



Narayana Hrudayalaya Limited

Registered Office: 258/A, Bommasandra Industrial Area, Anekal Taluk, Bengaluru-560099

CIN: L85110KA2000PLC027497

Website: www.narayanahealth.org, E-mail: nhlagm2022@narayanahealth.org, Tel: +91 80 7122 2129

NOTICE OF 22ND ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd Annual General Meeting (AGM) of the Members of Narayana Hrudayalaya Limited will be held on Tuesday, the 30th August 2022 at 11.30 a.m. through Video Conferencing / Other Audio Visual Means to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company.

ORDINARY BUSINESS

- To receive, consider and adopt the audited financial statements of the Company including the audited consolidated financial statements for the financial year ended 31st March 2022, together with the reports of the Board of Directors and the Auditors thereon**

The members are requested to consider and pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2022 including the Audited Balance Sheet as at 31st March 2022 and Statement of Profit & Loss, the Cash Flow Statement and the Statement of Changes in Equity for the year ended on that date along with notes thereon, Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2022, and the Auditors' Report and Report of the Board of Directors thereon along with all annexures, as issued to the Members pursuant to Section 134 of the Companies Act, 2013, be and are hereby received, considered and adopted”.

- To declare dividend of ₹ 1.00 per Equity Share for the financial year ended 31st March 2022**

The members are requested to consider and pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT a final dividend of ₹1.00 per share on the equity shares of ₹10 each aggregating to ₹20,43,60,804 as recommended by the Board of Directors of the Company for the year ended 31st March 2022 be and is hereby declared and paid to those members whose name stand on the

Register of Members and Register of Beneficial Owners of the Company as on 23rd August 2022.”

- To appoint a director in place of Dr. Devi Prasad Shetty (DIN:00252187), who retires by rotation and being eligible, offers himself for re-appointment**

Explanation: As per Article 59 of the Articles of Association of the Company, at every AGM, one third of such of the directors as are liable to retire by rotation for the time being, shall retire from office and they will be eligible for re-election. Except the Managing Director and the Independent Directors, all other Directors are liable to retire by rotation. Dr. Devi Prasad Shetty, whose office as a director is liable to retire by rotation at the ensuing AGM and being eligible, seeks himself for re-appointment.

The members are requested to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Dr. Devi Prasad Shetty (DIN:00252187), who retires by rotation at this Annual General Meeting pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and Article 59 of Articles of Association of the Company, be and is hereby re-appointed as a director of the Company and that his period of office be liable to determination by retirement of Directors by rotation under Companies Act, 2013 and the Articles of Association of the Company”.

- To re-appoint M/s. Deloitte Haskins and Sells LLP, Chartered Accountants as statutory auditors of the Company and to fix their remuneration**

The members are requested to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit, Risk and Compliance Committee and the Board of Directors

of the Company, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Bengaluru, having Firm Registration No. 117366W/W-100018, who have confirmed their eligibility for the re-appointment pursuant to Section 141 of the Companies Act, 2013 as Statutory Auditors of the Company, be and are hereby re-appointed as the Statutory Auditors of the Company for a term of five (5) consecutive years, who shall hold office from the conclusion of this 22nd Annual General Meeting till the conclusion of the 27th Annual General Meeting, on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

SPECIAL BUSINESS

5. To ratify remuneration payable to the Cost Auditors for the Financial Year 2022-23

The members are requested to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Section 148 and all the other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), the members of the Company be and is hereby approve and ratify the remuneration of ₹ 3,30,000 (Rupees Three Lakhs and Thirty Thousand Only) per annum plus applicable taxes and out of pocket expenses payable to M/s. PSV & Associates, Cost Accountants, Bengaluru (Firm Registration Number: 000304) who are appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of cost records for the financial year ending 31st March 2023.

RESOLVED FURTHER THAT, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

6. To approve revision in remuneration of Dr. Devi Prasad Shetty (DIN: 00252187) as Whole-time Director of the Company

The members are requested to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Section 196, 197, 198, 200 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 (including any amendment/modification or enactment thereof for the time being in force), Article 52 of the Articles of Association of the Company and the recommendation of the Nomination and Remuneration Committee and the Board of Directors, subject to such necessary approval(s), consent(s) or permission(s), as may be required, approval of the members be and is hereby given to revise the remuneration payable to Dr. Devi Prasad Shetty (DIN: 00252187) as Whole-time Director of the Company on the terms and conditions as hereinafter mentioned effective from 1st April 2022 and valid for the remaining tenure of his appointment or till such time his remuneration is further revised before the end of his tenure, whichever is earlier:

Consolidated Salary: Consolidated salary upto ₹ 12,66,00,000/- (Rupees Twelve Crores Sixty Six Lakhs Only) per annum which includes performance-based pay, allowances and perquisites, with the authority to the Board of Directors to fix the salary within the said maximum limit from time to time including the various components of such salary.

Benefits apart from consolidated salary: Group Mediclaim Insurance Policy, Group Personal Accident Policy and Group Term Life Insurance Policy.

FURTHER RESOLVED THAT, all other terms and conditions as per the HR policy of the Company be and is hereby applicable including Earned/Privilege leave, Gratuity in terms of applicable provisions of the relevant statutes.

FURTHER RESOLVED THAT, in the event the remuneration payable to the Whole-time Director along with remuneration payable to other Whole-time Directors and Non-executive Directors of the Company exceeds the limits specified under first proviso and second proviso of sub-section (1) of Section 197 of the Companies Act, 2013, the aforesaid remuneration be paid to the Whole-time Director notwithstanding the limits prescribed under the said provisos.

FURTHER RESOLVED THAT, the aforesaid remuneration be paid to the Whole-time Director notwithstanding the limits prescribed under the Regulation 17 (6) (e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

FURTHER RESOLVED THAT, in the event of loss or the profits made are inadequate as determined under Section 198 of the Act, in any financial year during the currency of the tenure of the Whole-time Director, the Board of Directors be and is hereby authorised to pay aforesaid remuneration notwithstanding the limits prescribed under Schedule V of the Act.

FURTHER RESOLVED THAT, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard”.

7. To approve revision in remuneration of Mr. Viren Prasad Shetty (DIN:02144586) as Whole-time Director, designated as Executive Vice Chairman of the Company

The members are requested to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Section 196, 197, 198, 200 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment/modification or enactment thereof for the time being in force), Article 52 of the Articles of Association of the Company and the recommendation of the Nomination and Remuneration Committee and the Board of Directors, subject to such necessary approval(s), consent(s) or permission(s), as may be required, approval of the members be and is hereby given to revise the remuneration payable to Mr. Viren Prasad Shetty (DIN: 02144586) as Whole-time Director designated as Executive Vice Chairman of the Company on the terms and conditions as hereinafter mentioned effective from 1st April 2022 and valid for the remaining tenure of his appointment or till such time his remuneration is further revised before the end of his tenure, whichever is earlier:

Consolidated Salary: Consolidated salary upto ₹ 2,88,00,000/- (Rupees Two Crores Eighty Eight Lakhs Only) per annum which includes performance-based pay, allowances and perquisites, with the authority to the Board of Directors to fix the salary within the said maximum limit from time to time including the various components of such salary.

Benefits apart from consolidated salary: Group Mediclaim Insurance Policy, Group Personal Accident Policy, Group Term Life Insurance Policy and Group Term Life – Future Service Guarantee.

FURTHER RESOLVED THAT, all other terms and conditions as per the HR policy of the Company be and is hereby applicable including Earned/Privilege leave and Gratuity in terms of applicable provisions of the relevant statutes.

FURTHER RESOLVED THAT, in the event the remuneration payable to the Whole-time Director along with remuneration payable to other Whole-time Directors and Non-executive directors of the Company exceeds the limits specified under first proviso and second proviso of sub-section (1) of Section 197 of the Companies Act, 2013, the aforesaid remuneration be paid to the Whole-time Director notwithstanding the limits prescribed under the said provisos.

FURTHER RESOLVED THAT, the aforesaid remuneration be paid to the Whole-time Director notwithstanding the limits prescribed under the Regulation 17 (6) (e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

FURTHER RESOLVED THAT, in the event of loss or the profits made are inadequate as determined under Section 198 of the Act, in any financial year during the currency of the tenure of the Whole-time Director, the Board of Directors be and is hereby authorised to pay aforesaid remuneration notwithstanding the limits prescribed under Schedule V of the Act.

FURTHER RESOLVED THAT, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard”.

8. To approve revision in remuneration payable to Dr. Varun Shetty as a Consultant Surgeon, an office or place of profit under the Companies Act, 2013

The members are requested to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Section 188 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, Article 57 of the Articles of Association of the Company, approval of the members be and is hereby accorded for the payment of revised remuneration of ₹ 2,60,00,000/- (Rupees Two Crores Sixty Lakhs Only)

per annum effective from 1st April 2022 to Dr. Varun Shetty, a Consultant Surgeon, who is a relative of Dr. Devi Prasad Shetty, Chairman & Whole-time Director and Mr. Viren Prasad Shetty, Executive Vice Chairman of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things, as may be necessary, proper, expedient or incidental for giving effect to this resolution”.

9. To approve revision in remuneration payable to Dr. Vivek Shetty as a Consultant Surgeon, an office or place of profit under the Companies Act, 2013

The members are requested to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Section 188 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, Article 57 of the Articles of Association of the Company, the consent of the members be and is hereby accorded for the payment of revised remuneration of ₹ 1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) per annum effective from 1st April 2022 to Dr. Vivek Shetty, a Consultant Surgeon, who is a relative of Dr. Devi Prasad Shetty, Chairman & Whole-time Director and Mr. Viren Prasad Shetty, Executive Vice Chairman of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things, as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

10. To approve issue of Debt Securities on Private Placement Basis

The members are requested to consider and, if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Section 42, 71 and all other applicable provisions of the Companies Act, 2013 (“the Act”), applicable provisions of the Securities Contracts (Regulation) Act, 1956, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and any other applicable Rules, Regulations, Notifications, Circulars (including any statutory

modification(s) or re-enactment thereof, for the time being in force), prescribed by the Government of India, Reserve Bank of India, or any other regulatory authority, whether in India or abroad and Article 29 of the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of Directors which the Board may have constituted / will constitute to exercise any or all of its powers including the powers conferred by this resolution) to offer, invite subscription for or issue debt securities, secured or unsecured, including redeemable Non-Convertible Debentures (“Debt Securities”) not exceeding ₹ 200 crores during the period of one year from the date of this Annual General Meeting in one or more series/ tranches, denominated in Indian Rupees or in any foreign currency on a private placement basis, on such terms and conditions as the Board of Directors may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said debt securities be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto.

PROVIDED THAT, the total amount that may be so raised in the aggregate, by such offer or invitation for subscriptions of the said Debt Securities, and outstanding at any point of time along with the other borrowings of the Company, shall be within the overall borrowing limit as approved by the members at the AGM held on 3rd August, 2018 under Section 180(1)(c) of the Act, that is ₹ 1500 crores (Rupees One Thousand Five Hundred Crores only).

RESOLVED FURTHER THAT, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution”.

11. To approve increase in the limits for providing Loans, Guarantee, Security and making Investments under Section 186 of the Companies Act, 2013

The members are requested to consider and, if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Section 186 and any other applicable provisions of the Companies Act, 2013, read with the applicable rules and other statutory approvals, consents, sanctions, if any, and in supersession of all the earlier resolutions passed in this regard, the consent of the Shareholders, be and is hereby accorded to the Board of Directors (including any Committee which the Board

may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to give loan and/or guarantee and/or provide security to any person, any body corporate including subsidiaries and associate companies of the Company, and to make investments and acquire by way of subscription, purchase or otherwise, the securities of any other body corporates including subsidiaries and associate companies of the Company and invest in units of mutual funds and any other securities and instruments as may be required from time to time, exceeding sixty percent of the Paid up Share Capital, Free Reserves and Securities Premium Account or One Hundred Percent of the Free Reserves and Securities Premium Account of the Company, whichever is more, as the Board of Directors may think fit, provided that the total of the investments made, loans, guarantees given and securities provided shall not at any time exceed ₹3,500 Crore (Rupees Three Thousand Five Hundred Crore Only).

RESOLVED FURTHER THAT, the Board of Directors or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment, giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution”.

By Order of the Board of Directors
For **Narayana Hrudayalaya Limited**

Sridhar S

Group Company Secretary, Legal & Compliance Officer

Place: Bengaluru

Date: 8th August, 2022

Notes:

1. Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Item Nos. 5 to 11 to be transacted at the Annual General Meeting as set out in the Notice, is annexed hereto.
2. Details as required in Regulation 26(4) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Companies Secretaries of India in respect of the Director seeking appointment / re-appointment at the Annual General Meeting forms integral part of the Notice. The Director has furnished details as required under this regulation for their reappointment/ appointment and also as required under the Companies Act, 2013 and Rules made thereunder.
3. The Company has fixed Tuesday, 23rd August 2022 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended 31st March 2022, if approved at the AGM.
4. If the final dividend, as recommended by the Board of Directors, if approved at the AGM, payment of such dividend will be made within 30 days from date of the AGM, to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and to Members in respect of shares held in physical form as of the close of business hours on Tuesday, 23rd August 2022.
- 5. General instructions for accessing and participating in the 22nd AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:**
 - a. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') issued General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 02/2021 dated 13th January, 2021, 10/2021 dated 23rd June, 2021, 19/2021 and 20/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021 and 02/2022 and 03/2022 dated 5th May, 2022, allowed companies whose AGMs were due to be held in the year 2022 or become due in the year 2022, to conduct their AGMs on or before 31st December, 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 5th May, 2020 (collectively referred to as "MCA Circulars"). In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 22nd AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 22nd AGM shall be the Registered Office of the Company.
 - b. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
 - c. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - d. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
 - e. Corporate Members (i.e., other than individuals / HUF, NRI, etc.) intending to send their authorised representatives to attend the meeting are requested to send to the Company a scanned copy of the Board or governing body Resolution/Authorization etc., authorising their representatives to attend the e-AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through registered email address to sudhindraksfcs@gmail.com with a copy marked to evoting@nsdl.co.in.
 - f. In line with the MCA Circulars and SEBI Circular, the Notice of the 22nd AGM will be available on the website of the Company at [www. http://narayanahealth.org/](http://www.narayanahealth.org/), on the website of BSE Limited at www.bseindia.com and also on the website of NSDL at www.evoting.nsdl.com.
 - g. National Securities Depository Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the 22nd AGM through VC/OAVM Facility and e-Voting during the 22nd AGM.
 - h. Members may join the 22nd AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 11:15 a.m. IST i.e., 15 minutes before the time scheduled to start the 22nd AGM.
 - i. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e., shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee

and Stakeholders Relationship Committee, auditors, etc. can attend the 22nd AGM without any restriction on account of first-come first-served principle.

- j. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 22nd AGM and facility for those Members participating in the 22nd AGM to cast vote through e-Voting system during the 22nd AGM.

6. Instructions for Members for Remote e-Voting are as under:

- a. The remote e-Voting period will commence on Friday, 26th August, 2022 (9.00 a.m. IST) and end on Monday 29th August, 2022 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 23rd August 2022, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on

a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- b. A person who is not a Member as on the cut-off date should treat this Notice of 22nd AGM for information purpose only.
- c. The details of the process and manner for remote e-Voting are explained hereinafter.

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e- Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

8. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sudhindraksfcs@gmail.com with a copy marked to evoting@nsdl.co.in and nhlagm2022@narayanahealth.org. Institutional shareholders (i.e. other

than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to 1800 1020 990 at evoting@nsdl.co.in

7. Process for those Members whose email ids are not registered for procuring user id and password and registration of email ids for e-Voting on the resolutions set out in this Notice:

- i. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the 22nd AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by sending scanned copy of: i) a signed request letter mentioning your name, folio number and complete address; and ii) self-attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company; to the email address of the Company nhlagm2022@narayanahealth.org.
- ii. In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self-attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self-attested scanned copy of the PAN Card, to the email address of the Company nhlagm2022@narayanahealth.org. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method

for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

- iii. Alternatively, Member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in Point (i) or (ii) as the case may be.
- iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

8. Instructions for Members for e-Voting during the 22nd AGM are as under:

- a. Members may follow the same procedure for e-Voting during the 22nd AGM as mentioned above for remote e-Voting.
- b. Only those Members, who will be present in the 22nd AGM through VC/OAVM Facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 22nd AGM.
- c. The Members who have cast their vote by remote e-Voting prior to the 22nd AGM may also participate in the 22nd AGM through VC/ OAVM Facility but shall not be entitled to cast their vote again.
- d. Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

9. Instructions for Members for participating in the 22nd AGM through VC/OAVM are as under:

- i. Member will be provided with a facility to attend the 22nd AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and

Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- ii. Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 22nd AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address nhlagm2022@narayanahealth.org before 24th August 2022 by 10:00 a.m. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
- v. Members, who would like to ask questions during the 22nd AGM with regard to the financial statements or any other matter to be placed at the 22nd AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address nhlagm2022@narayanahealth.org by 24th August 2022 by 10:00 a.m. IST. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 22nd AGM, depending upon the availability of time. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the meeting.
- vi. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 22nd AGM through VC/OAVM Facility.

10. Other Guidelines for Members

- a. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon

- five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- b. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cutoff date of Tuesday, 23rd August 2022.
 - c. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 22nd AGM by email and holds shares as on the cut-off date i.e., Tuesday, 23rd August 2022, may obtain the User ID and password by sending a request to the Company’s email address nhlagm2022@narayanahealth.org. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.
 - d. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
 - e. Mr. Sudhindra K S, Practicing Company Secretary (FCS No. 7909, CP No. 8190), Bengaluru is appointed as scrutinizer to scrutinize the remote e-voting and voting at the e-AGM venue in a fair and transparent manner.
 - f. During the 22nd AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 22nd AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 22nd AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 22nd AGM.
 - g. The Scrutinizer shall after the conclusion of e-Voting at the 22nd AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer’s report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 22nd AGM, who shall then countersign and declare the result of the voting forthwith.
 - h. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://www.narayanahealth.org/> and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
11. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company’s website <https://www.narayanahealth.org/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL.

Those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

 - a. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
 - b. Members holding shares in physical form may register their email address and mobile number with Company’s Registrar and Share Transfer Agent, KFin Technologies Limited (KFin) by sending an e-mail request at the email ID: einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Annual report, e-AGM Notice and the e-voting instructions.
 12. The following documents will be available for inspection by the Members electronically during the 22nd AGM. Members seeking to inspect such documents can send an email to nhlagm2022@narayanahealth.org
 - i. Certificate from the Statutory Auditors relating to the Company’s Stock options/Restricted Stock Units

Plans under SEBI (Share Based Employee Benefits) Regulations, 2014.

- ii. Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.
13. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their DP. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and KFin to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to KFin.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DP with whom they are maintaining their Demat Accounts. Members holding shares in Physical form can submit their PAN details to KFin.
15. As mandated by SEBI, effective from April 1, 2019, securities of listed companies shall be transferred only in dematerialized form. To ensure better service and elimination of risk of holding shares in physical form, we request shareholders holding shares in physical form to dematerialize their shares at the earliest.
16. Members are requested to note that as per Section 124(5) of the Act, the dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account, is liable to be transferred by the Company to the "Investor Education Protection Fund" (IEPF) established by the Central Government under Section 125 of the Act. Pursuant to IEPF Rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 27th August, 2021 (date of last AGM) on the website of the Company at <https://www.narayanahealth.org/> and also on the website of the Ministry of Corporate Affairs. Members may approach the Company Secretary and Compliance Officer of the Company for claiming the unclaimed dividend which is yet to be transferred to IEPF by the Company.
17. **TDS ON DIVIDEND:** Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is

required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their valid PAN with the DPs (if shares held in dematerialized form) and the Company (if shares are held in physical form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can upload a yearly declaration in Form No. 15G/15H with the Registrar and Transfer Agent (RTA) of the Company at <https://ris.kfintech.com/form15/forms.aspx?q=0> or emailed to einward.ris@kfintech.com, by Thursday, August 25, 2022, to avail the benefit of non-deduction of tax at source. Shareholders are requested to note that in case their PAN is not registered or having invalid PAN or Specified Person as defined under section 206AB of the Income-tax Act ("the Act"), the tax will be deducted at a higher rate prescribed under section 206AA or 206AB of the Act, as applicable.

Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may upload the above documents (PDF/JPG Format) with the Company's RTA at <https://ris.kfintech.com/form15/forms.aspx?q=0> or emailed to einward.ris@kfintech.com, by Thursday, August 25, 2022. For further details please refer to FAQs on TDS on dividend at <https://www.narayanahealth.org/> under Stakeholders Relations section. In this regard a separate email communication will also be sent to the shareholders.

18. Since SEBI has made it mandatory for distributing dividends through Electronic Clearing Service (ECS), the Company shall use the bank account details furnished by the Depositories for distributing dividends to shareholders holding shares in electronic form. Members are requested to notify any change in their Bank account details to their Depository Participant immediately.

By Order of the Board of Directors
For **Narayana Hrudayalaya Limited**

Sridhar S

Group Company Secretary, Legal & Compliance Officer

Place: Bengaluru

Date: 8th August, 2022

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)

Item No. 4

To re-appoint M/s. Deloitte Haskins and Sells LLP, Chartered Accountants as statutory auditors of the Company and to fix their remuneration.

This explanatory statement is provided in terms of Regulation 36(5) of the Listing Regulations, however, the same is strictly not required as per Section 102 of the Companies Act, 2013.

The Members, at the 17th Annual General Meeting ('AGM') held on August 3, 2017, had approved the appointment of Deloitte Haskins & Sells LLP (“Deloitte”), Chartered Accountants (Registration No. 117366W/W-100018), as Statutory Auditors of the Company, to hold office till the conclusion of the 22nd AGM. Deloitte is a leading global provider of audit services. After evaluating various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit, Risk and Compliance Committee, at its meeting held on 20th May, 2022, proposed the re-appointment of Deloitte, as the Statutory Auditors of the Company, for a second term of 5 (five) consecutive years from the conclusion of the 22nd AGM till the conclusion of the 27th AGM of the Company to be held in the year 2027. Deloitte have consented to the aforesaid appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as statutory auditors as per the provisions of Section 139(1), Section 141(2) and Section 141(3) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as applicable. As per Section 142 of the Companies Act, 2013 the remuneration payable to Deloitte for statutory audit services for the proposed period of appointment including out of pocket expenses shall be recommended by the Audit, Risk and Compliance Committee for each year after considering various factors in consultation with the statutory auditors and approved by the Board of Directors. Further, the Company may obtain certifications from Deloitte under statutory regulations and avail other permissible non-audit services, as may be required from time to time. The provision of such permissible non-audit services by Deloitte will be reviewed and pre-approved by the Audit, Risk and Compliance Committee. The remuneration for certifications and non-audit services will be paid on mutually agreed terms.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 4.

The Board of Directors recommends the resolution as set out in Item No. 4, for approval of the Members of the Company by way of an Ordinary Resolution.

This explanatory statement may be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 5

To ratify remuneration payable to the Cost Auditors for the Financial Year 2022-23.

The Board, on the recommendations of Audit, Risk and Compliance Committee, at their meeting held on 20th May 2022, has approved the re-appointment of M/s. PSV and Associates, Cost Accountants, Bengaluru, as Cost Auditors for the Financial Year ending 31st March 2023, at a remuneration of ₹ 3,30,000/- (Rupees Three Lakhs Thirty Thousand Only) exclusive of applicable taxes and reimbursement of out of pocket expenses payable to the Cost Auditors.

In accordance with Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration so payable to the Cost Auditors is required to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice of the AGM for ratification of remuneration payable to the Cost Auditors for the Financial Year ending 31st March 2023.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, either directly or indirectly in the proposed resolution.

Accordingly, the Board recommends passing of the Ordinary Resolution as set out at Item No. 5 of this Notice, for the approval of the Members.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 6

To approve revision in remuneration of Dr. Devi Prasad Shetty (DIN: 00252187) as Whole-time Director.

Dr. Devi Prasad Shetty was appointed as Whole-time Director effective from 29th August, 2018 by the Board of Directors and was subsequently approved by the members at the 18th AGM held on 3rd August, 2018.

The members at the 21st AGM held on 27th August, 2021 approved maximum remuneration of ₹ 9,74,19,520/- (Rupees Nine Crore Seventy Four Lakh Nineteen Thousand Five Hundred and Twenty Only) per annum and other benefits payable to Dr. Devi Prasad Shetty in his capacity as Whole-time Director.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 20th May 2022, approved increase in the remuneration payable to Dr. Devi Prasad Shetty, as Whole-time Director of the Company as proposed in the resolution in Item No. 6 of the Notice, and hereby recommend it for your approval.

The proposed remuneration is based on Industry Standards and the role and responsibilities of Dr. Devi Prasad Shetty as Whole-time Director of the Company. Further, Performance Based Incentive (PBI) as may be approved by the Nomination & Remuneration Committee & the Board of Directors which shall form part of the overall remuneration shall be based on the actual achievement to target revenue and EBIDTA and the PBI amount will have 40% weightage towards revenue and 60% towards EBIDTA.

Accordingly, approval of the Members is sought pursuant to the provisions of Section 196, 197, 198, 200 read with Schedule V

and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article 52 of the Articles of Association of the Company.

Accordingly, the Board recommends the Special resolution as set out at Item No. 6 of this Notice, for the approval of the members. Except Dr. Devi Prasad Shetty, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, deemed to be concerned or interested, financially or otherwise, in the said resolution.

Profile of Dr. Devi Prasad Shetty has been provided in the Annual Report for Financial Year 2021-22.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V OF THE ACT.

I. General Information

(1) Nature of Industry:	Healthcare Industry – Operating and Managing Hospitals																														
(2) Date or expected date of commencement of commercial production	Not Applicable. The Company was incorporated and commenced its operations in the year 2000.																														
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable																														
(4) Financial performance based on given indicators	₹ in Million																														
	<table border="1"> <thead> <tr> <th>Year</th> <th>2017-18</th> <th>2018-19</th> <th>2019-20</th> <th>2020-21</th> <th>2021-22</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>22,809.07</td> <td>28,609.20</td> <td>31,278.09</td> <td>25,793.35</td> <td>37,013.17</td> </tr> <tr> <td>EBIDTA</td> <td>2,311.65</td> <td>3,044.83</td> <td>4,466.74</td> <td>2,102.8</td> <td>6,880.83</td> </tr> <tr> <td>PBT</td> <td>850.01</td> <td>957.29</td> <td>1,647.35</td> <td>-492.3</td> <td>4,297.78</td> </tr> <tr> <td>PAT</td> <td>289.64</td> <td>616.11</td> <td>1,224.82</td> <td>-74.57</td> <td>3,421.20</td> </tr> </tbody> </table>	Year	2017-18	2018-19	2019-20	2020-21	2021-22	Turnover	22,809.07	28,609.20	31,278.09	25,793.35	37,013.17	EBIDTA	2,311.65	3,044.83	4,466.74	2,102.8	6,880.83	PBT	850.01	957.29	1,647.35	-492.3	4,297.78	PAT	289.64	616.11	1,224.82	-74.57	3,421.20
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(5) Foreign investments or collaborations, if any.	None																														

II. Information about the appointee:

(1) Background	Please refer to the Directors Profile section of the Annual Report 2021-22 of the Company, for detailed profile.
(2) Past Remuneration	₹ 9,74,19,520/- (Rupees Nine Crore Seventy Four Lakhs Nineteen Thousand Five Hundred and Twenty Only) per annum.
(3) Recognition or awards	Please refer to the Directors Profile section of the Annual Report 2021-22 of the Company, for detailed profile.
(4) Job profile and his suitability	Please refer to the Directors Profile section of the Annual Report 2021-22 of the Company, for detailed profile.

(5) Remuneration proposed	<p>Consolidated salary upto ₹ 12,66,00,000/- (Rupees Twelve Crores Sixty Six Lakhs Only) per annum which includes performance-based pay, allowances and perquisites</p> <p>Other Benefits: Group Medclaim Insurance Policy, Group Personal Accident Policy and Group Term Life Insurance Policy.</p> <p>All other terms and conditions as per the HR policy of the Company shall be applicable including Earned/Privilege leave and Gratuity in terms of applicable provisions of the relevant statutes.</p>
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>In the year 2019, the company had done a benchmarking for the role-based remuneration of the Chairman. However, implementation of this was deferred due to COVID. In 2021, a review of the benchmarking data was carried out to bring the remuneration of Dr. Devi Prasad Shetty at market standards, against comparative competitors. However, since the Company was yet recovering from the impact of COVID, a subdued correction was proposed and approved by the Board, which was also approved at the 21st AGM.</p> <p>In FY 2021-22, the Company performed significantly well and is well on way to a full recovery from the COVID impact of the past two years.</p> <p>The remuneration of Dr. Devi Prasad Shetty, was benchmarked by commissioning a market benchmarking study through Ernst & Young in 2022, using industry specific data from comparative hospital chains, of similar roles of his expertise and experience. On comparing the relevant data, the average compensation arrived was around Rs.16 crore for a role in his capacity and scale of operations.</p> <p>On the basis of the above, a 15% merit increase was proposed for Dr. Devi Prasad Shetty for the financial year, and in addition, a market benchmarked correction of 15% was proposed for him which was considered and approved by the Nomination and Remuneration Committee and the Board of Directors and placed for approval of the Members.</p>
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	<p>Dr. Devi Prasad Shetty holds 27.66% of shares in the Company. Dr. Devi Prasad Shetty and his relatives and related entity together hold 63.85% of the shareholding in the Company. Dr. Devi Prasad Shetty is related to Mr. Viren Prasad Shetty, Executive Vice Chairman (son).</p>

III. Other information

1. Reasons of loss or inadequate profits	The Company has not incurred loss for the FY 2021-22
2. Steps taken or proposed to be taken for improvement	Not Applicable
3. Expected increase in productivity and profits in measurable terms	Not Applicable

Item No. 7

To approve revision in remuneration of Mr. Viren Prasad Shetty (DIN:02144586) as Executive Vice Chairman of the Company.

Mr. Viren Prasad Shetty was appointed as Whole-time Director and Group Chief Operating Officer effective from 29th August 2018 by the Board of Directors and was subsequently approved by the members at the 18th AGM held on 3rd August, 2018.

The members at the 21st AGM held on 27th August, 2021 approved maximum remuneration of ₹ 2,40,00,000/- (Rupees Two Crore Forty Lakhs Only) per annum and other benefits payable to Mr. Viren Prasad Shetty in his capacity as Whole-time Director and Group Chief Operating Officer.

The Board of Directors in their meeting held on 29th March, 2022 elected Mr. Viren Prasad Shetty as Vice Chairman of the Company, with effect from 1st April, 2022 and designated as Executive Vice Chairman.

The Board of Directors on recommendations of the Nomination and Remuneration Committee, at their meeting held on 20th May, 2022 have passed a resolution for increasing the remuneration payable to Mr. Viren Prasad Shetty, Executive Vice Chairman of the Company as proposed in the resolution in Item No.7 of the Notice, and hereby recommend it for your approval.

Approval of the members is sought pursuant to the provisions of Section 196, 197, 198, 200 read with Schedule V and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article 52 of the Articles of Association of the Company.

The proposed remuneration is based on Industry Standards and the role and responsibilities of Mr. Viren Shetty as Whole-time Director. Further, Performance Based Incentive (PBI) as may be approved by the Nomination & Remuneration Committee & the

Board of Directors which shall form part of the overall remuneration shall be based on the actual achievement to target revenue and EBIDTA and the PBI amount will have 40% weightage towards revenue and 60% towards EBIDTA.

Accordingly, the Board recommends the Special resolution as set out at Item No. 7 of this Notice, for the approval of the Members.

Except Mr. Viren Prasad Shetty, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, deemed to be concerned or interested, financially or otherwise, in the said resolution.

Profile of Mr. Viren Prasad Shetty has been provided in the Annual Report for Financial Year 2021-22.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V OF THE ACT.

I. General Information

(1) Nature of Industry:	Healthcare Industry – Operating and Managing Hospitals																														
(2) Date or expected date of commencement of commercial production	Not Applicable. The Company was incorporated and commenced its operations in the year 2000.																														
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable																														
(4) Financial performance based on given indicators	<table border="1"> <thead> <tr> <th>Year</th> <th>2017-18</th> <th>2018-19</th> <th>2019-20</th> <th>2020-21</th> <th>2021-22</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>22,809.07</td> <td>28,609.20</td> <td>31,278.09</td> <td>25,793.35</td> <td>37,013.17</td> </tr> <tr> <td>EBIDTA</td> <td>2,311.65</td> <td>3,044.83</td> <td>4,466.74</td> <td>2,102.8</td> <td>6,880.83</td> </tr> <tr> <td>PBT</td> <td>850.01</td> <td>957.29</td> <td>1,647.35</td> <td>-492.3</td> <td>4,297.78</td> </tr> <tr> <td>PAT</td> <td>289.64</td> <td>616.11</td> <td>1,224.82</td> <td>-74.57</td> <td>3,421.20</td> </tr> </tbody> </table> <p style="text-align: right;">₹ in Million</p>	Year	2017-18	2018-19	2019-20	2020-21	2021-22	Turnover	22,809.07	28,609.20	31,278.09	25,793.35	37,013.17	EBIDTA	2,311.65	3,044.83	4,466.74	2,102.8	6,880.83	PBT	850.01	957.29	1,647.35	-492.3	4,297.78	PAT	289.64	616.11	1,224.82	-74.57	3,421.20
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(5) Foreign investments or collaborations, if any.	None																														

II. Information about the appointee:

(1) Background	Please refer to the Directors Profile section of the Annual Report 2021-22 of the Company, for detailed profile.
(2) Past Remuneration	₹ 2,40,00,000/- (Rupees Two Crore Forty Lakhs Only) per annum.
(3) Recognition or awards	Please refer to the Directors Profile section of the Annual Report 2021-22 of the Company, for detailed profile.
(4) Job profile and his suitability	Please refer to the Directors Profile section of the Annual Report 2021-22 of the Company, for detailed profile.

<p>(5) Remuneration proposed</p>	<p>Consolidated salary upto ₹ 2,88,00,000/- (Rupees Two Crores Eighty Eight Lakhs Only) per annum which includes performance-based pay, allowances and perquisites.</p> <p>Other Benefits: Group Medclaim Insurance Policy, Group Personal Accident Policy, Group Term Life Insurance Policy and Group Term Life – Future Service Guarantee.</p> <p>All other terms and conditions as per the HR policy of the Company shall be applicable including Earned/Privilege leave and Gratuity in terms of applicable provisions of the relevant statutes.</p>
<p>(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</p>	<p>Mr. Viren Prasad Shetty, Whole time Director and Group COO was elected as Vice Chairman by the Board w.e.f. 1st April 2022 and was redesignated as Executive Vice Chairman. Mr. Viren Prasad Shetty has been overseeing the operations since 2019 and leading the business operations, business transformation agenda, service transformation, new business initiatives, international growth and technology agenda. He was transitioned to a larger and global strategic role to provide leadership direction and strategic guidance to provide leadership and strategic direction for allied new business spanning across the healthcare ecosystem including all the technological initiatives of the Company. As an Executive Vice Chairman, he provides further impetus and enhanced focus on new business initiatives, technology transformation and international markets.</p> <p>An internal benchmarking was carried out using the industry data for similarly placed positions and thereafter remuneration was calibrated considering the role he plays and the remuneration of similarly placed positions in the industry. Accordingly, a 15% merit increase and an additional increment of 5% commensurate with the role enhancement has been proposed for him.</p>
<p>(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.</p>	<p>Mr. Viren Prasad Shetty holds 1% of shares in the Company. Mr. Viren Prasad Shetty and his relatives and related entity together hold 63.85% of the shareholding in the Company. Mr. Viren Prasad Shetty is related to Dr. Devi Prasad Shetty, Chairman and Whole-time Director (father).</p>

III. Other information

<p>1. Reasons of loss or inadequate profits</p>	<p>The Company has not incurred loss for the FY 2021-22</p>
<p>2. Steps taken or proposed to be taken for improvement</p>	<p>Not Applicable</p>
<p>3. Expected increase in productivity and profits in measurable terms</p>	<p>Not Applicable</p>

Item No. 8**To approve revision in remuneration payable to Dr. Varun Shetty as a Consultant Surgeon, an office or place of profit under the Companies Act, 2013.**

The shareholders of the Company at the Annual General Meeting of the Company held on 3rd August, 2018 appointed Dr. Varun Shetty as Consultant Surgeon being an office or place of profit under Section 188 of the Companies Act, 2013, as he is related to Dr. Devi Prasad Shetty and Mr. Viren Prasad Shetty. Presently he draws a remuneration of ₹ 1,20,00,000/- (Rupees One Crore and Twenty Lakhs Only) per annum.

The Board of Directors at their meeting held on 20th May, 2022, on the recommendation of Audit, Risk and Compliance Committee and Nomination and Remuneration Committee of the Company, has approved revision in remuneration payable to Dr. Varun Shetty as a Consultant Surgeon with a Remuneration of ₹ 2,60,00,000/- (Rupees Two Crores Sixty Lakhs) per annum which is commensurate with his experience and as per prevalent industry standards. The proposed remuneration comprises fixed remuneration limit of ₹ 79,40,000/- (Rupees Seventy Nine Lakhs Forty Thousand Only) and variable performance based limit upto ₹ 1,80,00,000/- (Rupees One Crore Eighty Lakhs Only).

Dr. Varun Shetty being a relative of Dr. Devi Prasad Shetty, Chairman and Whole-time Director and Mr. Viren Prasad Shetty, Executive Vice Chairman of the Company is deemed to be holding an office or place of profit in the Company in terms of Section 188 (1)(f) of the Act.

Dr. Varun Shetty graduated with MBBS in 2010 and later finished his DNB in Cardiothoracic Surgery from Narayana Institute of Cardiac Sciences in 2016. He later did his FRCS In Cardiothoracic Surgery from the Joint Surgical College UK in 2018. He is now a Consultant Surgeon in the department of Cardiac surgery at Narayana Institute of Cardiac Sciences, Bengaluru, a unit of the Company.

Since the above proposed revision in remuneration exceeds the limit prescribed under Section 188 of the Act, the revision in remuneration will require prior approval of the members vide a Ordinary resolution.

Accordingly, the Board of Directors recommends the Ordinary resolution as set out at Item No. 8 of this Notice, for the approval of the members.

Except Dr. Devi Prasad Shetty, Mr. Viren Prasad Shetty and their relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 9**To approve revision in remuneration payable to Dr. Vivek Shetty as a Consultant Surgeon, an office or place of profit under the Companies Act, 2013.**

The shareholders of the Company at the Annual General Meeting of the Company held on 3rd August, 2018 appointed Dr. Vivek Shetty as Consultant Surgeon being an office or place of profit under Section 188 of the Companies Act, 2013 ('the Act'), as he is a relative of Dr. Devi Prasad Shetty and Mr. Viren Prasad Shetty. He is presently paid a remuneration of ₹ 80,00,000/- (Rupees Eighty Lakhs Only).

The Board of Directors at their meeting held on 20th May, 2022, on the recommendation of Audit, Risk and Compliance Committee and Nomination and Remuneration Committee of the Company, has approved revision in remuneration payable to Dr. Vivek Shetty as a Consultant Surgeon with a Remuneration of ₹ 1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) per annum which is commensurate with his experience and as per prevalent industry standards. The proposed remuneration comprises fixed remuneration limit of ₹ 65,00,000/- (Rupees Sixty Five Lakhs Only) and variable performance based limit upto ₹ 85,00,000/- (Rupees Eighty Five Lakhs Only).

Dr. Vivek Shetty being a relative of Dr. Devi Prasad Shetty, Chairman and Whole-time Director and Mr. Viren Prasad Shetty, Executive Vice Chairman of the Company is deemed to be holding an office or place of profit in the Company in terms of Section 188 (1)(f) of the Act.

Dr. Vivek Shetty graduated with MBBS in February 2011 and subsequently did MS in General Surgery in May 2014. He further completed Fellowship in Head and Neck Oncology from Rajiv Gandhi University of Health Sciences in 2016. He underwent training in Head and Neck Surgical Oncology in June 2016 following which, he has been working as a Consultant Surgeon in the department of Head and Neck Oncology at Mazumdar Shaw Cancer Center, Bengaluru, a unit of the Company.

Since the above proposed revision in remuneration exceeds the limit prescribed under Section 188 of the Act, the revision in remuneration will require prior approval of the members vide a Ordinary resolution. Accordingly, the Board of Directors recommends the Ordinary resolution as set out at Item No. 9 of this Notice, for the approval of the members.

Except Dr. Devi Prasad Shetty, Mr. Viren Prasad Shetty and their relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 10

To approve issue of Debt Securities on Private Placement Basis

In terms of the Circular issued by SEBI on 26th November, 2018, all Large Corporates (i.e., listed entities with borrowing of ₹100 crores or more and long term credit rating of AA and above) are stipulated to fund atleast 25% of their incremental borrowings during each financial year through issue of debt securities. With the objective of ensuring compliance with this requirement as and when your Company meets the criteria of Large Corporate, your Company is proposing an enabling resolution for the approval of the Members as set out in Item No. 10.

As per the provisions of Section 42 of the Companies Act, 2013 ('the Act'), read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make a Private Placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the members of the company by a Special Resolution for each of the offers or invitations. However, in case of offer or invitation for "Non-Convertible Debentures" (NCDs), it shall be sufficient for the company to pass prior to the offer or invitation Special Resolution only once a year for all the offers or invitations for such debentures during the year.

For meeting the requirement of SEBI Circular on 26th November, 2018 cited above, the Company may offer or invite subscription to secured / unsecured redeemable non-convertible debentures/ debt securities on private placement basis (within the meaning of Section 42 of the Act) in one or more series / tranches. Hence, the Board of Directors pursuant to Section 71 and 42 of the Act read with Rule 14 of the Companies (Prospectus & Allotment of Securities) Rules, 2014 seeks your approval to offer or invite subscription to debt securities, as may be required by the Company, from time to time, for a year, on such terms and conditions, including the issue price but within the overall borrowing limits under Section 180(1) (c) of the Act.

Accordingly, the Board recommends the Special resolution as set out at Item No. 10 of this Notice, for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, either directly or indirectly in the proposed resolution.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 11

To approve increase in the limits for providing Loans, Guarantee, Security and making Investments under Section 186 of the Companies Act, 2013.

Pursuant to Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Power) Rules, 2014, the Board of Directors were authorized by the Shareholders on 9th August 2017 through Postal Ballot process to give loans, guarantees or provide securities, acquire by way of subscription, investment, purchase or otherwise, the securities of any other body(ies) corporate, including subsidiaries and associate companies of the Company as may be required from time to time, exceeding sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of the free reserves and securities premium account of the Company, whichever is more but not exceeding at any time in the aggregate ₹ 2000 crore (Rupees Two Thousand Crore Only).

Since the Company and its Subsidiaries are in the growth phase and in order to support its business activities, the Company is required to make investments, give loan, extend guarantee or provide security to body corporates including subsidiaries and associate companies of the Company. In view of this, it is proposed to increase the limit for providing loans, guarantee, security and making investments under Section 186 of the Companies Act, 2013 to ₹3,500 Crore (Rupees Three Thousand Five Hundred Crore Only), The Board of Directors had, in its meeting held on 20th May 2022 considered and approved this proposal, subject to the approval of Shareholders in the ensuing 22nd AGM.

Accordingly, the Board recommends the Special resolution as set out at Item No. 11 of this Notice, for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, either directly or indirectly in passing of the said Special Resolution.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

By Order of the Board of Directors
For **Narayana Hrudayalaya Limited**

Sridhar S

Group Company Secretary, Legal & Compliance Officer

Place: Bengaluru

Date: 8th August, 2022

Brief profile of Directors seeking appointment/re-appointment at the Annual General Meeting

[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Particulars	Dr. Devi Prasad Shetty
Director Identification Number (DIN)	00252187
Date of Birth / Age	8 th May 1953 (69 years)
Date of first appointment on the Board	19 th July 2000
Educational Qualification	MBBS, Master's Degree in Surgery
Experience (including expertise in specific functional areas) /Brief Resume	He is Renowned Cardiac Surgeon and Healthcare Entrepreneur Please refer to the Directors Profile section of the Annual Report 2021-22 of the Company, for detailed profile.
Directorships held in other companies and entities (excluding foreign companies and Section 8 companies)	7 (Seven)
Memberships/ Chairmanships of Committees across in other listed companies and entities	Nil
Relationship with other Directors/ Key Managerial Personnel	Dr. Devi Prasad Shetty, Chairman and Whole-time director is the father of Mr. Viren Prasad Shetty, Executive Vice Chairman of the Company.
No. of shares held in the Company either by self or on a beneficial basis for any other person	5,65,26,139 equity shares of ₹10 each.

For details regarding the number of meetings of the Board/Committees attended by the above Directors during the year and remuneration drawn/ sitting fees received, please refer to the Boards' Report and the Corporate Governance Report forming part of the Annual Report.