

February 3, 2020

National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Sub: Intimation of Scheme of Amalgamation pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

In compliance with Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations), we wish to inform you that the Board of Directors in their meeting held today, i.e. February 3, 2020, approved the Scheme of Amalgamation between APL Institute of Clinical Laboratory & Research Private Limited ("the Transferor Company"), a wholly owned subsidiary of the Company and Dr. Lal PathLabs Limited ("the Company/the Transferee Company") with effect from April 1, 2020 ("Appointed Date"), pursuant to Sections 230-232 of the Companies Act, 2013.

The Scheme of Amalgamation is conditional upon and subject to sanction by the Hon'ble National Company Law Tribunal ("NCLT") Delhi and Ahmedabad.

As the Transferor Company is a wholly owned subsidiary of the Company, hence the Company is not required to comply with the requirements laid under Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and Circular No. CFD/DIL3/CIR/2018/2 January 3, 2018.

Pursuant to Regulation 30 of the SEBI LODR Regulations, please find enclosed information as an annexure A.

Thanking You,

Yours Faithfully,

For Dr. Lal PathLabs Limited



Rajat Kalra
Company Secretary and Legal Head

Encl: As above



Annexure A**Disclosure of information as specified in Para A of Part A of Schedule III of SEBI LODR Regulations****1. Details of the Transferor and Transferee Company**

Transferor Company: APL Institute of Clinical Laboratory & Research Private Limited, (CIN U73100GJ2011PTC065333) is a private company, limited by shares incorporated on 07/05/2011 under the provisions of the Companies Act, 1956, having its registered office A-103-104, Aasthan Complex, Opp. Polytechnic, near Panjara Pole, Ahmedabad, Gujarat 380015.

Transferee Company: Dr. Lal PathLabs Limited, (CIN L74899DL1995PLC065388) is a public listed company, limited by shares incorporated on 14/02/1995 under the provisions of the Companies Act, 1956, having its registered office at Block-E, Sector-18, Rohini, New Delhi-110085. The Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as the Stock Exchanges").

2. Brief such as size and Turnover:

Particulars	Net worth (In Millions)		Total Revenue (In Millions)	
	As per Audited Financials as on 31.03.2019	As per Audited Financials as on 31.03.2018	As per Audited Financials as on 31.03.2019	As per Audited Financials as on 31.03.2018
APL Institute of Clinical Laboratory & Research Private Limited	12.09	11.61	35.50	33.54
Dr. Lal PathLabs Limited	9,334.14	7,906.80	11,648.99	10,240.43



3. Related Party Transaction:

The proposed amalgamation is not to be treated as a related party transaction in terms of General Circular No. 30/2014 dated July 17, 2014 issued by the Ministry of Corporate Affairs and also since the same is subject to the sanction of the Hon'ble NCLT. Further, pursuant to regulation 23(5) (b) of the SEBI LODR Regulations, the related party provisions under SEBI LODR Regulations are not applicable to the proposed Scheme.

4. Area of business of the entities:

APL Institute of Clinical Laboratory & Research Private Limited (Transferor Company):

"Diagnostic and related Healthcare Services".

Dr. Lal PathLabs Limited (Transferee Company):

"Diagnostic and related Healthcare Services".

5. Rationale of the Scheme of Amalgamation:

- (a) The proposed Amalgamation will result in simplification of Company's structure as result of consolidation of its wholly owned subsidiary in it.
- (b) The proposed Amalgamation will result in consolidation of the value of stakeholders which is in the interest of the shareholders, creditors and employees of the both Companies.
- (c) Both the Companies are engaged in similar type of businesses. By following the proposed Amalgamation, the companies can recognize the strengths of each other and align the business operations undertaken by them.
- (d) The proposed amalgamation would enable both the Companies to realize the substantial benefits of greater synergies among their businesses and would enable them to avail of financial resources as well as the managerial, technical, man power, distribution and marketing resources of each other, leading to a reduction in costs.



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- (e) The proposed Amalgamation will help avoid duplication of administrative functions, resources, systems, skills and processes, reduce overall cost, improve synergies, enable the achievement of economies of scale, reduce administrative costs entailed by the conduct of businesses through separate entities, eliminate multiple record-keeping, provide enhanced flexibility in funding of expansion plans, promote management efficiency and optimize the resources of the Company.
- (f) The proposed Amalgamation will result in significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the companies.

6. Consideration and/or share exchange ratio

Since, the Transferor Company is a wholly owned subsidiary of the Company, the entire share capital of the Transferor Company is held by the Company. Therefore, upon the proposed Scheme becoming effective, all shares held by the Company in the share capital of the Transferor Company as on effective date shall stand cancelled, without any further act or deed, upon this scheme becoming effective. In lieu thereof, no allotment of any new shares or any payment will be made by the Transferee Company to the shareholders of the Transferor Company.

7. Details of Change in shareholding Pattern:

There will be no change in the shareholding pattern of the Transferee/Listed Company pursuant to the proposed Scheme of Amalgamation as no shares are being issued by the Company in consideration of the proposed Scheme of Amalgamation.



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