

Ref: MHL/Sec&Legal/2025-26/02

April 07, 2025

To,
BSE Limited
Scrip Code: 542650

National Stock Exchange of India Ltd.
Scrip Symbol: METROPOLIS

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Pursuant to Regulation 30 of the Listing Regulations, we hereby inform that the Metropolis HistoXpert Digital Services Private Limited (‘Metropolis HistoXpert’), a wholly owned subsidiary of Metropolis Healthcare Limited (‘the Company’), has entered into Business Transfer Agreement (‘BTA’) on Monday, April 07, 2025, with Dr. Ahujas’ Pathology & Imaging Centre (DAPIC – a partnership firm), Dr. Alok Ahuja and Dr. Alka Ahuja for the acquisition of their entire business as a going concern on a slump sale basis. The completion of the business acquisition is contingent upon the fulfillment of the condition’s precedent outlined in the BTA. The details as required under the Listing Regulations are provided in ‘**Annexure A**’ with this intimation.

You are requested to take the above information on record.

Thanking you,
Yours faithfully,

For **Metropolis Healthcare Limited**

Kamlesh C Kulkarni
Head – Legal & Secretarial

Encl: A/a



Annexure A

(Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024)

Particulars	Details of Acquisition of Business
Name of the target entity, details in brief such as size, turnover etc.	Metropolis Histoexpert (WoS of the Company) has entered into BTA to acquire the businesses of: (i) Dr. Ahujas' Pathology & Imaging Centre (DAPIC – a partnership firm), (ii) Dr. Alok Ahuja's sole proprietorship firm, and (iii) Dr. Alka Ahuja's sole proprietorship firm, as a going concern on a slump sale basis. Parties to the BTA are DAPIC, Dr. Alok Ahuja, Dr. Alka Ahuja and Metropolis Histoexpert. Turnover (consolidated) of the targets for FY 2023-24: INR 12.4 crores.
Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	The proposed acquisition does not fall within the purview of a related party transaction and the promoter / promoter group / group companies are not interested in the businesses being acquired.
Industry to which the entity being acquired belongs	Diagnostic sector
Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The acquisition strengthens the presence in Dehradun, Uttarakhand. Together with the acquisition of Core Diagnostics, a leader in oncology testing, Scientific Pathology, the dominant chain in Agra, and now DAPIC, the leading diagnostic chain in Dehradun, this move is aimed at building a robust and regionally diverse diagnostic network across North India. These strategic moves have expanded the North India contribution to our overall revenues from 8% to an estimated 14–15%.
Brief details of any governmental or regulatory approvals required for the acquisition	There are no government or regulatory approvals required.
Indicative time period for completion of the acquisition	The transaction is expected to be completed within 45 days from the date of signing of BTA.
Consideration - whether cash consideration or share swap or any other form and details of the same	Cash consideration.
Cost of acquisition and/or the price at which the shares are acquired	The total consideration for the acquisition of both the proprietorship firms and the partnership firm will amount to INR 35.01 crores. An escrow arrangement, mutually agreed upon by the parties, will be set up for an amount not exceeding INR 3 crores from the total consideration, and this amount will be paid as per the agreed terms of the BTA.
Percentage of shareholding / control acquired and / or number of shares acquired	Acquisition of all the running and operating pathology and radiology businesses of (i) Dr. Ahujas' Pathology & Imaging Centre (DAPIC – a partnership firm) (ii) Dr. Alok Ahuja's sole proprietorship firm, and (iii) Dr. Alka Ahuja's sole proprietorship firm, situated at Dehradun, Uttarakhand.



<p>Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years' turnover, country in which the acquired entity has presence and any other significant information (in brief)</p>	<p>Brief Background – Founded in 1990 by Dr. Alok Ahuja and Dr. Alka Ahuja, the organization comprises individual proprietorships of both founders as well as a partnership firm, with all businesses operating collectively under the brand name 'Dr. Ahujas' Pathology & Imaging Centre', a leading provider of diagnostic services in Uttarakhand. The organization operates two laboratories and radiology centres accredited by NABL and NABH respectively.</p> <p>Products/line of business – Diagnostic sector.</p> <p>Turnover (consolidated): FY 2023-24: INR 12.4 crores, FY 2022-23: INR 12.2 crores and FY 2021-22: INR 17.4 crores (inclusive of non-recurring Covid-19 related revenue of INR 6.2 crores).</p> <p>Country of presence – India</p>
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