

January 8, 2018

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: Issuance of Notice(s) to Shareholders & Unsecured Creditors

Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

Dear Sir / Madam,

This is in furtherance to our letter dated December 29, 2017, wherein we informed that National Company Law Tribunal("NCLT") vide its order dated December 14, 2017, directed convening meetings of the Company's Equity Shareholders and Unsecured Creditors on February 10, 2018.

Please take note that the Company has on January 8, 2018 completed the dispatch of Notice of NCLT convened meetings to its Equity Shareholders and Unsecured Creditors.

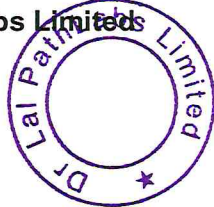
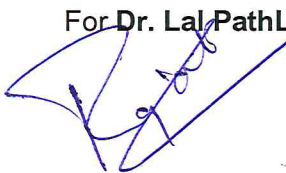
We are enclosing herewith the copy of the aforesaid notices, as issued. The said notices are also available on the website of the Company at www.lalpathlabs.com.

We request you to kindly take the same on record.

Thanking You

Yours Sincerely,

For **Dr. Lal PathLabs Limited**



Rajat Kalra
Company Secretary & Legal Head

Encl: Notice of NCLT convened meeting of Equity Shareholders
Notice of NCLT convened meeting of Unsecured Creditors

**DR. LAL PATHLABS LIMITED**

CIN: L74899DL1995PLC065388

Registered Office: Block E, Sector-18, Rohini, New Delhi-110085**Corporate Office:** 12th Floor, Tower B, SAS Tower,
Medicity Sector-38, Gurugram - 122001**Website:** www.lalpathlabs.com; **E-Mail:** cs@lalpathlabs.com**Phone:** +91 124 3016500 | **Fax:** +91 124 4234468**NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS OF DR. LAL PATHLABS LIMITED***(convened pursuant to the order dated December 14, 2017 passed by the National Company Law Tribunal, New Delhi Bench)***DETAILS OF THE MEETING:**

Day	Saturday
Date	February 10, 2018
Time	10:30 A.M. Indian Standard Time
Venue	PHD Chambers of Commerce, No.4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016

DOCUMENTS ENCLOSED:

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2.	Explanatory Statement under Section 230–232 read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013	7
3.	Scheme of Amalgamation between Dr. Lal PathLabs Limited (hereinafter referred to as the “Applicant Company” or the “Transferee Company”) and Delta Ria and Pathology Private Limited (hereinafter referred to as “Transferor Company”) under Sections 230–232 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Scheme”) - Annexure A	13
4.	Report adopted by the Board of Directors of the Transferee Company as required under Section 232(2)(c) of the Companies Act, 2013 - Annexure B	22
5.	Confirmation regarding filing of draft Scheme of Amalgamation with the Registrar of Companies on December 26, 2017 vide Challan No. G71329130 - Annexure C	23
6.	Unaudited Financial Statements for the half year ended 30 th September 2017 of Transferee Company– Annexure D	24
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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENCH AT NEW DELHI
COMPANY SCHEME APPLICATION NO. (CAA) 143 (ND)/ 2017**

In the matter of the Companies Act, 2013;

And

In the matter of application under Section 230–232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force)

And

In the matter of Scheme of Amalgamation of Delta Ria and Pathology Private Limited (“**Transferor Company**”) with Dr. Lal PathLabs Limited (“**Applicant Company**” or “**Transferee Company**” or “**Company**”).

Dr. Lal PathLabs Limited [CIN: L74899DL1995PLC065388],)
a company incorporated under the Companies Act, 1956)
having its registered office at Block E, Sector-18 Rohini,)
New Delhi -110085)

... Applicant Company/ Transferee Company

NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF DR. LAL PATHLABS LIMITED

Notice is hereby given that by an order dated 14th December, 2017 (the “**Order**”), the Hon’ble New Delhi Bench of the National Company Law Tribunal (“**Hon’ble Tribunal**” or “**NCLT**”) has directed that a Meeting of the equity shareholders of the Transferee Company be convened and held at PHD Chambers of Commerce, No. 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016 on Saturday, February 10, 2018 at 10:30 A.M. IST to consider, and, if thought fit, to approve with or without modification(s), the proposed Scheme of Amalgamation of Delta Ria and Pathology Private Limited (“**Transferor Company**”) with Dr. Lal PathLabs Limited (“**Applicant Company**” or “**Transferee Company**” or “**Company**”) (“**Scheme**”).

In pursuance of the said Order and as directed therein, further notice is hereby given that a Meeting of the equity shareholders of the Transferee Company will be held at PHD Chambers of Commerce, No. 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016 on Saturday, February 10, 2018 at 10:30 a.m. (“**Meeting**”), at which place, day, date and time the said equity shareholders of the Transferee Company are requested to attend.

Copies of the said Scheme and the Explanatory Statement under Section 230 read with Section 232 and Rule 6(3) of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 of the Companies Act, 2013, can be obtained free of charge at the Registered Office of the Transferee Company between 10:00 a.m. to 12:00 noon on all working days (except Saturdays, Sundays and public holidays) up to the date of the Meeting.

Persons entitled to attend and vote at the Meeting, may vote in person, by proxy, through postal ballot or through electronic means, provided that all proxies in the prescribed form, duly completed, stamped and signed or authenticated by the concerned person, are deposited at the registered office of the Transferee Company not later than 48 hours before the scheduled time of the Meeting. Form of Proxy can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the registered office of the Transferee Company.

The Hon’ble Tribunal has appointed Mr. P. Nagesh-Advocate as the Chairperson of the Meeting and failing him Mr. Ashutosh Gupta-Advocate as the Alternate Chairperson of the said Meeting including for any adjournment(s) thereof. The Hon’ble Tribunal has also appointed Mr. Sunpreet Singh, a Practicing Company Secretary, as the Scrutinizer for the Meeting, including for any adjournment(s) thereof. The above mentioned Scheme, if approved by the equity shareholders, will be subject to the subsequent approval of the Hon’ble Tribunal.

TAKE NOTICE that the following resolutions are proposed under Section 230 read with Section 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“**Act**”), for the purpose of considering, and if thought fit, approving, with or without modification, the proposed scheme of amalgamation between *Delta Ria and Pathology Private Limited* (“**Transferor Company**”) and *Dr. Lal PathLabs Limited* (“**Transferee/ Applicant Company**”).

“RESOLVED THAT pursuant to the provisions of Section 230, 232 of the Companies Act, 2013 read with the Companies (Compromise, Arrangement and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions, if any, of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the New Delhi Bench of the National Company Law

Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the New Delhi Bench of the National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the Scheme of Amalgamation of Delta Ria and Pathology Private Limited ('Transferor Company') with Dr. Lal PathLabs Limited ('Applicant Company' or 'Transferee Company' or 'Company') ('Scheme') placed before this Meeting, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the National Company Law Tribunal, New Delhi Bench while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper”.

TAKE FURTHER NOTICE THAT pursuant to the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, if any, the Transferee Company has also provided the facility of postal ballot and e-voting. Accordingly, the equity shareholders may cast votes through the postal ballot form or electronically (i.e. e-voting). The Transferee Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for the purpose of providing e-voting facility to all its equity shareholders. The equity shareholders desiring to exercise their votes by postal ballot are requested to carefully read the instructions printed in the enclosed Postal Ballot Form and in the notice and return the Postal Ballot Form duly completed in the attached self-addressed, postage pre-paid Business Reply Envelope, so as to reach the scrutinizer not later than 5:00 P.M. on Friday, February 9, 2018 i.e. within 30 days from the date of receipt of Notice of the Meeting along with the Postal Ballot Form. If any postal ballot is received after 5:00 P.M. on Friday, February 9, 2018, it will be considered that no reply from the equity shareholder has been received. The equity shareholders desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions set out in the notes below under the heading “Instructions for e-voting”.

A copy of the statement under Sections 230, 232 of the Act read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**Merger Rules**”) (“**Explanatory Statement**”), the Scheme and other enclosures including Form of Proxy and the Attendance Slip are enclosed and form part of the notice.

Dated this 29th day of December, 2017.

For **Dr. Lal PathLabs Limited**

Sd/-

Rajat Kalra

Company Secretary & Legal Head

Membership No. A -16947

NOTES:

- 1. ONLY AN EQUITY SHAREHOLDER OF THE TRANSFEE COMPANY (I.E. DR. LAL PATHLABS LIMITED) (HEREINAFTER REFERRED TO AS “EQUITY SHAREHOLDER(S)”) IS ENTITLED TO VOTE EITHER IN PERSON, BY PROXY, THROUGH POSTAL BALLOT OR THROUGH ELECTRONIC MEANS.**
- 2. AN EQUITY SHAREHOLDER IS ENTITLED TO ATTEND AND VOTE AT THE MEETING, EITHER IN PERSON OR BY PROXY OR THROUGH AN AUTHORIZED REPRESENTATIVE, AS THE CASE MAY BE. WHERE A BODY CORPORATE WHICH IS AN EQUITY SHAREHOLDER AUTHORIZES ANY PERSON TO ACT AS ITS REPRESENTATIVE AT THE MEETING, A COPY OF THE RESOLUTION OF THE BOARD OF DIRECTORS OR OTHER GOVERNING BODY OF SUCH BODY CORPORATE AUTHORIZING SUCH PERSON TO ACT AS ITS REPRESENTATIVE AT THE MEETING, AND CERTIFIED TO BE A TRUE COPY BY A DIRECTOR, THE MANAGER, THE SECRETARY, OR OTHER AUTHORISED OFFICER OF SUCH BODY CORPORATE SHALL BE LODGED WITH THE TRANSFEE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**

- 3. A EQUITY SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE AN EQUITY SHAREHOLDER OF THE TRANSFEREE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE TRANSFEREE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
4. Equity shareholders are requested to note that pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Transferee Company carrying voting rights. An equity shareholder holding more than ten percent of the total share capital of the Transferee Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. An equity shareholder (in case such equity shareholder is an individual) or the authorized representative of the equity shareholder (in case such equity shareholder is a body corporate) or the proxy should carry their valid and legible identity proof (i.e. a PAN Card / Aadhaar Card / Passport / Driving License / Voter ID Card).
6. The notice, the Explanatory Statement together with the documents accompanying the same, are being sent through registered post to all those equity shareholders who have not registered their email ID's with the Transferee Company and the Depository Participants and/or electronically by email to those equity shareholders who have registered their email ID's with the Transferee Company and/or the Depository Participants, whose names appear in the register of members / list of beneficial owners as received from Registrar and Transfer Agent of the Transferee Company ("**Link Intime**") on December 29, 2017. These documents shall also be available on the Transferee Company's website at www.lalpathlabs.com, and on the website of CDSL at www.evotingindia.com, besides being on the websites of the stock exchanges where the equity shares of the Transferee Company are listed, namely, the National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).
7. Equity shareholders/proxies are requested to kindly take note of the following:
- (i) Copies of this notice will not be distributed at the venue of the Meeting;
 - (ii) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the Meeting;
 - (iii) In all correspondence with the Transferee Company and/or the R&T Agent, Folio No. /DP ID and Client ID no. must be quoted.
 - (iv) No gift or gift coupons will be distributed at the Meeting.
 - (v) In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote;
8. Kindly note that each equity shareholder can opt for only one mode for voting i.e. either by Postal Ballot or by e-voting. If you opt for e-voting, then please do not vote by Postal Ballot and vice versa. In case equity shareholders cast their vote, via both modes i.e. Postal Ballot as well as e-voting, then voting done through e-voting shall prevail and Postal Ballot of that shareholder shall be treated as invalid.
9. The facility for physical voting through Ballot Paper shall be made available at the Meeting and the equity shareholders attending the Meeting who have not cast their vote by e-voting shall be able to vote at the Meeting through 'Ballot Paper'.
10. The voting rights for the purposes of e-voting and postal ballot shall be reckoned on the basis of the paid up value of the equity shares registered in the name of the equity shareholders as on December 29, 2017 and a person who is not an equity shareholder on such date should treat the notice for information purposes only.
11. It is clarified that casting of votes by e-voting or postal ballot does not disentitle an equity shareholder from attending the Meeting. However, any equity shareholder who has voted through e-voting or postal ballot cannot vote at the Meeting.
12. The voting period for postal ballot and e-voting commences on Thursday, January 11, 2018 at 9:00 A.M. and ends on Friday, February 9, 2018 at 5:00 P.M. During this period, the equity shareholders holding equity shares either in physical form or in dematerialized form, as on December 29, 2017, being the cut-off date, may cast their vote (for or against) electronically. The e-voting module will be disabled by CDSL for voting thereafter. Once the vote on the resolutions is cast by an equity shareholder, such equity shareholder will not be allowed to change it subsequently.
13. In terms of the directions contained in the Order, the quorum for the Meeting shall be 1,000 equity shareholders in number or 20% in value in terms of the total equity share capital of the Transferee Company. Further, in case the aforesaid quorum for the Meeting is not present, then the Meeting shall be adjourned by half an hour and thereafter, the equity shareholders

present and voting shall be deemed to constitute the quorum. For the purposes of computing the quorum, the valid proxies shall also be considered.

14. In terms of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the equity shareholders of the Transferee Company if the resolutions mentioned in the notice have been approved at the Meeting by a majority of persons representing three-fourths in value of the equity shareholding of the Transferee Company, voting in person, by proxy, through postal ballot or through electronic means.
15. In terms of the directions contained in the Order, the advertisement of the Meeting will be / has been published in the Business Standard (Daily edition in English) and Jansatta (Daily edition in Hindi) indicating the day, date, place and time of the Meeting and stating that the copies of the Scheme, the Explanatory Statement and the Form of Proxy can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the registered office of the Transferee Company.

VOTING THROUGH POSTAL BALLOT

16. A Postal Ballot Form along with self-addressed postage Business Reply Envelope is provided in loose leaf form. The equity shareholders voting in physical form are requested to carefully read the instructions printed in the enclosed Postal Ballot Form. The equity shareholders who have received the notice by e-mail and who wish to vote through Postal Ballot Form can download the Postal Ballot Form from the Transferee Company's website (www.lalpathlabs.com) or seek a duplicate Postal Ballot Form from the Transferee Company. The equity shareholders who have not received the postal ballot form may apply to the Transferee Company and obtain a duplicate copy. Equity shareholders shall fill in the requisite details and send the duly completed and signed Postal Ballot Form in the enclosed self-addressed postage pre-paid Business Reply Envelope to the scrutinizer so as to reach the scrutinizer before 5:00 P.M. on Friday, February 9, 2018 i.e. within 30 days from the date of receipt of Notice of the Meeting alongwith the Postal Ballot Form. Any Postal Ballot Form received after such period shall be treated as if the reply from the equity shareholder has not been received.
17. The Postal Ballot Form should be completed and signed by the equity shareholder (as per specimen signature registered with the Transferee Company and/or furnished by the depositories). In case, shares are jointly held, this form should be completed and signed by the first named equity shareholder and, in his / her absence, by the next named equity shareholder. Holder(s) of Power of Attorney ("PoA") on behalf of an equity shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Transferee Company or enclosing a copy of the PoA authenticated by a notary. In case of equity shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution / authorization giving the requisite authority to the person voting on the Postal Ballot Form.
18. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. There will be only one Postal Ballot Form for every registered folio / client ID irrespective of the number of joint shareholders.
19. The vote on postal ballot cannot be exercised through proxy.

20. INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders / Members
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Equity Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

	For equity shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Equity shareholders who have not updated their PAN with the Transferee Company/Depository Participant are requested to use the sequence number which is printed on the Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii) above.

(vii) After entering these details appropriately, click on “SUBMIT” tab.

(viii) Equity shareholders holding shares in physical form will then directly reach the Company selection screen. However, equity shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For equity shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for Dr. Lal PathLabs Limited on which you choose to vote.

(xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) The equity shareholders can also cast their vote using CDSL mobile application “m-Voting” available for android based mobile. The m-Voting application can be downloaded from Google Play Store and Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile application while voting from your mobile.

(xvii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) In case of any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available under the help section of www.evotingindia.com or call on toll free no.: 1800-22-55-33 or contact Mr. Rakesh Dalvi, Deputy Manager, Central Depository Service (India) Ltd., A Wing, 25th Floor, Marathon Futurex, N M Joshi Marg, Mafatlal Mill Compounds, Lower Parel (E), Mumbai – 400013. at the designated email IDs helpdesk.evoting@cdslindia.com.

21. The Chairperson shall, at the Meeting at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those equity shareholders who are present at the Meeting but have not cast their votes by availing the e-voting facility.
22. The Scrutinizer will submit his report to the Chairperson or the Alternate Chairperson (as the case may be) after completion of the scrutiny of the postal ballots, e-votes and the polling / ballot paper submitted by the equity shareholders. The scrutinizer's decision on the validity of the votes shall be final. The results of the voting on the resolutions set out in the notice shall be announced on or before Monday, February 12, 2018. The results of the voting along with the Scrutinizer's Report shall be displayed on the website of the Transferee Company, www.lalpathlabs.com and CDSL's website, www.evotingindia.com, besides being on the websites of stock exchanges where the equity shares of the Transferee Company are listed, namely, the National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).
23. Route map to reach the venue for the Meeting is attached with this Notice.
24. All relevant documents referred to in the above Notice and other documents have been kept open for inspection by equity shareholders of the Transferee Company at its Registered Office between 10:00 a.m. to 12:00 noon on all working days (except Saturdays, Sundays and public holidays) up to the date of the Meeting.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENCH, AT NEW DELHI
COMPANY SCHEME APPLICATION NO. (CAA)-143 (ND)/ 2017**

In the matter of the Companies Act, 2013;

And

In the matter of application under Section 230–232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force)

And

In the matter of Scheme of Amalgamation of Delta Ria and Pathology Private Limited (**‘Transferor Company’**) with Dr. Lal PathLabs Limited (**‘Applicant Company’** or **‘Transferee Company’** or **‘Company’**).

Dr. Lal PathLabs Limited [CIN: L74899DL1995PLC065388],)
a company incorporated under the Companies Act, 1956)
having its registered office at Block E, Sector-18 Rohini,)
New Delhi -110085)

... Applicant Company/Transferee Company

EXPLANATORY STATEMENT UNDER SECTIONS 230 READ WITH SECTION 232, RULE 6(3) OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013 FOR THE MEETING OF EQUITY SHAREHOLDERS OF DR. LAL PATHLABS LIMITED, CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI BENCH

1. This statement is being furnished pursuant to Sections 230-232 of the Companies Act, 2013 (**“Act”**) read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**“Merger Rules”**) (the **“Explanatory Statement”**).
2. Pursuant to an Order dated December 14, 2017(**“Order”**), passed by the Hon’ble National Company Law Tribunal, New Delhi Bench (‘Hon’ble Tribunal’ or ‘NCLT’) in the Company Scheme Application No. (CAA)-143 (ND)/ 2017, a Meeting of the equity shareholders of Dr. Lal PathLabs Limited(**“Transferee Company”** or **“Applicant Company”**) is being convened on Saturday, February 10, 2018 at 10:30 A.M. IST at PHD Chambers of Commerce, No.4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 (**“Meeting”**) for the purpose of considering and, if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Amalgamation between Delta Ria and Pathology Private Limited (**“Transferor Company”**) and Dr. Lal PathLabs Limited (**“Transferee Company”**) (**“Scheme”**).
3. A copy of the Scheme is attached herewith as Annexure A. The proposed Scheme is envisaged to be effective from the Appointed Date (i.e., April 1, 2017) but shall be made operative from the Effective Date (as defined in the Scheme).
4. The Audit Committee of the Transferee Company (**“Audit Committee”**) vide resolution dated May 11, 2017, recommended the Scheme to the Board of Directors of the Transferee Company. The Board of Directors of the Transferee Company, based on the recommendation of the Audit Committee, approved the Scheme vide resolution dated May 12, 2017.
5. The Scheme is presented pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Act, as may be applicable for the amalgamation of the Transferor Company into the Transferee Company, on a going concern basis. Additionally, the Scheme also provides for various other matters consequential or otherwise integrally connected with the Scheme.

DETAILS OF THE TRANSFEE COMPANY AS PER RULE 6(3) OF THE MERGER RULES

6. Details of Applicant/ Transferee Company:

<u>Dr. Lal PathLabs Limited (Transferee Company)</u>	
Corporate Identification Number (CIN)	L74899DL1995PLC065388
Permanent Account Number (PAN)	AAACD3377J
Incorporation Date	February 14, 1995
Type of Company	Public Limited Company
Registered Office address	Block E, Sector-18 Rohini, New Delhi -110085.
Email	cs@lalpathlabs.com
Stock Exchange(s) where securities of the Transferee Company is listed	(i) BSE Limited; and (ii) National Stock Exchange Limited

7. Summary of the Main Objects as per the Memorandum of Association of the Transferee Company:

- i. *“To set up, engage, collaborate, acquire, purchase, maintain, open collection centres, conduct, manage, administer, own, run laboratories for the purposes of carrying out pathological investigations of various branches of Bio-Chemistry, Hematology, Histopathology, Microbiology, Electrophoresis, immuno-chemistry, Immunology, Virology, cytology and other pathological investigations.*
- ii. *To carry on the business of rendering services for handling, receiving within India or outside India, for pathological investigation purposes, the human blood, blood products, plasma, zorum, body fluids, tissues, drugs, powder etc.*
- iii. *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.”*

8. Main business carried on by the Transferee Company:

The Transferee Company is engaged *inter alia* in the business activities of providing diagnostic and related healthcare tests and services in India for more than six decades and through its integrated nationwide network consisting of State of the Art National Reference Laboratory at Sector 18, Rohini, New Delhi and other Labs/ Patient Services Centre (PSC's)/ Collection Centre (CC's), offer patients and healthcare providers a broad range of diagnostic and related healthcare tests and services for use in core testing, patient diagnosis and the prevention, monitoring and treatment of disease and other health conditions.

9. Details of change of name, registered office and objects of the Transferee Company during the last five year:

- a) Change of Name: The Transferee Company was incorporated on February 14, 1995 under the provisions of the Companies Act 1956 as a Private Limited Company under the name Dr. Lal PathLabs Private Limited. The name of the company was changed to 'Dr. Lal PathLabs Limited' upon conversion of the company to a public limited company pursuant to the approval of the shareholders and a fresh COI was issued by the Registrar of Companies NCT of Delhi and Haryana on August 19, 2015.
- b) Change of Registered Office: The Registered office of the Transferee Company was changed from “54, Hanuman Road, New Delhi – 110001” to “Block E, Sector-18 Rohini, New Delhi -110085” w.e.f May 27, 2016
- c) Change of Objects: There has been no change in the objects of the Transferee Company.

10. Details of the capital structure of the Transferee Company including authorized, issued, subscribed and paid-up share capital pre amalgamation:

Particulars	Amount (INR)
Authorized Share Capital	
10,79,00,000 Equity Shares having face value of Rs. 10/- each	1,07,90,00,000/-
Issued, Subscribed and Paid-up Share Capital	
8,33,32,744 Equity Shares having face vale of Rs. 10/- each, fully paid	83,33,27,440/-

11. Details of the capital structure of the Transferee Company post the amalgamation as envisaged under the Scheme:

Particulars	Amount (INR)
Authorized Share Capital	
10,79,50,000 Equity Shares having face value of Rs. 10/- each	1,07,95,00,000/-
Issued, Subscribed and Paid-up Share Capital	
8,33,32,744 Equity Shares having face vale of Rs. 10/- each, fully paid	83,33,27,440/-

12. Names of the Directors and Promoters of the Transferee Company along with their addresses are mentioned herein below:

Sr. No.	Name of Promoter/ Director	Address of the Promoter/ Director
DIRECTORS		
1.	Mr. Arun Duggal	A-4, West End New Delhi 110021
2.	Dr. Saurabh Srivastava	C-482, Defence Colony New Delhi 110024
3.	Dr. Vandana Lal	J-5, Green Park, New Delhi 110016
4.	(Hony) Brig. Dr. Arvind Lal	J-5, Green Park, New Delhi 110016
5.	Mr. Rahul Sharma	Block- 5, Buena Vista -7, Pik Sha Road Sai Kung New Territories, Keatk053 Hong Kong
6.	Mr. Sunil Varma	104 Aradhana Apartments R.K.Puram Sec-13 New Delhi 110066
7.	Mr. Anoop Mahendra Singh	13, Wensley Court Templestowe 3106 Au
8.	Dr. Om Prakash Manchanda	Villa No. 6, Tatvam Villas Sector 48, Sohna Road Gurugram 122018
9.	Mr. Harneet Singh Chandhoke	5a, S/F 3rd Floor Factory Road, Krishna Nagar New Delhi 110029
PROMOTERS		
1.	(Hony) Brig. Dr. Arvind Lal	J-5, Green Park, New Delhi 110016
2.	Dr. Vandana Lal	J-5, Green Park, New Delhi 110016
3.	Dr. Archana Lal	905 W Middlefield RD, APT 941, Mountain View, CA 94043, California, USA
4.	Mr. Anjaneya Lal	J-5, Green Park, New Delhi 110016
5.	M/s Eskay House (HUF)	J-5, Green Park, New Delhi 110016

13. The date of the board Meeting at which the Scheme was approved by the Board of Directors of the Transferee Company, including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:

Date of Board Meeting Approving the Scheme	12 th May 2017
Names of the Directors who voted in favour of the resolution	Mr. Arun Duggal, Dr. Saurabh Srivastava, Dr. Vandana Lal, (Hony) Brig. Dr. Arvind Lal, Mr. Rahul Sharma, Mr. Sunil Varma, Mr. Anoop Mahendra Singh, Dr. Om Prakash Manchanda, Mr. Harneet Singh Chandhoke
Names of the Directors who voted against the resolution	None
Names of the Director who did not vote or participate on the resolution	None

14. The amount due to unsecured creditors of the Transferee Company as on September 30, 2017 is INR 35,38,16,040/- (Rupees Thirty Five Crore Thirty Eight Lakh Sixteen Thousand and Forty Only).

15. Disclosure about effect of amalgamation on material interests of Directors, Key Managerial Personnel (KMP) and Debenture Trustee:

None of the directors nor the key managerial personnel of the Transferee Company have any material interest in the Scheme, save to the extent of shares / directorships / managerial positions held by the directors / key managerial personnel in the Transferee Company, if any. Further the Transferee Company has not appointed any debenture trustee.

16. Disclosure about the effect of the Scheme on the following persons of the Transferee Company:

Sr. No.	Persons	Effect of the Scheme
a.	Key managerial personnel	No effect
b.	Directors	No effect
c.	Promoters	No effect
d.	Non-promoter members	No effect
e.	Depositors	No effect
f.	Creditors	No effect
g.	Debenture Holders	No effect
h.	Deposit Trustee and debenture trustee	No effect
i.	Employees of the Company	No effect

DETAILS OF THE TRANSFEROR COMPANY AS PER RULE 6(3) OF THE MERGER RULES**17. Details of Transferor Company:**

Delta Ria and Pathology Private Limited (Transferor Company)	
Corporate Identification Number (CIN)	U85110MP1993PTC007849
Permanent Account Number (PAN)	AAACD5305N
Incorporation Date	September 1, 1993
Type of Company	Private Limited Company
Registered Office address	77 Motia Talab near Tajul Masjid, Bhopal, Madhya Pradesh
Email	cs@lalpathlabs.com
Stock Exchange(s) where securities of the Transferee Company is listed	Not Applicable

18. Summary of the Main Objects as per the Memorandum of Association of the Transferor Company:

- i. To establish and run 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.
- ii. To establish and run 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 and service to the patients, and to otherwise aid medical personnel for medical reliefs.
- iii. To carry on the business as dealers in and manufacturers of surgicals, scientific equipments, appliances, accessories of all types and descriptions."

19. Main business carried on by the Transferor Company:

The Transferor Company is engaged *inter alia* in the business activities of providing pathological services and in that regard running of pathological centers.

20. Details of change of name, registered office and objects of the Transferor Company during the last five year:

- a) Change of Name: There has been no change in the name of the Transferor Company.
- b) Change of Registered Office: There has been no change in the Registered Office of the Transferor Company.
- c) Change of Objects: There has been no change in the objects of the Transferor Company.

21. Details of the capital structure of the Transferor Company including authorized, issued, subscribed and paid-up share capital pre amalgamation:

Particulars	Amount (INR)
Authorized Share Capital	
5,000 Equity Shares having face value of Rs. 100/- each	5,00,000/-
Issued, Subscribed and Paid-up Share Capital	
4,110 Equity Shares having face value of Rs. 100/- each, fully paid	4,11,000/-

22. Details of the capital structure of the Transferor Company post the amalgamation as envisaged under the Scheme:

Upon the Scheme becoming effective, the Transferor Company shall stand dissolved without being wound up. The Authorized share capital of the Transferee Company shall be added to and shall form part of the Authorized share capital of the Transferee Company.

23. Names of the Directors and Promoters of the Transferor Company along with their addresses are mentioned herein below:

Sr. No.	Name of Promoter/ Director	Address of the Promoter/ Director
DIRECTORS		
1.	Mr. Dilip Bidani	C-111, Trinity Towers DLF Phase – V, Gurugram-122009
2.	Dr. Vandana Lal	J-5, Green Park, New Delhi 110016
3.	(Hony) Brig. Dr. Arvind Lal	J-5, Green Park, New Delhi 110016

PROMOTER		
1.	Dr. Lal PathLabs Limited (Holding Company)	Block E, Sector-18 Rohini, New Delhi -110085

24. **The date of the board Meeting at which the Scheme was approved by the Board of Directors of the Transferor Company, including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:**

Date of Board Meeting Approving the Scheme	May 8, 2017
Names of the Directors who voted in favour of the resolution	Mr. Dilip Bidani, Dr. Vandana Lal, (Hony) Brig. Dr. Arvind Lal
Names of the Directors who voted against the resolution	None
Names of the Director who did not vote or participate on the resolution	None

25. The amount due to unsecured creditors of the Transferor Company as on September 30, 2017 is INR 3,32,523/- (Rupees Three Lakh Thirty Two Thousand Five Hundred and Twenty Three Only).

26. **Disclosure about effect of amalgamation on material interests of Directors, Key Managerial Personnel (KMP) and Debenture Trustee:**

None of the directors nor the key managerial personnel of the Transferor Company have any material interest in the Scheme, save to the extent of shares / directorships / managerial positions held by the directors / key managerial personnel in the Transferor Company, if any. Further the Transferor Company has not appointed any debenture trustee.

27. **Disclosure about the effect of the Scheme on the following persons of the Transferor Company:**

Sr. No.	Persons	Effect of the Scheme
a.	Key managerial personnel	No effect
b.	Directors	No effect
c.	Promoters	No effect
d.	Non-promoter members	No effect
e.	Depositors	No effect
f.	Creditors	No effect
g.	Debenture Holders	No effect
h.	Deposit Trustee and debenture trustee	No effect
i.	Employees of the Company	All employees of the Transferor Company shall be deemed to have become staff, workmen and employees of the Transferee Company, with effect from the Appointed Date, without any break in their service

28. **Relationship between the Transferee Company and the Transferor Company:**

The Transferor Company is a Wholly Owned Subsidiary of the Transferee Company.

29. **Rationale and Benefits of the Scheme**

"The rationale for the amalgamation of the Transferor Company into the Transferee Company is, inter alia, as follows:

- 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*
 - 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 record keeping."*
30. The Scheme does not involve any capital or debt restructuring and therefore the requirement to disclose details of capital or debt restructuring is not applicable for both Transferor Company and Transferee Company.
31. Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other government authorities required, received or pending for the proposed scheme of amalgamation – Not Applicable for both the Transferor Company and Transferee Company.

32. Investigation or proceedings pending against the company under the Act: There are no investigations or proceedings pending against the Transferor Company and Transferee Company under this Companies Act 2013.

33. Inspection of Documents:

The following documents will be open for inspection at the Registered office of the Transferee Company between 10:00 a.m. to 12:00 noon on all working days (except Saturdays, Sundays and public holidays) up to the date of the Meeting.

- a. Latest audited financial statements of the Transferee Company and Transferor Company including consolidated financial statements;
- b. Copy of the order of Hon'ble Tribunal in pursuance of which the Meeting is to be convened;
- c. Copy of Scheme as filed before the Hon'ble Tribunal and the Explanatory Statement;
- d. The certificate issued by Auditors of the Transferee Company and Transferor Company to the effect that the accounting treatment, if any, proposed in the scheme of amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013

Dated this 29th day of December, 2017.

For **Dr. Lal PathLabs Limited**

Sd/-
Rajat Kalra
Company Secretary & Legal Head
Membership No. A -16947

SCHEME OF AMALGAMATION

BY & BETWEEN

DELTA RIA AND PATHOLOGY PRIVATE LIMITED

.....Transferor Company

WITH

DR. LAL PATHLABS LIMITED

.....Transferee Company

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

(Under Sections 230 to 232 of the Company Act, 2013)

This Scheme of Amalgamation (hereinafter “**Scheme**” or **the Scheme**”) is presented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, for amalgamation of M/s. Delta Ria And Pathology Private Limited into Dr. Lal PathLabs Limited.

The Scheme is divided into the following parts:

- (i) **Part A** – Description of the Companies;
- (ii) **Part B** – Rationale of the scheme;
- (iii) **Part C**– Dealing with definitions of the terms used in this Scheme of Amalgamation and sets out the share capital of the Transferor Company (herein defined) and the Transferee Company (herein defined);
- (iv) **Part D**– Dealing with amalgamation of Transferor Company with the Transferee Company; and
- (v) **Part E** – Dealing with the general terms and conditions applicable to this Scheme of Amalgamation and other matters consequential and integrally connected thereto.

PART A

DESCRIPTIONS OF THE COMPANY

- 1.1 Delta Ria and Pathology Private Limited (“**Transferor Company**”) is a private company, limited by shares incorporated under the provisions of the Companies Act, 1956, having its registered office at 77, Motia Talab, Near Tajul Masjid, Bhopal-462001, Madhya Pradesh.
- 1.2 Dr. Lal PathLabs Limited, (“**Transferee Company**”), is a public listed company, limited by shares incorporated under the provisions of the Companies Act, 1956, having its registered office at Block-E, Sector-18 Rohini, , New Delhi-110085.

PART B

RATIONALE OF THE SCHEME OF AMALGAMATION

- 2.1 The amalgamation will facilitate consolidation of the businesses of the Transferor Company and the Transferee Company into a single corporate operation;
- 2.2 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;
- 2.3 Elimination of administrative functions and multiple record-keeping, thus resulting in reduced expenditure; and
- 2.4 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 record keeping.

PART C

DEFINITIONS AND SHARE CAPITAL

In this Scheme, unless repugnant to the context, the following expressions shall have the following meaning:

- 3.1 “**Act**” or “**the Act**” shall mean the Companies Act, 2013, and shall include any statutory modifications, re-enactment or amendments thereof.
- 3.2 “**Appointed Date**” means the [1st day of April, 2017] or such other date as the National Company Law Tribunal may direct.
- 3.3 “**Appropriate Authority**” means any governmental, statutory, regulatory, departmental or public body or authority of relevant jurisdiction, including Securities Exchange Board of India, Stock Exchanges, Registrar of Companies, National Company Law Tribunal and courts of India.
- 3.4 “**Board of Directors**” or “**Board**” means the board of directors of the Transferor Company and/or the Transferee Company, as the case may be, and shall include a duly constituted committee thereof.
- 3.5 “**Effective Date**” means the date on which certified copies of the order of the National Company Law Tribunal, Principal Bench, New Delhi and National Company Law Tribunal, Ahmedabad Bench sanctioning this Scheme, is filed with the Registrar of Companies, Delhi & Haryana at Delhi and Registrar of Companies, Madhya Pradesh at Gwalior.
- 3.6 “**National Company Law Tribunal**” means the National Company Law Tribunal, Principal Bench, New Delhi and National Company Law Tribunal, Ahmedabad Bench.

- 3.7 **"Shareholders"**, with respect to the Transferor Company and the Transferee Company, means, the persons registered from time to time, as the holders of the equity shares of the company concerned.
- 3.8 **"Transferor Company"** means Delta Ria and Pathology Private Limited, a company registered under the Companies Act, 1956 and having its registered office at 77, Motia Talab, Near Tajul Masjid, Bhopal-462001, Madhya Pradesh.
- 3.9 **"Transferee Company"** means "Dr. Lal PathLabs Limited", a company registered under the Companies Act, 1956 and having its registered office at Block-E, Sector-18 Rohini, , New Delhi-110085.
- 3.10 **"Scheme" or "the Scheme" or "this Scheme"** means this Scheme of Amalgamation in its present form or with any modification(s) approved or directed by the National Company Law Tribunal, Principal Bench, New Delhi and National Company Law Tribunal, Ahmedabad Bench.
- 3.11 **"Undertaking" or "the Undertaking"**, with respect to the Transferor Company, means:
- (a) All the assets and properties as on the Appointed Date (hereinafter referred to as "the said assets")
- (b) All the debts, liabilities, duties and obligations as on the Appointed Date (herein after referred to as "the said liabilities");

Without prejudice to the generality sub-clause (a) above, the undertaking of the Transferor Company shall include without limitation, all the Transferor Company reserves and the authorized share capital, movable and immovable properties including investments, claims, powers, authorities, allotments, approvals, consents, registrations, contracts, engagements, arrangements, rights, credits, titles, interests, benefits, club memberships, advantages, leasehold rights, tenancy rights, other intangibles, industrial and other licenses, permits, authorizations, quota rights, trade marks, patents and other industrial and intellectual properties including domain names, import quotas, telephone, telex, facsimile and other communication facilities and equipment, rights and benefits of all agreements and all other interests, right and power of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals of whatsoever nature and whosoever situate, belonging to or in the ownership, power or possession or control of the Transferor Company as on the Appointed Date and thereafter.

Other expressions used in this Scheme and not expressly defined herein shall carry the same meaning as is given to them in the Companies Act, 1956/ 2013.

4. **SHARE CAPITAL:**

Details of the share capital of the Company as on March 31, 2017 are given below:

4.1 **TRANSFEROR COMPANY:**

Authorised Share Capital	Amount Rs.
5,000 Equity Shares of Rs.100/- each	5,00,000/-
Issued, Subscribed and Paid-up Capital	Amount Rs.
4,110 Equity Shares of Rs.100/- each, fully paid	4,11,000/-

Subsequent to 31.03.2017, and upto the date of approval of this Scheme by the Board of Transferor Company, there has been no change in the authorised, issued, subscribed and paid up share capital of the Transferor Company.

4.2 **TRANSFEE COMPANY:**

Authorised Share Capital	Amount Rs.
10,79,00,000 Equity Shares of Rs.10/- each	1,07,90,00,000/-
Issued, Subscribed and Paid-up Capital	Amount Rs.
8,30,66,184 Equity Shares of Rs.10/- each, fully paid	83,06,61,840/-

Subsequent to 31.03.2017, and upto the date of approval of this Scheme by the Board of Transferee Company, there has been no change in the authorised, issued, subscribed and paid up share capital of the Transferee Company.

5. **GENERAL DISCLOSURES**

- 5.1 The Transferor Company is a Private Limited Company incorporated on 1.09.1993 in the name and style of Delta Ria and Pathology Private Limited under the Companies Act, 1956 with CIN U85110MP1993PTC007849 and PAN AAACD3377J having an email id rajat.kalra@lalpathlabs.com and registered office at 77, Motia Talab, Near Tajul Masjid, Bhopal-462001, Madhya Pradesh. The following are the main objects of the Transferor Company:

1. To establish and run 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. To establish and run 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 and service to the patients, and to otherwise aid medical personnel for medical reliefs.
 3. To carry on the business as dealers in and manufacturers of surgicals, scientific equipments, appliances, accessories of all types and descriptions.
- 5.2 The Transferor Company had earned/incurred a profit/loss of INR 44,11,23.41 and had a turnover of INR 42,54,581 (includes other income as well during the Financial Year ended 31st March, 2016).
 - 5.3 There was no qualification, reservation or adverse remark on disclaimer made by the Auditors in their Audit Report obtained for the FY ended 31st March, 2016 of the Transferor Company.
 - 5.4 There is no investigation or proceeding pending against the Transferor Company.
 - 5.5 The shares of the Transferor Company are not listed on any stock Exchange.
 - 5.6 The Transferee Company is now a Public Limited Company originally incorporated on 14.02.1995 in the name and style of Dr. Lal Pathlabs Private Limited under the Companies Act, 1956 with CIN L74899DL1995PLC065388. The Transferor Company having PAN AAACD5305N with email id rajat.kalra@lalpathlabs.com and registered office at Block-E, Sector-18 Rohini, , New Delhi-110085. The following are the main objects of the Transferee Company:
 1. To set up, engage, collaborate, acquire, purchase, maintain, open collection centres, conduct, manage, administer, own, run laboratories for the purposes of carrying out pathological investigations of various branches of Bio-Chemistry, Hematology, Histopathology, Microbiology, Electrophoresis, immuno-chemistry, Immunology, Virology, cytology and other pathological investigations.
 2. To carry on the business of rendering services for handling, receiving within India or outside India, for pathological investigation purposes, the human blood, blood products, plasma, zorum, body fluids, tissues, drugs, powder etc.
 3. 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.
 - 5.7 The Transferee Company has earned an income of Rs. 125,75,08,719/- and had a turnover of Rs. 771,31,33,557/- during the Financial Year ended 31st March, 2016.
 - 5.8 There was no qualification, reservation or adverse remark on disclaimer made by the Auditors in their Audit Report obtained for the FY ended 31st March, 2016 of the Transferee Company.
 - 5.9 There is no investigation or proceeding pending against the Transferee Company.
 - 5.10 The shares of the Transferee Company are listed on Bombay Stock Exchange and National Stock Exchange of India.
 - 5.11 The Scheme does not include Reduction in the Share Capital or Corporate Debt Restructuring, hence disclosures under Section 230 (2) (b) and 230 (2) (c) of the Companies Act, 2013 are not required to be made by the Transferor Company or the Transferee Company.
6. **DATE OF TAKING EFFECT AND OPERATIVE DATE**
 The Scheme set out herein in its present form or with any modification(s) approved or directed by the National Company Law Tribunal or any other Appropriate Authority shall be effective from the Appointed Date mentioned herein, but shall be operative from the Effective Date.

PART D

MERGER AND AMALGAMATION OF THE TRANSFEROR COMPANY INTO THE TRANSFEE COMPANY

SCHEME

7. **TRANSFER AND VESTING OF THE UNDERTAKING OF THE TRANSFEROR COMPANY INTO THE TRANSFEE COMPANY:**
 - 7.1. All the assets, properties, rights, interests and claims whatsoever of the Transferor Company and its entire undertaking (authorities, privileges, licences and rights in respect of moveable properties, immovable properties including lease hold

(as illustratively listed in **Schedule 1**), tenancies, trademarks, fittings and fixtures, power connections, telephones, telex, fax, cash balances, reserves, securities, deposits, refunds, outstanding balances, stocks, investments, licenses including all the benefits and entitlements up to the Effective Date, accrued or earned goodwill and other rights and interests of all descriptions in or arising out of such properties as may belong to or be in possession of the Transferor Company and all books and accounts, and documents and records relating thereto) shall, without further act or deed, pursuant to Section 232(4) of the Act, be transferred to and vested in the Transferee Company with effect from the Appointed Date without any further act or deed, so as to become as and from the Appointed Date, the assets, properties, rights, interests and claims of the Transferee Company but subject nevertheless to all charges then affecting the same.

- 7.2. All the liabilities, debts, obligations and duties of the Transferor Company up to the Effective Date shall also stand transferred to and vested in the Transferee Company, with effect from the Appointed Date without any further act or deed, pursuant to Section 232(4) of the Act, so as to become as and from that date, the liabilities, debts, obligations and duties of the Transferee Company.
- 7.3. All long term, medium term, short term loans and other loans, secured and unsecured, undertaken by the Transferor Company from Banks and any other persons up to the Effective Date, shall stand transferred and become the liabilities of the Transferee Company and shall be discharged by the Transferee Company, in the same manner and on the same terms and conditions as applicable to the Transferor Company. Upon the Scheme being sanctioned by the National Company Law Tribunal, Principal Bench, New Delhi and National Company Law Tribunal, Ahmedabad Bench, a copy of Scheme being filed with the Registrar of Companies, Delhi & Haryana at Delhi and Registrar of Companies, Madhya Pradesh at Gwalior, all charges created in favour of the Transferor Company shall stand transferred in the Transferee Company.
- 7.4. All the licenses, permits, quotas, contracts, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status, licenses including those related to trademarks, know-how, technical know-how, trade names, descriptions, trading styles, franchise, labels, label designs, colour schemes, utility models, holograms, bar codes, designs, patents, copyrights, tenancies, privileges and any rights, titles or interest in intellectual property rights, powers. Facilities of every kind of description of whatsoever nature (as illustratively listed out in **Schedule 2**) hereto, and other benefits and privileges enjoyed or confirmed or held or availed of by Transferor Company and all rights and benefits that have accrued or which may accrue to the transferor Company whether before or after the Appointed Date, shall, under the provisions of Section 230 to 232 of the Act and all other applicable provisions if any without any further act, instrument or deed, cost or charge be and hereby stand transferred to and vested in or be deemed to be transferred to and vested in and be available to the Transferee Company so as to become as and from the Appointed Date, licenses, permits, quotas, contracts (together with all non-compete covenants) approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status, licenses including those related to trademarks, know-how, technical know-how, trade names, descriptions, trading styles, franchise, labels, label designs, colour schemes, utility models, holograms, bar codes, designs, patents, copyrights, tenancies, privileges and any rights, titles or interest in Intellectual property rights, powers, facilities of every kind of description of whatsoever nature and other benefits or privileges of the Transferee Company and shall remain valid, effective and enforceable on the same terms and condition and shall be appropriately registered by relevant statutory authorities in favour of the Transferee Company pursuant to this scheme in order to facilitate the continuation of operations of the Transferor Company in the Transferee Company without any hindrances on the Appointed Date.
- 7.5. Upon the Scheme being sanctioned by the National Company Law Tribunal, Principal Bench, New Delhi and National Company Law Tribunal, Ahmedabad Bench, a copy of Scheme being filed with the Registrar of Companies, Delhi & Haryana at Delhi and National Company Law Tribunal, Ahmedabad Bench, all legal proceedings then pending by or against the Transferor Company shall thereafter be continued by or against the Transferee Company.
- 7.6. The transfer and vesting of the Undertaking of the Transferor Company and the assets, rights, powers and property, liabilities, obligations and duties, under clauses 7.1, 7.2, 7.3 and 7.4 hereof and the continuance by the Transferee Company under clause 7.5 hereof, of all proceedings by or against the Transferor Company in the ordinary course of business on and after the Appointed Date, shall be to the end and intent, that the Transferee Company accepts on behalf of itself, all acts, deeds and things done and executed by the Transferor Company on or after the Appointed Date and up to the Effective Date.
- 7.7. (a) On and with effect from the Appointed Date and until the Effective Date, the Transferor Company shall be deemed to have been carrying on its business and activities for and on account of the Transferee Company and all Income and Profits accruing or Losses incurred by the Transferor Company from and after the Appointed Date and up to the Effective Date, shall for all purposes be treated as Income, Profits or Losses, as the case may be, of the Transferee Company, available for being disposed off or absorbed or otherwise dealt with, in such manner as the Transferee Company shall deem fit.

- b) The Transferee Company, may, as on and from the Effective Date, carry on, either in the Transferee Company's own name or in the name of the Transferor Company, as the circumstances may require, such of the business, contracts, transactions etc. of the Transferor Company, as are unfinished or incomplete and as may be necessary to be transacted and completed.
- 7.8. Subject to the other provisions contained in this Scheme, all contracts, deeds, agreements, bonds and other instruments of whatsoever nature, subsisting or having effect immediately before the Effective Date, to which the Transferor Company are a party, shall be in as full force and effect against or in favour of the Transferee Company, as if the Transferee Company had been a party thereto.
- 7.9 The transfer under Clauses 7.1, 7.2, 7.3 and 7.4 hereof, of the Undertaking, properties and liabilities of the Transferor Company and the continuance of the proceedings by or against the Transferee Company under Clause 7.5. hereof, shall not affect any transactions or proceedings already concluded by the Transferor Company on and after the Appointed Date and the Transferee Company shall accept and adopt all such transactions or proceedings, as if done and executed on behalf of or by itself. Furthermore, as from the Appointed Date, the Transferor Company shall be deemed to have carried on and to be carrying on business on behalf of the Transferee Company until such time as this Scheme becomes effective and shall account to, and be entitled to be indemnified by, the Transferee Company.
8. **CONSIDERATION:**
- 8.1 Since the Transferor Company is the wholly owned subsidiary of the Transferee Company, upon the Scheme being sanctioned by the Hon'ble Tribunal and the transfer having been effected as provided hereinabove, all the equity shares held by the Transferee Company and its Nominees in the Transferor Company shall be cancelled and extinguished as on the Appointed Date. Accordingly, there will be no issue and allotment of equity shares of the Transferee Company to the Shareholders of the Transferor Company upon this Scheme becoming effective.
- 8.2 The Authorized Share Capital of the Transferor Company shall be added to and shall form part of the Authorized Share Capital of the Transferee Company. Accordingly, the Authorized Share Capital of the Transferee Company shall stand increased to the extent without payment of any fees or charges to the Registrar of Companies.
- 8.3 In view of the above proposition the interest of shareholders of Transferee Company is not affected in any manner whatsoever. There will be no introduction of new shareholders or issue of new shares by Transferee Company subsequent to amalgamation of the Transferor Company. Since the Transferor Company is held and owned entirely by the Transferee Company and exercise of proposed amalgamation is only resulting in consolidation of the Transferor Company in the balance sheet of the Transferee Company
9. **ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEE COMPANY:**
- 9.1 The Transferee Company shall account the amalgamation of the Transferor Company as per the pooling of interest method as set-out in Indian Accounting Standard (IND AS 103) and/or other applicable Accounting Standards as specified under section 133 of Companies Act, 2013.
- 9.2 The Transferee Company shall, upon the Scheme being sanctioned by the National Company Law Tribunal, record the assets and liabilities of the Transferor Company vested in it pursuant to this Scheme, at the respective book values thereof as appearing in the books of the Transferor Company, prepared in accordance with Indian Accounting Standards..
- 9.3 Amounts lying in the balance of the "Profit and Loss Account" in the books of account of the Transferor Company shall be adjusted by the Transferee Company to its "Profit and Loss Account."
- 9.4 The inter-company balances between the Transferee Company and the Transferor Company, if any appearing in the books of the Transferee Company shall stand cancelled. Further, the value of investments held by the Transferee Company in the Transferor Company on the Appointed Date shall stand cancelled pursuant to merger.
- 9.5 The difference between the share-capital of the Transferor Company and the book value of the investments cancelled in terms of Clause 9.4 above shall be transferred to Capital Reserve and would be presented separately from other capital reserves in the books of the Transferee Company.
- 9.6 Subject to the above, the reserves of the Transferor Company will be incorporated in the books of the Transferee Company in the same form as they appeared in the financial statements, prepared in accordance with Indian Accounting Standards, of the Transferor Company.
- 9.7 Further, in case of any difference in accounting policy between the Transferor Company and the Transferee Company, the impact of the same till the amalgamation will be quantified and adjusted in the Retained earnings of the Transferee Company, to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

10 **TRANSACTIONS RELATING TO THE TRANSFEROR COMPANY BETWEEN APPOINTED DATE AND EFFECTIVE DATE:**

During the period between the Appointed Date and the Effective Date:

- 10.1 The Transferor Company shall carry on and be deemed to have carried on its business and activities for and on account of and in trust for the Transferee Company;
- 10.2. The Transferor Company shall carry on business and activities in the ordinary course of business with reasonable diligence and business prudence; and
- 10.3. All the profits or income accruing or arising to the Transferor Company or expenditure or losses arising or incurred by the Transferor Company shall for all purposes be treated and deemed to be and accrue as the profits or income or expenditure or losses (as the case may be) of the Transferee Company.

11. **STAFF, WORKMEN & EMPLOYEES:**

- 11.1. On the Scheme becoming effective, all staff, workmen and employees (as illustratively listed out in **Schedule 3**) of the Transferor Company, in service on the Effective Date, shall be deemed to have become staff, workmen and employees of the Transferee Company, with effect from the Appointed Date, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company shall not be less favourable than those applicable to them prior to the Appointed Date.
- 11.2. As far as the Provident Fund, Gratuity Fund, Superannuation Fund or any other special fund created or existing for the benefit of such employees of the Transferor Company are concerned, on and from the Effective Date, the Transferee Company shall stand substituted for the Transferor Company for all the purposes whatsoever related to administration or operation of such funds in accordance with provisions of such funds according to the terms provided in the respective trust deeds or other documents. It is clarified that the services of such employees of the Transferor Company will be treated as having been continuous and not interrupted for the purposes of such funds.

12. **LEGAL PROCEEDINGS:**

- 12.1. All legal proceedings of whatsoever nature by or against the Transferor Company pending at the Appointed Date and or arising after the Appointed Date till the Effective Date, shall be continued and enforced by or against the Transferee Company in the manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company, as and from the Effective Date.
- 12.2. After the Appointed Date, if any proceedings are taken against the Transferor Company in respect of the matters referred to in Clause 12.1 it shall defend the same at the cost of the Transferee Company and the Transferee Company shall reimburse and indemnify the Transferor Company against all liabilities and obligations incurred by the Transferor Company in respect thereof.
- 12.3. The Transferee Company undertakes to have all legal or other proceedings initiated by or against the Transferor Company referred to in Clause 12.1, transferred into its name and to have the same continued, prosecuted and enforced by or against the Transferee Company to the exclusion of the Transferor Company.

PART C

GENERAL TERMS AND CONDITIONS

13. **CONDITIONALITY OF THE SCHEME:**

This Scheme is and shall be conditional upon and subject to:

- 13.1 The requisite consent, approval or permission of the Central Government or any other statutory or regulatory authority, which by law may be necessary for the implementation of this Scheme;
- 13.2 The approval of requisite majority of members and creditors of the Transferor Company and Transferee Company, as may be directed by National Company Law Tribunal.
- 13.2 The certified copies of the orders of the National Company Law Tribunal under Sections 230 to 232 of the Act sanctioning the Scheme are filed with the Registrar of Companies, Delhi and Haryana and the Registrar of Companies, Madhya Pradesh at Gwalior respectively; and
- 13.3 Compliance with such other conditions as may be imposed by the National Company Law Tribunal.

14. **APPLICATION TO NATIONAL COMPANY LAW TRIBUNAL:**

The Transferor Company and the Transferee Company shall, with all reasonable diligence, make and pursue applications

to the National Company Law Tribunal, Principal Bench, New Delhi and National Company Law Tribunal, Ahmedabad Bench for sanctioning this Scheme of Amalgamation under Section 230 and 232 of the Act for carrying this Scheme into effect and for dissolution of the Transferor Company without winding up.

15. **MODIFICATIONS:**

The Scheme is subject to such modifications as the National Company Law Tribunal may impose, and/or the Directors of the Company concerned may effect or assent to, on behalf of all concerned and the Directors of each Company may do such other acts, deeds and things as may be necessary for carrying this Scheme into effect. The Transferee Company and the Transferor Company by their respective Board of Directors shall be authorised to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or orders of any other authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and/ or any matter concerned or connected therewith.

16. This Scheme shall not in any manner affect the right of any of the creditors of the Transferor Company, who shall continue to enjoy all such rights against the Transferee Company, as they had against the Transferor Company.

17. This Scheme shall become operative as soon as the certified copy of the order of the National Company Law Tribunal, Principal Bench, New Delhi, and National Company Law Tribunal, Ahmedabad Bench sanctioning and confirming this Scheme is filed with the Registrar of Companies, Delhi & Haryana at Delhi and Registrar of Companies, Madhya Pradesh at Gwalior. Upon coming into effect of the Scheme, all permissions, licenses, approvals, incentives, remissions, tax-incentives, consents, sanctions, and other authorizations, pertaining to the activities of the Transferor Company, to which the Transferor Company are entitled to shall stand vested and permitted or continued by the order of sanction of the National Company Law Tribunal in the Transferee Company without payment of any customs duty or any other similar duty. Therefore the Transferee Company shall file the Scheme, for the record of the statutory authorities who shall take it on file, pursuant to the sanction orders of the National Company Law Tribunal. The Transferee Company is authorized to take all such steps on behalf of the Transferor Company as may be necessary to give effect to the provisions contained above.

18. **EFFECT OF NON-RECEIPT OF APPROVALS:**

18.1 In the event any of the approvals or conditions enumerated in the Scheme not being obtained or complied with, or for any other reason, the Scheme cannot be implemented, the Board of Directors of the Transferee Company and the Transferor Company shall mutually waive such conditions as they consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement, or in case the Scheme is not sanctioned by the National Company Law Tribunal, the Scheme shall become null and void and each party shall bear and pay their respective costs, charges and expenses in connection with the Scheme.

18.2 Further, in the case of non-receipt of approvals to the Scheme, no rights and liabilities whatsoever shall accrue to or be incurred inter-se by the Transferor Company or the Transferee Company or their shareholders or creditors or employees or any other person.

19. **DISSOLUTION OF TRANSFEROR COMPANY**

On the Scheme becoming effective, the Transferor Company shall be dissolved without the process of winding up in accordance with the provisions of the Companies Act, 2013 and rules made there under.

20. **TAX CREDITS:**

The Transferor Company and the Transferee Company are expressly permitted to file/revise their Income Tax, Wealth Tax, Service Tax, Excise and other statutory returns, consequent to the scheme becoming effective, notwithstanding that the period for filing/revising such returns may have lapsed. The Transferor Company and the Transferee Company are expressly permitted to amend TDS/TCS or other statutory certificates and shall have the right to claim refunds, advance tax credits, set offs, adjustments etc., relating to their respective incomes/transactions from the Appointed Date. It is specifically declared that the taxes/duties paid by the Transferor Company relating to the period on or after the Appointed Date whether by way of deduction at source or advance, pertaining to the activities of the Transferor Company, shall be deemed to be the taxes/duties paid by the Transferee Company and the Transferee Company shall be entitled to claim credit for such taxes deducted/paid against its tax/duty liabilities notwithstanding that the certificates/challans or other documents for payment of such taxes/duties are in the name of the Transferor Company. It is declared that all the tax losses pertaining to the pertaining to the activities of the Transferor Company upto the Appointed Date will be transferred to the Transferee Company. Further any tax, duty payments not directly relatable to the Transferor Company shall be apportioned between the Transferor Company and the Transferee Company on the appropriate basis as the Board of the Transferor Company and the Transferee Company mutually in their discretion deem fit and proper.

21. All costs, charges and expenses of the Transferor Company and of the Transferee Company respectively, in relation to or in connection with negotiations leading up to this Scheme and carrying out and completing the terms and provisions of this Scheme and activities incidental to the completion of amalgamation in pursuance of this Scheme, shall be borne and paid by the Transferee Company.

SCHEDULE -1

LIST OF IMMOVEABLE PROPERTIES

NIL

SCHEDULE -2

LIST OF PERMITS/ LICENSES/ GRANTS/ IPR

NIL

SCHEDULE -3

LIST OF EMPLOYEES

NIL

Report adopted by the Board of Directors of Dr. Lal PathLabs Limited in accordance with Section 232(2)(c) of the Companies Act, 2013

1. Background

- 1.1 The proposed Scheme of Amalgamation between Dr. Lal PathLabs Limited (hereinafter referred to as the “**Applicant Company**” or the “**Transferee Company**”) and Delta Ria and Pathology Private Limited (hereinafter referred to as “**Transferor Company**”) (“**Scheme**”) under Section 230 to 232 of the Companies Act, 2013 (“**Act**”) was approved by the Board of Directors of the Company (“**Board**”) vide its resolution dated May 12, 2017.
- 1.2 Thereafter, the Scheme was filed before the Hon’ble New Delhi Bench of the National Company Law Tribunal (‘Hon’ble Tribunal’ or ‘NCLT’). The Hon’ble Tribunal, by an order dated December 14, 2017 directed convening the Meetings of Equity Shareholders and Unsecured Creditors on Saturday, February 10, 2018 at PHD Chambers of Commerce, No. 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016, for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme.
- 1.3 The provisions of Section 232(2)(c) of the Act requires the Board of Directors of the Company to adopt a report explaining the effect of the amalgamation pursuant to the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders and to lay out in particular, the share exchange ratio, specifying any specific valuation difficulties. In terms of Section 232(2) of the Act, the said report as adopted by the Directors of the Company is required to be circulated along with the notice convening the Meeting of the shareholders and creditors.
- 1.4 Accordingly, this report of the Board is being made in pursuance of the requirements of Section 232(2)(c) of the Act and in this connection, the following documents were presented/shared with the Board:
 - a. The Scheme as approved by the Board vide its resolution dated May 12, 2017.
 - b. Audited Financial Statements as of March 31, 2017 and Unaudited Financial Statements as of September 30, 2017 of the Transferee Company.

2. Effect of the Scheme in terms of Section 232(2)(c) of the Act

The Board took note of the following while adopting this report:

1. The Company has only a single class of shareholders, being the equity shareholders of the Company.
2. No Share Exchange Ratio was required since no new shares were being issued under the Scheme.
3. Since no new shares were being issued, therefore no valuation report was required.
4. Upon the Scheme becoming effective, no shares will be issued and allotted to the shareholders of the Transferor Company. The entire paid up equity share capital of the Transferor Company shall stand cancelled.
5. The Scheme does not entitle the Promoter/Promoter Group, related parties of the Promoter/Promoter Group, associates of the Promoter/Promoter Group, subsidiaries of the Promoter/Promoter Group of the Transferee Company to any additional shares.
6. There is expected to be no impact of the Scheme on equity shareholders, key managerial personnel, Directors, Promoters and Non-Promoter Shareholders.

For Dr. Lal PathLabs Limited

Sd/-
Rajat Kalra
Company Secretary & Legal Head

Place: Gurugram
Date: December 29, 2017

MINISTRY OF CORPORATE AFFAIRS ACKNOWLEDGEMENT

SRN : G71329130

Service Request Date : 26/12/2017

Received From :**Name :** PRASHANT KUMAR BALODIA**Address :** A - 53, 1st Floor

Gurunanak Pura Laxmi Nagar

Delhi, Delhi

India - 110092

Entity on whose behalf money is paid**CIN:** L74899DL1995PLC065388**Name :** DR. LAL PATHLABS LIMITED**Address :** Block E, Sector-18

Rohini

NEW DELHI, Delhi

India - 110085

Full Particulars of Remittance**Service Type:** eFiling**Service Description**

Fee For Form GNL-1

Note: The defects or incompleteness in any respect in this eForm as noticed shall be placed on the Ministry's website (www.mca.gov.in). In case the eForm is marked as RSUB or PUCL, please resubmit the eForm or file Form GNL-4(Addendum), respectively. Please track the status of your transaction at all times till it is finally disposed off. (Please refer Rule 10 of the Companies (Registration offices and Fees) Rules, 2014) It is compulsory to file Form GNL-4 (Addendum) electronically within the due date whenever the document is put under PUCL, failing which the system will treat the document as invalid and will not be taken on record in accordance with Rule 10(4) of the Companies (Registration offices and Fees) Rules, 2014

Deloitte Haskins & Sells LLP

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DLF City Phase - II
Gurugram - 122 002
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Independent Auditor's review report on review of Interim Financial Results

To the Board of Directors of
Dr. Lal PathLabs Limited (formerly Dr. Lal PathLabs Private Limited)

1. We have reviewed the accompanying Statement of Standalone Unaudited Ind AS Financial Results of **Dr. Lal PathLabs Limited (formerly Dr. Lal PathLabs Private Limited)** ("the Company"), for the quarter and six months ended 30 September, 2017 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated 5 July, 2016.

This Statement which is the responsibility of the Company's management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

As stated in Note ii of the Statement, we have not performed a review or audit of the figures relating to the corresponding quarter and six months ended 30 September, 2016 and of the figures relating to year ended 31 March, 2017, including the reconciliation of equity as on 31 March, 2017 and reconciliation of net profit for the quarter and half year ended 30 September, 2016 and for the year ended 31 March, 2017, between the previous GAAP and Indian Accounting Standards ("IND AS").

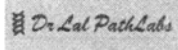
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated 5 July, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)



Jitendra Agarwal
Jitendra Agarwal
Partner
(Membership No. 87104)

Place: New Delhi
Date: 9 November, 2017



Dr. Lal PathLabs Limited (formerly Dr. Lal PathLabs Private Limited)
CIN: L74899DL1995PLC065388
Regd. Office : Block E, Sector-18, Rohini, New Delhi- 110085, New Delhi
Corporate Office: 12th Floor, Tower B, SAS Tower, Medicity, Sector-38, Gurgaon - 122 001, Haryana
Phone: +91 124 3016500 | Fax: +91 124 4234468; Website: www.lalpathlabs.com; Email: cs@lalpathlabs.com

Statement of Standalone Unaudited Ind AS Financial Results for the quarter and six months ended 30 September, 2017

(Rs. In millions except as stated)

Particulars	3 months ended 30 September, 2017	Preceding 3 months ended 30 June, 2017	Corresponding 3 months ended 30 September, 2016	Year to date figures for current period ended 30 September, 2017	Year to date figures for previous period ended 30 September, 2016	Previous year ended 31 March, 2017
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
			(See note ii below)		(See note ii below)	(See note ii below)
1 (a) Revenue from operations	2,693	2,418	2,529	5,111	4,686	8,819
(b) Other income	77	81	82	158	145	283
Total Income	2,770	2,499	2,611	5,269	4,831	9,102
2 Expenses						
(a) Cost of materials consumed	576	506	580	1,082	1,051	1,912
(b) Employee benefits expense	434	423	382	857	723	1,474
(c) Depreciation and amortisation expense	71	65	62	136	122	264
(d) Finance costs	3	1	1	4	2	7
(e) Fees to collection centers/channel partners	335	295	278	630	521	1,001
(f) Other expenses	599	559	515	1,158	1,033	2,131
Total expenses	2,018	1,849	1,818	3,867	3,452	6,789
3 Profit before tax	752	650	793	1,402	1,379	2,313
4 Tax expense						
(a) Current tax	276	238	280	514	501	795
(b) Deferred tax	(26)	(19)	(15)	(45)	(37)	(7)
Total tax expense	250	219	265	469	464	788
5 Profit for the period (A)	502	431	528	933	915	1,525
6 Other comprehensive income						
-Items that will not be reclassified to profit or loss Remeasurement of the defined benefit plan (Net of tax)	1	1	(1)	2	(2)	(8)
Total other comprehensive income (B)	1	1	(1)	2	(2)	(8)
7 Total comprehensive income (A+B)	503	432	527	935	913	1,517
8 Paid-up equity share capital (Face Value of Rs. 10/- per share)	833	833	828	833	828	831
9 Earnings per share (Rs.) (not annualised)						
- Basic	6.15	5.30	6.48	11.44	11.25	18.67
- Diluted	6.14	5.29	6.44	11.43	11.17	18.60

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Dr. Lal PathLabs Limited (formerly Dr. Lal PathLabs Private Limited)

Notes:

- i. The above results were reviewed by the Audit Committee and approved by the Board of Directors in their respective meetings held on 9 November, 2017.
- ii. The financial results of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules 2015 (Ind AS) as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016. Beginning 1 April, 2017 the Company has for the first time adopted Ind AS with a transition date of 1 April 2016. These financial results (including for all the periods presented in accordance with Ind AS 101 - First time adoption of the Indian Accounting Standards) have been prepared in accordance with the recognition and measurement principles in Ind AS 34- Interim Financial Reporting, prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. The financial results include results for the quarter and six months ended 30 September, 2016 and year ended 31 March, 2017 which have not been subject to limited review/ audit.
- iii. Reconciliation of net profit between Indian GAAP as previously reported and the total comprehensive income as per Ind AS is as follows:

(Rs. in million)

Nature of Adjustments	Corresponding 3 months ended 30 September, 2016	Year to date figures for previous period ended 30 September, 2016	Previous year ended 31 March, 2017
Net Profit as per previous GAAP	514	889	1,472
Effect of recognising employee stock options cost at fair value	(1)	(2)	(6)
Effect of recognising actuarial (gain)/ loss on employee defined benefit liability under other comprehensive income (net of tax)	1	2	8
Effect of fair valuation of investments in mutual funds (net of tax)	3	4	9
Reversal of amortisation of goodwill previously booked in previous GAAP (net of tax)	10	19	37
Reversal of lease equalisation reserve created in previous GAAP (net of tax)	1	3	6
Others	-	-	(1)
Net Profit as per Ind AS (A)	528	915	1,525
Other Comprehensive Income (B)	(1)	(2)	(8)
Total Comprehensive Income as per Ind AS (A+B)	527	913	1,517

- iv. Reconciliation of total equity between Indian GAAP as previously reported and the total comprehensive income as per Ind AS is as follows:

(Rs. in million)

Nature of Adjustments	As at 31 March, 2017
Total equity under previous GAAP (A)	5,825
Effect of measuring deposits (Loans & advances) at amortised cost value (net)	(5)
Effect of fair valuation of investments in mutual funds (net of tax)	9
Reversal of amortisation of goodwill previously booked in previous GAAP (net of tax)	(35)
Reversal of lease equalisation reserve created in previous GAAP (net of tax)	71
Total adjustment to equity (B)	40
Total equity under Ind AS (A+B)	5,865

- v. The Board of Directors in their meeting, held on 12 May, 2017, approved the "Scheme of Amalgamation" of Delta Ria and Pathology Private Limited with the Company w.e.f. 1 April, 2017 (the appointed date). As per the said scheme the undertaking of this company shall stand transferred to and vested in the Company on a going concern basis without any further act, deed or matter. The scheme of amalgamation is subject to approval by the National Company Law Tribunal and other statutory approvals.
- vi. The Board of Directors has approved an Interim Dividend of Rs. 1.50 per equity share (par value of Rs. 10/- each) at their meeting held today.
- vii. As approved in their Board Meeting dated 7 August, 2017, subsequent to the period end, the Company has acquired 70% investment in Dr. Lal Path Labs Bangladesh Private Limited, Bangladesh.
- viii. During the six months ended 30 September, 2017, the Company has issued 266,560 equity shares of face value of Rs. 10 each to the employees on exercise of employee stock options.
- ix. Based on the information reported to the Chief Operating Decision Maker (CODM) for the purpose of resource allocation and assessment of performance there are no reportable segments in accordance with the requirements of Indian Accounting Standard 108- 'Operating Segment Reporting', notified under the Companies (Indian Accounting Standard) Rules, 2015.
- x. Refer to Annexure - A for Statement of standalone Assets and Liabilities.

For and on behalf of the Board of Directors of Dr. Lal PathLabs Limited (formerly Dr. Lal PathLabs Private Limited)

(Hony) Brig. Dr. Arvind Lal
Chairman and Managing Director

Place: New Delhi
Date: 9 November, 2017

Dr. Lal PathLabs Limited (formerly Dr. Lal PathLabs Private Limited)		
Statement of standalone Assets and Liabilities		
(Rs. in millions except as stated)		
Particulars	As at 30 September, 2017	As at 31 March, 2017
	(Unaudited)	(Unaudited)
Assets		
1. Non-current assets		
(a) Property, plant and equipment	1,044	1,033
(b) Capital work-in-progress	423	153
(c) Goodwill	11	11
(d) Other intangible assets	145	166
(e) Intangible assets under development	19	19
(f) Financial assets		
(i) Investments	313	313
(ii) Loans	1	1
(iii) Other financial assets	185	145
(g) Non-current tax assets (net)	75	57
(h) Deferred tax assets (net)	176	132
(i) Other non-current assets	192	128
Total non-current assets	2,584	2,158
2. Current assets		
(a) Inventories	313	171
(b) Financial assets		
(i) Investments	995	1,029
(ii) Trade receivables	540	402
(iii) Cash and cash equivalents	154	135
(iv) Bank balances other than (iii) above	2,531	2,271
(v) Loans	3	2
(vi) Other financial assets	645	479
(c) Other current assets	193	115
Total current assets	5,374	4,604
Total assets	7,958	6,762
Equity and Liabilities		
1. Equity		
(a) Equity share capital	833	831
(b) Other equity	5,883	5,034
Total equity	6,716	5,865
2. Liabilities		
Non-current liabilities		
(a) Financial liabilities		
(i) Other financial liabilities	60	64
(b) Other non-current liabilities	5	8
Total non-current liabilities	65	72
Current liabilities		
(a) Financial liabilities		
(i) Trade payables	680	506
(ii) Other financial liabilities	194	154
(b) Provisions	81	66
(c) Current tax liabilities (net)	142	2
(d) Other current liabilities	80	97
Total current liabilities	1,177	825
Total liabilities	1,242	897
Total Equity and Liabilities	7,958	6,762

Independent Auditor's review report on review of Interim Financial Results

To the Board Of Directors of Dr. Lal PathLabs Limited (formerly Dr. Lal PathLabs Private Limited)

1. We have reviewed the accompanying Statement of Consolidated Unaudited Ind AS Financial Results of **Dr. Lal PathLabs Limited (formerly Dr. Lal PathLabs Private Limited)** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), for the quarter and six months ended 30 September, 2017 ("the Statement") being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated 5 July, 2016.

This Statement, which is the responsibility of the Parent's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

As stated in Note iii of the Statement, we have not performed a review or audit of the figures relating to the corresponding quarter and six months ended 30 September, 2016 and of the figures relating to the year ended 31 March, 2017, including the reconciliation of equity as of 31 March, 2017 and reconciliation of net profit for the quarter and half year ended 30 September, 2016 and for year ended 31 March, 2017, between the previous GAAP and Indian Accounting Standards ("IND AS").

2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Parent's personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. The Statement includes the results of the entities listed in Annexure A.
4. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated 5 July, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.



Deloitte Haskins & Sells LLP

5. The consolidated unaudited financial results includes the interim financial results of four subsidiaries which have not been reviewed by their auditors, whose interim financial results reflect total assets of Rs. 58 million as at 30 September, 2017, total revenue of Rs. 17 million and Rs. 35 million for the quarter and six months ended 30 September, 2017, respectively, and total loss after tax of Rs. 3 million and Rs. 2 million and total comprehensive loss of Rs. 3 million and Rs. 2 million for the quarter and six months ended 30 September, 2017 respectively, as considered in the consolidated unaudited Ind AS financial results. According to the information and explanations given to us by the Management, these interim financial results are not material to the Group.

Our report on the Statement is not modified in respect of our reliance on the interim financial results certified by the Management.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)



A handwritten signature in black ink, appearing to read "Jitendra Agarwal".

Jitendra Agarwal
Partner
(Membership No. 87104)

Place: New Delhi
Date: 9 November, 2017

Deloitte Haskins & Sells LLP

Annexure A

List of entities consolidated

S. No.	Name of the Entity
1	Paliwal Medicare Private Limited
2	Paliwal Diagnostics Private Limited
3	APL Institute of Clinical Laboratory & Research Private Limited
4	Delta Ria & Pathology Private Limited
5	Dr. Lal PathLabs Nepal Private Limited
6	Dr. Lal PathLabs International B.V.



Dr. Lal PathLabs Limited (formerly Dr. Lal PathLabs Private Limited)

CIN: L74899DL1995PLC065388

Regd. Office : Block E, Sector-18, Rohini, New Delhi- 110085, New Delhi

Corporate Office: 12th Floor, Tower B, SAS Tower, Medicity, Sector-38, Gurgaon - 122 001, Haryana

Phone: +91 124 3016500 | Fax: +91 124 4234468; Website: www.lalpathlabs.com; Email: cs@lalpathlabs.com

Statement of Consolidated Unaudited Ind AS Financial Results for the quarter and six months ended 30 September, 2017

(Rs. in millions except as stated)

Particulars	3 months ended 30 September, 2017	Preceding 3 months ended 30 June, 2017	Corresponding 3 months ended 30 September, 2016	Year to date figures for current period ended 30 September, 2017	Year to date figures for period ended 30 September, 2016	Previous year ended 31 March, 2017
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
			(See note iii below)		(See note iii below)	(See note iii below)
1 (a) Revenue from operations	2,781	2,493	2,622	5,274	4,850	9,124
(b) Other income	77	75	69	152	133	275
Total Income	2,858	2,568	2,691	5,426	4,983	9,399
2 Expenses						
(a) Cost of materials consumed	594	521	596	1,115	1,080	1,971
(b) Employee benefits expense	446	436	393	882	743	1,520
(c) Depreciation and amortisation expense	75	69	65	144	128	275
(d) Finance costs	3	1	1	4	2	7
(e) Fees to collection centers/channel partners	334	294	278	628	520	1,001
(f) Other expenses	628	587	555	1,215	1,102	2,258
Total expenses	2,080	1,908	1,888	3,988	3,575	7,032
3 Profits before tax	778	660	803	1,438	1,408	2,367
4 Tax expense						
(a) Current tax	286	244	289	530	517	820
(b) Deferred tax	(17)	(28)	(16)	(45)	(39)	(8)
Total tax expense	269	216	273	485	478	812
5 Profit for the period (A)	509	444	530	953	930	1,555
Attributable to:						
Shareholders of the Company	506	441	527	947	924	1,545
Non Controlling Interest	3	3	3	6	6	10
6 Other comprehensive income						
-Items that will not be reclassified to profit or loss	1	1	(1)	2	(2)	(7)
Remeasurement of the defined benefit plan (Net of tax)						
Total other comprehensive income (B)	1	1	(1)	2	(2)	(7)
7 Total comprehensive income (A+B)	510	445	529	955	928	1,548
Attributable to:						
Shareholders of the Company	507	442	526	949	922	1,538
Non Controlling Interest	3	3	3	6	6	10
8 Paid-up equity share capital (Face Value of Rs. 10/- per share)	833	833	828	833	828	831
9 Earnings per share (Rs.) (not annualised)						
-Basic	6.19	5.42	6.47	11.61	11.35	18.92
- Diluted	6.19	5.41	6.43	11.60	11.27	18.85

Dr

Dr. Lal PathLabs Limited (formerly Dr. Lal PathLabs Private Limited)

Notes:

- i. The above consolidated results were reviewed by the Audit Committee and approved by the Board of Directors in their respective meetings held on 9 November, 2017.
- ii. The above consolidated results represent consolidated results of the Company and its subsidiaries (together 'the Group').
- iii. The consolidated financial results of the Group have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules 2015 (Ind AS) as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016. Beginning 1 April, 2017 the Company has for the first time adopted Ind AS with a transition date of 1 April, 2016. These consolidated financial results (including for all the periods presented in accordance with Ind AS 101 - First time adoption of the Indian Accounting Standards) have been prepared in accordance with the recognition and measurement principles in Ind AS 34- Interim Financial Reporting, prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. The consolidated financial results include results for the quarter and six months ended 30 September, 2016 and year ended 31 March, 2017 which have not been subject to limited review/ audit.
- iv. Reconciliation of net profit between Indian GAAP as previously reported and the total comprehensive income as per Ind AS is as follows

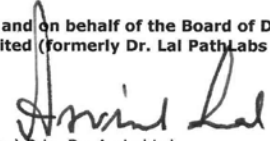
(Rs. in millions)			
Nature of Adjustments	Corresponding 3 months ended 30 September, 2016	Year to date figures for previous period ended 30 September, 2016	Previous year ended 31 March, 2017
Net Profit as per previous GAAP	528	930	1,552
Reversal of amortisation of goodwill previously booked in prior GAAP (net of tax)	(3)	(7)	(13)
Effect of fair valuation of investments in mutual funds (net of tax)	3	4	9
Effect of recognising actuarial (gain)/ loss on employee defined benefit liability under other comprehensive income (net of tax)	1	2	7
Reversal of lease equalisation reserve created in previous GAAP (net of tax)	2	3	7
Effect of recognising employee stock options cost at fair value	(1)	(2)	(6)
Others	-	-	(1)
Net Profit as per Ind AS (A)	530	930	1,555
Other Comprehensive Income (B)	(1)	(2)	(7)
Total Comprehensive Income as per Ind AS (A+B)	529	928	1,548

- v. Reconciliation of total equity between Indian GAAP as previously reported and the total comprehensive income as per Ind AS is as follows:

Nature of Adjustments		(Rs. in million)
		As at 31 March, 2017
Total equity under previous GAAP (A)		6,198
Impairment of Goodwill in accordance with Ind AS 101 (net of tax)		(296)
Effect of measuring deposits (Loans and advances) at amortised cost value (net of tax)		(5)
Effect of fair valuation of investments in mutual funds (net of tax)		10
Reversal of lease equalisation reserve booked in previous GAAP (net of tax)		73
Total adjustment to equity (B)		(218)
Total equity under Ind AS (A+B)		5,980

- vi. The Board of Directors in their meeting, held on 12 May, 2017, approved the "Scheme of Amalgamation" of Delta Ria and Pathology Private Limited with the Company i.e., 1 April, 2017 (the appointed date). As per the said scheme the undertaking of this company shall stand transferred to and vested in the Company on a going concern basis without any further act, deed of matter. The scheme of amalgamation is subject to approval by the National Company Law Tribunal and other statutory approvals.
- vii. The Board of Directors of the Parent Company has approved an Interim Dividend of Rs. 1.50 per equity share (par value of Rs. 10/- each) at their meeting held today.
- viii. As approved in their Board Meeting dated 7 August, 2017, subsequent to the period end, the Parent Company has acquired 70% investment in Dr. Lal Path Labs Bangladesh Private Limited, Bangladesh.
- ix. During the six months ended 30 September, 2017, the Company has issued 266,560 equity shares of face value of Rs. 10 each to the employees on exercise of employee stock options.
- x. Based on the information reported to the Chief Operating Decision Maker (CODM) for the purpose of resource allocation and assessment of performance there are no reportable segments in accordance with the requirements of Indian Accounting Standard 108- 'Operating Segment Reporting', notified under the Companies (Indian Accounting Standard) Rules, 2015.
- xi. Refer to Annexure - A for Statement of Consolidated Assets and Liabilities.

For and on behalf of the Board of Directors of Dr. Lal PathLabs Limited (formerly Dr. Lal PathLabs Private Limited)


 (Hony) Brig. Dr. Arvind Lal
Chairman and Managing Director

Place: New Delhi
Date: 9 November, 2017

Handwritten mark

Dr. Lal PathLabs Limited (formerly Dr. Lal PathLabs Private Limited)		
Statement of Consolidated Assets and Liabilities		
(Rs. in millions except as stated)		
Particulars	As at 30 September, 2017 (Unaudited)	As at 31 March, 2017 (Unaudited)
Assets		
1 Non-current assets		
(a) Property, plant and equipment	1,111	1,079
(b) Capital work-in-progress	424	157
(c) Goodwill	279	279
(d) Other intangible assets	145	166
(e) Intangible assets under development	19	19
(f) Financial assets		
(i) Loans	1	1
(ii) Other financial assets	204	169
(g) Non-current tax assets (net)	81	70
(h) Deferred tax assets (net)	182	137
(i) Other non-current assets	192	130
Total non-current assets	2,638	2,207
2. Current assets		
(a) Inventories	322	179
(b) Financial assets		
(i) Investments	1,008	1,061
(ii) Trade receivables	549	418
(iii) Cash and cash equivalents	178	151
(iv) Bank balances other than (iii) above	2,576	2,287
(v) Loans	3	2
(vi) Other financial assets	652	481
(c) Other current assets	198	116
Total current assets	5,486	4,695
Total assets	8,124	6,902
Equity and Liabilities		
1. Equity		
(a) Equity share capital	833	831
(b) Other equity	5,987	5,124
Equity attributable to the owners of the Company	6,820	5,955
Non Controlling Interest	28	25
Total equity	6,848	5,980
2. Liabilities		
Non-current liabilities		
(a) Financial liabilities		
(i) Other financial liabilities	60	65
(b) Other non-current liabilities	5	8
Total non-current liabilities	65	73
Current liabilities		
(a) Financial liabilities		
(i) Trade payables	705	524
(ii) Other financial liabilities	197	155
(b) Provisions	84	69
(c) Current tax liabilities (net)	142	2
(d) Other current liabilities	83	99
Total current liabilities	1,211	849
Total liabilities	1,276	922
Total Equity and Liabilities	8,124	6,902

PRE and POST Amalgamation Shareholding Pattern of Transferee Company & Transferor Company as on September 30, 2017.

A. Dr. Lal PathLabs Limited (Transferee Company)

As there is no issue of shares pursuant to the Scheme, the Pre and Post Amalgamation Shareholding Pattern of Transferee Company would remain unchanged as given herein below.

Category Code	Category of Shareholder(s)	Pre - Amalgamation		Post - Amalgamation	
		Total No. of Shares	As a percentage of total capital	Total No. of Shares	As a percentage of total capital
(A)	PROMOTERS				
(1)	Indian				
(a)	Individuals/Hindu Undivided Family	4,82,65,226	57.92	4,82,65,226	57.92
(b)	Central Government/State Government(s)	-	-	-	-
(c)	Financial Institutions/Banks	-	-	-	-
(e)	Any Other (specify)	-	-	-	-
	Sub-Total (A)(1)	4,82,65,226	57.92	4,82,65,226	57.92
(2)	Foreign				
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-	-
(b)	Government	-	-	-	-
(c)	Institutions	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-
(e)	Any Other (Specify)	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	4,82,65,226	57.92	4,82,65,226	57.92
(B)	PUBLIC SHAREHOLDING				
(1)	Institutions				
(a)	Mutual Funds/UTI	83,61,586	10.03	83,61,586	10.03
(b)	Venture Capital Funds	-	-	-	-
(c)	Alternate Investment Funds	6,69,826	0.80	6,69,826	0.80
(d)	Foreign Venture Capital Investors	-	-	-	-
(e)	Foreign Portfolio Investor	89,54,308	10.75	89,54,308	10.75
(f)	Financial Institutions / Banks	2,77,254	0.33	2,77,254	0.33
(g)	Insurance Companies	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-
(i)	Central Government/State Government(s)	-	-	-	-
(j)	Any Other (Specify)	-	-	-	-
	Sub-Total (B)(1)	1,82,62,974	21.91	1,82,62,974	21.91
(2)	Non – Institution				
(a)	Individuals				
(i)	Individual shareholders holding nominal share capital up to Rs. 2 lakhs	31,61,857	3.79	31,61,857	3.79

(ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	8,23,975	0.99	8,23,975	0.99
(b)	NBFCs registered with RBI	-	-	-	-
(c)	Employee Trusts	-	-	-	-
(d)	Overseas Depositories(holding DRs) (balancing figure)	-	-	-	-
(e)	Any Other (Specify)	1,12,88,273	13.55	1,12,88,273	13.55
(i)	Trusts	88	0.00	88	0.00
(ii)	Hindu Undivided Family	99,442	0.12	99,442	0.12
(iii)	Foreign Companies	93,43,342	11.21	93,43,342	11.21
(iv)	Non Resident Indians (Non Repat)	81628	0.10	81628	0.10
(v)	Non Resident Indians (Repat)	164483	0.20	164483	0.20
(vi)	Clearing Member	55398	0.07	55398	0.07
(vii)	Bodies Corporate	1543892	1.85	1543892	1.85
	Sub Total (B)(2)	15274105	18.33	15274105	18.33
	Total Public Shareholding (B)= (B) (1)+(B)(2)	3,35,37,079	40.24	3,35,37,079	40.24
C	NON-PROMOTER- NON PUBLIC				
(a)	Custodian/DR Holder	-	-	-	-
(b)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	15,30,439	1.84	15,30,439	1.84
	Total NON-PROMOTER- NON PUBLIC (C)	15,30,439	1.84	15,30,439	1.84
	TOTAL (A) + (B) + (C)	8,33,32,744	100	8,33,32,744	100

B. Delta Ria and Pathology Private Limited (Transferor Company)

PRE and POST Amalgamation shareholding pattern of the Transferor Company is given herein below:

The Scheme contemplates the transfer of the entire business of the Transferor Company to, and vesting thereof in, the Transferee Company, as a "going concern." Pursuant to the Scheme all the shares held by the Transferee Company in the Transferor Company shall stand cancelled. The Pre and Post amalgamation shareholding pattern of the Transferor Company is as under:

Pre - Amalgamation

S.No	Name of Shareholder	Total No. of Shares	As a percentage of total capital
1	Dr. Lal PathLabs Limited	4109	99.98
2	(Hony) Brig. Arvind Lal (Nominee of Dr. Lal PathLabs Limited)	1	0.02
	Total	4110	100

Post – Amalgamation

Upon the Scheme becoming effective, the Transferor Company shall stand dissolved without being wound up.

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENCH AT NEW DELHI
COMPANY SCHEME APPLICATION NO. (CAA)-143 (ND)/ 2017

In the matter of the Companies Act, 2013;

And

In the matter of application under Section 230–232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force)

And

In the matter of Scheme of Amalgamation of Delta Ria and Pathology Private Limited ('**Transferor Company**') with Dr. Lal PathLabs Limited ('**Applicant Company**' or '**Transferee Company**' or '**Company**').

Dr. Lal PathLabs Limited [CIN: L74899DL1995PLC065388],)
a company incorporated under the Companies Act, 1956)
having its registered office at Block E, Sector-18 Rohini,)
New Delhi -110085)

... Applicant Company/Transferee Company

PROXY FORM

DR. LAL PATHLABS LIMITED

CIN: L74899DL1995PLC065388

Registered Office: Block E, Sector-18 Rohini, New Delhi-110085

Corporate Office: 12th Floor, Tower B, SAS Tower,

Medicity Sector-38, Gurugram - 122001

Website: www.lalpathlabs.com; E-Mail: cs@lalpathlabs.com

Phone: +91 124 3016500 | Fax: +91 124 4234468

Name of the Equity Shareholder(s):

Registered Address:

E-mail ID:

DP ID - Client ID / Folio No.:

I/We being the holder(s) of shares of Dr. Lal PathLabs Limited, hereby appoint:

1. Name:

Address:

E-mail ID:

Signature:..... failing him/her

2. Name:

Address:

E-mail ID:

Signature:.....failing him/her

3. Name:

Address:

E-mail ID:

signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Meeting of the equity shareholders to be held at PHD Chambers of Commerce, No.4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 on Saturday, 10th February, 2018 at 10.30 A.M., and at any adjournment thereof, in respect of such resolution and in such manner as are indicated below:

Resolution No.	Resolution Description	For*	Against*
1.	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')		

Signed this _____ day of _____ 2018

Affix
Revenue
Stamp of
Re 1/-

Signature of Shareholder _____

Signature of Proxy Holder _____

Notes:

- *1 Please put a "X" in the Box in the appropriate column. If you leave 'For' or 'Against' column blank in respect of the resolution, your proxy will be entitled to vote in the matter as he/she thinks appropriate. Alterations, if any, made in the Form of Proxy should be initialed.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Transferee Company, not less than 48 hours before the commencement of the Meeting.
3. The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the Transferee Company / Depository Participant.



DR. LAL PATHLABS LIMITED

CIN: L74899DL1995PLC065388

Registered Office: Block E, Sector-18 Rohini, New Delhi-110085

Corporate Office: 12th Floor, Tower B, SAS Tower,

Medicity Sector-38, Gurugram - 122001

Website: www.lalpathlabs.com; E-Mail: cs@lalpathlabs.com

Phone: +91 124 3016500 | Fax: +91 124 4234468

ATTENDANCE SLIP

MEETING OF THE EQUITY SHAREHOLDERS OF DR. LAL PATHLABS LIMITED ON SATURDAY, 10TH FEBRUARY, 2018 AT 10.30 A.M.

Name of the Shareholder	
Folio No. / DP ID & Client ID	
No. of shares held	

I/ We certify that I/ We am/ are registered equity shareholder/ proxy for the registered equity shareholder of the Company.

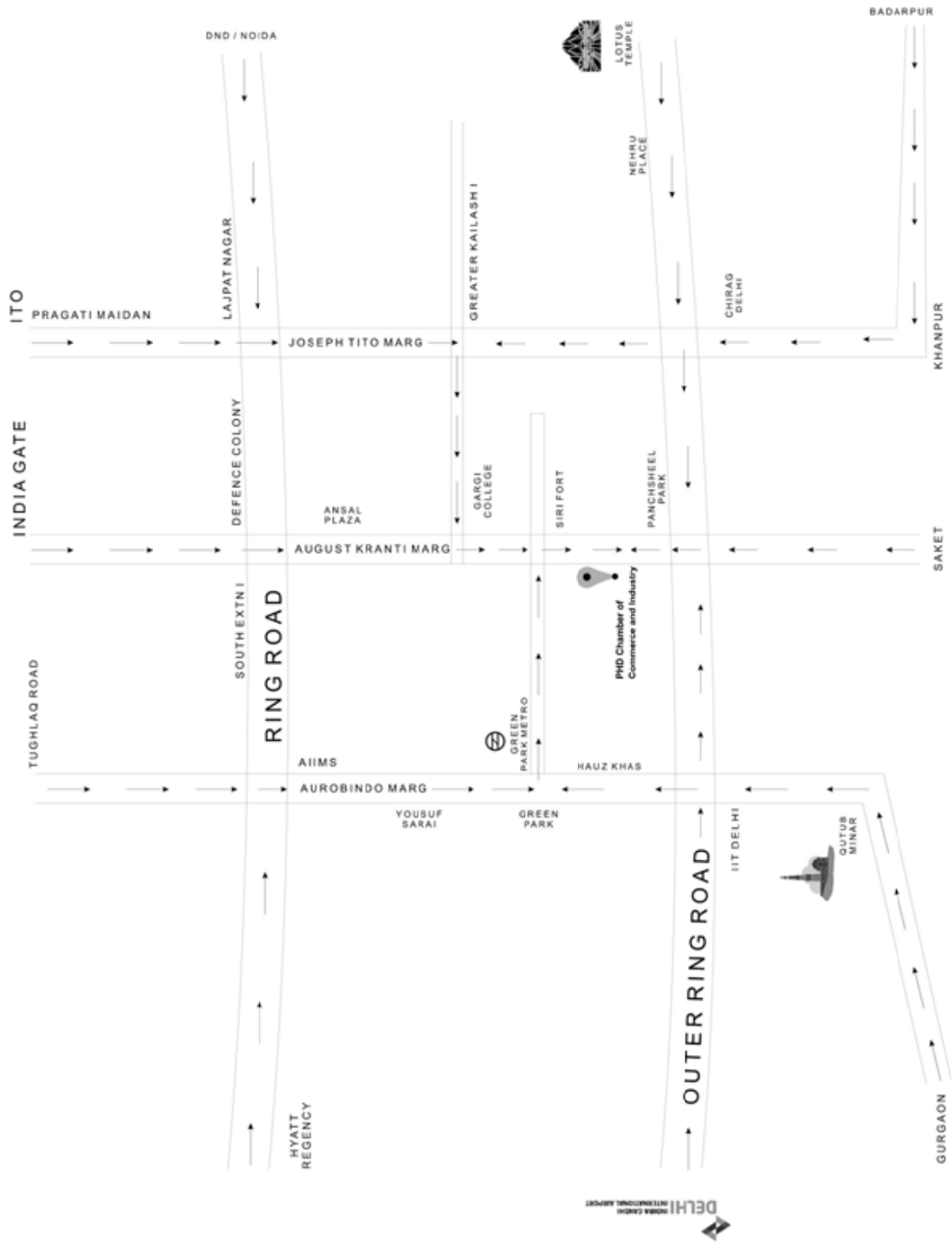
I/ We hereby record my/our presence at the Meeting of the equity shareholders of Dr. Lal PathLabs Limited convened pursuant to the order dated December 14, 2017 of the of the National Company Law Tribunal, New Delhi Bench at PHD Chambers of Commerce, No.4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 on Saturday, 10th February, 2018 at 10.30 A.M. IST.

Shareholder's/ Proxy's name in BLOCK letters

Signature of Shareholder /Proxy

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Route Map





DR. LAL PATHLABS LIMITED

Registered Office: Block E, Sector-18 Rohini, New Delhi-110085

Corporate Office: 12th Floor, Tower B, SAS Tower,
Medicity Sector-38, Gurugram - 122001

Website: www.lalpathlabs.com; E-Mail: cs@lalpathlabs.com

Phone: +91 124 3016500 | Fax: +91 124 4234468

**DR. LAL PATHLABS LIMITED**

CIN: L74899DL1995PLC065388

Registered Office: Block E, Sector-18 Rohini, New Delhi-110085**Corporate Office:** 12th Floor, Tower B, SAS Tower,
Medicity Sector-38, Gurugram - 122001**Website:** www.lalpathlabs.com; **E-Mail:** cs@lalpathlabs.com**Phone:** +91 124 3016500 | **Fax:** +91 124 4234468**NOTICE OF MEETING OF THE UNSECURED CREDITORS OF DR. LAL PATHLABS LIMITED***(convened pursuant to the order dated December 14, 2017 passed by the National Company Law Tribunal, New Delhi Bench)***DETAILS OF THE MEETING:**

Day	Saturday
Date	February 10, 2018
Time	12:30 P.M., Indian Standard Time
Venue	PHD Chambers of Commerce, No.4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016

DOCUMENTS ENCLOSED:

Sr. No.	Contents	Page Nos.
1.	Notice of Meeting of the unsecured creditors of Dr. Lal PathLabs Limited convened as per the directions of the National Company Law Tribunal, New Delhi Bench	1
2.	Explanatory Statement under Section 230–232 read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013	4
3.	Scheme of Amalgamation between Dr. Lal PathLabs Limited (hereinafter referred to as the “Applicant Company” or the “Transferee Company”) and Delta Ria and Pathology Private Limited (hereinafter referred to as “Transferor Company”) under Sections 230–232 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Scheme”) - Annexure A	9
4.	Report adopted by the Board of Directors of the Transferee Company as required under Section 232(2) (c) of the Companies Act, 2013 - Annexure B	18
5.	Confirmation regarding filing of draft Scheme of Amalgamation with the Registrar of Companies on December 26, 2017 vide Challan No. G71329130 - Annexure C	19
6.	Unaudited Financial Statements for the half year ended 30 th September 2017 of Transferee Company – Annexure D	20
7.	Pre and Post Scheme shareholding pattern of the Transferor Company and Transferee Company – Annexure E	30
8.	Proxy Form	33
9.	Attendance Slip	35
10.	Route Map	37

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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENCH, AT NEW DELHI
COMPANY SCHEME APPLICATION NO. (CAA) 143 (ND)/ 2017**

In the matter of the Companies Act, 2013;

And

In the matter of application under Section 230–232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force)

And

In the matter of Scheme of Amalgamation of Delta Ria and Pathology Private Limited (“**Transferor Company**”) with Dr. Lal PathLabs Limited (“**Applicant Company**” or “**Transferee Company**” or “**Company**”).

Dr. Lal PathLabs Limited [CIN: L74899DL1995PLC065388],)
a company incorporated under the Companies Act, 1956)
having its registered office at Block E, Sector-18 Rohini,)
New Delhi -110085)

... Applicant Company/ Transferee Company

NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF DR. LAL PATHLABS LIMITED

Notice is hereby given that by an order dated 14th December, 2017 (the “**Order**”), the Hon’ble New Delhi Bench of the National Company Law Tribunal (“**Hon’ble Tribunal**” or “**NCLT**”) has directed that a Meeting of the unsecured creditors of the Transferee Company be convened and held at PHD Chambers of Commerce, No. 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016 on Saturday, February 10, 2018 at 12:30 P.M. IST to consider and, if thought fit, to approve with or without modification(s), the proposed Scheme of Amalgamation of Delta Ria and Pathology Private Limited (“**Transferor Company**”) with Dr. Lal PathLabs Limited (“**Applicant Company**” or “**Transferee Company**” or “**Company**”) (“**Scheme**”).

In pursuance of the said Order and as directed therein, further notice is hereby given that a Meeting of the unsecured creditors of the Transferee Company will be held at PHD Chambers of Commerce, No. 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016 on Saturday, February 10, 2018 at 12:00 p.m. (“**Meeting**”), at which place, day, date and time the said unsecured creditors of the Transferee Company are requested to attend.

Copies of the said Scheme and the Explanatory Statement under Section 230 read with Section 232 and Rule 6(3) of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 of the Companies Act, 2013, can be obtained free of charge at the Registered Office of the Transferee Company between 10:00 a.m. to 12:00 noon on all working days (except Saturdays, Sundays and public holidays) up to the date of the Meeting.

Persons entitled to attend and vote at the Meeting, may vote in person or by proxy, provided that all proxies in the prescribed form, duly completed, stamped and signed or authenticated by the concerned person, are deposited at the registered office of the Transferee Company not later than 48 hours before the scheduled time of the Meeting. Form of Proxy can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the registered office of the Transferee Company.

The Hon’ble Tribunal has appointed Mr. P. Nagesh-Advocate as the Chairperson of the Meeting and failing him Mr. Ashutosh Gupta-Advocate as the Alternate Chairperson of the said Meeting including for any adjournment(s) thereof. The Hon’ble Tribunal has also appointed Mr. Sunpreet Singh, a Practicing Company Secretary, as the Scrutinizer for the Meeting, including for any adjournment(s) thereof. The above mentioned Scheme, if approved by the unsecured creditors, will be subject to the subsequent approval of the Hon’ble Tribunal.

TAKE NOTICE that the following resolutions are proposed under Section 230 read with Section 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“**Act**”), for the purpose of considering, and if thought fit, approving, with or without modification, the proposed scheme of amalgamation between *Delta Ria and Pathology Private Limited* (“**Transferor Company**”) and *Dr. Lal PathLabs Limited* (“**Transferee/ Applicant Company**”).

“RESOLVED THAT pursuant to the provisions of Section 230, 232 of the Companies Act, 2013 read with the Companies (Compromise, Arrangement and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions, if any, of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the New Delhi Bench of the National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the New Delhi Bench of the National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which

may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the Scheme of Amalgamation of Delta Ria and Pathology Private Limited ('Transferor Company') with Dr. Lal PathLabs Limited ('Applicant Company' or 'Transferee Company' or 'Company') ('Scheme') placed before this Meeting, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the National Company Law Tribunal, New Delhi Bench while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper".

A copy of the statement under Section 230, 232 of the Act read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Merger Rules") ("Explanatory Statement"), the Scheme and other enclosures including Form of Proxy and the Attendance Slip are enclosed and form part of the notice.

Dated this 29th day of December, 2017.

For **Dr. Lal PathLabs Limited**

Sd/-
Rajat Kalra
Company Secretary & Legal Head
Membership No. A -16947

NOTES:

- 1. ONLY AN UNSECURED CREDITOR OF THE TRANSFEE COMPANY (I.E. DR. LAL PATHLABS LIMITED) (HEREINAFTER REFERRED TO AS "UNSECURED CREDITOR(S)") IS ENTITLED TO VOTE EITHER IN PERSON OR BY PROXY.**
- 2. AN UNSECURED CREDITOR IS ENTITLED TO ATTEND AND VOTE AT THE MEETING, EITHER IN PERSON OR BY PROXY OR THROUGH AN AUTHORIZED REPRESENTATIVE, AS THE CASE MAY BE. WHERE A BODY CORPORATE WHICH IS AN UNSECURED CREDITOR AUTHORISES ANY PERSON TO ACT AS ITS REPRESENTATIVE AT THE MEETING, A COPY OF THE RESOLUTION OF THE BOARD OF DIRECTORS OR OTHER GOVERNING BODY OF SUCH BODY CORPORATE AUTHORISING SUCH PERSON TO ACT AS ITS REPRESENTATIVE AT THE MEETING, AND CERTIFIED TO BE A TRUE COPY BY A DIRECTOR, THE MANAGER, THE SECRETARY, OR OTHER AUTHORISED OFFICER OF SUCH BODY CORPORATE SHALL BE LODGED WITH THE TRANSFEE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**
- 3. AN UNSECURED CREDITOR ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE AN UNSECURED CREDITOR OF THE TRANSFEE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE TRANSFEE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- 4. An unsecured creditor or his/ her proxy is requested to bring the copy of the notice to the Meeting and produce the Attendance Slip duly completed, signed at the entrance of the Meeting venue.**
- 5. An unsecured creditor (in case such unsecured creditor is an individual) or the authorized representative of the unsecured creditor (in case such unsecured creditor is a body corporate) or the proxy should carry their valid and legible identity proof (i.e. a PAN Card / Aadhaar Card / Passport / Driving License / Voter ID Card).**
- 6. The notice, the Explanatory Statement together with the documents accompanying the same, are being sent to all the unsecured creditors by permitted mode whose names appear in the chartered accountant's certificate certifying the list of unsecured creditors as on September 30, 2017 as had been filed with the Hon'ble Tribunal. Such unsecured creditors shall be entitled to vote at the Meeting. These documents shall also be available on the Transferee Company's website, www.lalpathlabs.com, and on the website of CDSL at www.evotingindia.com, besides being on the websites of the stock exchanges where the equity shares of the Transferee Company are listed, namely, the National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).**

7. It may be noted that the voting facility through ballot / polling paper will be provided at the Meeting venue.
8. In terms of the directions contained in the Order, the quorum for the Meeting shall be 100 unsecured creditors in number or 25% in value in terms of total unsecured debt of the Transferee Company as on September 30, 2017. Further, in case the aforesaid quorum for the Meeting is not present, then the Meeting shall be adjourned by half an hour and thereafter, the unsecured creditors present and voting, shall be deemed to constitute the quorum. For the purposes of computing the quorum, the valid proxies shall also be considered.
9. In terms of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the unsecured creditors of the Transferee Company if the resolutions mentioned in the notice have been approved at the Meeting by a majority of persons representing three-fourths in value of total unsecured debt of the unsecured creditors of the Transferee Company, voting in person, by proxy.
10. In terms of the directions contained in the Order, the advertisement of the Meeting will be / has been published in the Business Standard (Daily edition in English) and Jansatta (Daily edition in Hindi) indicating the day, date, place and time of the Meeting and stating that the copies of the Scheme, the Explanatory Statement and the Form of Proxy can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the registered office of the Transferee Company.
11. The Scrutinizer will submit his report to the Chairperson or the Alternate Chairperson (as the case may be) after completion of the scrutiny of the proxies as well as the polling papers submitted by the unsecured creditors. The scrutinizer's decision on the validity of the votes shall be final. The results of the voting on the resolutions set out in the notice shall be announced on or before Monday, February 12, 2018. The results of the voting along with the Scrutinizer's Report shall be on the website of the Transferee Company, www.lalpathlabs.com and CDSL's website, www.evotingindia.com, besides being on the websites of the stock exchanges where the equity shares of the Transferee Company are listed, namely, the National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).
12. Route map to reach the venue for the Meeting is attached with this Notice.
13. All relevant documents referred to in the above Notice and other documents have been kept open for inspection by unsecured creditors of the Transferee Company at its Registered Office between 10.00 a.m. to 12:00 P.M. on all working days (except Saturdays, Sundays and public holidays) up to the date of the Meeting.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, BENCH, AT NEW DELHI
COMPANY SCHEME APPLICATION NO. (CAA)-143 (ND)/ 2017**

In the matter of the Companies Act, 2013;

And

In the matter of application under Section 230–232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force)

And

In the matter of Scheme of Amalgamation of Delta Ria and Pathology Private Limited (**‘Transferor Company’**) with Dr. Lal PathLabs Limited (**‘Applicant Company’** or **‘Transferee Company’** or **‘Company’**).

Dr. Lal PathLabs Limited [CIN: L74899DL1995PLC065388],)
a company incorporated under the Companies Act, 1956)
having its registered office at Block E, Sector-18 Rohini,)
New Delhi -110085)

... Applicant Company/Transferee Company

EXPLANATORY STATEMENT UNDER SECTIONS 230 READ WITH SECTION 232, RULE 6(3) OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013 FOR THE MEETING OF UNSECURED CREDITORS OF DR. LAL PATHLABS LIMITED, CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI BENCH

1. This statement is being furnished pursuant to Sections 230, 232 of the Companies Act, 2013 (**“Act”**) read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**“Merger Rules”**) (the **“Explanatory Statement”**).
2. Pursuant to an Order dated December 14, 2017 (**“Order”**), passed by the Hon’ble National Company Law Tribunal, New Delhi Bench (‘Hon’ble Tribunal’ or ‘NCLT’) in the Company Scheme Application No. (CAA)-143 (ND)/ 2017, a Meeting of the unsecured creditors of Dr. Lal PathLabs Limited (**“Transferee Company”** or **“Applicant Company”**) is being convened on Saturday, February 10, 2018 at 12.30 P.M. IST at PHD Chambers of Commerce, No.4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 (**“Meeting”**) for the purpose of considering and, if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Amalgamation between Delta Ria and Pathology Private Limited (**“Transferor Company”**) and Dr. Lal PathLabs Limited (**“Transferee Company”**) (**“Scheme”**).
3. A copy of the Scheme is attached herewith as Annexure A. The proposed Scheme is envisaged to be effective from the Appointed Date (i.e., April 1, 2017) but shall be made operative from the Effective Date (as defined in the Scheme).
4. The Audit Committee of the Transferee Company (**“Audit Committee”**) vide resolution dated May 11, 2017, recommended the Scheme to the Board of Directors of the Transferee Company. The Board of Directors of the Transferee Company, based on the recommendation of the Audit Committee, approved the Scheme vide resolution dated May 12, 2017.
5. The Scheme is presented pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Act, as may be applicable, for the amalgamation of the Transferor Company into the Transferee Company, on a going concern basis. Additionally, the Scheme also provides for various other matters consequential or otherwise integrally connected with the Scheme.

DETAILS OF THE TRANSFEREE COMPANY AS PER RULE 6(3) OF THE MERGER RULES

6. Details of Applicant/ Transferee Company:

Dr. Lal PathLabs Limited (Transferee Company)	
Corporate Identification Number (CIN)	L74899DL1995PLC065388
Permanent Account Number (PAN)	AAACD3377J
Incorporation Date	February 14, 1995
Type of Company	Public Limited Company
Registered Office address	Block E, Sector-18 Rohini, New Delhi -110085.
Email	cs@lalpathlabs.com
Stock Exchange(s) where securities of the Transferee Company is listed	(i) BSE Limited; and (ii) National Stock Exchange Limited

7. Summary of the Main Objects as per the Memorandum of Association of the Transferee Company:

- i. *To set up, engage, collaborate, acquire, purchase, maintain, open collection centres, conduct, manage, administer, own, run laboratories for the purposes of carrying out pathological investigations of various branches of Bio-Chemistry, Hematology, Histopathology, Microbiology, Electrophoresis, immuno-chemistry, Immunology, Virology, cytology and other pathological investigations.*
- ii. *To carry on the business of rendering services for handling, receiving within India or outside India, for pathological investigation purposes, the human blood, blood products, plasma, zorum, body fluids, tissues, drugs, powder etc.*
- iii. *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."*

8. Main business carried on by the Transferee Company:

The Transferee Company is engaged *inter alia* in the business activities of providing diagnostic and related healthcare tests and services in India for more than six decades and through its integrated nationwide network consisting of State of the Art National Reference Laboratory at Sector 18, Rohini, New Delhi and other Labs/ Patient Services Centre (PSC's)/ Collection Centre (CC's), offer patients and healthcare providers a broad range of diagnostic and related healthcare tests and services for use in core testing, patient diagnosis and the prevention, monitoring and treatment of disease and other health conditions.

9. Details of change of name, registered office and objects of the Transferee Company during the last five year:

- a) Change of Name: The Transferee Company was incorporated on February 14, 1995 under the provisions of the Companies Act 1956 as a Private Limited Company under the name Dr. Lal PathLabs Private Limited. The name of the company was changed to 'Dr. Lal PathLabs Limited' upon conversion of the company to a public limited company pursuant to the approval of the shareholders and a fresh COI was issued by the Registrar of Companies NCT of Delhi and Haryana on August 19, 2015.
- b) Change of Registered Office: The Registered office of the Transferee Company was changed from "54, Hanuman Road, New Delhi – 110001" to "Block E, Sector-18 Rohini, New Delhi -110085" w.e.f May 27, 2016.
- c) Change of Objects: There has been no change in the objects of the Transferee Company.

10. Details of the capital structure of the Transferee Company including authorized, issued, subscribed and paid-up share capital pre amalgamation:

Particulars	Amount (INR)
Authorized Share Capital	
10,79,00,000 Equity Shares having face value of Rs. 10/- each	1,07,90,00,000/-
Issued, Subscribed and Paid-up Share Capital	
8,33,32,744 Equity Shares having face vale of Rs. 10/- each, fully paid	83,33,27,440/-

11. Details of the capital structure of the Transferee Company post the amalgamation as envisaged under the Scheme:

Particulars	Amount (INR)
Authorized Share Capital	
10,79,50,000 Equity Shares having face value of Rs. 10/- each	1,07,95,00,000/-
Issued, Subscribed and Paid-up Share Capital	
8,33,32,744 Equity Shares having face vale of Rs. 10/- each, fully paid	83,33,27,440/-

12. Names of the Directors and Promoters of the Transferee Company along with their addresses are mentioned herein below:

Sr. No.	Name of Promoter/ Director	Address of the Promoter/ Director
DIRECTORS		
1.	Mr. Arun Duggal	A-4, West End New Delhi 110021
2.	Dr. Saurabh Srivastava	C-482, Defence Colony New Delhi 110024
3.	Dr. Vandana Lal	J-5, Green Park, New Delhi 110016
4.	(Hony) Brig. Dr. Arvind Lal	J-5, Green Park, New Delhi 110016

Sr. No.	Name of Promoter/ Director	Address of the Promoter/ Director
5.	Mr. Rahul Sharma	Block- 5, Buena Vista -7, Pik Sha Road Sai Kung New Territories, Keatk053 Hong Kong
6.	Mr. Sunil Varma	104 Aradhana Apartments R.K.Puram Sec-13 New Delhi 110066
7.	Mr. Anoop Mahendra Singh	13, Wensley Court Templestowe 3106 Au
8.	Dr. Om Prakash Manchanda	Villa No. 6, Tatvam Villas Sector 48, Sohna Raod Gurugram 122018
9.	Mr. Harneet Singh Chandhoke	5a, S/F 3rd Floor Factory Road, Krishna Nagar New Delhi 110029
PROMOTERS		
1.	(Hony) Brig. Dr. Arvind Lal	J-5, Green Park, New Delhi 110016
2.	Dr. Vandana Lal	J-5, Green Park, New Delhi 110016
3.	Dr. Archana Lal	905 W Middlefield RD, APT 941, Mountain View, CA 94043, California, USA
4.	Mr. Anjaneya Lal	J-5, Green Park, New Delhi 110016
5.	M/s Eskay House (HUF)	J-5, Green Park, New Delhi 110016

13. **The date of the board Meeting at which the Scheme was approved by the Board of Directors of the Transferee Company, including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:**

Date of Board Meeting Approving the Scheme	12 th May 2017
Names of the Directors who voted in favour of the resolution	Mr. Arun Duggal, Dr. Saurabh Srivastava, Dr. Vandana Lal, (Hony) Brig. Dr. Arvind Lal, Mr. Rahul Sharma, Mr. Sunil Varma, Mr. Anoop Mahendra Singh, Dr. Om Prakash Manchanda, Mr. Harneet Singh Chandhoke
Names of the Directors who voted against the resolution	None
Names of the Director who did not vote or participate on the resolution	None

14. The amount due to unsecured creditors of the Transferee Company as on September 30, 2017 is INR 35,38,16,040/- (Rupees Thirty Five Crore Thirty Eight Lakh Sixteen Thousand and Forty Only).
15. **Disclosure about effect of amalgamation on material interests of Directors, Key Managerial Personnel (KMP) and Debenture Trustee:**

None of the directors nor the key managerial personnel of the Transferee Company have any material interest in the Scheme, save to the extent of shares / directorships / managerial positions held by the directors / key managerial personnel in the Transferee Company, if any. Further the Transferee Company has not appointed any debenture trustee.

16. **Disclosure about the effect of the Scheme on the following persons of the Transferee Company:**

Sr. No.	Persons	Effect of the Scheme
a.	Key managerial personnel	No effect
b.	Directors	No effect
c.	Promoters	No effect
d.	Non-promoter members	No effect
e.	Depositors	No effect
f.	Creditors	No effect
g.	Debenture Holders	No effect
h.	Deposit Trustee and debenture trustee	No effect
i.	Employees of the Company	No effect

DETAILS OF THE TRANSFEROR COMPANY AS PER RULE 6(3) OF THE MERGER RULES

17. **Details of Transferor Company:**

Delta Ria and Pathology Private Limited (Transferor Company)	
Corporate Identification Number (CIN)	U85110MP1993PTC007849
Permanent Account Number (PAN)	AAACD5305N
Incorporation Date	September 1, 1993
Type of Company	Private Limited Company
Registered Office address	77 Motia Talab near Tajul Masjid, Bhopal, Madhya Pradesh
Email	cs@lalpathlabs.com
Stock Exchange(s) where securities of the Transferee Company is listed	Not Applicable

18. Summary of the Main Objects as per the Memorandum of Association of the Transferor Company:

- i. To establish and run 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.
- ii. To establish and run 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 and service to the patients, and to otherwise aid medical personnel for medical reliefs.
- iii. To carry on the business as dealers in and manufacturers of surgicals, scientific equipments, appliances, accessories of all types and descriptions."

19. Main business carried on by the Transferor Company:

The Transferor Company is engaged *inter alia* in the business activities of providing pathological services and in that regard running of pathological centers.

20. Details of change of name, registered office and objects of the Transferor Company during the last five year:

- a) Change of Name: There has been no change in the name of the Transferor Company.
- b) Change of Registered Office: There has been no change in the Registered Office of the Transferor Company.
- c) Change of Objects: There has been no change in the objects of the Transferor Company.

21. Details of the capital structure of the Transferor Company including authorized, issued, subscribed and paid-up share capital pre amalgamation:

Particulars	Amount (INR)
Authorized Share Capital	
5,000 Equity Shares having face value of Rs. 100/- each	5,00,000/-
Issued, Subscribed and Paid-up Share Capital	
4,110 Equity Shares having face value of Rs. 100/- each, fully paid	4,11,000/-

22. Details of the capital structure of the Transferor Company post the amalgamation as envisaged under the Scheme:

Upon the Scheme becoming effective, the Transferor Company shall stand dissolved without being wound up. The Authorized share capital of the Transferee Company shall be added to and shall form part of the Authorized share capital of the Transferee Company.

23. Names of the Directors and Promoters of the Transferor Company along with their addresses are mentioned herein below:

Sr. No.	Name of Promoter/ Director	Address of the Promoter/ Director
DIRECTORS		
1.	Mr. Dilip Bidani	C-111, Trinity Towers DLF Phase – V, Gurugram-122009
2.	Dr. Vandana Lal	J-5, Green Park, New Delhi 110016
3.	(Hony) Brig. Dr. Arvind Lal	J-5, Green Park, New Delhi 110016
PROMOTER		
1.	Dr. Lal PathLabs Limited (Holding Company)	Block E, Sector-18 Rohini, New Delhi -110085

24. The date of the board Meeting at which the Scheme was approved by the Board of Directors of the Transferor Company, including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:

Date of Board Meeting Approving the Scheme	May 8, 2017
Names of the Directors who voted in favour of the resolution	Mr. Dilip Bidani, Dr. Vandana Lal, (Hony) Brig. Dr. Arvind Lal
Names of the Directors who voted against the resolution	None
Names of the Director who did not vote or participate on the resolution	None

25. The amount due to unsecured creditors of the Transferor Company as on September 30, 2017 is INR 3,32,523/- (Rupees Three Lakh Thirty Two Thousand Five Hundred and Twenty Three Only).

26. Disclosure about effect of amalgamation on material interests of Directors, Key Managerial Personnel (KMP) and Debenture Trustee:

None of the directors nor the key managerial personnel of the Transferor Company have any material interest in the Scheme, save to the extent of shares / directorships / managerial positions held by the directors / key managerial personnel in the

Transferor Company, if any. Further the Transferor Company has not appointed any debenture trustee.

27. Disclosure about the effect of the Scheme on the following persons of the Transferor Company:

Sr. No.	Persons	Effect of the Scheme
a.	Key managerial personnel	No effect
b.	Directors	No effect
c.	Promoters	No effect
d.	Non-promoter members	No effect
e.	Depositors	No effect
f.	Creditors	No effect
g.	Debenture Holders	No effect
h.	Deposit Trustee and debenture trustee	No effect
i	Employees of the Company	All employees of the Transferor Company shall be deemed to have become staff, workmen and employees of the Transferee Company, with effect from the Appointed Date, without any break in their service

28. Relationship between the Transferee Company and the Transferor Company:

The Transferor Company is a Wholly Owned Subsidiary of the Transferee Company.

29. Rationale and Benefits of the Scheme

"The rationale for the amalgamation of the Transferor Company into the Transferee Company is, inter alia, as follows:

- 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*
 - 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 record keeping."*
- 30.** The Scheme does not involve any capital or debt restructuring and therefore the requirement to disclose details of capital or debt restructuring is not applicable for both the Transferor Company and Transferee Company.
- 31.** Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other government authorities required, received or pending for the proposed scheme of amalgamation – Not Applicable for both the Transferor Company and Transferee Company.
- 32.** Investigation or proceedings pending against the company under the Act: There are no investigations or proceedings pending against the Transferor Company and Transferee Company under this Companies Act 2013.
- 33. Inspection of Documents:**

The following documents will be open for inspection at the Registered office of the Transferee Company between 10:00 a.m. to 12:00 noon on all working days (except Saturdays, Sundays and public holidays) up to the date of the Meeting.

- Latest audited financial statements of the Transferee Company and Transferor Company including consolidated financial statements;
- Copy of the order of Hon'ble Tribunal in pursuance of which the Meeting is to be convened;
- Copy of Scheme as filed before the Hon'ble Tribunal and Explanatory Statement;
- The certificate issued by Auditors of the Transferee Company and Transferor Company to the effect that the accounting treatment, if any, proposed in the scheme of amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013

Dated this 29th day of December, 2017.

For **Dr. Lal PathLabs Limited**

Sd/-
Rajat Kalra
Company Secretary & Legal Head
Membership No. A -16947

SCHEME OF AMALGAMATION

BY & BETWEEN

DELTA RIA AND PATHOLOGY PRIVATE LIMITED

.....Transferor Company

WITH

DR. LAL PATHLABS LIMITED

.....Transferee Company

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

(Under Sections 230 to 232 of the Company Act, 2013)

This Scheme of Amalgamation (hereinafter “**Scheme**” or **the Scheme**”) is presented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, for amalgamation of M/s. Delta Ria And Pathology Private Limited into Dr. Lal PathLabs Limited.

The Scheme is divided into the following parts:

- (i) **Part A** – Description of the Companies;
- (ii) **Part B** – Rationale of the scheme;
- (iii) **Part C**– Dealing with definitions of the terms used in this Scheme of Amalgamation and sets out the share capital of the Transferor Company (herein defined) and the Transferee Company (herein defined);
- (iv) **Part D**– Dealing with amalgamation of Transferor Company with the Transferee Company; and
- (v) **Part E** – Dealing with the general terms and conditions applicable to this Scheme of Amalgamation and other matters consequential and integrally connected thereto.

PART A

DESCRIPTIONS OF THE COMPANY

- 1.1 Delta Ria and Pathology Private Limited (“**Transferor Company**”) is a private company, limited by shares incorporated under the provisions of the Companies Act, 1956, having its registered office at 77, Motia Talab, Near Tajul Masjid, Bhopal-462001, Madhya Pradesh.
- 1.2 Dr. Lal PathLabs Limited, (“**Transferee Company**”), is a public listed company, limited by shares incorporated under the provisions of the Companies Act, 1956, having its registered office at Block-E, Sector-18 Rohini, , New Delhi-110085.

PART B

RATIONALE OF THE SCHEME OF AMALGAMATION

- 2.1 The amalgamation will facilitate consolidation of the businesses of the Transferor Company and the Transferee Company into a single corporate operation;
- 2.2 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;
- 2.3 Elimination of administrative functions and multiple record-keeping, thus resulting in reduced expenditure; and
- 2.4 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 record keeping.

PART C

DEFINITIONS AND SHARE CAPITAL

In this Scheme, unless repugnant to the context, the following expressions shall have the following meaning:

- 3.1 “**Act**” or “**the Act**” shall mean the Companies Act, 2013, and shall include any statutory modifications, re-enactment or amendments thereof.
- 3.2 “**Appointed Date**” means the [1st day of April, 2017] or such other date as the National Company Law Tribunal may direct.
- 3.3 “**Appropriate Authority**” means any governmental, statutory, regulatory, departmental or public body or authority of relevant jurisdiction, including Securities Exchange Board of India, Stock Exchanges, Registrar of Companies, National Company Law Tribunal and courts of India.
- 3.4 “**Board of Directors**” or “**Board**” means the board of directors of the Transferor Company and/or the Transferee Company, as the case may be, and shall include a duly constituted committee thereof.
- 3.5 “**Effective Date**” means the date on which certified copies of the order of the National Company Law Tribunal, Principal Bench, New Delhi and National Company Law Tribunal, Ahmedabad Bench sanctioning this Scheme, is filed with the Registrar of Companies, Delhi & Haryana at Delhi and Registrar of Companies, Madhya Pradesh at Gwalior.
- 3.6 “**National Company Law Tribunal**” means the National Company Law Tribunal, Principal Bench, New Delhi and National Company Law Tribunal, Ahmedabad Bench.

- 3.7 **"Shareholders"**, with respect to the Transferor Company and the Transferee Company, means, the persons registered from time to time, as the holders of the equity shares of the company concerned.
- 3.8 **"Transferor Company"** means Delta Ria and Pathology Private Limited, a company registered under the Companies Act, 1956 and having its registered office at 77, Motia Talab, Near Tajul Masjid, Bhopal-462001, Madhya Pradesh.
- 3.9 **"Transferee Company"** means "Dr. Lal PathLabs Limited", a company registered under the Companies Act, 1956 and having its registered office at Block-E, Sector-18 Rohini, , New Delhi-110085.
- 3.10 **"Scheme" or "the Scheme" or "this Scheme"** means this Scheme of Amalgamation in its present form or with any modification(s) approved or directed by the National Company Law Tribunal, Principal Bench, New Delhi and National Company Law Tribunal, Ahmedabad Bench.
- 3.11 **"Undertaking" or "the Undertaking"**, with respect to the Transferor Company, means:
- (a) All the assets and properties as on the Appointed Date (hereinafter referred to as "the said assets")
- (b) All the debts, liabilities, duties and obligations as on the Appointed Date (herein after referred to as "the said liabilities");

Without prejudice to the generality sub-clause (a) above, the undertaking of the Transferor Company shall include without limitation, all the Transferor Company reserves and the authorized share capital, movable and immovable properties including investments, claims, powers, authorities, allotments, approvals, consents, registrations, contracts, engagements, arrangements, rights, credits, titles, interests, benefits, club memberships, advantages, leasehold rights, tenancy rights, other intangibles, industrial and other licenses, permits, authorizations, quota rights, trade marks, patents and other industrial and intellectual properties including domain names, import quotas, telephone, telex, facsimile and other communication facilities and equipment, rights and benefits of all agreements and all other interests, right and power of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals of whatsoever nature and whosoever situate, belonging to or in the ownership, power or possession or control of the Transferor Company as on the Appointed Date and thereafter.

Other expressions used in this Scheme and not expressly defined herein shall carry the same meaning as is given to them in the Companies Act, 1956/ 2013.

4. **SHARE CAPITAL:**

Details of the share capital of the Company as on March 31, 2017 are given below:

4.1 **TRANSFEROR COMPANY:**

Authorised Share Capital	Amount Rs.
5,000 Equity Shares of Rs.100/- each	5,00,000/-
Issued, Subscribed and Paid-up Capital	Amount Rs.
4,110 Equity Shares of Rs.100/- each, fully paid	4,11,000/-

Subsequent to 31.03.2017, and upto the date of approval of this Scheme by the Board of Transferor Company, there has been no change in the authorised, issued, subscribed and paid up share capital of the Transferor Company.

4.2 **TRANSFEE COMPANY:**

Authorised Share Capital	Amount Rs.
10,79,00,000 Equity Shares of Rs.10/- each	1,07,90,00,000/-
Issued, Subscribed and Paid-up Capital	Amount Rs.
8,30,66,184 Equity Shares of Rs.10/- each, fully paid	83,06,61,840/-

Subsequent to 31.03.2017, and upto the date of approval of this Scheme by the Board of Transferee Company, there has been no change in the authorised, issued, subscribed and paid up share capital of the Transferee Company.

5. **GENERAL DISCLOSURES**

- 5.1 The Transferor Company is a Private Limited Company incorporated on 1.09.1993 in the name and style of Delta Ria and Pathology Private Limited under the Companies Act, 1956 with CIN U85110MP1993PTC007849 and PAN AAACD3377J having an email id rajat.kalra@lalpathlabs.com and registered office at 77, Motia Talab, Near Tajul Masjid, Bhopal-462001, Madhya Pradesh. The following are the main objects of the Transferor Company:

1. To establish and run 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. To establish and run 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 and service to the patients, and to otherwise aid medical personnel for medical reliefs.
 3. To carry on the business as dealers in and manufacturers of surgicals, scientific equipments, appliances, accessories of all types and descriptions.
- 5.2 The Transferor Company had earned/incurred a profit/loss of INR 44,11,23.41 and had a turnover of INR 42,54,581 (includes other income as well during the Financial Year ended 31st March, 2016).
 - 5.3 There was no qualification, reservation or adverse remark on disclaimer made by the Auditors in their Audit Report obtained for the FY ended 31st March, 2016 of the Transferor Company.
 - 5.4 There is no investigation or proceeding pending against the Transferor Company.
 - 5.5 The shares of the Transferor Company are not listed on any stock Exchange.
 - 5.6 The Transferee Company is now a Public Limited Company originally incorporated on 14.02.1995 in the name and style of Dr. Lal Pathlabs Private Limited under the Companies Act, 1956 with CIN L74899DL1995PLC065388. The Transferor Company having PAN AAACD5305N with email id rajat.kalra@lalpathlabs.com and registered office at Block-E, Sector-18 Rohini, , New Delhi-110085. The following are the main objects of the Transferee Company:
 1. To set up, engage, collaborate, acquire, purchase, maintain, open collection centres, conduct, manage, administer, own, run laboratories for the purposes of carrying out pathological investigations of various branches of Bio-Chemistry, Hematology, Histopathology, Microbiology, Electrophoresis, immuno-chemistry, Immunology, Virology, cytology and other pathological investigations.
 2. To carry on the business of rendering services for handing, receiving within India or outside India, for pathological investigation purposes, the human blood, blood products, plasma, zorum, body fluids, tissues, drugs, powder etc.
 3. 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.
 - 5.7 The Transferee Company has earned an income of Rs. 125,75,08,719/- and had a turnover of Rs. 771,31,33,557/- during the Financial Year ended 31st March, 2016.
 - 5.8 There was no qualification, reservation or adverse remark on disclaimer made by the Auditors in their Audit Report obtained for the FY ended 31st March, 2016 of the Transferee Company.
 - 5.9 There is no investigation or proceeding pending against the Transferee Company.
 - 5.10 The shares of the Transferee Company are listed on Bombay Stock Exchange and National Stock Exchange of India.
 - 5.11 The Scheme does not include Reduction in the Share Capital or Corporate Debt Restructuring, hence disclosures under Section 230 (2) (b) and 230 (2) (c) of the Companies Act, 2013 are not required to be made by the Transferor Company or the Transferee Company.
6. **DATE OF TAKING EFFECT AND OPERATIVE DATE**
 The Scheme set out herein in its present form or with any modification(s) approved or directed by the National Company Law Tribunal or any other Appropriate Authority shall be effective from the Appointed Date mentioned herein, but shall be operative from the Effective Date.

PART D

MERGER AND AMALGAMATION OF THE TRANSFEROR COMPANY INTO THE TRANSFEE COMPANY

SCHEME

7. **TRANSFER AND VESTING OF THE UNDERTAKING OF THE TRANSFEROR COMPANY INTO THE TRANSFEE COMPANY:**
 - 7.1. All the assets, properties, rights, interests and claims whatsoever of the Transferor Company and its entire undertaking (authorities, privileges, licences and rights in respect of moveable properties, immovable properties including lease hold

(as illustratively listed in **Schedule 1**), tenancies, trademarks, fittings and fixtures, power connections, telephones, telex, fax, cash balances, reserves, securities, deposits, refunds, outstanding balances, stocks, investments, licenses including all the benefits and entitlements up to the Effective Date, accrued or earned goodwill and other rights and interests of all descriptions in or arising out of such properties as may belong to or be in possession of the Transferor Company and all books and accounts, and documents and records relating thereto) shall, without further act or deed, pursuant to Section 232(4) of the Act, be transferred to and vested in the Transferee Company with effect from the Appointed Date without any further act or deed, so as to become as and from the Appointed Date, the assets, properties, rights, interests and claims of the Transferee Company but subject nevertheless to all charges then affecting the same.

- 7.2. All the liabilities, debts, obligations and duties of the Transferor Company up to the Effective Date shall also stand transferred to and vested in the Transferee Company, with effect from the Appointed Date without any further act or deed, pursuant to Section 232(4) of the Act, so as to become as and from that date, the liabilities, debts, obligations and duties of the Transferee Company.
- 7.3. All long term, medium term, short term loans and other loans, secured and unsecured, undertaken by the Transferor Company from Banks and any other persons up to the Effective Date, shall stand transferred and become the liabilities of the Transferee Company and shall be discharged by the Transferee Company, in the same manner and on the same terms and conditions as applicable to the Transferor Company. Upon the Scheme being sanctioned by the National Company Law Tribunal, Principal Bench, New Delhi and National Company Law Tribunal, Ahmedabad Bench, a copy of Scheme being filed with the Registrar of Companies, Delhi & Haryana at Delhi and Registrar of Companies, Madhya Pradesh at Gwalior, all charges created in favour of the Transferor Company shall stand transferred in the Transferee Company.
- 7.4. All the licenses, permits, quotas, contracts, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status, licenses including those related to trademarks, know-how, technical know-how, trade names, descriptions, trading styles, franchise, labels, label designs, colour schemes, utility models, holograms, bar codes, designs, patents, copyrights, tenancies, privileges and any rights, titles or interest in intellectual property rights, powers. Facilities of every kind of description of whatsoever nature (as illustratively listed out in **Schedule 2**) hereto, and other benefits and privileges enjoyed or confirmed or held or availed of by Transferor Company and all rights and benefits that have accrued or which may accrue to the transferor Company whether before or after the Appointed Date, shall, under the provisions of Section 230 to 232 of the Act and all other applicable provisions if any without any further act, instrument or deed, cost or charge be and hereby stand transferred to and vested in or be deemed to be transferred to and vested in and be available to the Transferee Company so as to become as and from the Appointed Date, licenses, permits, quotas, contracts (together with all non-compete covenants) approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status, licenses including those related to trademarks, know-how, technical know-how, trade names, descriptions, trading styles, franchise, labels, label designs, colour schemes, utility models, holograms, bar codes, designs, patents, copyrights, tenancies, privileges and any rights, titles or interest in Intellectual property rights, powers, facilities of every kind of description of whatsoever nature and other benefits or privileges of the Transferee Company and shall remain valid, effective and enforceable on the same terms and condition and shall be appropriately registered by relevant statutory authorities in favour of the Transferee Company pursuant to this scheme in order to facilitate the continuation of operations of the Transferor Company in the Transferee Company without any hindrances on the Appointed Date.
- 7.5. Upon the Scheme being sanctioned by the National Company Law Tribunal, Principal Bench, New Delhi and National Company Law Tribunal, Ahmedabad Bench, a copy of Scheme being filed with the Registrar of Companies, Delhi & Haryana at Delhi and National Company Law Tribunal, Ahmedabad Bench, all legal proceedings then pending by or against the Transferor Company shall thereafter be continued by or against the Transferee Company.
- 7.6. The transfer and vesting of the Undertaking of the Transferor Company and the assets, rights, powers and property, liabilities, obligations and duties, under clauses 7.1, 7.2, 7.3 and 7.4 hereof and the continuance by the Transferee Company under clause 7.5 hereof, of all proceedings by or against the Transferor Company in the ordinary course of business on and after the Appointed Date, shall be to the end and intent, that the Transferee Company accepts on behalf of itself, all acts, deeds and things done and executed by the Transferor Company on or after the Appointed Date and up to the Effective Date.
- 7.7. (a) On and with effect from the Appointed Date and until the Effective Date, the Transferor Company shall be deemed to have been carrying on its business and activities for and on account of the Transferee Company and all Income and Profits accruing or Losses incurred by the Transferor Company from and after the Appointed Date and up to the Effective Date, shall for all purposes be treated as Income, Profits or Losses, as the case may be, of the Transferee Company, available for being disposed off or absorbed or otherwise dealt with, in such manner as the Transferee Company shall deem fit.

- b) The Transferee Company, may, as on and from the Effective Date, carry on, either in the Transferee Company's own name or in the name of the Transferor Company, as the circumstances may require, such of the business, contracts, transactions etc. of the Transferor Company, as are unfinished or incomplete and as may be necessary to be transacted and completed.
- 7.8. Subject to the other provisions contained in this Scheme, all contracts, deeds, agreements, bonds and other instruments of whatsoever nature, subsisting or having effect immediately before the Effective Date, to which the Transferor Company are a party, shall be in as full force and effect against or in favour of the Transferee Company, as if the Transferee Company had been a party thereto.
- 7.9 The transfer under Clauses 7.1, 7.2, 7.3 and 7.4 hereof, of the Undertaking, properties and liabilities of the Transferor Company and the continuance of the proceedings by or against the Transferee Company under Clause 7.5. hereof, shall not affect any transactions or proceedings already concluded by the Transferor Company on and after the Appointed Date and the Transferee Company shall accept and adopt all such transactions or proceedings, as if done and executed on behalf of or by itself. Furthermore, as from the Appointed Date, the Transferor Company shall be deemed to have carried on and to be carrying on business on behalf of the Transferee Company until such time as this Scheme becomes effective and shall account to, and be entitled to be indemnified by, the Transferee Company.
8. **CONSIDERATION:**
- 8.1 Since the Transferor Company is the wholly owned subsidiary of the Transferee Company, upon the Scheme being sanctioned by the Hon'ble Tribunal and the transfer having been effected as provided hereinabove, all the equity shares held by the Transferee Company and its Nominees in the Transferor Company shall be cancelled and extinguished as on the Appointed Date. Accordingly, there will be no issue and allotment of equity shares of the Transferee Company to the Shareholders of the Transferor Company upon this Scheme becoming effective.
- 8.2 The Authorized Share Capital of the Transferor Company shall be added to and shall form part of the Authorized Share Capital of the Transferee Company. Accordingly, the Authorized Share Capital of the Transferee Company shall stand increased to the extent without payment of any fees or charges to the Registrar of Companies.
- 8.3 In view of the above proposition the interest of shareholders of Transferee Company is not affected in any manner whatsoever. There will be no introduction of new shareholders or issue of new shares by Transferee Company subsequent to amalgamation of the Transferor Company. Since the Transferor Company is held and owned entirely by the Transferee Company and exercise of proposed amalgamation is only resulting in consolidation of the Transferor Company in the balance sheet of the Transferee Company
9. **ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEE COMPANY:**
- 9.1 The Transferee Company shall account the amalgamation of the Transferor Company as per the pooling of interest method as set-out in Indian Accounting Standard (IND AS 103) and/or other applicable Accounting Standards as specified under section 133 of Companies Act, 2013.
- 9.2 The Transferee Company shall, upon the Scheme being sanctioned by the National Company Law Tribunal, record the assets and liabilities of the Transferor Company vested in it pursuant to this Scheme, at the respective book values thereof as appearing in the books of the Transferor Company, prepared in accordance with Indian Accounting Standards..
- 9.3 Amounts lying in the balance of the "Profit and Loss Account" in the books of account of the Transferor Company shall be adjusted by the Transferee Company to its "Profit and Loss Account."
- 9.4 The inter-company balances between the Transferee Company and the Transferor Company, if any appearing in the books of the Transferee Company shall stand cancelled. Further, the value of investments held by the Transferee Company in the Transferor Company on the Appointed Date shall stand cancelled pursuant to merger.
- 9.5 The difference between the share-capital of the Transferor Company and the book value of the investments cancelled in terms of Clause 9.4 above shall be transferred to Capital Reserve and would be presented separately from other capital reserves in the books of the Transferee Company.
- 9.6 Subject to the above, the reserves of the Transferor Company will be incorporated in the books of the Transferee Company in the same form as they appeared in the financial statements, prepared in accordance with Indian Accounting Standards, of the Transferor Company.
- 9.7 Further, in case of any difference in accounting policy between the Transferor Company and the Transferee Company, the impact of the same till the amalgamation will be quantified and adjusted in the Retained earnings of the Transferee Company, to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

10 **TRANSACTIONS RELATING TO THE TRANSFEROR COMPANY BETWEEN APPOINTED DATE AND EFFECTIVE DATE:**

During the period between the Appointed Date and the Effective Date:

- 10.1 The Transferor Company shall carry on and be deemed to have carried on its business and activities for and on account of and in trust for the Transferee Company;
- 10.2. The Transferor Company shall carry on business and activities in the ordinary course of business with reasonable diligence and business prudence; and
- 10.3. All the profits or income accruing or arising to the Transferor Company or expenditure or losses arising or incurred by the Transferor Company shall for all purposes be treated and deemed to be and accrue as the profits or income or expenditure or losses (as the case may be) of the Transferee Company.

11. **STAFF, WORKMEN & EMPLOYEES:**

- 11.1. On the Scheme becoming effective, all staff, workmen and employees (as illustratively listed out in **Schedule 3**) of the Transferor Company, in service on the Effective Date, shall be deemed to have become staff, workmen and employees of the Transferee Company, with effect from the Appointed Date, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company shall not be less favourable than those applicable to them prior to the Appointed Date.
- 11.2. As far as the Provident Fund, Gratuity Fund, Superannuation Fund or any other special fund created or existing for the benefit of such employees of the Transferor Company are concerned, on and from the Effective Date, the Transferee Company shall stand substituted for the Transferor Company for all the purposes whatsoever related to administration or operation of such funds in accordance with provisions of such funds according to the terms provided in the respective trust deeds or other documents. It is clarified that the services of such employees of the Transferor Company will be treated as having been continuous and not interrupted for the purposes of such funds.

12. **LEGAL PROCEEDINGS:**

- 12.1. All legal proceedings of whatsoever nature by or against the Transferor Company pending at the Appointed Date and or arising after the Appointed Date till the Effective Date, shall be continued and enforced by or against the Transferee Company in the manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company, as and from the Effective Date.
- 12.2. After the Appointed Date, if any proceedings are taken against the Transferor Company in respect of the matters referred to in Clause 12.1 it shall defend the same at the cost of the Transferee Company and the Transferee Company shall reimburse and indemnify the Transferor Company against all liabilities and obligations incurred by the Transferor Company in respect thereof.
- 12.3. The Transferee Company undertakes to have all legal or other proceedings initiated by or against the Transferor Company referred to in Clause 12.1, transferred into its name and to have the same continued, prosecuted and enforced by or against the Transferee Company to the exclusion of the Transferor Company.

PART C

GENERAL TERMS AND CONDITIONS

13. **CONDITIONALITY OF THE SCHEME:**

This Scheme is and shall be conditional upon and subject to:

- 13.1 The requisite consent, approval or permission of the Central Government or any other statutory or regulatory authority, which by law may be necessary for the implementation of this Scheme;
- 13.2 The approval of requisite majority of members and creditors of the Transferor Company and Transferee Company, as may be directed by National Company Law Tribunal.
- 13.2 The certified copies of the orders of the National Company Law Tribunal under Sections 230 to 232 of the Act sanctioning the Scheme are filed with the Registrar of Companies, Delhi and Haryana and the Registrar of Companies, Madhya Pradesh at Gwalior respectively; and
- 13.3 Compliance with such other conditions as may be imposed by the National Company Law Tribunal.

14. **APPLICATION TO NATIONAL COMPANY LAW TRIBUNAL:**

The Transferor Company and the Transferee Company shall, with all reasonable diligence, make and pursue applications

to the National Company Law Tribunal, Principal Bench, New Delhi and National Company Law Tribunal, Ahmedabad Bench for sanctioning this Scheme of Amalgamation under Section 230 and 232 of the Act for carrying this Scheme into effect and for dissolution of the Transferor Company without winding up.

15. **MODIFICATIONS:**

The Scheme is subject to such modifications as the National Company Law Tribunal may impose, and/or the Directors of the Company concerned may effect or assent to, on behalf of all concerned and the Directors of each Company may do such other acts, deeds and things as may be necessary for carrying this Scheme into effect. The Transferee Company and the Transferor Company by their respective Board of Directors shall be authorised to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or orders of any other authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and/ or any matter concerned or connected therewith.

16. This Scheme shall not in any manner affect the right of any of the creditors of the Transferor Company, who shall continue to enjoy all such rights against the Transferee Company, as they had against the Transferor Company.

17. This Scheme shall become operative as soon as the certified copy of the order of the National Company Law Tribunal, Principal Bench, New Delhi, and National Company Law Tribunal, Ahmedabad Bench sanctioning and confirming this Scheme is filed with the Registrar of Companies, Delhi & Haryana at Delhi and Registrar of Companies, Madhya Pradesh at Gwalior. Upon coming into effect of the Scheme, all permissions, licenses, approvals, incentives, remissions, tax-incentives, consents, sanctions, and other authorizations, pertaining to the activities of the Transferor Company, to which the Transferor Company are entitled to shall stand vested and permitted or continued by the order of sanction of the National Company Law Tribunal in the Transferee Company without payment of any customs duty or any other similar duty. Therefore the Transferee Company shall file the Scheme, for the record of the statutory authorities who shall take it on file, pursuant to the sanction orders of the National Company Law Tribunal. The Transferee Company is authorized to take all such steps on behalf of the Transferor Company as may be necessary to give effect to the provisions contained above.

18. **EFFECT OF NON-RECEIPT OF APPROVALS:**

18.1 In the event any of the approvals or conditions enumerated in the Scheme not being obtained or complied with, or for any other reason, the Scheme cannot be implemented, the Board of Directors of the Transferee Company and the Transferor Company shall mutually waive such conditions as they consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement, or in case the Scheme is not sanctioned by the National Company Law Tribunal, the Scheme shall become null and void and each party shall bear and pay their respective costs, charges and expenses in connection with the Scheme.

18.2 Further, in the case of non-receipt of approvals to the Scheme, no rights and liabilities whatsoever shall accrue to or be incurred inter-se by the Transferor Company or the Transferee Company or their shareholders or creditors or employees or any other person.

19. **DISSOLUTION OF TRANSFEROR COMPANY**

On the Scheme becoming effective, the Transferor Company shall be dissolved without the process of winding up in accordance with the provisions of the Companies Act, 2013 and rules made there under.

20. **TAX CREDITS:**

The Transferor Company and the Transferee Company are expressly permitted to file/revise their Income Tax, Wealth Tax, Service Tax, Excise and other statutory returns, consequent to the scheme becoming effective, notwithstanding that the period for filing/revising such returns may have lapsed. The Transferor Company and the Transferee Company are expressly permitted to amend TDS/TCS or other statutory certificates and shall have the right to claim refunds, advance tax credits, set offs, adjustments etc., relating to their respective incomes/transactions from the Appointed Date. It is specifically declared that the taxes/duties paid by the Transferor Company relating to the period on or after the Appointed Date whether by way of deduction at source or advance, pertaining to the activities of the Transferor Company, shall be deemed to be the taxes/duties paid by the Transferee Company and the Transferee Company shall be entitled to claim credit for such taxes deducted/paid against its tax/duty liabilities notwithstanding that the certificates/challans or other documents for payment of such taxes/duties are in the name of the Transferor Company. It is declared that all the tax losses pertaining to the pertaining to the activities of the Transferor Company upto the Appointed Date will be transferred to the Transferee Company. Further any tax, duty payments not directly relatable to the Transferor Company shall be apportioned between the Transferor Company and the Transferee Company on the appropriate basis as the Board of the Transferor Company and the Transferee Company mutually in their discretion deem fit and proper.

21. All costs, charges and expenses of the Transferor Company and of the Transferee Company respectively, in relation to or in connection with negotiations leading up to this Scheme and carrying out and completing the terms and provisions of this Scheme and activities incidental to the completion of amalgamation in pursuance of this Scheme, shall be borne and paid by the Transferee Company.

SCHEDULE -1

LIST OF IMMOVEABLE PROPERTIES

NIL

SCHEDULE -2

LIST OF PERMITS/ LICENSES/ GRANTS/ IPR

NIL

SCHEDULE -3

LIST OF EMPLOYEES

NIL

Report adopted by the Board of Directors of Dr. Lal PathLabs Limited in accordance with Section 232(2)(c) of the Companies Act, 2013

1. Background

- 1.1 The proposed Scheme of Amalgamation between Dr. Lal PathLabs Limited (hereinafter referred to as the “**Applicant Company**” or the “**Transferee Company**”) and Delta Ria and Pathology Private Limited (hereinafter referred to as “**Transferor Company**”) and their respective shareholders and creditors (“**Scheme**”) under Section 230 to 232 of the Companies Act, 2013 (“**Act**”) was approved by the Board of Directors of the Company (“**Board**”) vide its resolution dated May 12, 2017.
- 1.2 Thereafter, the Scheme was filed before the Hon’ble New Delhi Bench of the National Company Law Tribunal (‘Hon’ble Tribunal’ or ‘NCLT’). The Hon’ble Tribunal, by an order dated December 14, 2017 directed convening the Meetings of Equity Shareholders and Unsecured Creditors on Saturday, February 10, 2018 at PHD Chambers of Commerce, No. 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110016, for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme.
- 1.3 The provisions of Section 232(2)(c) of the Act requires the Board of Directors of the Company to adopt a report explaining the effect of the amalgamation pursuant to the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders and to lay out in particular, the share exchange ratio, specifying any specific valuation difficulties. In terms of Section 232(2) of the Act, the said report as adopted by the Directors of the Company is required to be circulated along with the notice convening the Meeting of the shareholders and creditors.
- 1.4 Accordingly, this report of the Board is being made in pursuance of the requirements of Section 232(2)(c) of the Act and in this connection, the following documents were presented/shared with the Board:
 - a. The Scheme as approved by the Board vide its resolution dated May 12, 2017.
 - b. Audited Financial Statements as of March 31, 2017 and Unaudited Financial Statements as of September 30, 2017 for the Transferee Company.

2. Effect of the Scheme in terms of Section 232(2)(c) of the Act

The Board took note of the following while adopting this report:

1. The Company has only a single class of shareholders, being the equity shareholders of the Company.
2. No Share Exchange Ratio was required since no new shares were being issued under the Scheme.
3. Since no new shares were being issued, therefore no valuation report was required.
4. Upon the Scheme becoming effective, no shares will be issued and allotted to the shareholders of the Transferor Company. The entire paid up equity share capital of the Transferor Company shall stand cancelled.
5. The Scheme does not entitle the Promoter/Promoter Group, related parties of the Promoter/Promoter Group, associates of the Promoter/Promoter Group, subsidiaries of the Promoter/Promoter Group of the Transferee Company to any additional shares.
6. There is expected to be no impact of the Scheme on equity shareholders, key managerial personnel, Directors, Promoters and Non-Promoter Shareholders.

For Dr. Lal PathLabs Limited

**Sd/-
Rajat Kalra
Company Secretary & Legal Head**

**Place: Gurugram
Date: December 29, 2017**

MINISTRY OF CORPORATE AFFAIRS ACKNOWLEDGEMENT

SRN : G71329130

Service Request Date : 26/12/2017

Received From :**Name :** PRASHANT KUMAR BALODIA

Address : A - 53, 1st Floor
Gurunanak Pura Laxmi Nagar
Delhi, Delhi
India - 110092

Entity on whose behalf money is paid**CIN:** L74899DL1995PLC065388**Name :** DR. LAL PATHLABS LIMITED

Address : Block E, Sector-18
Rohini
NEW DELHI, Delhi
India - 110085

Full Particulars of Remittance**Service Type:** eFiling**Service Description**

Fee For Form GNL-1

Note: The defects or incompleteness in any respect in this eForm as noticed shall be placed on the Ministry's website (www.mca.gov.in). In case the eForm is marked as RSUB or PUCL, please resubmit the eForm or file Form GNL-4(Addendum), respectively. Please track the status of your transaction at all times till it is finally disposed off. (Please refer Rule 10 of the Companies (Registration offices and Fees) Rules, 2014) It is compulsory to file Form GNL-4 (Addendum) electronically within the due date whenever the document is put under PUCL, failing which the system will treat the document as invalid and will not be taken on record in accordance with Rule 10(4) of the Companies (Registration offices and Fees) Rules, 2014

Deloitte Haskins & Sells LLP

Chartered Accountants
7th Floor, Building 10, Tower B
DLF Cyber City Complex
DLF City Phase - II
Gurugram - 122 002
Haryana, India

Tel: +91 124 679 2000
Fax: +91 124 679 2012

Independent Auditor's review report on review of Interim Financial Results

To the Board of Directors of
Dr. Lal PathLabs Limited (formerly Dr. Lal PathLabs Private Limited)

1. We have reviewed the accompanying Statement of Standalone Unaudited Ind AS Financial Results of **Dr. Lal PathLabs Limited (formerly Dr. Lal PathLabs Private Limited)** ("the Company"), for the quarter and six months ended 30 September, 2017 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated 5 July, 2016.

This Statement which is the responsibility of the Company's management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

As stated in Note ii of the Statement, we have not performed a review or audit of the figures relating to the corresponding quarter and six months ended 30 September, 2016 and of the figures relating to year ended 31 March, 2017, including the reconciliation of equity as on 31 March, 2017 and reconciliation of net profit for the quarter and half year ended 30 September, 2016 and for the year ended 31 March, 2017, between the previous GAAP and Indian Accounting Standards ("IND AS").

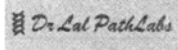
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated 5 July, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)



Jitendra Agarwal
Jitendra Agarwal
Partner
(Membership No. 87104)

Place: New Delhi
Date: 9 November, 2017



Dr. Lal PathLabs Limited (formerly Dr. Lal PathLabs Private Limited)
CIN: L74899DL1995PLC065388
Regd. Office : Block E, Sector-18, Rohini, New Delhi- 110085, New Delhi
Corporate Office: 12th Floor, Tower B, SAS Tower, Medicity, Sector-38, Gurgaon - 122 001, Haryana
Phone: +91 124 3016500 | Fax: +91 124 4234468; Website: www.lalpathlabs.com; Email: cs@lalpathlabs.com

Statement of Standalone Unaudited Ind AS Financial Results for the quarter and six months ended 30 September, 2017

(Rs. In millions except as stated)

Particulars	3 months ended 30 September, 2017	Preceding 3 months ended 30 June, 2017	Corresponding 3 months ended 30 September, 2016	Year to date figures for current period ended 30 September, 2017	Year to date figures for previous period ended 30 September, 2016	Previous year ended 31 March, 2017
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
			(See note ii below)		(See note ii below)	(See note ii below)
1 (a) Revenue from operations	2,693	2,418	2,529	5,111	4,686	8,819
(b) Other income	77	81	82	158	145	283
Total Income	2,770	2,499	2,611	5,269	4,831	9,102
2 Expenses						
(a) Cost of materials consumed	576	506	580	1,082	1,051	1,912
(b) Employee benefits expense	434	423	382	857	723	1,474
(c) Depreciation and amortisation expense	71	65	62	136	122	264
(d) Finance costs	3	1	1	4	2	7
(e) Fees to collection centers/channel partners	335	295	278	630	521	1,001
(f) Other expenses	599	559	515	1,158	1,033	2,131
Total expenses	2,018	1,849	1,818	3,867	3,452	6,789
3 Profit before tax	752	650	793	1,402	1,379	2,313
4 Tax expense						
(a) Current tax	276	238	280	514	501	795
(b) Deferred tax	(26)	(19)	(15)	(45)	(37)	(7)
Total tax expense	250	219	265	469	464	788
5 Profit for the period (A)	502	431	528	933	915	1,525
6 Other comprehensive income						
-Items that will not be reclassified to profit or loss Remeasurement of the defined benefit plan (Net of tax)	1	1	(1)	2	(2)	(8)
Total other comprehensive income (B)	1	1	(1)	2	(2)	(8)
7 Total comprehensive income (A+B)	503	432	527	935	913	1,517
8 Paid-up equity share capital (Face Value of Rs. 10/- per share)	833	833	828	833	828	831
9 Earnings per share (Rs.) (not annualised)						
- Basic	6.15	5.30	6.48	11.44	11.25	18.67
- Diluted	6.14	5.29	6.44	11.43	11.17	18.60

Handwritten signature

Dr. Lal PathLabs Limited (formerly Dr. Lal PathLabs Private Limited)

Notes:

- i. The above results were reviewed by the Audit Committee and approved by the Board of Directors in their respective meetings held on 9 November, 2017.
- ii. The financial results of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules 2015 (Ind AS) as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016. Beginning 1 April, 2017 the Company has for the first time adopted Ind AS with a transition date of 1 April 2016. These financial results (including for all the periods presented in accordance with Ind AS 101 - First time adoption of the Indian Accounting Standards) have been prepared in accordance with the recognition and measurement principles in Ind AS 34- Interim Financial Reporting, prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. The financial results include results for the quarter and six months ended 30 September, 2016 and year ended 31 March, 2017 which have not been subject to limited review/ audit.
- iii. Reconciliation of net profit between Indian GAAP as previously reported and the total comprehensive income as per Ind AS is as follows:

(Rs. in million)

Nature of Adjustments	Corresponding 3 months ended 30 September, 2016	Year to date figures for previous period ended 30 September, 2016	Previous year ended 31 March, 2017
Net Profit as per previous GAAP	514	889	1,472
Effect of recognising employee stock options cost at fair value	(1)	(2)	(6)
Effect of recognising actuarial (gain)/ loss on employee defined benefit liability under other comprehensive income (net of tax)	1	2	8
Effect of fair valuation of investments in mutual funds (net of tax)	3	4	9
Reversal of amortisation of goodwill previously booked in previous GAAP (net of tax)	10	19	37
Reversal of lease equalisation reserve created in previous GAAP (net of tax)	1	3	6
Others	-	-	(1)
Net Profit as per Ind AS (A)	528	915	1,525
Other Comprehensive Income (B)	(1)	(2)	(8)
Total Comprehensive Income as per Ind AS (A+B)	527	913	1,517

- iv. Reconciliation of total equity between Indian GAAP as previously reported and the total comprehensive income as per Ind AS is as follows:

(Rs. in million)

Nature of Adjustments	As at 31 March, 2017
Total equity under previous GAAP (A)	5,825
Effect of measuring deposits (Loans & advances) at amortised cost value (net)	(5)
Effect of fair valuation of investments in mutual funds (net of tax)	9
Reversal of amortisation of goodwill previously booked in previous GAAP (net of tax)	(35)
Reversal of lease equalisation reserve created in previous GAAP (net of tax)	71
Total adjustment to equity (B)	40
Total equity under Ind AS (A+B)	5,865

- v. The Board of Directors in their meeting, held on 12 May, 2017, approved the "Scheme of Amalgamation" of Delta Ria and Pathology Private Limited with the Company w.e.f. 1 April, 2017 (the appointed date). As per the said scheme the undertaking of this company shall stand transferred to and vested in the Company on a going concern basis without any further act, deed or matter. The scheme of amalgamation is subject to approval by the National Company Law Tribunal and other statutory approvals.
- vi. The Board of Directors has approved an Interim Dividend of Rs. 1.50 per equity share (par value of Rs. 10/- each) at their meeting held today.
- vii. As approved in their Board Meeting dated 7 August, 2017, subsequent to the period end, the Company has acquired 70% investment in Dr. Lal Path Labs Bangladesh Private Limited, Bangladesh.
- viii. During the six months ended 30 September, 2017, the Company has issued 266,560 equity shares of face value of Rs. 10 each to the employees on exercise of employee stock options.
- ix. Based on the information reported to the Chief Operating Decision Maker (CODM) for the purpose of resource allocation and assessment of performance there are no reportable segments in accordance with the requirements of Indian Accounting Standard 108- 'Operating Segment Reporting', notified under the Companies (Indian Accounting Standard) Rules, 2015.
- x. Refer to Annexure - A for Statement of standalone Assets and Liabilities.

For and on behalf of the Board of Directors of Dr. Lal PathLabs Limited (formerly Dr. Lal PathLabs Private Limited)

(Hony) Brig. Dr. Arvind Lal
Chairman and Managing Director

Place: New Delhi
Date: 9 November, 2017

Dr. Lal PathLabs Limited (formerly Dr. Lal PathLabs Private Limited)		
Statement of standalone Assets and Liabilities		
(Rs. in millions except as stated)		
Particulars	As at 30 September, 2017	As at 31 March, 2017
	(Unaudited)	(Unaudited)
Assets		
1. Non-current assets		
(a) Property, plant and equipment	1,044	1,033
(b) Capital work-in-progress	423	153
(c) Goodwill	11	11
(d) Other intangible assets	145	166
(e) Intangible assets under development	19	19
(f) Financial assets		
(i) Investments	313	313
(ii) Loans	1	1
(iii) Other financial assets	185	145
(g) Non-current tax assets (net)	75	57
(h) Deferred tax assets (net)	176	132
(i) Other non-current assets	192	128
Total non-current assets	2,584	2,158
2. Current assets		
(a) Inventories	313	171
(b) Financial assets		
(i) Investments	995	1,029
(ii) Trade receivables	540	402
(iii) Cash and cash equivalents	154	135
(iv) Bank balances other than (iii) above	2,531	2,271
(v) Loans	3	2
(vi) Other financial assets	645	479
(c) Other current assets	193	115
Total current assets	5,374	4,604
Total assets	7,958	6,762
Equity and Liabilities		
1. Equity		
(a) Equity share capital	833	831
(b) Other equity	5,883	5,034
Total equity	6,716	5,865
2. Liabilities		
Non-current liabilities		
(a) Financial liabilities		
(i) Other financial liabilities	60	64
(b) Other non-current liabilities	5	8
Total non-current liabilities	65	72
Current liabilities		
(a) Financial liabilities		
(i) Trade payables	680	506
(ii) Other financial liabilities	194	154
(b) Provisions	81	66
(c) Current tax liabilities (net)	142	2
(d) Other current liabilities	80	97
Total current liabilities	1,177	825
Total liabilities	1,242	897
Total Equity and Liabilities	7,958	6,762

Independent Auditor's review report on review of Interim Financial Results

To the Board Of Directors of Dr. Lal PathLabs Limited (formerly Dr. Lal PathLabs Private Limited)

1. We have reviewed the accompanying Statement of Consolidated Unaudited Ind AS Financial Results of **Dr. Lal PathLabs Limited (formerly Dr. Lal PathLabs Private Limited)** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), for the quarter and six months ended 30 September, 2017 ("the Statement") being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated 5 July, 2016.

This Statement, which is the responsibility of the Parent's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

As stated in Note iii of the Statement, we have not performed a review or audit of the figures relating to the corresponding quarter and six months ended 30 September, 2016 and of the figures relating to the year ended 31 March, 2017, including the reconciliation of equity as of 31 March, 2017 and reconciliation of net profit for the quarter and half year ended 30 September, 2016 and for year ended 31 March, 2017, between the previous GAAP and Indian Accounting Standards ("IND AS").

2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Parent's personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. The Statement includes the results of the entities listed in Annexure A.
4. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated 5 July, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.



Deloitte Haskins & Sells LLP

5. The consolidated unaudited financial results includes the interim financial results of four subsidiaries which have not been reviewed by their auditors, whose interim financial results reflect total assets of Rs. 58 million as at 30 September, 2017, total revenue of Rs. 17 million and Rs. 35 million for the quarter and six months ended 30 September, 2017, respectively, and total loss after tax of Rs. 3 million and Rs. 2 million and total comprehensive loss of Rs. 3 million and Rs. 2 million for the quarter and six months ended 30 September, 2017 respectively, as considered in the consolidated unaudited Ind AS financial results. According to the information and explanations given to us by the Management, these interim financial results are not material to the Group.

Our report on the Statement is not modified in respect of our reliance on the interim financial results certified by the Management.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)



A handwritten signature in black ink, appearing to read "Jitendra Agarwal".

Jitendra Agarwal
Partner
(Membership No. 87104)

Place: New Delhi
Date: 9 November, 2017

Deloitte Haskins & Sells LLP

Annexure A

List of entities consolidated

S. No.	Name of the Entity
1	Paliwal Medicare Private Limited
2	Paliwal Diagnostics Private Limited
3	APL Institute of Clinical Laboratory & Research Private Limited
4	Delta Ria & Pathology Private Limited
5	Dr. Lal PathLabs Nepal Private Limited
6	Dr. Lal PathLabs International B.V.



Dr. Lal PathLabs Limited (formerly Dr. Lal PathLabs Private Limited)

CIN: L74899DL1995PLC065388

Regd. Office : Block E, Sector-18, Rohini, New Delhi- 110085, New Delhi

Corporate Office: 12th Floor, Tower B, SAS Tower, Medicity, Sector-38, Gurgaon - 122 001, Haryana

Phone: +91 124 3016500 | Fax: +91 124 4234468; Website: www.lalpathlabs.com; Email: cs@lalpathlabs.com

Statement of Consolidated Unaudited Ind AS Financial Results for the quarter and six months ended 30 September, 2017

(Rs. in millions except as stated)

Particulars	3 months ended 30 September, 2017	Preceding 3 months ended 30 June, 2017	Corresponding 3 months ended 30 September, 2016	Year to date figures for current period ended 30 September, 2017	Year to date figures for period ended 30 September, 2016	Previous year ended 31 March, 2017
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
			(See note iii below)		(See note iii below)	(See note iii below)
1 (a) Revenue from operations	2,781	2,493	2,622	5,274	4,850	9,124
(b) Other income	77	75	69	152	133	275
Total Income	2,858	2,568	2,691	5,426	4,983	9,399
2 Expenses						
(a) Cost of materials consumed	594	521	596	1,115	1,080	1,971
(b) Employee benefits expense	446	436	393	882	743	1,520
(c) Depreciation and amortisation expense	75	69	65	144	128	275
(d) Finance costs	3	1	1	4	2	7
(e) Fees to collection centers/channel partners	334	294	278	628	520	1,001
(f) Other expenses	628	587	555	1,215	1,102	2,258
Total expenses	2,080	1,908	1,888	3,988	3,575	7,032
3 Profits before tax	778	660	803	1,438	1,408	2,367
4 Tax expense						
(a) Current tax	286	244	289	530	517	820
(b) Deferred tax	(17)	(28)	(16)	(45)	(39)	(8)
Total tax expense	269	216	273	485	478	812
5 Profit for the period (A)	509	444	530	953	930	1,555
Attributable to:						
Shareholders of the Company	506	441	527	947	924	1,545
Non Controlling Interest	3	3	3	6	6	10
6 Other comprehensive income						
-Items that will not be reclassified to profit or loss	1	1	(1)	2	(2)	(7)
Remeasurement of the defined benefit plan (Net of tax)						
Total other comprehensive income (B)	1	1	(1)	2	(2)	(7)
7 Total comprehensive income (A+B)	510	445	529	955	928	1,548
Attributable to:						
Shareholders of the Company	507	442	526	949	922	1,538
Non Controlling Interest	3	3	3	6	6	10
8 Paid-up equity share capital (Face Value of Rs. 10/- per share)	833	833	828	833	828	831
9 Earnings per share (Rs.) (not annualised)						
-Basic	6.19	5.42	6.47	11.61	11.35	18.92
- Diluted	6.19	5.41	6.43	11.60	11.27	18.85

Dr

Dr. Lal PathLabs Limited (formerly Dr. Lal PathLabs Private Limited)

Notes:

- i. The above consolidated results were reviewed by the Audit Committee and approved by the Board of Directors in their respective meetings held on 9 November, 2017.
- ii. The above consolidated results represent consolidated results of the Company and its subsidiaries (together 'the Group').
- iii. The consolidated financial results of the Group have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules 2015 (Ind AS) as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016. Beginning 1 April, 2017 the Company has for the first time adopted Ind AS with a transition date of 1 April, 2016. These consolidated financial results (including for all the periods presented in accordance with Ind AS 101 - First time adoption of the Indian Accounting Standards) have been prepared in accordance with the recognition and measurement principles in Ind AS 34- Interim Financial Reporting, prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. The consolidated financial results include results for the quarter and six months ended 30 September, 2016 and year ended 31 March, 2017 which have not been subject to limited review/ audit.
- iv. Reconciliation of net profit between Indian GAAP as previously reported and the total comprehensive income as per Ind AS is as follows

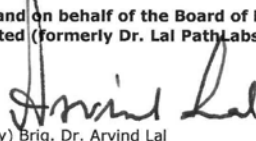
(Rs. in millions)			
Nature of Adjustments	Corresponding 3 months ended 30 September, 2016	Year to date figures for previous period ended 30 September, 2016	Previous year ended 31 March, 2017
Net Profit as per previous GAAP	528	930	1,552
Reversal of amortisation of goodwill previously booked in prior GAAP (net of tax)	(3)	(7)	(13)
Effect of fair valuation of investments in mutual funds (net of tax)	3	4	9
Effect of recognising actuarial (gain)/ loss on employee defined benefit liability under other comprehensive income (net of tax)	1	2	7
Reversal of lease equalisation reserve created in previous GAAP (net of tax)	2	3	7
Effect of recognising employee stock options cost at fair value	(1)	(2)	(6)
Others	-	-	(1)
Net Profit as per Ind AS (A)	530	930	1,555
Other Comprehensive Income (B)	(1)	(2)	(7)
Total Comprehensive Income as per Ind AS (A+B)	529	928	1,548

- v. Reconciliation of total equity between Indian GAAP as previously reported and the total comprehensive income as per Ind AS is as follows:

Nature of Adjustments		(Rs. in million)
		As at 31 March, 2017
Total equity under previous GAAP (A)		6,198
Impairment of Goodwill in accordance with Ind AS 101 (net of tax)		(296)
Effect of measuring deposits (Loans and advances) at amortised cost value (net of tax)		(5)
Effect of fair valuation of investments in mutual funds (net of tax)		10
Reversal of lease equalisation reserve booked in previous GAAP (net of tax)		73
Total adjustment to equity (B)		(218)
Total equity under Ind AS (A+B)		5,980

- vi. The Board of Directors in their meeting, held on 12 May, 2017, approved the "Scheme of Amalgamation" of Delta Ria and Pathology Private Limited with the Company i.e., 1 April, 2017 (the appointed date). As per the said scheme the undertaking of this company shall stand transferred to and vested in the Company on a going concern basis without any further act, deed of matter. The scheme of amalgamation is subject to approval by the National Company Law Tribunal and other statutory approvals.
- vii. The Board of Directors of the Parent Company has approved an Interim Dividend of Rs. 1.50 per equity share (par value of Rs. 10/- each) at their meeting held today.
- viii. As approved in their Board Meeting dated 7 August, 2017, subsequent to the period end, the Parent Company has acquired 70% investment in Dr. Lal Path Labs Bangladesh Private Limited, Bangladesh.
- ix. During the six months ended 30 September, 2017, the Company has issued 266,560 equity shares of face value of Rs. 10 each to the employees on exercise of employee stock options.
- x. Based on the information reported to the Chief Operating Decision Maker (CODM) for the purpose of resource allocation and assessment of performance there are no reportable segments in accordance with the requirements of Indian Accounting Standard 108- 'Operating Segment Reporting', notified under the Companies (Indian Accounting Standard) Rules, 2015.
- xi. Refer to Annexure - A for Statement of Consolidated Assets and Liabilities.

For and on behalf of the Board of Directors of Dr. Lal PathLabs Limited (formerly Dr. Lal PathLabs Private Limited)


 (Hony) Brig. Dr. Arvind Lal
 Chairman and Managing Director

Place: New Delhi
Date: 9 November, 2017

Sh

Dr. Lal PathLabs Limited (formerly Dr. Lal PathLabs Private Limited)		
Statement of Consolidated Assets and Liabilities		
(Rs. in millions except as stated)		
Particulars	As at 30 September, 2017 (Unaudited)	As at 31 March, 2017 (Unaudited)
Assets		
1 Non-current assets		
(a) Property, plant and equipment	1,111	1,079
(b) Capital work-in-progress	424	157
(c) Goodwill	279	279
(d) Other intangible assets	145	166
(e) Intangible assets under development	19	19
(f) Financial assets		
(i) Loans	1	1
(ii) Other financial assets	204	169
(g) Non-current tax assets (net)	81	70
(h) Deferred tax assets (net)	182	137
(i) Other non-current assets	192	130
Total non-current assets	2,638	2,207
2. Current assets		
(a) Inventories	322	179
(b) Financial assets		
(i) Investments	1,008	1,061
(ii) Trade receivables	549	418
(iii) Cash and cash equivalents	178	151
(iv) Bank balances other than (iii) above	2,576	2,287
(v) Loans	3	2
(vi) Other financial assets	652	481
(c) Other current assets	198	116
Total current assets	5,486	4,695
Total assets	8,124	6,902
Equity and Liabilities		
1. Equity		
(a) Equity share capital	833	831
(b) Other equity	5,987	5,124
Equity attributable to the owners of the Company	6,820	5,955
Non Controlling Interest	28	25
Total equity	6,848	5,980
2. Liabilities		
Non-current liabilities		
(a) Financial liabilities		
(i) Other financial liabilities	60	65
(b) Other non-current liabilities	5	8
Total non-current liabilities	65	73
Current liabilities		
(a) Financial liabilities		
(i) Trade payables	705	524
(ii) Other financial liabilities	197	155
(b) Provisions	84	69
(c) Current tax liabilities (net)	142	2
(d) Other current liabilities	83	99
Total current liabilities	1,211	849
Total liabilities	1,276	922
Total Equity and Liabilities	8,124	6,902

PRE and POST Amalgamation Shareholding Pattern of Transferee Company & Transferor Company as on September 30, 2017.

A. Dr. Lal PathLabs Limited (Transferee Company)

As there is no issue of shares pursuant to the Scheme, the Pre and Post Amalgamation Shareholding Pattern of Transferee Company would remain unchanged as given herein below.

Category Code	Category of Shareholder(s)	Pre - Amalgamation		Post - Amalgamation	
		Total No. of Shares	As a percentage of total capital	Total No. of Shares	As a percentage of total capital
(A)	PROMOTERS				
(1)	Indian				
(a)	Individuals/Hindu Undivided Family	4,82,65,226	57.92	4,82,65,226	57.92
(b)	Central Government/State Government(s)	-	-	-	-
(c)	Financial Institutions/Banks	-	-	-	-
(e)	Any Other (specify)	-	-	-	-
	Sub-Total (A)(1)	4,82,65,226	57.92	4,82,65,226	57.92
(2)	Foreign				
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-	-
(b)	Government	-	-	-	-
(c)	Institutions	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-
(e)	Any Other (Specify)	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	4,82,65,226	57.92	4,82,65,226	57.92
(B)	PUBLIC SHAREHOLDING				
(1)	Institutions				
(a)	Mutual Funds/UTI	83,61,586	10.03	83,61,586	10.03
(b)	Venture Capital Funds	-	-	-	-
(c)	Alternate Investment Funds	6,69,826	0.80	6,69,826	0.80
(d)	Foreign Venture Capital Investors	-	-	-	-
(e)	Foreign Portfolio Investor	89,54,308	10.75	89,54,308	10.75
(f)	Financial Institutions / Banks	2,77,254	0.33	2,77,254	0.33
(g)	Insurance Companies	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-
(i)	Central Government/State Government(s)	-	-	-	-
(j)	Any Other (Specify)	-	-	-	-
	Sub-Total (B)(1)	1,82,62,974	21.91	1,82,62,974	21.91
(2)	Non – Institution				
(a)	Individuals				
(i)	Individual shareholders holding nominal share capital up to Rs. 2 lakhs	31,61,857	3.79	31,61,857	3.79

(ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	8,23,975	0.99	8,23,975	0.99
(b)	NBFCs registered with RBI	-	-	-	-
(c)	Employee Trusts	-	-	-	-
(d)	Overseas Depositories(holding DRs) (balancing figure)	-	-	-	-
(e)	Any Other (Specify)	1,12,88,273	13.55	1,12,88,273	13.55
(i)	Trusts	88	0.00	88	0.00
(ii)	Hindu Undivided Family	99,442	0.12	99,442	0.12
(iii)	Foreign Companies	93,43,342	11.21	93,43,342	11.21
(iv)	Non Resident Indians (Non Repat)	81628	0.10	81628	0.10
(v)	Non Resident Indians (Repat)	164483	0.20	164483	0.20
(vi)	Clearing Member	55398	0.07	55398	0.07
(vii)	Bodies Corporate	1543892	1.85	1543892	1.85
	Sub Total (B)(2)	15274105	18.33	15274105	18.33
	Total Public Shareholding (B)= (B) (1)+(B)(2)	3,35,37,079	40.24	3,35,37,079	40.24
C	NON-PROMOTER- NON PUBLIC				
(a)	Custodian/DR Holder	-	-	-	-
(b)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	15,30,439	1.84	15,30,439	1.84
	Total NON-PROMOTER- NON PUBLIC (C)	15,30,439	1.84	15,30,439	1.84
	TOTAL (A) + (B) + (C)	8,33,32,744	100	8,33,32,744	100

B. Delta Ria and Pathology Private Limited (Transferor Company)

PRE and POST Amalgamation shareholding pattern of the Transferor Company is given herein below:

The Scheme contemplates the transfer of the entire business of the Transferor Company to, and vesting thereof in, the Transferee Company, as a "going concern." Pursuant to the Scheme all the shares held by the Transferee Company in the Transferor Company shall stand cancelled. The Pre and Post amalgamation shareholding pattern of the Transferor Company is as under:

Pre - Amalgamation

S.No	Name of Shareholder	Total No. of Shares	As a percentage of total capital
1	Dr. Lal PathLabs Limited	4109	99.98
2	(Hony) Brig. Arvind Lal (Nominee of Dr. Lal PathLabs Limited)	1	0.02
	Total	4110	100

Post – Amalgamation

Upon the Scheme becoming effective, the Transferor Company shall stand dissolved without being wound up.

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, BENCH AT NEW DELHI
COMPANY SCHEME APPLICATION NO. (CAA)-143 (ND)/ 2017

In the matter of the Companies Act, 2013;

And

In the matter of application under Section 230–232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force)

And

In the matter of Scheme of Amalgamation of Delta Ria and Pathology Private Limited ('**Transferor Company**') with Dr. Lal PathLabs Limited ('**Applicant Company**' or '**Transferee Company**' or '**Company**').

Dr. Lal PathLabs Limited [CIN: L74899DL1995PLC065388],)
a company incorporated under the Companies Act, 1956)
having its registered office at Block E, Sector-18 Rohini,)
New Delhi - 110085)

... Applicant Company/Transferee Company

PROXY FORM

DR. LAL PATHLABS LIMITED

CIN: L74899DL1995PLC065388

Registered Office: Block E, Sector-18 Rohini, New Delhi-110085

Corporate Office: 12th Floor, Tower B, SAS Tower,

Medicity Sector-38, Gurugram - 122001

Website: www.lalpathlabs.com; E-Mail: cs@lalpathlabs.com

Phone: +91 124 3016500 | Fax: +91 124 4234468

Name of the Unsecured Creditor:

Address of Unsecured Creditor:

E-mail ID:

I/We, the undersigned as an unsecured creditor of Dr. Lal PathLabs Limited, hereby appoint:

1. Name:

Address:

E-mail ID:

Signature:..... failing him/her

2. Name:

Address:

E-mail ID:

Signature:.....failing him/her

3. Name:

Address:

E-mail ID:.....

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Meeting of the unsecured creditors to be held at PHD Chambers of Commerce, No.4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 on Saturday, 10th February, 2018 at 12.30 P.M. and at any adjournment thereof, in respect of such resolution and in such manner as are indicated below:

Resolution No.	Resolution Description	For*	Against*
1.	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' or 'Company')		

Signed this _____ day of _____ 2018

Affix
Revenue
Stamp of
Re 1/-

Signature of Unsecured Creditor _____

Signature of Proxy Holder _____

Notes:

- *1 Please put a "X" in the Box in the appropriate column. If you leave 'For' or 'Against' column blank in respect of the resolution, your proxy will be entitled to vote in the matter as he/she thinks appropriate. Alterations, if any, made in the Form of Proxy should be initialed.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Transferee Company, not less than 48 hours before the commencement of the Meeting.



DR. LAL PATHLABS LIMITED

CIN: L74899DL1995PLC065388

Registered Office: Block E, Sector-18 Rohini, New Delhi-110085

Corporate Office: 12th Floor, Tower B, SAS Tower,

Medicity Sector-38, Gurugram - 122001

Website: www.lalpathlabs.com; E-Mail: cs@lalpathlabs.com

Phone: +91 124 3016500 | Fax: +91 124 4234468

ATTENDANCE SLIP

MEETING OF THE UNSECURED CREDITORS OF DR. LAL PATHLABS LIMITED ON SATURDAY, 10TH FEBRUARY, 2018 AT 12.30 PM

Name of the Unsecured Creditor	
Address of the Unsecured Creditor	

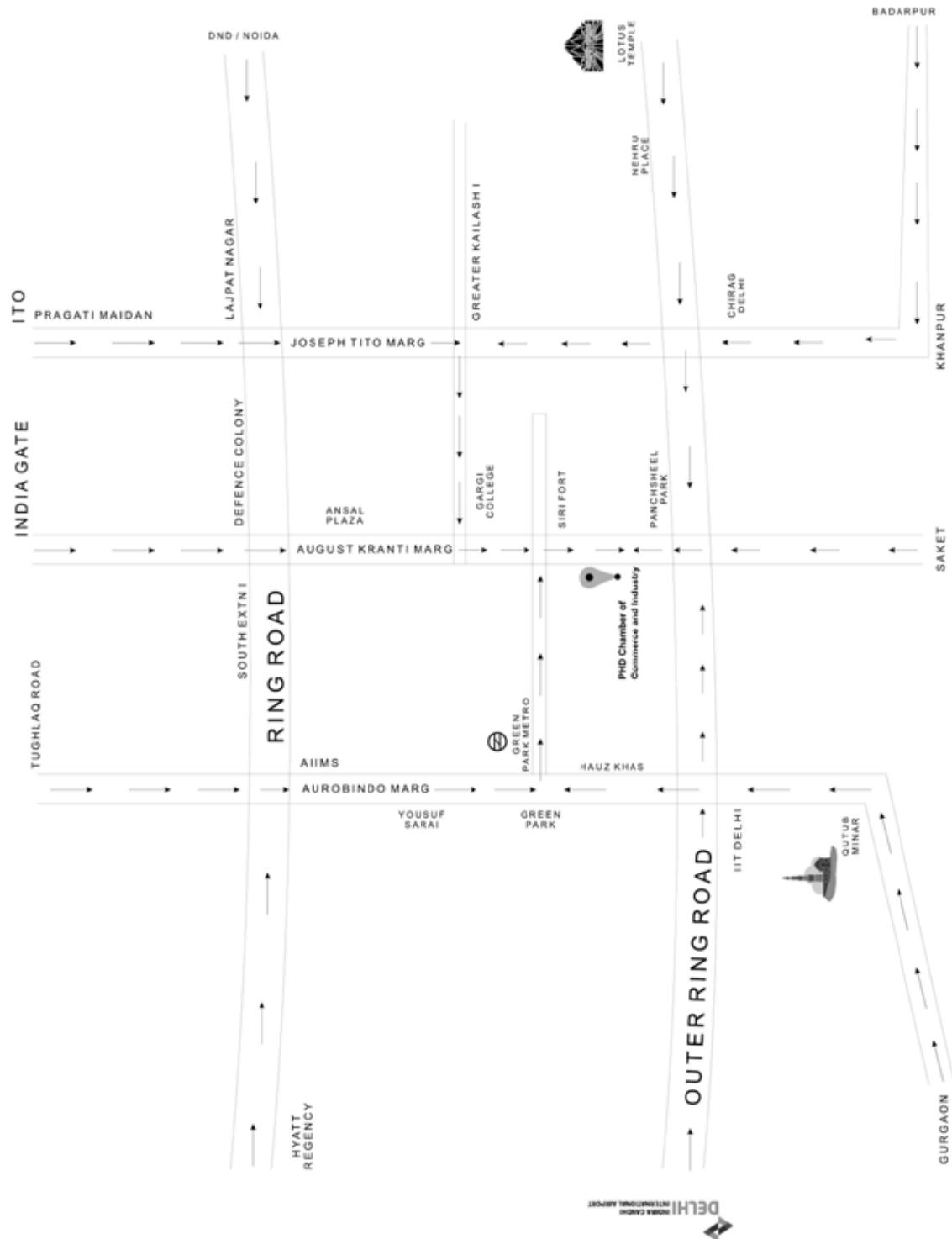
I/ We hereby record my/our presence at the Meeting of the unsecured creditors of Dr. Lal PathLabs Limited, convened pursuant to the order dated December 14, 2017 of the National Company Law Tribunal, New Delhi Bench at PHD Chambers of Commerce, No.4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 on Saturday, 10th February, 2018 at 12.30 PM IST.

Unsecured Creditor's/ Proxy's name in BLOCK letters

Signature of Unsecured Creditor /Proxy

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Route Map





DR. LAL PATHLABS LIMITED

Registered Office: Block E, Sector-18 Rohini, New Delhi-110085
Corporate Office: 12th Floor, Tower B, SAS Tower,
Medicity Sector-38, Gurugram - 122001
Website: www.lalpathlabs.com; E-Mail: cs@lalpathlabs.com
Phone: +91 124 3016500 | Fax: +91 124 4234468