

Narayana Hrudayalaya Limited
(CIN- L85110KA2000PLC027497)

Registered Office: 258/A, Bommasandra Industrial Area, Anekal Taluk, Bengaluru-560099
Corporate Office: 261/A, 2nd Floor, Bommasandra Industrial Area, Anekal Taluk, Bengaluru-560099
Tel: +91 80 7122 2129, **Website:** www.narayanahealth.org, **E-mail:** investorrelations@narayanahealth.org

MGT-11
FORM OF PROXY

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):			
Registered address:			
E-mail Id:	Folio No/ Client Id	DP ID	

I/We, being the member (s) of shares of M/s. Narayana Hrudayalaya Limited, hereby appoint

- of having email id: or failing him
- of having email id: or failing him
- of having email id:

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf in the 17th Annual General Meeting of the Company, to be held on Thursday, 3rd August, 2017 at 11.30.AM at Sathya Sai Samskruta Sadanam, No. 20, Hosur Road, Bengaluru - 560029 and at any adjournment thereof in respect of such resolutions as indicated below:

Ordinary Business			Optional*	
Resolution No.	Business	For	Against	
1	Receive, consider and adopt Audited Standalone Financial Statement of the Company for the year ended 31 st March, 2017			
2	Receive, consider and adopt Audited Consolidated Financial Statement of the Company for the year ended 31 st March, 2017			
3	Receive, consider and adopt the Auditors Report and Report of Board of Directors for the year ended 31 st March, 2017			
4	Re-appointment of Ms. Kiran Mazumdar Shaw (DIN 00347229), who retires by rotation			
5	Appointment of M/s Deloitte Haskins & Sells LLP, in place of M/s. B S R & Co. LLP as the Statutory Auditors of the Company			
Special Business				
6	Ratification of remuneration payable to the Cost Auditors for the Financial Year 2017-18			
7	Approval of the revision in remuneration of Dr. Devi Prasad Shetty, Chairman and Whole-time Director			
8	Approval of the revision in remuneration of Dr. Ashutosh Raghuvanshi, Vice Chairman, Group CEO & Managing Director			
9	Approval of the revision in remuneration of Mr. Viren Prasad Shetty, Whole-time Director			
10	Approval for the payment of remuneration to the Non-Executive Directors			
11	Approval for Related Party Transaction for appointment of Dr. Varun Prasad Shetty as Consultant			
12	Alteration of Articles of Association with respect to removal of common seal clause			
13	Approval of amalgamation of NewRise Healthcare Private Limited, Wholly Owned Subsidiary with the Company			

Affix Revenue Stamp

Signed this day of 2017

Signature of shareholder	
Signature of First Proxy holder	
Signature of Second Proxy holder	
Signature of Third Proxy holder	

- Note:**
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
 - For the Resolutions, Explanatory Statement and notes, please refer to the Notice of 17th Annual General Meeting.
 - It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.