Dr Lal PathLabs

October 16, 2018

The National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex, Bandra (E)
Mumbai - 400051

The Bombay Stock Exchange Limited
15th Floor, Phiroze Jeejeeboy Towers
Dalal Street,
Mumbai – 400001

Subject: Alternation of Memorandum of Association

Dear Sir / Madam,

We refer to our letter dated October 12, 2018 wherein we had informed about the following resolutions getting approved by Postal Ballot through the requisite majority:

1. Payment of Commission to Non-Executive Directors of the Company.
2. Alteration of the Object and Liability Clause of the Memorandum of Association of the Company.

In this regard, please find attached a brief on the amendments made in Memorandum of Association of the Company for your reference & records.

We request you to kindly take the same on record.

Thanking You,

Yours Faithfully,

For **Dr. Lal PathLabs Limited**

Dr. Lal PathLabs Limited

Rajat Kalra
Company Secretary & Legal Head
Encl: As above

Alteration of the Object and Liability Clause of the Memorandum of Association of the Company.

(1) Substitute the headings of Clause III (A) and Clause III (B) of the Memorandum of Association of Company in following manner:

Clause III (A): "The Objects to be pursued by the Company on its incorporation are:"

Clause III (B): "Matters which are necessary for furtherance of the Objects specified in Clause III (A) are:"

(2) Clause III (A) of the Memorandum of Association of Company be altered by substituting sub-clauses (1) and (3) with the following sub-clauses:

1. *To set up, engage, collaborate, acquire, establish, purchase, administer, own, run, maintain, or manage in India or elsewhere, Clinical Reference Laboratories collection centres (including home collection facility) diagnostic centers, screening centers, indoor or outdoor hospital, polyclinics, research establishments, naturecure centres, medical centers, scan centers, therapy homes, radiology centres, consulting chambers, maternity homes, child welfare and family planning centers, vaccination centers, health and fitness centers, bioimaging centres, centers, wellness centers, health clubs, nursing homes, in India or elsewhere, for the purposes of carrying out investigations or tests in any branch of traditional or non-traditional medical science, including pathological investigations, of various branches of Bio-Chemistry, Hematology, Histopathology, Microbiology, Electrophoresis, immuno-chemistry, Immunology, Virology, cytology and other pathological, radiological, cardiological investigations and other healthcare related tests and investigations including, but not limited to, clinical trials, CT scans, MRI Scans, Nuclear Scans, ECG scanning, point-of-care testing, optho care, dental care, dietician, dialysis centers, paramedic care, chronic care programs, allopathic, ayurveda, homeopathy, naturopathy, unani medicine or any other investigations or tests.*

3. *To carry on the business of provision of Healthcare Services or Diagnostic Testing in India or elsewhere, under its own brand or otherwise, on its own or in partnership with third party online aggregators, establishments, outlets, centers, stores, websites, mobile applications, software, online platforms, digital platforms.*

(3) Clause III (A) of the Memorandum of Association of Company be altered by inserting following sub-clauses (4) to (7) after sub-clause (3), :

4. *To undertake concentration, condensation, extraction, handing, receiving, collecting, storage, transporting, testing, screening, processing of samples of humans, plants, animals, water, food, soil including blood, blood products, body fluids, tissues, minerals, animal products, animal feed, herbal products, any other natural or manmade products or any by-products thereof for genomic, therapeutic, dietetic, nutritive or other similar testing/uses in or outside India.*

5. *To develop, own, run, administer, operate, facilitate, create, acquire online or digital portal or medium for providing all kinds of services relatable to the business of the Company including healthcare, pharmaceutical, medical, para-medical or diagnostic services, quality control services and storage and supply of related data including analytical data and providing all kinds of instruments, devices, products including chemicals, medicine, drugs, pathological solvents, disposable syringes, life saving devices, health related products, equipment, surgical products and other medical and para-medical products of all kinds of description.*

6. *To set-up, build, promote, directly or indirectly (including through licensing or franchising) or in partnership with other private or governmental organizations, schools, colleges, educational institutions, technical educational institutes, universities including by appointing medical and paramedical professionals for providing skill development or content development programs, through vocational, certification, degree or other courses for teaching, training and imparting theoretical and practical knowledge in diagnostics, therapy, pathology, medical and healthcare education and management training including in the fields of medicine, nursing, physical medicine and rehabilitative medicine, pharmacy, diagnostics and allied medical administration and management of such medical institutions.*

7. *To develop, own, sell, manufacture, operate, engage or deal in all kinds of products used in providing Healthcare Services or Diagnostic Testing either on its own or in partnerships or otherwise.*

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(4) Clause III (B) of the Memorandum of Association of Company be altered by substituting sub-clauses (14), (19), (22), (23), (24), (28) and (31) with the following sub-clauses, :

14. Subject to the applicable provisions of the Act and the Regulations made thereunder and the directions issued by Reserve Bank of India to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing on the mortgage, charge or lien upon all or any of the property or assets of the Company (both present or future) including its uncalled capital and also by similar mortgage, charge or lien to secure arid guarantee the performance by the Company, or any other such person or Company, of any obligation undertaken by the Company.

19. To acquire and takeover all, or any part of the business property and liabilities of any person, firm or company carrying on or proposing to carry on any business which this Company is authorised to carry on or possess property, suitable for the business of the Company.

22. Subject to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and any other applicable law, to enter into partnership or any arrangement, whether terminable or otherwise, for sharing or pooling profits, amalgamations, union of interest, co-operation, joint venture, reciprocal concessions or to amalgamate with any person or company, body corporate, partnership, entity, association, corporation or firm carrying on or engaged in or about to carry on or engaged in any business, undertaking or transactions which the Company is authorised to carry on or engaged in any business, undertaking or transactions which may seem capable of being carried on or conducted, so as directly or indirectly, to benefit the Company.

23. To enter into any arrangements and take all necessary or proper steps with Governments or with other such authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or for furthering the interests of the members and to oppose any such steps taken by any other such Company, any firm or person which may be considered likely, directly or indirectly, to prejudice the interest of the Company or its members, and to assist in the promotion whether directly or indirectly of any legislation which may seem advantageous to the company and to obtain from any such Government authority and company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the company may think it desirable to obtain add carry out, exercise and comply with any such arrangements, contracts, charters, decrees, rights, privileges, powers, authority, licenses, grants, or concessions.

24. To adopt such electronic, digital or other means of making known, directly or in partnership or through third party service providers, the business and products, services and offerings in which the Company is dealing as may seem expedient and in particular by advertising in the press or otherwise including on radio, television, newspapers, magazines, periodicals, pamphlets, circulars, by opening stalls or conducting competitions or exhibition, by purchase and exhibition of, works of art or interest, by publication of books and periodicals and by distributing samples, granting prizes, rewards, awards, and donations.

28. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object of and for exhibition subject to the provisions of the Act.

31. To acquire, build, construct, improve, develop, give or take in exchange or on lease, rent, hire, occupy, allow control, maintain, operate, run, sell, dispose of, carry out or alter as may be necessary or convenient any lease-hold or freehold lands, estate, movable or immovable properties, office space, including building, factories, laboratories, workshops, warehouse, stores, easement or other rights, machineries, plant, work stock in trade, industrial colonies, sheds, godowns or other structures or conveniences together with all modern amenities and facilities such as housing, schools, hospitals, water supply, sanitation, townships and other facilities or properties which may seem calculated directly or indirectly to advance the Company's objects and interest.

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(5) Clause III (B) of the Memorandum of Association of Company be altered by inserting the following sub-clauses (32) to (48) after sub-clause (31):

32. *To sell, exchange, mortgage (with or without power of sale) assign, lease, including sub-leasing a part of the land, building, office space belonging to the Company and generally otherwise deal with the whole or any part of any business, estate, property or undertaking of the Company, to any person or persons, association or associations, company, body corporate or otherwise for such consideration as the Company may think fit.*

33. *To establish, provide, maintain and conduct or subsidise research laboratories and experimental workshops for scientific and technical researches, experiments and tests of all kinds and devices and/or to sponsor or draw out programmes for promoting scientific, technical, social, economic and educational research and development and assist in the execution and promotion of such programmes either directly or through an independent agency or in any other manner, directly or indirectly and to secure such approvals, exemptions and/or recognitions under the Income Tax Act, 1961 and any other law for the time being in force and to promote studies and researches both scientific and technical investigations, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the award of scholarships, prizes, grants to students and generally to encourage, promote inventions of any kind that may be considered useful to the Company.*

34. *To establish tie-ups with suppliers, establish marketing networks, appoint distributors, Clearance and Forwarding (C&F) agencies, stockists for all or any of the goods, things and services in which the company deems fit to deal.*

35. *To provide, conduct, assist, encourage, invest, initiate, establish, subsidize or promote, including through tie-up and partnership by conducting workshops, lectures, meetings, conferences, exhibitions, by providing scholarships, prizes, awards, grants or otherwise, all types of research and experimental facilities, for carrying on scientific, technical, digital, diagnostic or other research, discovery, studies, improvement or development of new methods of diagnosis, understanding and prevention and treatment of diseases, basic and applied including in relation all present and future businesses of the Company and to acquire any patent and licenses or protective devices relating to the results of any discovery, investigations, findings or researches and to acquire any process and to undertake manufacture of any such product developed, discovered or improved and/or to give licences for the manufacture of the same to others and either to market the same or grant licences to the others, to market the same and to provide funds for research works and for scholarships, stipend, remuneration and/or other payment or aid to any person or persons engaged in research work or works connected with or conducive to research and to endow research fellowship or grant financial assistance to persons or institutions engaged in medical researches.*

36. *To undertake research work and carry on tests, investigations and treatment of every nature and description such as Pathological, Bacteriological, Radiological, Nuclear, Ultrasonic and Physical or such other tests and investigations through latest modern methods, devices such as CT Scanning, MRI, Nuclear Scan, Lithotripsy and Medical and Surgical Lasers.*

37. *To develop, own, run, administer, operate, facilitate, create, acquire, establish modern warehouses, storage rooms, godowns, and cold storage facilities in or outside India for safe and convenient storage of pharmaceauticals, chemicals, medicine, drugs, equipment, instrumentation, surgical products and other medical and para-medical products of all kinds of description for hospitals, dispensaries, clinics, laboratories, nursing homes, medical centers, diagnostic centers, health centers, health clubs, and other similar establishments.*

38. *To carry on the business of Healthcare Service Management including the services such as Outpatient Care, (including Primary Outpatient Care, Specialized Outpatient Care and Stationary Care), Impatient Care (Including Acute Standard Inpatient Care, Acute Intensive Inpatient Care, Follow-Up Inpatient Care and Long-Term Inpatient Care), Medical Rescue Services and Emergency Services, Occupation/ Work related Medical Services, Spa Therapeutic/ Rehabilitative care, Providing Medicines and Medical Devices.*

39. *To provide all sort of services to the customers including call centre services, IT services, either directly or in collaboration/partnership with any other person, in or outside India by setting up domestic or international call centers in various parts of the country or out of country as per the applicable laws and do all other acts and services as may be necessary for the above purpose.*

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40. *To form, incorporate, promote, purchase, acquire, undertake or takeover, the whole or any part of the business, profession, goodwill, assets, properties (movable or immovable), contracts, agreements, rights, privileges, effects, obligations and liabilities of any persons, firm or company or companies carrying on all or any business, profession or activities which the Company is authorised to carry on or proposing to carry on or ceasing to carryon any business, profession or activities which the company is authorised to carry on or the acquisition of all or any of the properties, rights and assets of any company or subject to the provisions of the Companies Act, 2013, the control and management of the company or the undertaking of the acquisitions of any other object or objects which in the opinion of the Company could or might directly or indirectly be beneficial or advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation or takeover or acquisition and to remunerate any person, firm or company in any manner, it shall think fit for services rendered or to be rendered for and in respect of such promotion or incorporation or takeover or acquisition or in obtaining subscription of or the placing of any shares, stocks, bonds, debentures, obligations or securities of any such company or companies, subject to the provisions of the Companies Act, 2013.*

41. *Subject to applicable law, to acquire or amalgamate, absorb or merge with any other company or companies, body corporate, partnership, entity, association, corporation, firm or any other persons, whether in or outside India, or to form, promote, invest in subsidiaries or Joint Ventures or Special Purpose Vehicles, whether in or outside India, having objects altogether or in part similar to those of the Company.*

42. *To set up, undertake, engage, establish, collaborate or execute any trust which may be deemed beneficial for carrying out the objects or business of the Company.*

43. *To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for the discharging of social and moral responsibilities of the Company to the public or any section of the public as also any activities to promote national welfare or social, economic and without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activities for publication of any books, literature, news-papers or for organising lectures or seminars likely to advance these objects or for giving merit awards or scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to pursue their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, funds or trusts having anyone of the aforesaid objects as one of its objects by giving donations and/or contributions, subsidies and/or grants or in any other manner.*

44. *To donate, gift, contribute, subscribe, promote, support or aid or assist or guarantee money to charitable, benevolent, religious, scientific, national, public or to other institutions, funds or objects, or for any public, general or other objects.*

45. *To accept or receive donations, gifts, contributions, subsidies, grants, and other mode of receipts of money for the furtherance of the objects of the Company or as may be thought appropriate or conducive to the interest of the Company.*

46. *To insure with any company, statutory body, authority, government or other person against losses, damages, risks and liabilities, of any kind which may affect the Company either wholly or partly, and if thought fit, to effect any such insurance by joining or becoming members of any mutual insurance protection or indemnity association, federation or society and to accept any such insurance or any part thereof, for the account of the Company.*

47. *To act as Consultants, Managers, Operators and Advisors providing technical knowhow, technical services and allied services for the establishment, operation and improvement of Medical Institutions, Healthcare Centres, Diagnostic Centres, Research Centres, Medical Centres, Laboratories, Nursing Homes, Hospitals and Health Clinics, in India and abroad.*

48. *To do all such other things as may be deemed incidental or conducive to the attainment of the objects of the Company.*

(6) The Clause III (C) of the existing Memorandum of Association of Company pertaining to "The Other Objects" be deleted completely in compliance of Companies Act, 2013.

(7) The Clause IV of existing Memorandum of Association of the Company be and in hereby substituted with the following Clause:

"IV. The liability of the members is limited to the amount unpaid, if any, on the shares held by them."

