

February 12, 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

Sub: Proceedings/Outcome of the Meetings of Equity Shareholders and Unsecured Creditors of the Company convened as per the directions of the National Company Law Tribunal, New Delhi Bench

Dear Sir/ Madam,

We wish to inform you that the Meetings of Equity Shareholders and Unsecured Creditors of the Company were convened as per the directions of the National Company Law Tribunal, New Delhi Bench on Saturday, February 10, 2018 at 10.30 AM and 12.30 PM respectively at PHD Chambers of Commerce, No. 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 ("Meetings").

In this regard, please find enclosed the following:

- a) Summary of proceedings of the Meetings as required under Regulation 30, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached as **Annexure-1**.
- b) Voting results of e-voting, postal ballot and poll conducted at the meeting of Equity Shareholders, pursuant to regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached as **Annexure-2**.
- c) Scrutinizer's Report dated February 10, 2018 for the Meeting of Equity Shareholders attached as **Annexure-3**.
- d) Scrutinizer's Report dated February 10, 2018 for the Meeting of Unsecured Creditors attached as **Annexure-4**.

The result along with the Scrutinizer's Report of the Meetings will be available on the website of the Company viz. www.lalpathlabs.com. The voting results of Equity Shareholders' meeting will also be available on the CDSL website viz. www.cdslindia.com.

We request you to please take the same on record.

Thanking you,

Yours faithfully,

For **Dr. Lal PathLabs Limited**



Rajat Kalra
Company Secretary & Legal Head



Encl: As above

Summary of Proceedings of the Meeting of Equity Shareholders of the Company convened on Saturday, February 10, 2018 at 10:30 A.M.as per the directions of the National Company Law Tribunal, New Delhi Bench ('NCLT')

The following were present:

- | | | |
|-----------------------------|---|---|
| (Hony) Brig. Dr. Arvind Lal | - | Chairman & Managing Director of the Company |
| Mr. P Nagesh | - | Chairperson appointed for the Meeting by NCLT |
| Mr. Ashutosh Gupta | - | Alt Chairperson appointed for the Meeting by NCLT |
| Mr. Sunpreet Singh | - | Scrutinizer appointed for the Meeting by NCLT |

In Attendance

Mr. Rajat Kalra

Company Secretary & Head Legal

The NCLT convened meeting of the Equity Shareholders of the Company was held on Saturday, February 10, 2018 at 10:30 A.M. at PHD Chambers of Commerce, No. 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016. ("Meeting")

Mr. Rajat Kalra, Company Secretary of the Company welcomed the Equity Shareholders and informed them that the meeting has been convened pursuant to the Order of NCLT dated December 14, 2017, to approve the Scheme of Amalgamation between Delta Ria and Pathology Pvt. Ltd. ("**Transferor Company**") and Dr. Lal PathLabs Ltd. ("**Transferee Company**").

The requisite quorum being present, Mr. Rajat Kalra, Company Secretary, with the permission of Chairperson called meeting to order and started the proceedings by introducing the people on the dais.

The Company Secretary then informed the shareholders present that all documents as mentioned in the Notice of the Meeting are available for inspection.

He then explained rationale and benefits of the Scheme of Amalgamation proposed to be passed at the Meeting by the Shareholders before inviting their views/queries on the same



He further informed the Equity Shareholders that the Company had provided the facility to cast their vote by postal ballot and electronically on the resolution set forth in the notice of Meeting. The voting period for postal ballot and e-voting commenced on Thursday, January 11, 2018 at 9.00 a.m. and ended on Friday, February 9, 2018 at 5.00 p.m. Equity Shareholders who were present at the Meeting and whose names were recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off i.e. December 29, 2017 and who had not cast their votes electronically were provided an opportunity to cast their votes through poll at the Meeting.

Thereafter, the Chairperson took on record the presence of quorum, as per the NCLT order, and requested the Scrutinizer, Mr. Sunpreet Singh to take over the poll proceedings and allow Equity Shareholders to cast their votes.

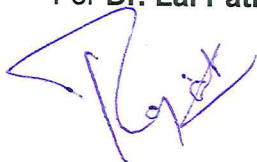
Subsequently, voting by way of poll was conducted for the resolution set forth in the Notice of the Meeting:

The Company Secretary announced that the results of the voting shall be declared on or before February 12, 2018 and shall be placed at the website of the Company at www.lalpathlabs.com and also on the website of CDSL at www.evotingindia.com and shall be informed to stock exchanges where the securities of the Company are listed.

We request you to please take the same on record.

Thanking You,

For **Dr. Lal PathLabs Limited**



Rajat Kalra
Company Secretary & Legal Head

Summary of Proceedings of the Meeting of Unsecured Creditors of the Company convened on Saturday, February 10, 2018 at 12:30 P.M., as per the directions of the National Company Law Tribunal, New Delhi Bench ('NCLT')

The following were present:

- | | | |
|--------------------|---|---|
| Mr. P Nagesh | - | Chairperson appointed for the Meeting by NCLT |
| Mr. Ashutosh Gupta | - | Alt Chairperson appointed for the Meeting by NCLT |
| Mr. Sunpreet Singh | - | Scrutinizer appointed for the Meeting by NCLT |

In Attendance

Mr. Rajat Kalra

Company Secretary & Head Legal

The NCLT convened meeting of the Unsecured Creditors ("Creditors") of the Company was held on Saturday, February 10, 2018 at 12:30 P.M. at PHD Chambers of Commerce, No. 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016. ("**Meeting**")

Mr. Rajat Kalra, Company Secretary of the Company welcomed the Unsecured Creditors and informed them that the Meeting has been convened pursuant to the Order of NCLT dated December 14, 2017, to approve the Scheme of Amalgamation between Delta Ria and Pathology Pvt. Ltd. ("Transferor Company") and Dr. Lal PathLabs Ltd. being the ("Transferee Company").

With the permission of Chairperson, the Company Secretary informed the Creditors, that since the requisite quorum, as per the NCLT Order, was not present, the Meeting shall be adjourned for half an hour.

The Meeting recommenced at 1.00 P.M and the Company Secretary then started the proceedings of the meeting by introducing the people on the dais.

The Company Secretary then informed the shareholders present that all documents as mentioned in the Notice of the Meeting are available for inspection.

He then explained rationale and benefits of the Scheme of Amalgamation proposed to be passed at the Meeting by the Shareholders

Thereafter, the Chairperson took on record the Creditors present and requested the Scrutinizer, Mr. Sunpreet Singh to take over the poll proceedings and allow Creditors to cast their votes on proposed resolution.



A handwritten signature in blue ink, appearing to be "R. Kalra", written over the stamp.

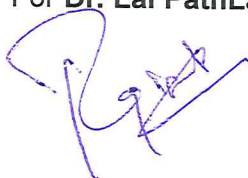
Subsequently, voting by way of poll was conducted for the resolution set forth in the Notice of the Meeting.

The Company Secretary announced that the results of the voting shall be declared on or before February 12, 2018 and shall be placed at the website of the Company at www.lalpathlabs.com and shall be informed to stock exchanges where the securities of the Company are listed.

We request you to please take the same on record

Thanking You,

For Dr. Lal PathLabs Limited



Rajat Kalra
Company Secretary & Legal Head

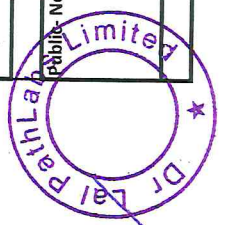
Dr. Lal PathLabs Limited
Voicing Results of NCLT Convened Meeting of Equity Shareholders

Details of E-voting, Postal Ballot and Poll results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of following resolution:

Date of NCLT Meetingx	10-Feb-2018
Total No of Shareholders on Record Date	48,935
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: 1 Public: 59	60
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	N.A.

1. Special Resolution: Resolution pursuant to provisions of Section 230-232 of the Companies Act 2013 read with relevant Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and NCLT Rules, 2016 and SEBI LODR Regulations and SEBI Circulars and other relevant provisions of applicable law for approval of the Scheme of Amalgamation of Delta Ria and Pathology Private Limited ('Transferor Company') with Dr. Lal PathLabs Limited ('Applicant Company' or 'Transferee Company')

Whether promoter/ promoter group are interested in the Agenda/resolution										No
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]		
Promoter and Promoter Group	E-Voting		47,848,562	100.00	47,848,562	0	0.00			0.00
	Poll		0	0.00	0	0	0.00			0.00
	Postal Ballot		0	0.00	0	0	0.00			0.00
	Total	47,848,562	47,848,562	100.00	47,848,562	0	100.00			0.00
Public- Institutions	E-Voting		16,549,675	82.45	16,549,675	0	100.00			0.00
	Poll	20,071,290	0	0.00	0	0	0.00			0.00
	Postal Ballot		0	0.00	0	0	0.00			0.00
	Total	20,071,290	16,549,675	82.45	16,549,675	0	100.00			0.00
Public- Non Institutions	E-Voting		1,347,277	8.74	1,347,182	95	99.99			0.01
	Poll	15,412,892	68	0.00	66	2	97.06			2.94
	Postal Ballot		1,357	0.00	1,337	20	98.53			1.47
	Total	15,412,892	1,348,702	8.75	1,348,585	117	99.99			0.01
GRAND TOTAL		83,332,744	65,746,939	78.90	65,746,822	117	100.00			0.00



SUNPREET SINGH & ASSOCIATES

COMPANY SECRETARIES

WZ-283/241 VISHNU GARDEN, NEW DELHI-110018

M. NO: 9971443104, Email: sunpreet.manny@gmail.com**CONSOLIDATED SCRUTINIZER'S REPORT**

(Pursuant to the Section 108 & 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules, 2014 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable.)

To

Mr. P. Nagesh,

Chairperson appointed by National Company Law Tribunal, New Delhi Bench (NCLT) For the NCLT Convened meeting of Equity Shareholders of Dr. Lal PathLabs Limited Held at PHD Chambers of Commerce, No.4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016

Sub: **Consolidated Scrutinizer's Report on Voting Results of the meeting of Equity Shareholders of Dr. Lal PathLabs Limited ("Company") convened as per the directions of National Company Law Tribunal, New Delhi Bench ("NCLT") for approval of the Scheme of Amalgamation of Delta Ria Pathology Private Limited (Transferor Company) with Dr. Lal PathLabs Limited (Transferee Company)**

Dear Sir,

Pursuant to the directions of National Company Law Tribunal, New Delhi Bench ("NCLT") vide Order dated December 14, 2017, I, Sunpreet Singh, Company Secretary in Practice, having office at WZ - 283/241 Vishnu Garden Extn. Maddi Wali Gali No. 8 New Delhi-110018, was appointed as scrutinizer for the purpose of scrutinizing the voting process by electronic means, postal ballot and by Poll in accordance with the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and subsequent amendment thereon, for the meeting of Equity Shareholders of the Company convened pursuant to said NCLT Order on Saturday, February 10, 2018, at 10.30 A.M. at PHD Chambers of Commerce, No.4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 ("**Meeting**").

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act 2013, and rules made thereunder and (ii) the Listing Agreements with the Stock Exchanges, relating to voting through Postal Ballot or by electronic means (by e-voting) and voting by Poll at the meeting. My responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and to issue a Report on the basis of total votes cast by the Equity Shareholders on the resolution contained in the Notice dated December 29, 2017 ("Notice"),

I submit my report as under:



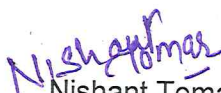
SUNPREET SINGH & ASSOCIATES

COMPANY SECRETARIES

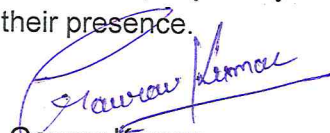
WZ-283/241 VISHNU GARDEN, NEW DELHI-110018

M. NO: 9971443104, Email: sunpreet.manny@gmail.com

1. The Notice dated December 29, 2017 along with the explanatory statement setting out material facts under Section 230-232 read with Section 102 and other applicable provisions, if any, of the Companies Act, 2013, was sent to the Equity Shareholders whose names appeared in the Register of Members as on December 29, 2017 ("Cut-off Date").
2. The Advertisement with respect to Notice of the Meeting was published by the Company on January 09, 2018, in the Business Standard (National edition in English) and Jansatta (National edition in Hindi), in compliance with the directions of NCLT.
3. As per the directions of NCLT, the Company had provided the Equity Shareholders the facility for casting votes through Postal Ballot or by way of e-voting and by way of ballot papers at the Meeting for those Equity Shareholders who have not cast their votes through Postal Ballot or e-voting.
4. The Postal Ballot and e-voting commenced on Thursday, January 11, 2018 at 9:00 A.M. and ended on Friday, February 9, 2018 at 5:00 P.M. The Equity Shareholders holding shares either in physical form or in dematerialized form, as on the Cut-off Date, i.e. December 29, 2017, were entitled to cast their votes on the Resolution set out in the Notice.
5. For casting of votes through ballot papers by the Equity Shareholders, Two ballot boxes were kept for polling and the ballot boxes were locked in my presence.
6. The e-voting portal was disabled at 5.00 P.M. on Friday, February 9, 2018, being the last date and time fixed by the Company for the purpose of voting and Postal Ballot forms received up to such period were considered for scrutiny for the purpose of this Report.
7. After conclusion of the Meeting, the votes casted through e-voting were unblocked, and votes casted through postal ballot and through poll were opened in the presence of two witnesses, who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Nishant Tomar

(Name)


Gaurav Kumar

(Name)



SUNPREET SINGH & ASSOCIATES

COMPANY SECRETARIES

WZ-283/241 VISHNU GARDEN, NEW DELHI-110018

M. NO: 9971443104, Email: sunpreet.manny@gmail.com

8. Thereafter, the voting done through poll at the Meeting, e-voting and Postal Ballot were reconciled with the records maintained by the Registrar and Transfer Agent (R&TA) of the Company.
9. The total issued & paid up Equity Share Capital of the Company as on December 29, 2017 was INR 83,33,27,440/- (Rupees Eighty Three Crore Thirty Three Lakhs Twenty Seven Thousand Four Hundred and Forty only) divided into 8,33,32,744 (Eight Crore Thirty Three Lakhs Thirty Two Thousand Seven Hundred and Forty Four) Equity Shares of Rs. 10/- (Rupees Ten only) each.
10. The ballots, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
11. I have not received any defaced or mutilated ballot papers. No duplicate ballot papers were issued by the Company.
12. The summary of voting results through Poll at the Meeting, through Postal Ballot and e-voting are as under:
 - A. Resolution pursuant to provisions of Section 230-232 of the Companies Act 2013 read with relevant Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and NCLT Rules, 2016 and SEBI LODR Regulations and SEBI Circulars and other relevant provisions of applicable law for approval of the Scheme of Amalgamation of Delta Ria and Pathology Private Limited ('Transferor Company') with Dr. Lal PathLabs Limited ('Applicant Company' or 'Transferee Company')

Resolution					
Particulars	Number of Valid Votes				Percentage
	E-voting	Postal Ballot	Polling Papers	Total	
Assent	150	10	9	169	94.41
Dissent	3	1	2	6	3.35
Invalid	0	1	3	4	2.24
Total	153	12	14	179	100

The detailed break up of Voting in respect of the above Resolution is given below:



SUNPREET SINGH & ASSOCIATES

COMPANY SECRETARIES

WZ-283/241 VISHNU GARDEN, NEW DELHI-110018

M. NO: 9971443104, Email: sunpreet.manny@gmail.com

A1. VOTING THROUGH POLL PAPERS:

Particulars	No. of Shareholders	No. of Equity Shares
a. Total Votes received	14	71
b. Less: Invalid Votes	3	3
c. Net Valid Votes cast	11	68
d. Votes with Assent	9	66
e. Votes with dissent	2	2

A2. VOTING THROUGH POSTAL BALLOT:

Particulars	No. of Shareholders	No. of Equity Shares
a. Total Votes received	12	1491
b. Less: Invalid Votes	1	134
c. Net Valid Votes cast	11	1357
d. Votes with Assent	10	1337
e. Votes with dissent	1	20

A3. VOTING THROUGH E-VOTING:

Particulars	No. of Shareholders	No. of Equity Shares
a. Total Votes received	153	65745514
b. Less: Votes Abstained	0	0
c. Net Valid Votes cast	153	65745514
d. Votes with Assent	150	65745419
e. Votes with dissent	3	95



SUNPREET SINGH & ASSOCIATES

COMPANY SECRETARIES

WZ-283/241 VISHNU GARDEN, NEW DELHI-110018

M. NO: 9971443104, Email: sunpreet.manny@gmail.com

13. All the relevant papers and records relating to voting were handed over to the Chairperson of the Meeting.

Thanking you,
Yours faithfully,

for Sunpreet Singh & Associates
Company Secretaries

(Sunpreet Singh)
Scrutinizer
M.No. 43116
C.P. No. 16084

Place: New Delhi
Date: 10-02-2018



Signed by: CHAIRPERSON (as appointed by NCLT)
Name: P. Nagesh

SUNPREET SINGH & ASSOCIATES

COMPANY SECRETARIES

WZ-283/241 VISHNU GARDEN, NEW DELHI-110018

M. NO: 9971443104, Email: sunpreet.manny@gmail.com**SCRUTINIZER'S REPORT**

(Pursuant to the Section 108 & 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules, 2014 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable.)

To

Mr. P. Nagesh,

Chairperson appointed by National Company Law Tribunal, New Delhi Bench (NCLT)

For the NCLT Convened meeting of Unsecured Creditors of Dr. Lal PathLabs Limited

Held at PHD Chambers of Commerce, No.4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016

Sub: **Scrutinizer's Report on Voting Results of the meeting of Unsecured Creditors of Dr. Lal PathLabs Limited ("Company") convened as per the directions of National Company Law Tribunal, New Delhi Bench ("NCLT") for approval of the Scheme of Amalgamation of Delta Ria Pathology Private Limited (Transferor Company) with Dr. Lal PathLabs Limited (Transferee Company)**

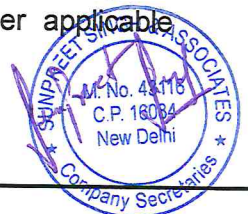
Dear Sir,

Pursuant to the directions of National Company Law Tribunal, New Delhi Bench ("NCLT") vide Order dated December 14, 2017, I, Sunpreet Singh, Company Secretary in Practice, having office at WZ - 283/241 Vishnu Garden Extn. Maddi Wali Gali No. 8 New Delhi-110018, was appointed as scrutinizer for the purpose of scrutinizing the voting conducted through Poll at the meeting of Unsecured Creditors of the Company convened pursuant to said NCLT Order on Saturday, February 10, 2018, at 12.30 P.M. at PHD Chambers of Commerce, No.4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 ("**Meeting**").

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act 2013, and rules made thereunder relating to voting through Poll at the Meeting. My responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and to issue Report on the basis of total votes cast by the Unsecured Creditors on the resolution contained in the Notice dated December 29, 2017 ("**Notice**").

I submit my report as under:

1. The Notice dated December 29, 2017 along with the explanatory statement setting out material facts under Section 230-232 read with Section 102 and other applicable



SUNPREET SINGH & ASSOCIATES

COMPANY SECRETARIES

WZ-283/241 VISHNU GARDEN, NEW DELHI-110018

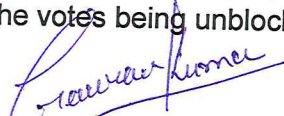
M. NO: 9971443104, Email: sunpreet.manny@gmail.com

provisions, if any, of the Companies Act, 2013, was sent to the Unsecured Creditors whose names appeared in the Chartered Accountant's certificate certifying the amount of unsecured debt as on September 30, 2017 and only those Unsecured Creditors were entitled to vote at the Meeting.

2. The Advertisement with respect to Notice of the Meeting was published by the Company on January 09, 2018, in the Business Standard (National edition in English) and Jansatta (National edition in Hindi), in compliance with the directions of NCLT.
3. The Meeting started at 12:30 PM, however it was adjourned due to want of quorum. The Meeting recommenced at 1:00 PM.
4. For casting of votes through ballot papers by the Unsecured Creditors, two ballot boxes were kept for polling and the ballot boxes were locked in my presence.
5. After the completion of voting through Poll at the Meeting, the ballot boxes were opened in the presence of two witnesses, who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
6. Thereafter, the ballot papers were diligently scrutinized and reconciled with the records maintained by the Company.
7. Total Number of Unsecured Creditors as on September 30, 2017 were 858 (Eight Hundred Fifty Eight) representing unsecured debt amounting to INR 35,38,16,040/- (Rupees Thirty Five Crore Thirty Eight Lakhs Sixteen Thousand And Forty Only).
8. The ballots, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
9. I have not received any defaced or mutilated ballot papers. No duplicate ballot papers were issued by the Company.
10. The summary of voting results through Poll conducted at the Meeting is as under:


Nishant Tomar

(Name)


Gaurav Kumar

(Name)



SUNPREET SINGH & ASSOCIATES

COMPANY SECRETARIES

WZ-283/241 VISHNU GARDEN, NEW DELHI-110018

M. NO: 9971443104, Email: sunpreet.manny@gmail.com

- A. Resolution pursuant to provisions of Section 230-232 of the Companies Act 2013 read with relevant Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and NCLT Rules, 2016 and SEBI LODR Regulations and SEBI Circulars and other relevant provisions of applicable law for approval of the Scheme of Amalgamation of Delta Ria and Pathology Private Limited ('Transferor Company') with Dr. Lal PathLabs Limited ('Applicant Company' or 'Transferee Company')

Particulars	Polling Papers (No. of Unsecured Creditors)	Amount of unsecured debt represented by them	Percentage
Assent	21	101493287	96.77
Dissent	0	0	0
Invalid	1	3387518	3.23
Total	22	104880805	100

11. All the relevant papers and records relating to voting were handed over to the Chairperson of the Meeting.

Thanking you,
Yours faithfully,

for Sunpreet Singh & Associates
Company Secretaries

(Sunpreet Singh)

Scrutinizer

M.No. 43116

C.P. No. 16084



P. Nagesh

Signed by: CHAIRPERSON (as appointed by NCLT)
Name: P. Nagesh

Place: New Delhi
Date: 10-02-2018