

13<sup>th</sup> April 2017

To Secretary Listing Department BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code - 539551	To Secretary Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Mumbai - 400 050 Scrip Code- NH
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Dear Sir/Madam,

**Sub:** Compliance Report on Corporate Governance for the quarter ended March 31<sup>st</sup>, 2017  
**Ref:** Regulation 27 (2) of SEBI (LODR) Regulations, 2015.

With respect to the captioned subject, please find enclosed Compliance Report on Corporate Governance for the quarter ended March 31<sup>st</sup>, 2017,

We request you to kindly take this on your record.

Thanking You,  
For Narayana Hrudayalaya Limited



Sridhar S.  
Group Company Secretary, Legal & Compliance Officer



Narayana Hrudayalaya Ltd  
Dated: 04.04.2017

1. Name of Listed Entity - Narayana Hrudayalaya Ltd.
2. Quarter ending - 31-March-2017

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive /Non-Executive / Independent / Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directors holding in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) in listed entities including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Dr. Devi Prasad Shetty	00252187	AKTPS6720Q	C & ED	29th August, 2015	28th-Aug-2018	3	1	0	0
Mr.	Viren Shetty	02144586	AVIPS5184N	ED	29th August, 2015	28th-Aug-2018	3	1	1 Stakeholder	0
Mrs.	Kiran Mazumdar Shaw	00347229	ACMPM8240N	NED	06th Feb, 2008	-	-	5	0	0

Mr.	Muthuraman .B	00004757	AEHPB7489R	ID	08-Aug-2015	07-Aug-2018	3	2	Audit-1 Stakeholder -1	1 Stakeholder
Mr.	B.N Subramanya	00483654	ABHPS4468C	ID	08-Aug-2015	07-Aug-2018	3	1	Audit-1 Stakeholder -1	1 Audit
Mr.	Dr. Ashutosh Raghuvanshi	02775637	ACBPA0998E	ED	29th August, 2015	28th-Aug-2018	3	1	1 Stakeholder	0
Mr.	K. Dinesh	00041553	ABPPS0463H	ID	08-Aug-2015	07-Aug-2018	3	1	1 Audit	0
Mr.	Arun Seth	00204434	ACDPS8206M	ID	08-Aug-2015	07-Aug-2018	3	5	Audit-3 Stakeholder -1	1 Audit
Mr.	Manohar D Chatlani	00101591	ABHPC1768K	ID	12-Sep-2015	11-Sep-2018	3	1	0	0

## II. Composition of Committees

### Audit, Risk and Compliance Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Mr. Muthuraman .B	ID	Member
2	Mr. B.N Subramanya	ID	Chairperson
3	Mr.K. Dinesh	ID	Member

### Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Mr. Viren Shetty	ED	Member
2	Mr. Muthuraman .B	ID	Chairperson
3	Mr. B.N Subramanya	ID	Member
4	Dr. Ashutosh Raghuvanshi	ED	Member

### Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Mrs. Kiran Mazumdar Shaw	NED	Member
2	Mr.K. Dinesh	ID	Member
3	Mr. Arun Seth	ID	Chairperson

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
09.11.2016	31.01.2017	41 days
22.12.2016	08.03.2017	
-	23.03.2017	

Date(s) of meeting of the committee in the relevant quarter	Meeting type	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
23.03.2017, 31.01.2017	Audit	Yes	09.11.2016	84 days
08.03.2017	Nomination and Remuneration	Yes	09.11.2016	119 days



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes, approval taken as and when required under Companies Act 2013
Whether shareholder approval obtained for material RPT	No material RPT
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

#### VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 500 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**
5. a. The report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
 b. Any comments/observations/advice of Board of Directors may be mentioned here: **No Comments**

For Narayana Hrudayalaya Limited

*Sridhar S.*

Name : Sridhar S.  
 Designation : Group Company Secretary, Legal & Compliance Office  
 Date : 13.04.2017