

Narayana Hrudayalaya Limited
(CIN: L85110KA2000PLC027497)

Registered Office: 258/A, Bommasandra Industrial Area, Anekal Taluk, Bengaluru-560099
Corporate Office: 261/A, 2nd Floor, Bommasandra Industrial Area, Anekal Taluk, Bengaluru-560099
Tel: +91 80 7122 2129, **Website:** www.narayanahealth.org. **E-mail:** investorrelations@narayanahealth.org

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014]

To
The Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act") read with Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time and other applicable provisions of the Act and the said Rules, to seek your approval by way of postal ballot including electronic voting (e-voting) in respect of resolution appended below.

The explanatory statement, pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 setting out all material facts and the reasons thereof, is annexed hereto along with this Postal Ballot Notice ("Notice") seeking Members' assent to the proposed resolution. Pursuant to the Rules, the Company has appointed Mr. Sudhindra K S, Practicing Company Secretary (FCS No. 7909, CP No. 8190) as "the Scrutinizer" for conducting the postal ballot voting process in accordance with the law and in a fair and transparent manner.

RESOLUTION:

1. Increase in the limits for providing Loans, Guarantee, Security and making Investments under Section 186 of the Companies Act, 2013

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution:**

RESOLVED THAT, pursuant to the provisions of Section 186 and any other applicable provisions of the Companies Act, 2013, read with the applicable rules and other statutory approvals, consents, sanctions, if any, and in supersession of all the earlier resolutions passed in this regard, the consent of the Shareholders, be and is hereby accorded to the Board of Directors (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to give loan and/or guarantee and/or provide security to any person, any body corporate including subsidiaries and associate companies of the company, and to make investments and acquire by way of subscription, purchase or otherwise, the securities of any other body corporates including subsidiaries and associate companies of the company and invest in units of mutual funds and any other securities and instruments as may be required from time to time, exceeding sixty percent of the Paid up Share Capital, Free Reserves and Securities Premium Account or One Hundred Percent of the Free Reserves and Securities Premium Account of the Company, whichever is more, as the Board of Directors may think fit, provided that the total of the investments made, loans, guarantees given and securities provided shall not at any time exceed Rs.2,000 crore (Rupees Two Thousand crore).

RESOLVED FURTHER THAT, the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment, giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution.

By Order of the Board
For **Narayana Hrudayalaya Limited**

Sridhar S
Group Company Secretary, Legal & Compliance Officer

Place: Bengaluru
Date: 26th June, 2017

Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Postal Ballot Rules"), setting out all material facts in respect of the business set in this notice and reasons thereto is annexed hereto.

2. The notice is being sent to all the Members of Company, whose names appear on the Register of Members/Record of Depositories as on 30th day of June, 2017.
3. In line with the measures of Green Initiatives, the Companies Act, 2013 provides for sending notice of the meeting and other Member correspondence through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with the Company/ Karvy Computershare Private Limited ("Karvy"), the Registrar and Transfer Agent. Members holding shares in demat mode are requested to register their email ID's with their respective Depository Participants (DP). If there is any change in the email ID already registered with the Company/Karvy, Members are requested to immediately notify the same to the Company. The notice is being sent by electronic mode to those Members, whose email addresses are registered with the Company/Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent. Further, the Members may note that the notice has also been placed on the website of the Company i.e. www.narayanahealth.org and shall remain on the website until the last date for receipt of the postal ballots from the Shareholders.
4. Pursuant to the resolution passed by the Board of Directors of the Company ("the Board") at its meeting held on 29th day of May, 2017, Mr. Sudhindra K S, Practicing Company Secretary (FCS No. 7909, CP No. 8190) has been appointed as "the Scrutinizer" for conducting the postal ballot voting process in accordance with the law and in a fair and transparent manner. The Scrutinizer's address is No. 85, Ojus Apartments, 004, Ground Floor, 4th Main, 13th Cross, Malleswaram, Bengaluru-560 003.
5. The Members desiring to exercise vote by Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the said Postal Ballot Form (**no other form or photocopy of the Postal Ballot Form is permitted**) duly completed with the assent (for) or dissent (against), in the attached self addressed, postage pre-paid business reply envelop, so as to reach the Scrutinizer not later than **Wednesday, 9th day of August, 2017 at 5.00 P.M.** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
6. The Members are also given e-voting option. Please refer to the instructions for e-voting provided in this Notice under the heading "Process for e-voting". The Members can choose only one option of either voting through the postal ballot or vote by electronic means in the manner set out herein in each case on or before the last date for e-voting i.e., **Wednesday, 9th day of August, 2017**. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the members will also be accepted.
7. The date of dispatch of the Postal Ballot Notice shall be announced through advertisement in the following newspapers:
 - (i) Vijayavani – Kannada News Paper (Regional Language) and
 - (ii) Financial Express- English News Paper
8. The Scrutinizer will submit his report on or before **11th day of August, 2017** to Chairman or Managing Director of the Company or in his absence to any other designated Director or the Company Secretary after completion of scrutiny of postal ballot forms and e-voting received on or before **9th day of August, 2017**. The results of voting by postal ballot will be declared on or before **11th day of August, 2017 at 5.00 PM** at the registered office of the Company. Additionally, the result will be posted on Company's website: www.narayanahealth.org and will be communicated to the Stock Exchanges where the shares of the Company are listed. In the event, the draft resolution is assented to by the requisite majority of the Members by means of Postal Ballot, then the date of declaration of the Postal Ballot result shall be deemed to be the date of passing of the said resolution.
9. Shareholders who are entitled to vote may exercise his/ her vote through the Postal Ballot Form or through e-voting. Voting rights of every Shareholder shall be reckoned on the paid-up value of Shares on the basis of names appearing in the 'Register of Members' or in the records of the depository, as applicable, as on **Friday, 30th day of June, 2017** and any recipient of the Postal Ballot Notice whose name does not appear as a Shareholder in relation to the Shares as on the aforesaid date should treat the same as intimation only.
10. Shareholders who wish to seek a duplicate Ballot Form may approach Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad or can send mail to einward.ris@karvy.com or download from Karvy's website (<https://evoting.karvy.com>) or Company's Website (www.narayanahealth.org) under 'Stakeholder Relations'.
11. Please note that any Postal Ballot Form(s) received after the last date will be treated as not having been received and after the last date, the portal where e-votes can be cast will be blocked.
12. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the

Company is pleased to provide e-voting facility to the shareholders, to enable them to cast their vote electronically, in addition to dispatching the Postal Ballot form by post. The Company has engaged services of Karvy Computershare Private Limited for providing e-voting facility to Members. Kindly note that each Member can opt for only one mode of voting i.e., **either Physical Ballot or by e-voting**. However in case members cast their votes through both modes, then voting done by e-voting shall prevail and voting cast through Physical Ballot shall be treated as invalid.

13. Process for e-voting:

A. **Members who received the notice through e-mail from Karvy:**

- a. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
- b. Enter the login credentials (i.e. user-ID & password) mentioned on the Postal Ballot Form. Your folio No./DP ID - Client ID will be your user ID. However, if you are already registered with Karvy for e-voting you can use your existing user ID and password for casting your vote.

Details	
User – ID	<p><u>For Members holding shares in Demat Form:-</u></p> <p>a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID</p> <p>b) For CDSL :- 16 digits beneficiary ID/Client ID</p> <p><u>For Members holding shares in Physical Form:-</u></p> <p>Event No.(EVEN) as given in Form followed by Folio Number registered with the Company</p>
Password	Your Unique Password is printed on the Postal Ballot Form/ via email forwarded through the electronic notice.
Captcha	Enter the Verification code i.e. please enter the alphabets and the numbers in the exact way as they are displayed for security reasons.

- c. After entering these details appropriately, click on “LOGIN”.
- d. Members holding shares in Demat/Physical form will now reach Password Change menu, wherein they are required to mandatorily change their login password in the new password field. Change the password with new password of your choice with minimum 8 characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc). System will prompt you to change your password and update any contact details like mobile, email ID etc. on 1st login. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (i) You need to login again with the new credentials;
 - (ii) Select “EVEN” of Narayana Hrudayalaya Limited;
 - (iii) Now you are ready for e-voting as Cast Vote page opens;
 - (iv) On the voting page, you will see the resolution description and against the same the option ‘FOR/AGAINST/ABSTAIN’ for voting. Enter the number of shares (which represents number of votes) under ‘FOR/AGAINST/ABSTAIN’.
 - (v) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted;
 - (vi) Upon confirmation, the message “Vote cast successfully” will be displayed;
 - (vii) Once you have voted on the resolution, you will not be allowed to modify your vote.
- e. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at sudhindraksfcs@gmail.com with a copy marked to evoting@karvy.com. The file scanned image of the board resolution/authority letter etc. should be in the naming format “Corporate Name_EVEN.”
- f. If you are holding shares in Demat form and had logged on to “<https://evoting.karvy.com>” and casted your vote earlier for any Company, then your existing login ID and password are to be used. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

- g. Please contact Karvy toll free No. 1-800-3454-001 for any further clarifications.
- h. Members can cast their vote online from Monday 10th day of July, 2017 at 10.00 A.M. and will end on Wednesday, 9th day of August, 2017 at 5.00 P.M.

B. In case of Members receiving Notice by Post:

- a. Please use the User ID and initial password as provided in the Form.
 - b. Please follow all the steps from Sl. No. (a) to (h) as mentioned in (A) above, to cast your vote.
14. Members are requested to notify the change in the address, if any, in case of shares held in the electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.
15. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of www.evoting@karvy.com or contact Karvy at the following toll free No. 1-800-3454-001.

By Order of the Board
For **Narayana Hrudayalaya Limited**

Sridhar S
Group Company Secretary, Legal & Compliance Officer

Place: Bengaluru

Date: 26th June, 2017

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Increase in the limits for providing loans, guarantee, security and making Investments under Section 186 of the Companies Act, 2013

Pursuant to Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Power) Rules, 2014, the Board of Directors were authorized by the Shareholders on 4th August 2016 through Postal Ballot process to give loans, guarantees or provide securities, acquire by way of subscription, investment, purchase or otherwise, the securities of any other body(ies) corporate, including subsidiaries and associate companies of the company as may be required from time to time, exceeding sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of the free reserves and securities premium account of the company, whichever is more but not exceeding at any time in the aggregate ₹ 1000 crore.

Since the Company and its Subsidiaries are in the growth phase and in order to support its business activities, the Company is required to make investments, give loan, extend guarantee or provide security to body corporates including subsidiaries and associate companies of the company. In view of this, it is proposed to increase the limit for providing loans, guarantee, security and making investments under Section 186 of the Companies Act, 2013 to ₹ 2,000 Crores (Rupees Two Thousand Crores). The Board of Directors had, in its meeting held on 29th May 2017 considered and approved this proposal, subject to the approval of Shareholders through Postal Ballot process.

The Board recommends passing this resolution as a **Special Resolution**.

Material documents in respect of the above resolution is available for inspection at Registered Office of the Company on all working days during business hours.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, either directly or indirectly in passing of the said Special Resolution.

The above explanatory statement sets out all facts to enable the Members to understand the meaning, scope and implications of item proposed to be passed through postal ballot and to take a decision thereon.

By Order of the Board
For **Narayana Hrudayalaya Limited**

Sridhar S
Group Company Secretary, Legal & Compliance Officer

Place: Bengaluru

Date: 26th June, 2017