

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

Dear Members,

Invitation to attend the 19th Annual General Meeting on 10th August 2019

You are cordially invited to attend the Nineteenth Annual General Meeting of the Company to be held at Sathya Sai Samskruta Sadanam, No. 20, Hosur Road, Bengaluru - 560029 on Saturday, the 10th day of August, 2019 at 11.30 A.M.

The Notice convening the Annual General Meeting is attached herewith.

Your Company will be providing transport facility on 10th August, 2019 from the specified destinations given below to reach the venue comfortably.

1. Main Vijayanagar Bus stop Hanuman/Maruthi Mandir
2. Deepanjali Metro Station, Bapujinagar
3. Ashoka Pillar Bus Stop, Jayanagar
4. Sarakki Bus Stop
5. Gopalan Innovation Mall, Bannerghatta Road
6. Jayadeva Hospital Bus Stop- Towards Bannerghatta Dairy Circle Road
7. CET Cell, 18th Cross Road, Malleswaram
8. Mantri Square Mall, Malleswaram
9. Mayo Hall Civil Court, M G Road
10. Life Style Richmond Road Bus Stop
11. Hoodi Bus Stop
12. Baiyappanahalli Metro Station- Old Madras Road
13. Embassy Golf Link Business Park Bus Stop, Domlur
14. Sony World Junction Main Signal, Koramangala

Those who wish to avail of this facility and to know the start time of these buses are requested to contact Mr. Hrishikesh V Murthy (Corporate Secretarial function) at the following number Tel: +91 80 71222129 / Mobile No: +91 9742658844 between 10 a.m. and 5 p.m.

You may also send your request email to investorrelations@narayanahealth.org

Yours truly,

Sridhar S

Group Company Secretary, Legal & Compliance Officer

Place: Bengaluru

Date: 24th May 2019

ROUTE MAP TO THE VENUE



Narayana Hrudayalaya Limited

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NOTICE

Notice is hereby given that the Nineteenth Annual General Meeting (AGM) of the Members of Narayana Hrudayalaya Limited will be held at "Sathya Sai Samskruta Sadanam", No. 20, Hosur Road, Bengaluru - 560029 on Saturday, the 10th August 2019 at 11.30 A.M. to transact the following business:

A. Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2019 including Consolidated Financial Statements for the said year, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend of ₹ 1.00 per Equity Share for the financial year ended 31st March 2019.
3. To appoint a Director in place of Dr. Devi Prasad Shetty (DIN:00252187), who retires by rotation and being eligible, offers himself for re-appointment.

B. Special Business:

4. Ratification of remuneration payable to the Cost Auditors for the Financial Year 2019-20

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 148 and all the other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), the Members of the Company hereby approve and ratify the remuneration of ₹ 3,00,000 (Rupees Three Lakhs) per annum plus applicable taxes and out of pocket expenses payable to M/s. PSV & Associates, Cost Accountants, Bengaluru (Firm Registration Number: 000304) who are appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of cost records for the Financial Year 2019-20.

FURTHER RESOLVED THAT, the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

5. Appointment of Dr. Emmanuel Rupert (DIN: 07010883) as a Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, and pursuant to applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Dr. Emmanuel Rupert (DIN: 07010883), who was appointed as an Additional Director with effect from 3rd February 2019, and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Dr. Emmanuel Rupert as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company."

6. Appointment of Dr. Emmanuel Rupert (DIN: 07010883) as Managing Director and Group CEO of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other

applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment/modification thereof) subject to such necessary approval(s), consent(s) or permission(s), as may be required, consent of the Members be and is hereby accorded to appoint Dr. Emmanuel Rupert (DIN: 07010883) as Managing Director and Group CEO of the Company for a period of 3 (three) years with effect from 11th February 2019.

FURTHER RESOLVED THAT, pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors, subject to such consent(s), approval(s), permission(s) as may be required from any statutory authority, Dr. Emmanuel Rupert shall be paid the following remuneration with effect from 11th February 2019 till end of the term of appointment as Managing Director and Group CEO or till such time his remuneration is further revised, whichever is earlier:

Consolidated Salary: Dr. Emmanuel Rupert shall be paid consolidated salary up to ₹4,09,15,200 (Rupees Four Crore Nine Lakh Fifteen Thousand and Two Hundred only) per annum which includes performance-based pay, allowances and perquisites, with the authority to the Board to fix the salary within the said maximum limit from time to time including the various components of such salary.

Stock Compensation: A grant of 1,83,117 Options under the NH ESOP Plan 2015 on the following terms:

Vesting Plan	1 st Year (30%) – 54935 Options 2 nd Year (30%) – 54935 Options 3 rd Year (40%) – 73247 Options
Exercise Price	The exercise price shall be ₹ 10 per share. Dr. Emmanuel Rupert shall bear all tax liability in relation to grant of options.
Vesting Period	1 st Vesting – 1 st October 2019 2 nd Vesting – 1 st October 2020 3 rd Vesting – 1 st October 2021

All Vested Options shall be respectively exercised as per the vesting period in one or more tranches over the next 4 years from the date of first vesting, failing which the options shall lapse.

Exercise period and process of exercise

Dr. Emmanuel Rupert may Exercise the Options by applying to the ESOP Trust to issue and transfer to him shares pursuant to the Vested Options, accompanied by payment of an amount equivalent to the Exercise Price in respect of such shares and such other writing, if any, as the Board may specify to confirm extinguishment of the rights comprising in the options then exercised.

Other Benefits: Group Mediclaim Insurance Policy, Group Personal Accident Policy, Group Term Life Insurance Policy and Group Term Life – Future Service Guarantee.

FURTHER RESOLVED THAT, all other terms and conditions as per the HR policy of the Company be and is hereby applicable including Earned/Privilege leave, Gratuity in terms of applicable provisions of the relevant statutes.

FURTHER RESOLVED THAT, the remuneration as set out above be paid to Dr. Emmanuel Rupert as minimum remuneration, in the event of loss or the profits made are inadequate, subject to the provisions of Schedule V of the Companies Act, 2013.

FURTHER RESOLVED THAT, the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

7. Appointment of Ms. Nivruti Rai (DIN: 01353079) as an Independent Director of the Company for a term of three consecutive years

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and any other applicable provisions of the Companies Act, 2013

read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Nivruti Rai (DIN:01353079), who was appointed as an Additional Director of the Company with effect from 27th March 2019 pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three consecutive years from 27th March 2019 to 26th March 2022 and whose office shall not be liable to determination by retirement of Directors by rotation.

FURTHER RESOLVED THAT, the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

8. Continuation of Mr. Muthuraman Balasubramanian (DIN: 00004757) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable act(s)/ rule(s)/ regulation(s) including the Companies Act, 2013 and the rules made thereunder, the approval of the Members of the Company be and is hereby accorded for continuation of Directorship of Mr. Muthuraman Balasubramanian (DIN: 00004757), Independent Director, on his attaining the age of 75 years on 26th September 2019 for the remainder of his tenure as an Independent Director which ends on 7th August 2023 at same terms and conditions as already approved by Members.

FURTHER RESOLVED THAT, the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

9. Revision in remuneration of Dr. Devi Prasad Shetty (DIN: 00252187) as Whole-time Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment/modification or enactment thereof for the time being in force), and the recommendation of the Nomination and Remuneration Committee and the Board of Directors, subject to such necessary approval(s), consent(s) or permission(s), as may be required, approval of the Members be and is hereby given to revise the remuneration payable to Dr. Devi Prasad Shetty (DIN: 00252187) as Whole-time Director of the Company on the terms and conditions as hereinafter mentioned effective from 1st April 2019 and for the remaining period of his appointment or till such time his remuneration is further revised before the end of his term, whichever is earlier:

Consolidated Salary: Consolidated salary upto ₹ 6,58,24,000/- (Rupees Six Crore Fifty Eight Lakh Twenty Four Thousand only) per annum which includes performance based pay, allowances and perquisites, with the authority to the Board to fix the salary within the said maximum limit from time to time including the various components of such salary.

Benefits apart from consolidated salary: Group Mediciam Insurance Policy, Group Personal Accident Policy, Group Term Life Insurance Policy.

FURTHER RESOLVED THAT, all other terms and conditions as per the HR policy of the Company be and is hereby applicable including Earned/Privilege leave, Gratuity in terms of applicable provisions of the relevant statutes.

FURTHER RESOLVED THAT, the revised remuneration as set out above be paid to Dr. Devi Prasad Shetty as minimum remuneration in the event of loss or the profits made are inadequate, subject to the provisions of Schedule V of the Companies Act, 2013.

FURTHER RESOLVED THAT, the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

10. Revision in remuneration of Mr. Viren Shetty (DIN:02144586) as Whole-time Director and Group Chief Operating Officer (COO)

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment/modification or enactment thereof for the time being in force) and the recommendation of the Nomination and Remuneration Committee and the Board of Directors, subject to such necessary approval(s), consent(s) or permission(s), as may be required, approval of the Members be and is hereby given to revise the remuneration payable to Mr. Viren Shetty (DIN: 02144586) as Whole-time Director and Group Chief Operating Officer of the Company, on the terms and conditions as hereinafter mentioned effective from 1st April 2019 and for the remaining period of his appointment or till such time his remuneration is further revised before the end of his term, whichever is earlier:

Consolidated Salary: Consolidated salary upto ₹ 1,35,43,200/- (Rupees One Crore Thirty Five Lakh Forty Three Thousand Two Hundred only) per annum which includes performance based pay, allowances and perquisites, with the authority to the Board to fix the salary within the said maximum limit from time to time including the various components of such salary.

Benefits apart from consolidated salary: Group Mediciam Insurance Policy, Group Personal Accident Policy, Group Term Life Insurance Policy and Group Term Life – Future Service Guarantee.

FURTHER RESOLVED THAT, all other terms and conditions as per the HR policy of the Company be and is hereby applicable including Earned/Privilege leave, Gratuity in terms of applicable provisions of the relevant statutes.

FURTHER RESOLVED THAT, the revised remuneration as set out above be paid to Mr. Viren Shetty as minimum remuneration in the event of loss or the profits made are inadequate, subject to the provisions of Schedule V of the Companies Act, 2013.

FURTHER RESOLVED THAT, the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

11. To provide loans to and / or give guarantees and / or provide securities in connection with loans raised by Meridian Medical Research and Hospital Limited, Subsidiary Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, approval of the Members be and is hereby accorded to provide loan(s) to Meridian Medical Research and Hospital Limited, a Subsidiary Company and/or to give guarantee(s), and/ or provide security(ies) in connection with any loan (excluding loans availed from banks and financial institutions) taken / to be taken by Meridian Medical Research and Hospital Limited, the aggregate of which shall not exceed ₹ 25,00,00,000/- (Rupees Twenty Five Crore only).

RESOLVED FURTHER THAT, the Board of Directors (including any Committee of the Board, duly constituted / to be constituted by the Board of Directors of the Company for the purpose of evaluation and approval of various borrowings of the Company) be and is hereby authorized

to negotiate, finalise and agree the terms and conditions of the aforesaid loan/ guarantee/security and do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and including without limitation, for matters connected therewith or incidental thereto and to sign and execute any deeds / documents / undertakings / agreements / papers / writing, as may be required in this regard.”

12. Issue of debt securities on Private Placement Basis

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Sections 42 and 71 and all other applicable provisions of the Companies Act, 2013 read with the Securities Contracts (Regulation) Act, 1956, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and any other applicable Rules, Regulations, Notifications, Circulars (including any statutory modification(s) or re-enactment thereof, for the time being in force), prescribed by the Government of India, Reserve Bank of India, or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum and the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) to offer, invite subscription for or issue debt securities, secured or unsecured, including redeemable Non-Convertible Debentures (“Debt Securities”) not exceeding ₹ 200 Crores in one or more series/ tranches, denominated in Indian Rupees or in any foreign currency on a private placement basis, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said debt securities be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto.

PROVIDED THAT, the total amount that may be so raised in the aggregate, by such offer or invitation for subscriptions of the said Debt Securities, and outstanding at any point of time, shall be within the overall borrowing limit as approved by the Shareholders under Section 180(1)(c) of the Companies Act, 2013, that is ₹ 1500 crores (Rupees Fifteen Hundred Crores only)

RESOLVED FURTHER THAT, the Board of Directors of the Company (including any Committee thereof), be and is hereby authorised to finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, and to do all acts and take all such steps as may be necessary and to delegate all or any of these powers to any Director(s) or officer(s) to give effect to this resolution.”

13. Revision in remuneration payable to Dr. Varun Shetty as a Consultant Surgeon, an office or place of profit under the Companies Act, 2013

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of Section 188 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, approval of the Members be and is hereby accorded for the payment of revised remuneration of ₹ 71,00,000 (Rupees Seventy One Lakh Only) per annum effective from 1st April 2019 to Dr. Varun Shetty, a Consultant Surgeon, who is a relative of Dr. Devi Prasad Shetty, Chairman & Whole-time Director and Mr. Viren Shetty, Whole-time Director and Group COO of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things, as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

14. Revision in remuneration payable to Dr. Vivek Shetty as a Consultant Surgeon, an office or place of profit under the Companies Act, 2013

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT, pursuant to the provisions of Section 188 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, the consent of the Members be and is hereby accorded for the payment of revised remuneration of ₹ 53,50,000/- (Rupees Fifty Three Lakh Fifty Thousand Only) per annum effective from 1st April 2019 to Dr. Vivek Shetty, a Consultant Surgeon, who is a relative of Dr. Devi Prasad Shetty, Chairman & Whole-time Director and Mr. Viren Shetty, Whole-time Director and Group COO of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things, as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

15. Fees for delivery of any document through a particular mode of delivery to a Member

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the Company by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed, the consent of the Members be and is hereby accorded to charge from the member the fee in advance equivalent to expenses of delivery of the documents being not more than the actual expenses applicable for such delivery, pursuant to any request made by any Member for delivery of such document to him, through any particular mode of services mentioned above.

RESOLVED FURTHER THAT, the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things, as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

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

Sridhar S

Group Company Secretary, Legal & Compliance Officer

Place: Bengaluru

Date: 24th May 2019

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning business under item nos. 4 to 15 is annexed hereto.
2. Details as required in Regulation 26(4) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Companies Secretaries of India in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting forms integral part of the Notice. The Directors have furnished details as required under this regulation for their re-appointment/appointment and also as required under the Companies Act, 2013 and Rules made thereunder.
3. A route map showing the directions to reach the venue of the Nineteenth Annual General Meeting is annexed hereto.

4. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy, to attend and vote instead of himself/herself, and a proxy need not be a Member of the Company. The instrument appointing the proxy, duly completed, must be deposited at the Registered Office of the Company not less than forty eight (48) hours before the commencement of the Meeting (on or before 8th August 2019). Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/authority as applicable. A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10 %) of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Members.

5. For the convenience of Members and for the proper conduct of the meeting, entry to the place of meeting will be regulated by an attendance slip, which is annexed to the Proxy Form. Members/Proxies attending the meeting are kindly requested to complete the enclosed attendance slip, affix their signature at the place provided thereon and hand it over at the entrance.
6. Members are requested to bring Annual Report 2018-19 along with them to the Annual General Meeting, since extra copies will not be supplied at the Meeting.
7. The Company has fixed Saturday, 3rd August 2019 as the 'Record Date' for determining entitlement of Members to final dividend for the financial year ended 31st March 2019.
8. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made within 30 days from date of the AGM, to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and to Members in respect of shares held in physical form as of the close of business hours on Saturday, 3rd August 2019.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 and the certificate from Auditors of the Company certifying that the Narayana Hrudayalaya (Employee Stock Option Plan), 2015 are being implemented in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 will be available for inspection by the Members at the Annual General Meeting.
10. Proxies shall be made available for inspection by a Member, during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.
11. All the documents referred to in the Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days during business hours up to the date of the Meeting.
12. Notice is sent to all the Members (electronic or physical copy), whose names appears in the Register of Members as on Friday, the 5th July 2019. The Notice of the meeting is also posted on the website of the Company i.e., www.narayanahealth.org.
13. In line with the measures of Green Initiative, 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 with the Company/Karvy Fintech Private Limited ("Karvy"), the Registrar and Transfer Agent. Members holding shares in demat mode are requested to register their e-mail ID with their respective Depository Participants (DP). If there is any change in the e-mail ID already registered with the Company/Karvy, Members are requested to immediately notify the same to the Company.
14. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their DP. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Karvy to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Karvy.
15. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Karvy for assistance in this regard.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DP with whom they are maintaining their Demat Accounts. Members holding shares in Physical form can submit their PAN details to Karvy.
17. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as

amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered at the 19th Annual General Meeting by electronic means and the businesses may be transacted through e-Voting Services. The facility of casting votes by the Members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by Karvy.

18. The facility of Insta Voting shall be made available at the venue of the Annual General Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through insta voting.
19. The voting through electronic means will commence on Wednesday, 7th August 2019 at 10.00 A.M. and will end on Friday, 9th August 2019 at 5.00 P.M. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date Saturday, 3rd August, 2019, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
20. The Members who have cast their votes before the Annual General Meeting can also attend the meeting but shall not be entitled to cast their votes again.
21. A person who ceases to be Member after the cut-off date should treat this notice for information purpose only.
22. Instructions for Voting through electronic means are as under:

A. In case a Member receives an email from Karvy [for Members whose e-mail ids are registered with the Company/Depository Participant(s)]:

- (i) Open e-mail and open PDF file viz. "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.karvy.com>.
- (iii) Click on Shareholder - Login

- (iv) Put user ID and password/PIN as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears, change the password with new password/PIN of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" i.e., E-Voting Event Number of "Narayana Hrudayalaya Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios/demat account.
- (xiii) Institutional shareholders (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 is/ are authorized to vote, to the Scrutinizer through e-mail to sudhindraksfcs@gmail.com with a copy marked to evoting@karvy.com.
- (xiv) The e-voting portal will remain open for voting from Wednesday, 7th August 2019 at 10.00 A.M. and will end on Friday, 9th August 2019 at 5.00 P.M (both days inclusive).

B. In case a Member receives physical copy of the Notice of Annual General Meeting and for Members whose e-mail ids are not registered with the Company /Depository Participant(s) or requesting physical copy:

- (i) EVEN, User ID & Initial Password is provided at the bottom of the attendance slip.