

## Narayana Hrudayalaya Limited

CIN- L85110KA2000PLC027497

**Registered Office:** 258/A, Bommasandra Industrial Area, Anekal Taluq, Bengaluru-562158, Karnataka, India

**Corporate Office:** 261/A, 2<sup>nd</sup> Floor, Bommasandra Industrial Area, Anekal Taluq, Bengaluru-560099, Karnataka, India

**Tel:** +91 80 7122 2129, **Fax:** +91 80 2783 2648. **Website:** www.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,**

**Narayana Hrudayalaya Limited**

(Formerly known as Narayana Hrudayalaya Private Limited)

Bengaluru

**NOTICE** is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 to seek their approval by way of postal ballot/electronic voting (e-voting) in respect of resolutions contained in Special Business given herein after.

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 Member's assent or dissent to the proposed resolutions.

#### **SPECIAL BUSINESS:**

##### **1. Issue of Non-Convertible Debentures:**

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

**"RESOLVED THAT** pursuant to provisions of Section 42 and 71 of the Companies Act, 2013 ("the Act") read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Rule 18 of Companies (Share Capital and Debentures) Rules, 2014 (hereinafter collectively referred to as "the Rules") and all other applicable provisions, if any, as may be amended from time to time and subject to such other regulations/guidelines, including any statutory modification/s or re-enactment/s thereof and subject to the provisions of Memorandum of Association and Article 29 of Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (herein after referred to as "Board") for making offer/s or invitation/s to subscribe to non-convertible debentures, in one or more series or tranches, aggregating to Rs. 1,000 Crore (Rupees One Thousand Crore Only), on a private placement basis, during a period of one year from the date of passing of the special resolution by the Members, within the overall borrowing limits of the company, as may be approved by the Members from time to time."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such moneys are to be borrowed from time to time, as to interest, repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**"RESOLVED FURTHER THAT** subject to the applicable laws, the Board be and is hereby authorized to form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors / Company Secretary / other persons authorized by the Board to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of securities including but not limited to:

- a. Approving the offer document and filing the same with any other authority or persons as may be required;
- b. Approving the specific nature and size of Security to be offered, including interest, redemption tenure, the issue price, the number of Securities to be allotted, the basis of allocation and allotment of Securities;
- c. To affix the Common Seal of the Company on any agreement(s) / document(s) as may be required to be executed in connection with the above, in the presence of any Director of the Company and any one of the above authorized persons, who shall sign the same in token thereof;
- d. Arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of Securities by the Company;
- e. Opening such bank accounts and demat accounts as may be required for the transaction;
- f. To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transactions;

- g. To make all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard;
- h. Making applications for listing of the securities on one or more stock exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s); and
- i. To authorize or delegate all or any of the powers herein above conferred to any one or more persons, if need be.”

By the order of the Board  
For Narayana Hrudayalaya Limited

Sd/-  
Ashish Kumar  
Group Company Secretary and Compliance Officer

Date : 22<sup>nd</sup> December, 2016  
Place : Bengaluru

**Notes:**

1. A copy of this notice has been placed on the website of the Company i.e., [www.narayanahealth.org](http://www.narayanahealth.org) and shall remain on the website until the last date for receipt of the postal ballots from the shareholders.
2. 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 is annexed hereto as Annexure – A (“the Explanatory Statement”).
3. The notice will be dispatched to all the Members of Company, whose names appear on the register of Members/record of depositories as on 23<sup>rd</sup> December, 2016.
4. The Board of Directors of the Company (“the Board”) at its meeting held on 22<sup>nd</sup> December, 2016 appointed M/s. Ganapathi & Mohan, Company Secretaries, having firm Registration No. P2002KR057100 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. 31, Vidya Bhavan, 3rd Floor, West Anjaneya Temple Street, Basavanagudi, Bangalore - 560004.
5. The Members desiring to exercise vote by Physical 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 address of the Registrar & Transfer Agent/Scrutinizer not later than the close of working hours at 6.00 pm on **30<sup>th</sup> January, 2017** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. Members can choose only one option either voting through the postal ballot or voting by electronic means in the manner set out herein in each case on or before the last date for e-voting i.e., **30<sup>th</sup> January, 2017** (in the close of working hours i.e., 6.00 pm). However, envelopes containing Postal ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted.
6. 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),
  - (ii) The Financial Express – English newspaper
7. The Scrutinizer will submit their report soon after the closure of postal ballot and e-voting but not later than 48 hours i.e., on or before 1st February, 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 received up to the date of closure of postal ballot. The results of voting by postal ballot will be declared on or before 1st February, 2017 at the registered office of the Company. Additionally, the result will be posted on Company’s website: [www.narayanahealth.org](http://www.narayanahealth.org) and on Karvy’s website i.e., <https://evoting.karvy.com> and will also be communicated to the Stock Exchanges where the shares of the Company are listed. In the event, the draft resolutions being assented to by the requisite majority of the Members by means of Postal Ballot, the date of declaration of the Postal Ballot result shall be deemed to be passed on 30th January 2017, being last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.
8. 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 23<sup>rd</sup> December, 2016 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.
9. 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-500032 or can send mail to [einward.ris@karvy.com](mailto:einward.ris@karvy.com) or download from Karvy’s website (<https://evoting.karvy.com>) or Company’s Website ([www.narayanahealth.org](http://www.narayanahealth.org)) under ‘Stakeholder Relations’.
10. 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.

11. 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 instead of dispatching the Postal Ballot form by post. The Company has engaged services of M/s. 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.

**12. 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/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	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID/Client ID For Members holding shares in Physical Form:- Even No.(EVEN) as given in Form followed by Folio Number registered with the Company.
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. Please contact Karvy toll free No. 1-800-34-54-001 for any further clarifications.
- d. Members can cast their vote online between 01<sup>st</sup> January, 2017 from 9.00 AM and 30<sup>th</sup> January, 2017 till 6.00 P.M.
- e. After entering these details appropriately, click on "LOGIN".
- f. 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). Kindly note that this password can be used by the Demat holders for voting for Resolution(s) of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile, email id etc. on 1<sup>st</sup> 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 M/s. Narayana Hrudayalaya Limited,
  - (iii) Now you are ready for e-voting as Cast Vote page opens,
  - (iv) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (v) Upon confirmation, the message "Vote cast successfully" will be displayed
  - (vi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- g. On the voting page, you will see 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'.
- h. 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 [gb.nhpostalballot@gmail.com](mailto:gb.nhpostalballot@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The file scanned image of the Board Resolution/Authority letter etc. should be in the naming format "Corporate Name\_EVEN."
- i. 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).

**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 (i) as mentioned in (A) above , to cast your vote.
13. Members are requested to notify the change in the address, if any, incase of shares held in the electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrars and Transfer Agent of the Company quoting their Folio Number.
14. **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](mailto:www.evoting@karvy.com) or contact Karvy at the following toll free No. 1-800-34-54-001.**

By the order of the Board  
For Narayana Hrudayalaya Limited

Sd/-  
Ashish Kumar  
Group Company Secretary and Compliance Officer

Date : 22<sup>nd</sup> December, 2016

Place : Bengaluru

**Annexure – A**

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1:**

**Issue of Non-Convertible Debentures:**

The Company is in requirement to augment long term resources for financing, inter-alia, for operational flexibility, business expansion and corporate purposes. Hence, the Board at its meeting held on 22<sup>nd</sup> December, 2016 has decided to raise debt by making offer/s or invitation/s to subscribe, non-convertible debentures, in one or more series or tranches, aggregating to Rs. 1,000 Crore (Rupees One Thousand Crore Only), on a private placement basis, during the period of one year from the date of passing of the Special Resolution by the Members.

According to provisions of Rule 14 (2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013, in order to offer or invite subscription for non-convertible debentures on private placement basis, the Company shall obtain prior approval of its Members by way of a Special resolution once in a year for all the offers or invitations for such debentures during the year. In accordance with Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 which deals with the issue of non-convertible debentures, the Board may at an appropriate time, offer or invite subscription for non-convertible debentures in one or more series or tranches on private placement basis.

Further, as per MCA Notification dated 29<sup>th</sup> June, 2016 bearing no. G.S.R 639(E ), the Company can raise amount by issue of non-convertible debenture not constituting a charge on the assets of the company and such debentures shall be listed on a recognised stock exchange as per applicable regulations made by Securities and Exchange Board of India.

Accordingly, consent of the Members is being sought for passing **Special Resolution** as set out at item No. 1 of the Notice. This resolution is an enabling resolution and authorizes the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time for a period of one year from the date of passing this resolution.

None of the Directors, Key Managerial Personnels or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

By the order of the Board  
For Narayana Hrudayalaya Limited  
Sd/-  
Ashish Kumar  
Group Company Secretary and Compliance Officer

Date : 22<sup>nd</sup> December, 2016

Place : Bengaluru