done M.D in Pathology and has over 28 years of experience. He is head of all the Labs & Departments & leads the Technical, Operational as well as Marketing related activities of PDPL & associated labs as well as centers.	Dr. Mridula Paliwal, aged about 59 years, has done her Ph.D. in Molecular Biology & Biotechnology and has over 26 years of experience. She has helped implement & maintain QMS at PDPL & leads the Quality Assurance related activities of PDPL & associated labs as well as centers.	Mr. Ved Prakash Goel is a Chartered Accountant and LLB with more than 28 years' experience. He also did Senior Leadership programs from IIMA and ISB. He worked in different industries including Manufacturing, Mines, Engineering, Infrastructure and Healthcare Services. As a Chartered Accountant, he has a strong expertise in Financial & Strategic Planning and execution, Fund Raising, Legal & Corporate Affairs, Merger & Acquisition, Direct & Indirect Taxes and various other areas related to finance.

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			Ved P Goel is currently working as Group CFO & CEO - International Business of Dr. Lal PathLabs Ltd. He was instrumental in bringing IPO of Dr. Lal PathLabs in 2015 and led many small and mid-size M&A including a large size deal of Suburban Diagnostics in Mumbai in 2021.
Shareholding in the Company	3150 Equity Shares	850 Equity shares	NIL
Relationship with other Directors & KMP's	Spouse of Dr. Mridula Paliwal, Non-Executive Director	Spouse of Dr. Umesh Paliwal, Non-Executive Director	None
No. of Meetings of the Board attended during the year	Four (4)	1 (One)	1 (One)
Directorships held in other Companies (Excluding Foreign Companies)	1. Ashadeep Infradeveloper Private Limited 2. Paliwal Naturals India Private Limited	1. Ashadeep Infradeveloper Private Limited 2. Paliwal Naturals India Private Limited 3. Paliwal Naturals Food and Beverages Private Limited	1. ASV Associates Private Limited 2. APRL PathLabs Private Limited 3. Dr. Lal Ventures Private Limited 4. PathLabs Unifiers Private Limited 5. Centrapath Labs Private Limited 6. Chanre Laboratory Private Limited 7. OFB Tech Private Limited 8. Suburban Diagnostics (India)

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			Private Limited (under Liquidation)
Membership /Chairmanship of Committees of other companies	NIL	NIL	**OFB Tech Private Limited** 1. Audit Committee (Chairperson) 2. Risk Management Committee (Member) 3. IPO Committee (Member) **Centrapath Labs Private Limited** Corporate Social Responsibility Committee (Member) **Suburban Diagnostics (India) Private Limited** (under Liquidation) Corporate Social Responsibility Committee (Member)
Remuneration last drawn	INR 50.25 Lakh (FY 2024-25)	INR 27.98 Lakh (FY 2024-25)	NIL
Remuneration sought to be paid	NIL	NIL	NIL
Terms & conditions of Appointment	Director, liable to retire by rotation.	Director, liable to retire by rotation.	Director, liable to retire by rotation.

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ATTENDANCE SLIP

28th Annual General Meeting

DP ID - Client ID / Folio No …….

No. of shares held: ……

Name of the Member / Proxy :…….....(In Block Letters)

Address of the Member: …….....

I certify that I am/we are member(s)/proxy for the member(s), of the Company.

I/ We hereby record my/our presence at the 28th Annual General Meeting of the Company on Thursday, May 22, 2025 at 12:00 Noon (IST) at 117/H-1/02 Pandu Nagar Kanpur, Uttar Pradesh – 208025.

…….....……

Signature of the Member/Proxy

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PROXY FORM

28th Annual General Meeting

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014]

Name of the member: …….....

Registered Address: ……..……….....

E-mail ID:…….....…….....

DP ID - Client ID / Folio No.: …….....……...…

I/We being the member(s) of ……..... shares of Paliwal Diagnostics Private Limited, hereby appoint:

1. Name: …….....

   Address: ……..……...

   E-mail ID: ……..……..……..…….....

   Signature: ..... failing him/her

2. Name: …….....

   Address: ……..……...

   E-mail ID: ……

   Signature: .....failing him/her

3. Name: …….....

   Address: ……..……..

   E-mail ID: ……..……..…….

   Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company on Thursday, May 22, 2025 at 12:00 Noon (IST) at 117/H-1/02 Pandu Nagar Kanpur, Uttar Pradesh – 208025, and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

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Resolution No.	Resolution Description	For*	Against*
Ordinary Business			
1	Adoption of the audited financial statements of the Company for the Financial Year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon.		
2	Re-appointment of Dr. Umesh Paliwal (DIN: 00651768), as Director of the Company liable to retire by rotation.		
Special Business			
3	Re-appointment of Dr. Mridula Paliwal (DIN: 00651739) as Non-Executive Director of the Company		
4	Re-appointment of Mr. Ved Prakash Goel (DIN: 02748363) as Non-Executive Director of the Company		

Signed this …… day of ……. 2025.

Affix Revenue Stamp

Signature of the Member(s) …….

Signature of the Proxy Holder(s) ……...

Notes:

1. (*) Please put "X" in the Box in the appropriate column. If you leave 'For' or 'Against' column blank in respect of any or all of the resolutions, your proxy will be entitled to vote in the matter as he/she thinks appropriate.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
3. The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the Company.

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