

General information about company

Scrip code	539551
NSE Symbol	NH
MSEI Symbol	
ISIN	INE410P01011
Name of the entity	Narayana Hrudayalaya Limited
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																
Whether the listed entity has a Regular Chairperson													Yes			
Whether Chairperson is related to MD or CEO													No			
of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re- appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
an nanian	AEHPB7489R	00004757	Non- Executive - Independent Director	Not Applicable		26- 09- 1944	Yes	10-08- 2019	08-08-2015	08-08-2018		60	2	2	1	1
amy	ABPPS0463H	00041553	Non- Executive - Independent Director	Not Applicable		06- 06- 1954	NA		08-08-2015	08-08-2018		60	1	1	1	0
	ABHPC1768K	00101591	Non- Executive - Independent Director	Not Applicable		07- 04- 1952	NA		12-09-2015	11-09-2018		60	1	1	0	0
	ACDPS8206M	00204434	Non- Executive - Independent Director	Not Applicable		19- 11- 1951	NA		08-08-2015	08-08-2018		60	2	2	1	0

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)
5	Mr	Devi Prasad Shetty	AKTSP6720Q	00252187	Executive Director	Chairperson		08-05-1953	NA		19-07-2000	29-08-2018		60	1	0
6	Ms	Kiran Mazumdar Shaw	ACMPM8240N	00347229	Non-Executive - Non Independent Director	Not Applicable		23-03-1953	NA		06-02-2008	03-08-2017			5	2
7	Mr	Bangalore Nagappa Subramanya	ABHPS4468C	00483654	Non-Executive - Independent Director	Not Applicable		29-04-1957	NA		08-08-2015	08-08-2018		60	1	1
8	Mr	Viren Shetty	AVIPS5184N	02144586	Executive Director	Not Applicable		18-05-1984	NA		10-04-2008	29-08-2018		60	1	0

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number in Statutory List (Refer 2.1 Reg)
9	Ms	Nivruti Rai	AISPR6008H	01353079	Non-Executive - Independent Director	Not Applicable		15-11-1967	NA		27-03-2019			36	1	1	0
10	Mr	Emmanuel Rupert	AARPR1243F	07010883	Executive Director	Not Applicable	CEO-MD	29-12-1967	NA		03-02-2019			36	1	0	0

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00483654	Bangalore Nagappa Subramanya	Non-Executive - Independent Director	Chairperson	16-07-2015		
2	00004757	Muthuraman Balasubramanian	Non-Executive - Independent Director	Member	16-07-2015		
3	00041553	Dinesh Krishnaswamy	Non-Executive - Independent Director	Member	16-07-2015		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00204434	Arun Seth	Non-Executive - Independent Director	Chairperson	26-03-2018		
2	00041553	Dinesh Krishnaswamy	Non-Executive - Independent Director	Member	26-03-2018		
3	00347229	Kiran Mazumdar Shaw	Non-Executive - Non Independent Director	Member	26-03-2018		
4	01353079	Nivruti Rai	Non-Executive - Independent Director	Member	09-08-2019		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00004757	Muthuraman Balasubramanian	Non-Executive - Independent Director	Chairperson	16-07-2015		
2	00483654	Bangalore Nagappa Subramanya	Non-Executive - Independent Director	Member	16-07-2015		
3	02144586	Viren Shetty	Executive Director	Member	16-07-2015		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00483654	Bangalore Nagappa Subramanya	Non-Executive - Independent Director	Chairperson	16-07-2015		
2	00004757	Muthuraman Balasubramanian	Non-Executive - Independent Director	Member	16-07-2015		
3	00041553	Dinesh Krishnaswamy	Non-Executive - Independent Director	Member	16-07-2015		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00041553	Dinesh Krishnaswamy	Non-Executive - Independent Director	Chairperson	16-07-2015		
2	00483654	Bangalore Nagappa Subramanya	Non-Executive - Independent Director	Member	16-07-2015		
3	02144586	Viren Shetty	Executive Director	Member	06-03-2019		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	08-11-2019				Yes	10	6
2		30-01-2020	82		Yes	9	5
3		31-01-2020	0		Yes	9	5
4		24-03-2020	52		Yes	10	6

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	08-11-2019				Yes	3	3
2	Audit Committee	31-01-2020	83			Yes	3	3
3	Audit Committee	24-03-2020	52			Yes	3	3
4	Corporate Social Responsibility Committee	08-11-2019				Yes	3	2
5	Corporate Social Responsibility Committee	31-01-2020	83			Yes	3	2
6	Corporate Social Responsibility Committee	24-03-2020	52			Yes	3	2

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
7	Stakeholders Relationship Committee	24-03-2020				Yes	3	2

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Sridhar S
2	Designation	Company Secretary and Compliance Officer

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.narayanahealth.org/stakeholder-relations/investor-presentations
2	Terms and conditions of appointment of independent directors	Yes		https://www.narayanahealth.org/stakeholder-relations/investor-presentations
3	Composition of various committees of board of directors	Yes		https://www.narayanahealth.org/stakeholder-relations/investor-presentations
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.narayanahealth.org/stakeholder-relations/investor-presentations
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.narayanahealth.org/stakeholder-relations/investor-presentations
6	Criteria of making payments to non-executive directors	Yes		https://www.narayanahealth.org/stakeholder-relations/investor-presentations
7	Policy on dealing with related party transactions	Yes		https://www.narayanahealth.org/stakeholder-relations/investor-presentations
8	Policy for determining 'material' subsidiaries	Yes		https://www.narayanahealth.org/stakeholder-relations/investor-presentations
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.narayanahealth.org/stakeholder-relations/investor-presentations

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.narayanahealth.org/stakeholder-relations/investor-presentations
11	email address for grievance redressal and other relevant details	Yes		https://www.narayanahealth.org/stakeholder-relations/investor-presentations
12	Financial results	Yes		https://www.narayanahealth.org/stakeholder-relations/investor-presentations
13	Shareholding pattern	Yes		https://www.narayanahealth.org/stakeholder-relations/investor-presentations
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.narayanahealth.org/stakeholder-relations/investor-presentations
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.narayanahealth.org/stakeholder-relations/investor-presentations
18	Credit rating or revision in credit rating obtained	Yes		https://www.narayanahealth.org/stakeholder-relations/investor-presentations
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.narayanahealth.org/stakeholder-relations/investor-presentations
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.narayanahealth.org/stakeholder-relations/investor-presentations
21	Materiality Policy as per Regulation 30	Yes		https://www.narayanahealth.org/stakeholder-relations/investor-presentations
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://www.narayanahealth.org/stakeholder-relations/investor-presentations
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://www.narayanahealth.org/stakeholder-relations/investor-presentations

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	No	The performance evaluation of Independent Directors could not be done and approved in the scheduled 24th March 2020 meeting due to ongoing pandemic caused by COVID-19, where all the Directors could not attend the meeting in person and therefore it was resolved that the performance evaluation would be taken up in the upcoming meeting in the FY 2020-21. However, performance evaluation questionnaires were shared with the Directors and few Directors have shared comments.
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	No	The meeting of Independent Directors could not be held due to the ongoing pandemic caused by COVID-19 and in compliance with MCA circular No. 11/2020 dated 24th March 2020, titled Special Measures under Companies Act, 2013 (CA-2013) and Limited Liability Partnership Act, 2008 in view of COVID-19 outbreak
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	Sridhar S
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II

1	Name of signatory	Sridhar S
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	Sridhar S
Designation of person	Company Secretary and Compliance Officer
Place	Bengaluru
Date	13-04-2020

