

Certificate of Incorporation Consequent upon Conversion to  
Public Limited Company



GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS  
Bangalore

E' Wing , 2nd Floor , Kendriya Sadana , Koramangala Bangalore - 560034, Karnataka,  
INDIA

Corporate Identity Number : U85110KA2000PLC027497.

Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company.  
IN THE MATTER OF NARAYANA HRUDAYALAYA PRIVATE LIMITED

I hereby certify that NARAYANA HRUDAYALAYA PRIVATE LIMITED which was originally incorporated on Nineteenth day of July Two Thousand under any previous company law as NARAYANA HRIDAYALAYA PRIVATE LIMITED and upon an intimation made for conversion into Public limited by shares Company under Section 18 of the Companies Act, 2013; and approval of Central Government signified in writing having been accorded thereto by the Karnataka vide SRN C61967089 dated 29/08/2015 the name of the said company is this day changed to NARAYANA HRUDAYALAYA Limited.

Given under my hand at Bangalore this Twenty Ninth day of August Two Thousand Fifteen.

MARPALLI RAGHUNATHA BHAT  
Registrar of Companies  
Registrar of Companies  
Bangalore

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Mailing Address as per record available in Registrar of Companies office:

NARAYANA HRUDAYALAYA Limited  
NO.258/A,BOMMASANDRA INDUSTIRAL AREA, ANEKAL.T.Q.BANGALORE,  
L AREA,ANEKAL.T.Q.BANGALORE - 562158,  
Karnataka, INDIA



GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS  
Registrar of Companies, Bangalore

E' Wing, 2nd Floor, Kendriya Sadana, Koramangala, Bangalore, Karnataka, INDIA, 560034

Corporate Identity Number : U85110KA2000PTC027497.

SECTION 13(1) OF THE COMPANIES ACT, 2013

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

The share holders of M/s NARAYANA HRUDAYALAYA PRIVATE LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 29/09/2014 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Bangalore this Nineth day of November Two Thousand Fourteen.

MARPALLI RAGHUNATHA BHAT  
Registrar of Companies  
Registrar of Companies  
Bangalore

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Mailing Address as per record available in Registrar of Companies office:

NARAYANA HRUDAYALAYA PRIVATE LIMITED  
NO.258/A,BOMMASANDRA INDUSTIRAL AREA, ANEKAL.T.Q.BANGALORE,  
L AREA,ANEKAL.T.Q.BANGALORE - 562158,  
Karnataka, INDIA



भारत सरकार-कॉर्पोरेट कार्य मंत्रालय  
कम्पनी रजिस्ट्रार कार्यालय, करनाटका

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U85110KA2000PTC027497

मैसर्स NARAYANA HRIDAYALAYA PRIVATE LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स  
NARAYANA HRIDAYALAYA PRIVATE LIMITED

जो मूल रूप में दिनांक उन्नीस जुलाई को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स  
NARAYANA HRIDAYALAYA PRIVATE LIMITED

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि 507 (अ) दिनांक 24.6.1985 एस्. आर्. एन्. A29432051 दिनांक 11/01/2008 के द्वारा प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स  
NARAYANA HRUDAYALAYA PRIVATE LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा बेंगलूर में आज दिनांक ग्यारह जनवरी दो हजार आठ को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS  
Registrar of Companies, Karnataka

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : U85110KA2000PTC027497

In the matter of M/s NARAYANA HRIDAYALAYA PRIVATE LIMITED

I hereby certify that NARAYANA HRIDAYALAYA PRIVATE LIMITED which was originally incorporated on Nineteenth day of July Two Thousand under the Companies Act, 1956 (No. 1 of 1956) as NARAYANA HRIDAYALAYA PRIVATE LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A29432051 dated 11/01/2008 the name of the said company is this day changed to NARAYANA HRUDAYALAYA PRIVATE LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Bangalore this Eleventh day of January Two Thousand Eight.

(V C DAVEY)

कम्पनी रजिस्ट्रार / Registrar of Companies

करनाटका

Karnataka

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

NARAYANA HRUDAYALAYA PRIVATE LIMITED

NO.258/A,BOMMASANDRA INDUSTIRAL AREA,ANEKAL.T.Q.BANGALORE, L AREA,ANEKAL.T.Q.BANGALORE - 562158,  
Karnataka, INDIA



प्राक्त्यं आर्इं आरं

Form 1.R.

निगमन का प्रमाण- पत्र

### CERTIFICATE OF INCORPORATION

ता०.....का से०.....

No.08/...27497.....of 2000.r.....

मैं एतद्वारा प्रमाणित करता हू कि आज, .....

.....

कम्पनी अधिनियम (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परीक्षित है।

I hereby certify that NARAYANA BRIDAYALAYA PRIVATE LIMITED.

.....

is this day Incorporated under the Companies Act, 1956 (No. 1 of 1956)

and that the Company is Limited.

मेरे हस्ताक्षर से आज ता०.....को दिया गया।

Given under my hand at BANGALORE this .....NINETEENTH.....

day of .....JULY.....Two Thousand.....

(B.M. ANAND).

कम्पनियों का रजिस्ट्रार

कर्नाटक, बेंगलूर

Registrar of Companies  
KARNATAKA, BANGALORE





# **NARAYANA HRUDAYALAYA LIMITED**



Memorandum Of Association

- I. The name of the Company is “**Narayana Hrudayalaya Limited**”.
- II. The registered office of the Company will be situated in the State of Karnataka.
- III. The objects for which the Company is established are:

**(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:**

- \*1. To undertake, assist, promote, conceive, design, build and construct, establish, setup, develop, takeover, run, manage and operate establishments, organizations and institutions, facilities for providing, giving and dispensing medical treatment, medical facilities, para medical facilities, healthcare facilities and all health, medical and other related and ancillary services, and support and carrying out all medical and healthcare activities, including general, multi-speciality and super speciality hospitals.
- \*2. To assist, engage in and provide hospital management services including technical, managerial and commercial expertise required to enhance the functioning of new and existing hospitals and healthcare centres; to carry on the business of acting as technical and business consultants, project developers and technical management and commercial advisors on all facets of medicare, healthcare and hospital management including but not limited to conceiving, designing, surveying, evaluating, implementing, setting up and equipping of new hospitals, diagnostic centres, day care networks, health sanatoria, clinics, health resorts, health spas and hospices; hospitals poly-clinics, nursing homes, maternity homes, dispensaries, pharmacies, all kinds of laboratories and investigation centres including but not limited to diagnostic, transplant, trauma, anesthesia, critical, rehabilitative, recuperative and mother and child care centres, veterinary hospitals, angiocath labs, blood banks, centres providing ambulance services, dedicated and specialized medical research centres equipped with ‘state-of-the-art’ equipment, centres providing facilities and support services to setup a network of such hospitals, clinics, other paramedical facilities and other such institutions, organisations, establishments.
3. To undertake, promote, establish or engage in all kinds of research & development work connected with all facilities of medicines or assisting in establishing research centers, engaged in the kind of research work connected with different school of medicine particularly with reference to cardiology & heart diseases.
4. To establish or assist in establishing colleges in all faculties of medicine for Graduation, Post Graduation, Specialization and super Specialization.

\* **Altered at the Annual General Meeting held on 29.09.2014**

\*\* **Altered at the Annual General Meeting held on 08.08.2015**



5. To establish & run schools, institutions to train nurses, midwives and Hospital Administrators and other para medical staff.
6. To organise or help in organizing seminars, conferences, and memorial lectures in connection with all sections of medicine with particular emphasis on Heart & Cardiology matters.
7. To establish or help in establishing advanced technical, diagnostic medical consultancy services.
- \*\*\*8. To carry on, undertake, set up, establish, pursue, deal, trade, use and/or enter into any partnership, or any arrangement for sharing profits, union of interests, joint ventures, reciprocal concession or otherwise with any person or persons or corporation carrying on or engaged in or about to carry on or engage in, any business of design and development of Information Technology, including but not limited to computer software, for application in the field of healthcare services.

**(B) THE OBJECTS THAT ARE INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:**

1. To undertake, provide, construct, and manage suitable hotel accommodation primarily for patients, their friends and relatives.
2. To purchase, own take on lease, or in exchange, hire or otherwise acquire any estates, land or lands in India, or elsewhere, and any rights, privileges, and easements and concessions and factories, machinery, implements, tools, live and dead stock, transport vehicles, stores, effects and other property, real or personal, immovable or movable of any kind.
3. To construct, maintain and alter any buildings, or works, necessary or convenient for the purposes of this company.
4. To receive money on deposit, at interest or otherwise and to lend and advance money with or without security to such persons and companies and on such terms as may deem expedient. However, the company shall not do the business of banking as defined in the Banking Regulation Act, 1949.
5. To procure the company to be registered, incorporated or recognized in any place outside India.
6. To pay all or any expenses in connection with the promotion, formation, and incorporation of the company or to contract with any person, firm or company to pay the same.
7. To finance, assist, promote, establish, contribute, to manage, control or support, seek funds, charitable clinics, hospitals, medical camps on any terms and conditions and to provide medicines, drugs, medical and surgical preparations equipment and apparatus to institutions, associations and person doing charitable work in the field of medicine, whether free of cost or otherwise.

**\*\*\* Amended by passing the special resolution through Postal Ballot on 4<sup>th</sup> August 2016.**

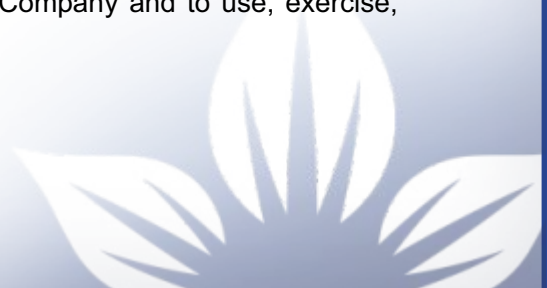


8. To act as consultants and advisers providing technical know-how for the establishment and operations of nursing homes, hospital, clinics and medical center in India and elsewhere.
9. To draw, make, accept, endorse, execute, issue and negotiate bills of exchange, promissory notes, cheques, drafts, hundies and other instruments of every description subject to the provisions of Banking Regulation Act, 1949.
10. To give donations or subscriptions to any religious charitable or social institution or to give any charity incidental to or conducive to any business that may be carried on by the company, subject to the provisions of the Companies Act, 1956.
11. To take part in management, supervision or control of the business or operation of any company or undertaking and for that purpose, to appoint and remunerate any directors, accountants, or other experts or officers.
12. To establish or aid in the establishment of associations, institutions, funds, trust and charities and other conveniences intended to benefit employees or ex-employees of the company or their dependents and to grant pension or allowances and generally to subscribe money for any public, general or useful objects.
13. To establish and construct buildings and houses required to accommodate Doctors and Nurses as may be found necessary.
14. To acquire and hold shares in any other Company and pay for properties, rights or privileges acquired by this company, either in shares of this company or partly in cash or otherwise and to give shares or stock of this company in exchange for shares or stock of any other company.
15. To send out to foreign countries, directors, employees or any other persons for investigating possibilities of any business for establishing trade connection for the purpose of carrying on the main objects of the company and to pay all expenses incurred in this connection.
16. To open account/accounts with any individuals, firms or companies or with any bank or banks and to pay into and withdraw money from such account/accounts.
17. To open Branches of the Company in various places in India and abroad for carrying on the business of the company.
18. To amalgamate with any other companies or enter into partnership for any arrangement.
19. To distribute any property of the company among the members in specie or kind in the event of its being wound up but so that no distribution amounting to a reduction of capital be made except in accordance with the provisions of the Companies Act, 1956.
20. To borrow or raise money for the performance or discharge of any liabilities of the company, to create, execute, grant or issue any mortgages, debentures, stocks, bonds, or other obligations of the company either at par, premium or discount founded or based on all or any of the property and rights of the company present or future including its uncalled capital and upon such terms as the company shall think fit and to purchase, redeem or payoff all or any such securities, obligations and liabilities. The acceptance of deposits shall be subject to the provisions of section 58A of the Companies Act, 1956 and the Rules framed thereunder,





21. To establish, subsidize, promote and assist companies, syndicates and firms carrying on business similar to those of this Company and to acquire and dispose of shares and interest in such Companies.
22. To purchase, take on lease or in exchange get transferred or otherwise acquire stock-in-trade and any rights or privileges either private or belonging to companies wherever situated and in the property business and goodwill appertaining thereto respectively which the Board of Directors of the Company may think necessary or convenient for the purpose of the Company's business.
23. To guarantee or deposit or become liable for the payment of moneys or for the performance of any obligations in relation to business connected ancillary to main objects.
24. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn out to account, or let on hire or otherwise deal with all or any part of the property and right of the Company.
25. To exchange, sell, convey, assign or let on lease or leases or let on hire or otherwise deal with the whole or any part of the Company's immovable property, and to accept as consideration for or in lieu thereof, other land or cash or government security or securities guaranteed by Government or partly the one and the other or such other property or securities as may be determined by the Company and to take back or re-acquire any property so disposed of by repurchasing or leasing the same for such price or prices or consideration and on such terms and conditions as may be agreed upon.
26. To sell or dispose of the undertaking of the Company or any part thereof in such manner and for such consideration as the Company may think fit and in particular for shares fully or partly paid up, debentures, debenture stock or securities of any other Company whether promoted by the Company for the purpose or not and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
27. To undertake the payment of all rents and the performance of all covenants, conditions and agreements contained in and reserved by any lease that may be granted or assigned to or be otherwise acquired by the Company.
28. To carry on allied business whatsoever as can in the opinion of the Company be advantageously or conveniently carried on by the Company by way of extension of or in connection with any of the Company's business, or as calculated directly or indirectly to develop any branch of the Company's business or to increase the value turn to account any of the Company's assets, property or rights.
29. To acquire and take over the whole or any part of the business, property and liabilities of any person or persons, firm, company or corporation carrying on any business which this Company is authorised to carry on or possessed of any property or rights suitable for the purpose of the Company and to carry on or liquidate and wind up such business.
30. To apply for purchase or acquire the patents, brevets d'invention, licences, concessions and the like conferring an exclusive, non-exclusive or limited rights to use, any secret or other, information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem to be expedient or convenient or calculated directly or indirectly to benefit this Company and to use, exercise,



develop or grant licences in respect of or otherwise turn to account the property rights and information so acquired.

31. To acquire from any person, firm or body corporate whether in India or elsewhere, technical information, know-how processes, engineering, manufacturing and operating data, plans, layouts and blue prints useful for the design, erection and operation of plant required for any of the business of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things, cases and any other case or any other assets as may be thought.
32. To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company or which the Company, shall consider to be preliminary expenses including the cost of advertising commissions for underwriting, professional and legal charges, brokerage, printing and stationery and expenses attendant upon the formation of agencies and local boards.
33. To enter into any partnership or joint venture or any arrangements for sharing profits and losses, upon of interest, joint ventures, reciprocal concession or otherwise with any person or persons, firm or concern or corporation carrying on or engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit or to be expedient for the purpose of this Company and to take or otherwise acquire and hold shares of stock in or securities of and to subsidies or otherwise assist any such company and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares, stock or securities.
34. To enter into any, arrangement with Government or Authorities, Municipal, Local or otherwise that may seem conducive to the Company's activities or any of them and to obtain from any such Government or Authority any rights, privileges and concessions which the company may think it desirable or expedient to obtain and to carry out, exercise and comply, with any such arrangements, rights, privileges and concessions.
35. From time to time subscribe or contribute to or guarantee moneys for any charitable, benevolent, or useful objects of public character to social, cultural or economic, organizations or for any social, economic or cultural objectives or for similar objects or purposes the support of which will in the opinion of the Company, tend to increase its repute or popularity among its employees, its customers or the public.
36. To promote any Company or Companies for the purpose of acquiring all or any of the properties, rights and liabilities of that Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
37. To invest and deal with the moneys of the Company not immediately required in shares, stock, bonds, debentures, obligations or other securities of any Company or association or in Government securities or to deposit with Banks or in any other investments of commodities or in any other manner as may from time to time be determined.
38. Upon any issue or shares, debentures or other securities of the Company, to employ brokers, commission agents and underwriters and to provide the remuneration of such persons for their services by payment in cash or by the issue of shares, debentures or other securities of the Company or by granting of options, to take the same or in any other manner allowed by law.



39. To undertake and execute any trusts the undertaking whereof may seem desirable or expedient and either, gratuitously or otherwise.
40. To adopt such means of making known the business of the Company as may seem expedient or convenient and in particularly by advertising in press by circulars, by purchase and exhibition of works of art of interest, by publication of books and periodicals and by granting prizes, rewards and donations.
41. To establish and maintain or discontinue offices, local agencies and branches, places of business and procure the company to be registered or re-organised and carry on business in any part of the world.
42. To insure any of the properties, undertaking, contract, guarantees or obligations of the company of every nature and kind in any manner whatsoever.
43. To create any depreciation fund, reserve fund, sinking fund, insurance fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property be the Company or for redemption of debenture or redeemable preference shares or for any other purpose whatsoever conducive to the interests of the company.
44. To establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshops for scientific and technical research and experiments, to undertake and carry on scientific and technical researches, experiments and test of all kinds and promote studies and researches, both scientific and technical investigations and inventions, by providing subsidizing and endowing or assisting laboratories, workshops, libraries, lectures, meeting and conferences and by providing or contributing to the award of scholarship, prizes, grants, to professors or teachers and by providing or contribution to the award of scholarship, prizes, grants to students and/or employees or otherwise and generally to encourage, promote and rewards studies, researches, investigations experiments, tests and intentions of any business which the company is authorised to carry on.
45. To establish, maintain and conduct training schools, course and programmes in connection, with the sale, installation, use, maintenance, improvement or repair of machine apparatus, appliances and products and of articles required in the use thereof or used in connection therewith by the Company.
46. To aid peculiarly or otherwise, any association, body or movement having for an object the solution, settlements of industrial or labour problems or troubles of the promotion of industry or trade or social economical justice.
47. To dedicate, present, dispose of, either voluntarily or for value, any property of the Company deemed to be of national, public or local interest, to any national trust, public body, museum, corporation or authority or any trustees for or on behalf of any of the same or of the public.
48. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in anyway connected with any particular trade or business or with scientific research, trade, industry or commerce, generally and particularly with the business and activities of the company including any association, institution or fund for the protection of the interests of masters, owners and employers against loss by bad debts, accidents or otherwise.



49. To refer to agree to refer any claim demand, dispute or any other person, by or against the Company, or in which the Company is interested or concerned and whether between the company and member or members of his or their representatives or between the company and third parties, to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds matters and things to carry out or enforce the awards.
  50. To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the company and to obtain and justify public confidence and to avert or minimize financial or other disturbances which might affect the company.
  51. To place to reserve or to distribute as bonus shares among the members or otherwise to apply the company may from time to time think fit any moneys of the company including moneys received by way of premium on the shares or debentures issued at premium by the company and any moneys received in respect of forfeited shares and also money arising from the sale by the company of forfeited shares as permissible under the Companies Act, 1956.
  52. To advertise through Television, Press, Radio or any other media for the company's business.
  53. To enter in to the negotiation with foreign companies and other persons and acquire by grant purchase lease barter license or other terms, formula processes and other rights and benefits and to obtain financial and / or technical collaboration, technical information, know-how and expert advise.
- ##IV.** The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- #V.** The Authorised Share Capital of the Company is Rs. 3,00,00,00,000/- (Rupees Three Hundred Crores Only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of Rs. 10/- (Rupees Ten Only), with the power to increase and reduce such capital from time to time in accordance with the regulations of the Company and the legislative provisions for the time being in force in this behalf with the power to divide the share; in the time being into Equity Share Capital and Preference Share Capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions. If and whenever the capital of the Company is divided into shares of different classes the rights of any such class may be varied, modified, effected, abrogated or surrendered as provided in the Articles of Association of the Company and the legislative provisions for the time being in force.

**#** Altered at the Extra-Ordinary General Meeting held on 19<sup>th</sup> December 2014.

**##** Altered at the Sixteenth Annual General Meeting of the Company held on 29<sup>th</sup> July 2016.

**###** Clause III (c) Other Objects (not included in A & B above) is deleted by passing Special Resolution through Postal Ballot on 4<sup>th</sup> August 2016.



VI. We, the several persons, whose names and addresses are subscribed hereunder; are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

Sl. No	Name and Addresses, Description and Occupation of the Subscribers with their signatures	Number of Equity Shares taken by each subscribers	Signature, Name, address, Description and Occupation of the witness
01	Sd/- C .Narayana Shetty S/o. Late C. Hiriyantha Shetty No.12, Walton Road, Bangalore-560 001, Business	10 (Ten)	Sd/- N.K. MADHUSUDHAN No.132, Kantha Centre, Lalbagh Road, Bangalore-560027 Chartered Accountant
02	Sd/- Dr. Devi Prasad Shetty S/o. Bommayya Shetty No.70, Lavelle Road, Bangalore-560 001 Medical Doctor	10 (Ten)	
		20 (Twenty)	

Dated this the 12th day of July 2000 at Bangalore

