

May 12, 2017

National Stock Exchange of India Limited
Exchange Plaza, C-1 Block G
Bandra Kurla Complex
Bandra (E), Mumbai-400051

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001

SYMBOL: LALPATHLAB

SCRIP CODE: 539524

Dear Sirs,

Sub: Intimation of Scheme of Amalgamation pursuant to Regulation 30 and 37 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 read with SEBI Circular no. CIR/CFD/ CMD/4/2015 dated 9th September, 2015 and Circular no. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 respectively.

In compliance with Regulation 30 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 (LODR Regulations), we wish to inform you that the Board of Directors in their meeting held today, i.e. May 12, 2017, approved the Scheme of Amalgamation of Delta Ria and Pathology Private Limited ("the Transferor Company"), a wholly owned subsidiary of the Company with the Company with effect from 1st April, 2017 ("Appointed Date"), pursuant to sections 230-232 of the Companies Act, 2013.

The scheme is conditional upon and subject, inter alia, to sanction of the same by the Hon'ble National Company Law Tribunal ("NCLT").

As the Transferor Company is a wholly owned subsidiary of the Company, hence the Company is neither required to comply with the requirements laid under Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 nor required to obtain observation letter or no objection letter from the stock exchange before filing the scheme with any Tribunal as contemplated in Circular No. CFD/DIL3/CIR/2017/26 dated 23rd March, 2017.

Enclosed as Annexure A is the information pursuant to Regulation 30 of the LODR Regulations read with Circular no. CIR/CFD/ CMD/4/2015 dated 9th September, 2015.

Thanking you,

Yours faithfully,

For DR. LAL PATHLABS LIMITED

Company Secretary & Legal Head



Annexure A

Disclosure of Information pursuant to Regulation 30 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015

1. Details of the Transferor and Transferee Company:

- a. **Transferor Company:** Delta Ria and Pathology Private Limited, (CIN U85110MP1993PTC007849) is a private company, limited by shares incorporated on 01/09/1993 under the provisions of the Companies Act, 1956, having its registered office 77, Motia Talab, Near Tajul Masjid, Bhopal-462001, Madhya Pradesh. The Transferor Company is engaged in the business of 1. Establishing and running a latest sophisticated computerised PATHOLOGY & RADIO IMMUNO ASSAY (RIA) laboratory to carry out the investigation of patients in all disciplines of medical sciences and in all therapies of medical treatment 2. Establishing and running Diagnostics Centres, Health Centres, Medical Research Centres and Laboratories, Hospitals, Medical Gas Service Centres, Blood Bank Service Centres, Immunisation Centres, Research Centres, Nursing Homes, Convalescence Homes, Clinics, Polyclinics and Medical Consultancy Centres, and to apply or provide utility articles 3. Carrying on the business as dealers in and manufacturers of surgicals, scientific equipments, appliances, accessories of all types and descriptions.
- b. **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 ("NSE") (together referred to as the Stock Exchanges"). The Transferee Company is engaged in the business of running laboratories and open collection centers for carrying out pathological investigations of various branches of Bio-Chemistry, Hematology, Histopathology, Microbiology, Electrophoresis, immuno-chemistry, Immunology, Virology, cytology and other pathological investigations within India or outside and to carry on the business of manufacture, importers, exporters, stockist, consignment agents, sole selling agents, commission agents, dealers in all kinds of pathological solvents, equipments, disposable syringes, life saving devices, drugs, pharmaceutical, medicinal and chemical preparations used for human beings.

c.

Particulars	Net worth (In Rs.)		Total Revenue (In Rs.)	
	As per Audited Financials as on 31.03.2016	As per Audited Financials as on 31.03.2017	As per Audited Financials as on 31.03.2016	As per Audited Financials as on 31.03.2017
Delta Ria and Pathology Private Limited	13,83,661	17,27,507	42,24,797	40,09,722
Dr. Lal Pathlabs Limited	4,78,51,28,010	6,24,97,04,098	7,65,39,59,951	8,81,87,47,631

2. 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 17th July, 2014 issued by the Ministry of Corporate Affairs and also since the same is subject to the sanction of the Hon'able NCLT. Further, pursuant to regulation 23(5) (b) of the LODR Regulation, the related party provisions under LODR regulations are not applicable to the proposed Scheme.

3. Area of business of the entities: As mentioned under point no. 1

4. Rationale of the Scheme of Amalgamation

- The amalgamation will facilitate consolidation of the businesses of the Transferor Company and the Transferee Company into a single corporate operation;
- The amalgamation of the Transferor Company into the Transferee Company would create synergies of operations besides economies in administrative and managerial costs by combining operations and would result in improved performance for the amalgamated Transferee Company and would enhance the shareholders' value;
- Elimination of administrative functions and multiple record-keeping, thus resulting in reduced expenditure; and

- d. The amalgamation will improve the management of the Transferee Company by combining the legal entities and the amalgamation will reduce expenditure by eliminating administrative functions and multiple records keeping.

5. Details of Change in shareholding Pattern:

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

6. Consideration and/or share exchange ratio

Since 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 Company to the shareholders of the Transferor Company.