

Date of submission: 18th January, 2022

To, The Secretary Listing Department BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code – 539551	To, The Secretary Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Mumbai – 400 051 Scrip Code- NH
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Dear Sir/Madam,

Sub: Quarterly Compliance Report on Corporate Governance

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Compliance Report of the Company on Corporate Governance for the Quarter ended on December 31, 2021.

This is for your information and records.

Thanking you.

Yours faithfully
For **Narayana Hrudayalaya Limited**

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Sridhar S
Group Company Secretary, Legal & Compliance Officer

Encl.: as above

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: NARAYANA HRUDAYALAYA LIMITED

2. Quarter ending: 31ST DECEMBER, 2021

I. Composition of Board of Directors													
Title (Mr./Ms.)	Name of the Director	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Whether Special Resolution passed? [Refer Regulation 17(1A) of Listing Regulations]	Date of passing Special Resolution	Tenure*	Date of Birth	No. of Directors in listed entities including this listed entity (in reference to Regulation 17A(1) of Listing Regulations)	No. of Independent Directors in listed entities including this listed entity (in reference to Regulation 17A(1) of Listing Regulations)	No. 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)
Mr.	Devi Prasad Shetty	Chairman & Executive Director	19.07.2000	29.08.2018	-	-	-	-	08.05.1953	1	-	-	-
Mr.	Emmanuel Rupert	Managing Director & Group CEO	11.02.2019	-	-	-	-	-	29.12.1967	1	-	1	-
Mr.	Viren Prasad Shetty	Executive Director & Group COO	10.04.2008	29.08.2018	-	-	-	-	18.05.1984	1	-	1	-
Ms.	Kiran Mazumdar Shaw	Non-Executive Director	06.02.2008	03.08.2017	-	-	-	-	23.03.1953	5	2	1	1
Mr.	Dinesh Krishna Swamy	Non-Executive & Independent Director	08.08.2015	08.08.2018	-	-	-	76	06.06.1954	1	1	1	-
Mr.	Muthuraman Balasubramanian	Non-Executive & Independent Director	08.08.2015	08.08.2018	-	Yes	10.08.2019	76	26.09.1944	2	2	4	2
Mr.	Arun Seth	Non-Executive & Independent Director	08.08.2015	08.08.2018	-	-	-	76	19.11.1951	4	4	5	-

Mr.	Bangalore Nagappa Subramanya	Non-Executive & Independent Director	08.08.2015	08.08.2018	-	-	-	76	29.04.1957	1	1	3	2
Ms.	Terri Smith Bresenham	Non-Executive & Independent Director	05.08.2021	05.08.2021	-	-	-	5	16.12.1960	1	-	-	-

Whether regular Chairperson appointed – Yes

Whether Chairperson is related to Managing Director or CEO – No

[§]PAN number of any director would not be displayed on the website of Stock Exchange.

[&]Category of directors means executive / non-executive/independent / Nominee if a director fits into more than one category write all categories separating them with hyphen.

*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) ^{&}	Date of Appointment	Date of Cessation
1. Audit Committee*			As per Annexure A		
2. Nomination & Remuneration Committee					
3. Stakeholders Relationship Committee					
4. Corporate Social Responsibility Committee					
5. Risk Management Committee (if applicable)*					
^{&} Category of directors means executive/non-executive/independent/Nominee if a director fits into more than one category write all categories separating them with hyphen *The Audit Committee also acts as the Risk Management Committee under Regulation 21 of the SEBI LODR Regulations, 2015.					

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	Whether requirement of Quorum met	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
10.11.2021	05.08.2021	Yes	9	5	96

*to be filled in only for the current quarter meetings

IV. Meetings of Committees

Audit Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
10.11.2021	Yes – All Members were present	3	3	16.09.2021 05.08.2021	54

Nomination & Remuneration Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
10.11.2021	Yes – All Members were present	3	2	28.07.2021	-

Stakeholders Relationship Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
-	-	-	-	-	-

Corporate Social Responsibility Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
10.11.2021	Yes – All Members were present	3	2	-	-

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)^{refer note below}</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p>Note</p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	

VI. Affirmations
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee - Yes</p> <p>b. Nomination & remuneration committee - Yes</p> <p>c. Stakeholders relationship committee - Yes</p> <p>d. Risk management committee (applicable to the top 500 listed entities) - Yes</p> <p>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</p> <p>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</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes</p> <p>6. Any comments/observations/advice of Board of Directors may be mentioned here.</p>
<p>Sd/-</p> <p>Sridhar S Company Secretary ACS 13399</p>

Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given

Annexure A

COMPOSITION OF COMMITTEES							
Sl. No.	Name of the Committee	Whether Regular chairperson appointed	Name of the Committee members	Category(Chairperson/ Executive/ Non Executive/ Independent/ Nominee)	Chairperson / Membership	Date of Appointment	Date of Cessation
1	Audit, Risk and Compliance Committee*	Yes	Mr. Bangalore Nagappa Subramanya	Non-Executive & Independent	Chairman	16.07.2015	-
			Mr. Muthuraman Balasubramanian	Non-Executive & Independent	Member	16.07.2015	-
			Mr. Dinesh Krishna Swamy	Non-Executive & Independent	Member	16.07.2015	-
2	Nomination and Remuneration Committee	Yes	Mr. Arun Seth	Non-Executive & Independent	Chairman	26.03.2018	-
			Mr. Dinesh Krishna Swamy	Non-Executive & Independent	Member	16.07.2015	-
			Ms. Kiran Mazumdar Shaw	Non-Executive Director	Member	16.07.2015	-
3	Stakeholders Relationship Committee	Yes	Mr. Muthuraman Balasubramanian	Non-Executive & Independent	Chairman	16.07.2015	-
			Mr. Bangalore Nagappa Subramanya	Non-Executive & Independent	Member	16.07.2015	-
			Mr. Viren Prasad Shetty	Executive Director	Member	16.07.2015	-
4	Corporate Social Responsibility Committee	Yes	Mr. Dinesh Krishna Swamy	Non-Executive & Independent	Chairman	16.07.2015	-
			Mr. Bangalore Nagappa Subramanya	Non-Executive & Independent	Member	16.07.2015	-
			Mr. Viren Prasad Shetty	Executive Director	Member	06.03.2019	-

Note: 1. The Company Secretary of the Company is the Secretary to the above Committees. However, he is not a member.

*The Audit Committee also acts as the Risk Management Committee under Regulation 21 of the SEBI LODR Regulations, 2015.