

Declaration of results of Postal Ballot and E-voting Notice dated 04th July, 2016

Dear Members,

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions, if any, of the Companies, 2013 (including any statutory modification or re-enactment thereof for the time being in force), 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the approval of members of the Company was sought by way of postal ballot as per the details mentioned in the Postal Ballot Notice dated 21st May, 2016 sent to all Members on or before 4th July 2016 ,

The voting (by means Postal Ballot and e-voting) was open from 10.00 a. m on 5th July, 2016 and ended at 5.00 p.m on 3rd August, 2016.

The Board of Directors had appointed Mr. Sudhindra K S, Practicing Company Secretary (FCS No. 7909, CP No. 8190) Bengaluru as a Scrutinizer to conduct the Postal Ballot voting process (including e-voting) in a fair and transparent manner.

Mr. Sudhindra K S, Scrutinizer has carried out the scrutiny of all the Postal Ballot forms received and votes casted by means of E-voting from 10 a. m on 5th July, 2016 and end on 5 p. m 3rd August, 2016 and submitted the report on 4th August, 2016 .

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, details regarding the postal ballot results are attached as Annexure-1.

Based on the scrutinizer report dated 4th August 2016 , I hereby declare that all the Resolutions as set out in the Postal Ballot Notice of 21st May 2016 have been duly approved by the shareholders with requisite majority and all these resolutions are deemed to be passed on 4th August 2016.

The results of the voting (through remote voting and postal ballot forms in the format prescribed in Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 along with the Copy of the Scrutinizer's Report are attached as Annexure-2.

Date: 04.08.2016
Place : Bengaluru

For Narayana Hrudayalaya Limited


Ashish Kumar

Company Secretary & Compliance Officer



Annexure-1

Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Company Name	NARAYANA HRUDAYALAYA LIMITED
Date of the AGM/EGM	
Total number of shareholders on record date	31135
No. of shareholders present in the meeting either in person or through proxy:	
• Promoters and Promoter Group:	
• Public:	
No. of Shareholders attended the meeting through Video Conferencing	
• Promoters and Promoter Group:	0
• Public:	0

Resolution required: (Ordinary/ Special)	SPECIAL - Amendment of Object Clause of Memorandum of Association of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	132529338	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		126783666	95.6646	126783666	0	100.0000	0.0000
Public- Institutions	E-Voting	40011427	16957893	42.3826	16957893	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	31820039	5602	0.0176	5262	340	93.9307	6.0692
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		4707556	14.7943	4707556	0	100.0000	0.0000
Total		204360804	148454717	72.6434	148454377	340	99.9998	0.0002

Resolution required: (Ordinary/ Special)	SPECIAL- Increase in the limits for Providing Loans, Guarantee, Security and making Investments under Section 186 of the Companies Act, 2013.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3)=[(2)/(1)]]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	132529338	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		126783666	95.6646	126783666	0	100.0000	0.0000
Public- Institutions	E-Voting	40011427	16957893	42.3826	12558911	4398982	74.0593	25.9406
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	31820039	5787	0.0182	5086	701	87.8866	12.1133
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		4707556	14.7943	4707556	0	100.0000	0.0000
Total		204360804	148454902	72.6435	144055219	4399683	97.0364	2.9636

Resolution required: (Ordinary/ Special)	SPECIAL - Providing security u/s 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3)=[(2)/(1)]]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	132529338	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		126783666	95.6646	126783666	0	100.0000	0.0000
Public- Institutions	E-Voting	40011427	16957893	42.3826	16941438	16455	99.9029	0.0970

	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	31820039	5692	0.0179	5238	454	92.0238	7.9761
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		4707556	14.7943	4707556	0	100.0000	0.0000
Total		204360804	148454807	72.6435	148437898	16909	99.9886	0.0114

Date: 04.08.2016
Place: Bengaluru

For Narayana Hrudayalaya Limited

Ashish Kumar
Ashish Kumar

Company Secretary & Compliance Officer





SUDHINDRA K.S.

B.Com. ACS. LLB

Company Secretary

Annexure - 2

To

The Chairman
Narayana Hrudayalaya Limited
No 258/A, Bommasandra Industrial Area
Anekal Taluk, Bengaluru-562158

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot and E voting conducted in pursuant to the provisions of Section 110 of the Companies Act, 2013 and Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 to the extent applicable.

At the outset, I would like to thank you for entrusting me with the task of scrutinizing the Postal Ballot and E- voting by the Shareholders of the Company

I am pleased to enclose the Report of the Scrutinizer on Postal Ballot and E-voting.

Report on postal ballot and e voting is based on the data downloaded from the e-Voting platform provided by Karvy Computershare Private Limited ("Karvy") and report on voting by the physical ballot is based on the data provided by RTA.

I trust you will find report to be comprehensive and self explanatory in all respects. I will be pleased to clarify on your queries, if any, on the subject.

Thanking You

Sudhindra K S
Company Secretary,
Scrutinizer.



Date: 4th August 2016

Place: Bengaluru



SUDHINDRA K.S.
B.Com., ACS, LLB
Company Secretary

SCRUTINIZER'S REPORT

To

04th August 2016

The Chairman
Narayana Hrudayalaya Limited
No 258/A, Bommasandra Industrial Area
Anekal Taluk, Bengaluru-562158

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot and E voting conducted in pursuant to the provisions of Section 110 of the Companies Act, 2013 and Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 to the extent applicable.

I Sudhindra K S, a Company Secretary in practice having office at 004 Ojus Apts, Ground Floor, 4th Main, 13th Cross, Malleswaram, Bengaluru 560003 have been appointed as Scrutinizer pursuant to Section 110 of the Companies Act, 2013 and Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 to the extent applicable for the purposes of scrutinizing the Postal Ballot and E-voting of your Company in fair and transparent manner and ascertaining the requisite majority on votes cast through the E-voting and Postal Ballot in respect of following agenda items mentioned in Postal Ballot notice dated 21st May 2016;

- a) Amendment in the object clause of the Memorandum of Association of the Company.
- b) Increase in the limits for providing loans, guarantee, security and making investment under Section 186 of the Companies Act, 2013.
- c) Providing security under Section 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act 2013 and Rules relating to the Postal Ballot process on the Resolutions set out in Postal Ballot Notice dated of 21st May 2016. My responsibility, as a Scrutinizer for postal ballots and e voting process is restricted to the extent of ascertaining requisite vote casts i.e "In favour" or "Against" against the Resolutions mentioned in the Postal Ballot notice dated 21st May 2016.

The Board of Directors of the Company at its meeting held on 21st May 2016 passed a resolution appointing me as a Scrutinizer for conducting the postal ballot voting process.



1. I have carried out the work as Scrutinizer on 3rd and 4th August 2016 and I submit my report as under –
 - I. The Company (through Postal Ballot and E-voting) had completed on Monday, the 4th July, 2016 the dispatch of Postal Ballot notice under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for passing special resolutions by way of Postal Ballot & Electronic Voting.
 - II. The Notice of Postal Ballot along with the Postal Ballot Form had been duly sent by e mail to the Members whose e-mail addresses were registered in the records of Deposit Participant/Company and through physical mode along with the postage prepaid self addressed business reply envelope, to all the other Members at their registered address whose name(s) appeared on the Register of Members/list of beneficiaries as on the cut off date i.e Friday, the 24th June, 2016. The dispatches were completed on 4th July 2016 and a Public Notice to that effect was released in the Business Standard, Bengaluru (English Edition) and in Vijayvani, Bengaluru (Regional Language) newspapers on 5th July 2016 and also in Sanjevani (Regional Language) on 8th July 2016.
 - III. The Company had provided electronic voting ("e-voting") facility to the Members to cast their votes electronically on the Special Resolutions set forth in the Postal Ballot Notice and had engaged the services of Karvy Computershare Private Limited ("Karvy") to provide e-voting facility i.e www.evoting.karvy.com. The e-voting period commenced on Tuesday, 5th July 2016 (9.00 AM IST) and ended on Wednesday, 03rd August 2016 (17.00 Hours IST).
 - IV. The Company had not issued any duplicate Postal Ballot Form.
 - V. The particulars of all the Physical Postal Ballot Forms received from Members and e-voting data received and downloaded from www.evoting.karvy.com have been entered in a register separately maintained for the purposes.
 - VI. All the Specimen Signature of the Members who have voted through the physical mode have been verified with the specimen signature records maintained by the Company's Registrar and Share Transfer Agents viz Karvy Computershare Private Limited (RTA).
 - VII. At the office of the Company's Registrar and Share Transfer Agents viz, Karvy Computer Share Private Limited ("Karvy"), All the postal ballot forms received up to the close of working hours on Wednesday, the 3rd August, 2016, being the last date



and time fixed by the Company for receipt of the forms were opened for my scrutiny and the necessary data was updated by the "Karvy" for my verification. The Details of Postal Ballot forms and E-voting as downloaded from the web site of "Karvy" www.evoting.karvy.com as mentioned below:

Particulars	No of Postal Ballots Resolution 1	No of Postal Ballots Resolution 2	No of Postal Ballots Resolution 3
Total Postal Ballot Forms received	19	19	19
Total No of Shareholders who had cast E voting	131	131	131
Total	150	150	150
Less: Invalid Postal Ballot forms.	1	0	1
Less: No of shareholders abstained from voting on postal ballot.	3	0	1
Net Valid Postal Ballot forms	146	150	148
Postal Ballot and E voting with Assent	140	117	138
Postal Ballot and E voting with Dissent	6	33	10

2. All Postal Ballot Forms (including physical Postal Ballot forms received at the Registered Office of the Company and the e-voting data received up to 17.00 Hours on 3rd August 2016, being the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for my scrutiny. On Wednesday, 03rd August 2016 at 20.02 hours, the votes cast through e-voting facility as provided by the "Karvy" was duly unblocked by me as a Scrutinizer in the presence of two witness i.e Mr. S Kedarnath and Ms. Vanitha R, as prescribed in sub rule 4(xii) of Rule 20 of the said Rules.
3. I have not received envelopes containing Postal Ballot forms after Wednesday, the 3rd August, 2016.
4. I did not find any defaced/mutilated Postal Ballot Forms.
5. In determining the validity or otherwise of the Postal Ballot Forms received, I have adopted the following criteria;
 - a) Where the date and place has been left blank, the signed ballot has been treated as valid.



- b) Where the number of shares has been left blank, I have accounted for the total holding for the purposes of either assent or dissent to the relevant resolution as indicate by the Member.
- c) In respect of certain ballot forms and e-voting, the members have exercised their voting rights by partially voting for assent/dissent. In such cases, the votes have been considered on the basis of votes cast and such ballot papers and e voting have been included in valid postal ballot form and e-vote with both assent and dissent to the resolution respectively.
- d) In respect of e-voting exercised by bodies corporate, Institutional Members (FIs/Mutual Funds/Banks) etc I have relied on the Power of Attorney/Authorization/Board Resolutions as uploaded by them in the website of Karvy and same were downloaded from the www.evoting.karvy.com.
- e) Members who have exercised the votes in physical as well as electronic mode, the vote by electronic mode only has been considered and voting by Postal Ballot was treated as Invalid.
- f) A summary of the postal ballot results is given below:

Resolution 1 – Special Resolution:

Approval for Special Resolution for Amendment in the object clause of the Memorandum of Association of the Company.

Particulars	Number of Votes contained in			Percentage %
	Through E-Voting (Karvy)	Through Physical Ballot	Total	
Total Ballot received	131	19	150	
Less: Total Invalid/abstained from voting.	3	1	4	
Total: Net valid ballot	128	18	146	
Total ballot votes received	16963690	131491282	148454972	
Less: Invalid ballot/abstained votes	180	60	240	
Less votes cast	15	0	15	
Total net valid ballot votes	16963495	131491222	148454717	
Total votes polled with assent for the resolution.	16963155	131491222	148454377	99.99%
Total votes polled with dissent for the resolution.	340	0	340	0.001%



Result:

Based on above information, the votes cast in favor of the Special Resolution are 99.99% of the total votes received as against to the said resolution and accordingly, the Special Resolution mentioned in the Resolution 1 of the Postal Ballot Notice dated Monday, the 21st May 2016 may be considered as approved by the shareholders with requisite majority.

Resolution 2 – Special Resolution

Approval for Special Resolution for Increase in the limits for providing loans, guarantee, security and making investment under Section 186 of the Companies Act, 2013.

Particulars	Number of Votes contained in			Percentage %
	Through E-Voting (Karvy)	Through Physical Ballot	Total	
Total Ballot received	131	19	150	
Less: Total Invalid/abstained from voting.	0	1	1	
Total: Net valid ballot	131	18	149	
Total ballot votes received	16963690	131491282	148454972	
Less: Invalid ballot/abstained votes		60	60	
Less votes cast	10	0	10	
Total net valid ballot votes	16963680	131491222	148454902	
Total votes polled with assent for the resolution.	12563997	131491222	144055219	97.04%
Total votes polled with dissent for the resolution.	4399683	0	4399683	02.96%

Result:

Based on above information, the votes cast in favor of the Special Resolution are 97.04% of the total votes received as against the resolution and accordingly, the Special Resolution mentioned in the Resolution 2 of the Notice dated Monday, the 21st May 2016 may be considered as approved by the shareholders with requisite majority.



Resolution 3 – Special Resolution:

Approve the Special Resolution Providing security under Section 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company.

Particulars	Number of Votes contained in			Percentage
	Through E-Voting (Karvy)	Through Physical Ballot	Total	
Total Ballot received	131	19	150	
Less: Total Invalid/abstained from voting.	1	1	2	
Total: Net valid ballot	130	18	148	
Total ballot votes received	16963690	131491282	148454972	
Less: Invalid ballot/abstained votes	60	60	120	
Less votes cast	45	0	45	
Total net valid ballot votes	16963585	131491222	148454807	
Total votes polled with assent for the resolution.	16946676	131491222	148437898	99.99%
Total votes polled with dissent for the resolution.	16909	0	16909	0.001%

Result:

Based on above information, the votes cast in favor of the Special Resolution are 99.99% of the total votes received as against the resolution and accordingly, the Special Resolution mentioned in the Resolution 3 of the Notice dated Monday, the 21st May 2016 may be considered as approved by the shareholders with requisite majority.

- g) The documents in respect of the postal ballot forms and other related papers/registers are kept in my safe custody and the same will be handed over to the Company Secretary & Chief Compliance Officer of the Company on signing of the Minutes by the Chairman of the Company.



- h) Accordingly I inform you that the special resolutions proposed through the postal ballot including e voting have been passed with requisite majority.
- i) You may accordingly declare the result of the voting by Postal Ballot.

Thanking you

Sudhindra K S
Scrutinizer
Company Secretary
FCS No 7909, CP. No: 8190



Place: Bengaluru
Date: 04th August 2016