Narayana Health™

Date of submission: 10th July 2017

To	To
Secretary Listing Department BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 **Scrip Code - 539551**	Secretary Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Mumbai – 400 050 **Stock Code- NH**

Dear Sir/Madam,

Sub: Dispatch of Annual General Meeting Notice.

With reference to the captioned subject, we hereby inform that pursuant to Section 101 of the Companies Act, 2013, and other applicable provisions of the Act, the Company has completed the physical and electronic dispatch of the Annual General Meeting Notice dated 26th June, 2017 along with the Annual Report to all the members whose names appear in the Registrar of Members / List of Beneficial Owners as on 30th June, 2017 (cut-off date).

The Annual General Meeting Notice has been uploaded on the website of the Company, the link of which is as below:

http://www.narayanahealth.org/stakeholder-relations/agm-notice

In this regard, please find enclosed Annual General Meeting Notice. Also find enclosed newspaper advertisement published in Financial Express and Vijay Vani in this regard.

Kindly take the above said information on record.

Thanking you,

Yours faithfully,

For **NARAYANA HRUDAYALAYA LIMITED**,

Sridhar

Sridhar S.
Group Company Secretary, Legal and Compliance Officer.
Encl: As above.

Narayana Hrudayalaya Limited

CIN- L85110KA2000PLC027497

Registered Office: 258/A, Bommasandra Industrial Area, Anekal Taluk, Bengaluru-560 099

Corporate Office: 261/A, 2nd Floor, Bommasandra Industrial Area, Anekal Taluk, Bengaluru-560 099

Tel: +91 80 7122 2129, **Website:** www.narayanahealth.org. **E-mail:** investorrelations@narayanahealth.org

NOTICE

Notice is hereby given that the Seventeenth Annual General Meeting (AGM) of the Members of Narayana Hrudayalaya Limited (Formerly known as Narayana Hrudayalaya Private Limited) will be held at "Sathya Sai Samskruta Sadanam", No. 20, Hosur Road, Bengaluru - 560029 on Thursday, the 3rd day of August, 2017 at 11.30 A. M. to transact the following business:

A. Ordinary Business:

1. To receive, consider and adopt Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017.

2. To receive, consider and adopt Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017.

3. To receive, consider and adopt the Auditors' Report and the Report of the Board of Directors for the year ended 31st March 2017.

4. To appoint a Director in place of Ms. Kiran Mazumdar Shaw (DIN 00347229), who retires by rotation and being eligible, offers herself for re-appointment.

5. To appoint Auditors and in this regard to consider and if thought fit, to pass with or without modification(s), following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT**, in terms of the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to appoint M/s. Deloitte Haskins and Sells LLP, (Firm Registration Number: 117366W/W-100018), Chartered Accountants, Bengaluru as the statutory auditors of the Company to hold office from the conclusion of the 17th Annual General Meeting up to the conclusion of the 22nd Annual General Meeting, in place of M/s. B S R & Co. LLP (having Firm Registration Number: 101248W/W-100022) whose term of ten years shall expire upon the conclusion of the 17th Annual General Meeting.

   RESOLVED FURTHER THAT, in terms of the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Board of Directors be and is hereby authorised to fix the remuneration of the statutory auditors, including reimbursement of out of pocket expenses incurred in connection with the audit plus the applicable taxes in mutual agreement with the statutory auditors".

B. Special Business:

6. **Ratification of remuneration payable to the Cost Auditors for the Financial Year 2017-18**

   To consider and if thought fit, to pass either with or without modification(s), 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-enactment(s) thereof for the time being in force), the Company hereby approves and ratifies 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 2017-18.

   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".

7. Approval of the revision in remuneration of Dr. Devi Prasad Shetty, Chairman and Whole-time Director

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

"**RESOLVED THAT**, pursuant to the provisions of Section 196 and subject to the provisions of Section 197 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to consents, approvals and permissions, if any needed, the consent of the Shareholders, be and is hereby accorded to revise the remuneration of Dr. Devi Prasad Shetty, Chairman and Whole-time Director of the Company on the terms and conditions hereinafter mentioned with effect from 1st April, 2017 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: Dr. Devi Prasad Shetty shall be paid consolidated salary upto ₹ 5,44,00,000 (Rupees five crore forty four lakhs) 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 Personal Accident Policy and Group Term Life Insurance Policy.

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

RESOLVED FURTHER 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".

8. Approval of the revision in remuneration of Dr. Ashutosh Raghuvanshi, Vice Chairman, Group CEO & Managing Director

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

"**RESOLVED THAT**, pursuant to the provisions of Section 196 and subject to the provisions of Section 197 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to consents, approvals and permissions, if any needed, the consent of the Shareholders, be and is hereby accorded to revise the remuneration of Dr. Ashutosh Raghuvanshi, Vice Chairman, Group CEO & Managing Director of the Company on the terms and conditions hereinafter mentioned with effect from 1st April, 2017 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: Dr. Ashutosh Raghuvanshi shall be paid consolidated salary upto ₹ 4,02,80,000 (Rupees four crore two lakh and eighty thousand) 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 Mediclaim Insurance Policy, Group Personal Accident Policy, Group Term Life Insurance Policy and Group Term Life – Future Service Guarantee.

RESOLVED FURTHER 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.

RESOLVED FURTHER THAT, the revised remuneration as set out above be paid to Dr. Ashutosh Raghuvanshi 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".

9. Approval of the revision in remuneration of Mr. Viren Prasad Shetty, Executive Director

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

"**RESOLVED THAT**, pursuant to the provisions of Section 196 and subject to the provisions of Section 197 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to consents, approvals and permissions, if any needed, the consent of the Shareholders, be and is hereby accorded to revise the remuneration of Mr. Viren Prasad Shetty, Executive Director of the Company on the terms and conditions hereinafter mentioned with effect from 1st April, 2017 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: Mr. Viren Prasad Shetty shall be paid consolidated salary upto ₹ 1,14,00,000 (Rupees one crore fourteen lakh) 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 Mediclaim Insurance Policy, Group Personal Accident Policy, Group Term Life Insurance Policy and Group Term Life – Future Service Guarantee.

RESOLVED FURTHER 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.

RESOLVED FURTHER THAT, the revised remuneration as set out above be paid to Mr. Viren 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".

10. Approval for the payment of remuneration to the Non-Executive directors.

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

"**RESOLVED THAT**, pursuant to the Articles of Association of the Company, Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, a sum not exceeding 1% (One per cent) of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, be paid and distributed amongst the Non-executive Directors of the Company or some or any of them in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made with respect to the profits of the Company for each year, for a period of five years, commencing from 1 April, 2015".

11. Approval for Related Party Transaction for appointment of Dr. Varun Prasad Shetty as Consultant

To consider and if thought fit, to pass either with or without modification(s), the following resolution as an **Ordinary 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 Shareholders be and is hereby accorded for appointment of Dr. Varun Prasad Shetty, a relative of Dr. Devi Prasad Shetty, Chairman & Whole-time Director and Mr. Viren Prasad Shetty, Whole-time Director of the Company, as a Consultant for providing services in Cardiac Surgery at a remuneration of ₹ 48,00,000 (Rupees forty eight lakhs) per annum effective 1st April 2017.

RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to revise the remuneration payable to Dr. Varun Prasad Shetty from time to time upto a period of 3 years, i.e. upto the Financial Year 2019-20 basis the scope of service, the pay of similarly placed professional in the industry and such other factors as deemed appropriate by the Board without seeking any further approval from the Shareholders.

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".

12. Alteration of Articles of Association with respect to removal of common seal clause.

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

"**RESOLVED THAT**, pursuant to the provisions of the Section 14 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 read with the relevant rules, consent of the shareholders of the Company be and is hereby accorded to amend the Articles of Association of the Company as under:

(a) Delete the Article 2A(zzz) which is reproduced below

2A(zzz) "Seal" shall mean the common seal(s) for the time being of the Company.

(b) Existing Article 15(d) shall be substituted by the following amended Article 15(d)

A certificate, signed by two director duly authorized by the Board and the Company Secretary, specifying the Equity Shares held by any Person shall be prima facie evidence of the title of the Person to such Equity Shares. Where the Equity Shares are held in depository form, the record of Depository shall be the prima facie evidence of the interest of the beneficial owner.

(c) Existing Article 16(d)(i) shall be substituted by the following amended Article 16(d)(i)

Every Shareholder or allottee of shares shall be entitled without payment, to receive one or more certificates specifying the name of the Person in whose favour it is issued, the shares to which it relates and the amount paid up thereon. Such certificates shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupon of requisite value, save in cases of issue of share certificates against letters of acceptance or of renunciation, or in cases of issue of bonus shares. Such share certificates shall also be issued in the event of consolidation or sub-division of shares of the Company. Every such certificate shall be issued under the signature of 2 (two) Directors or persons acting on behalf of the Board under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose, provided that if the composition of the Board permits, at least 1 (one) of the aforesaid 2 (two) Directors shall be a person other than a Managing Director(s) or an Executive Director(s). Particulars of every share certificate issued shall be entered in the Register of Members against the name of the Person, to whom it has been issued, indicating the date of issue. For any further certificate, the Board shall be entitled, but shall not be bound to prescribe a charge not exceeding rupees fifty per certificate.

(d) Existing Article 29(d) shall be substituted by the following amended Article 29(d)

Subject to the applicable provisions of the Act and these Articles, if any uncalled Capital of the Company is included in or charged by any mortgage or other security, the Board shall make calls on the Shareholders in respect of such uncalled Capital in trust for the Person in whose favour such mortgage or security is executed, or if permitted by the Act, may by instrument, signed by one director and the Company Secretary or some other person appointed by the Board for the purpose, authorize the Person in whose favour such mortgage or security is executed or any other Person in trust for him to make calls on the Shareholders in respect of such uncalled Capital and the provisions hereinafter contained in regard to calls shall mutatis mutandis apply to calls made under such authority and such authority may be made exercisable either conditionally or unconditionally or either presently or contingently and either to the exclusion of the Board's power or otherwise and shall be assignable if expressed so to be.

(e) Delete the Article 86, which is reproduced below

86. SEAL

(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board, previously given.

(b) The Company shall also be at liberty to have an official Seal(s) in accordance with applicable provisions of the Act, subsisting provisions of Companies Act, 1956 or such applicable Laws, for use in any territory, district or place outside India.

(c) *Every deed or other instrument to which the Seal of the Company is required to be affixed shall unless the same is executed by a duly constituted attorney, be signed by any one of the Directors or the Secretary of the Company under an authority of a resolution.*

RESOLVED FURTHER THAT, the existing Articles from Article 87 to Article 109 be renumbered as Article 86 to Article 108 respectively.

RESOLVED FURTHER THAT, the Board of Directors, be and are hereby authorized to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary to give effect to the resolution".

13. To approve the amalgamation of NewRise Healthcare Private Limited, Wholly Owned Subsidiary with the Company

To consider and if thought fit, to pass either with or without modification(s), the following resolution under Section 233 of the Companies Act, 2013:

"**RESOLVED THAT**, pursuant to the provisions of Section 233 of the Companies Act, 2013 and Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Act and the Rules and subject to sanction by the Regional Director, South Eastern Region, Ministry of Corporate Affairs or such other competent authority, as may be applicable, being obtained and subject to such terms and conditions and modification(s) as may be imposed, prescribed or suggested by the Regional Director, South Eastern Region, Ministry of Corporate Affairs or such other competent authority, as may be applicable, the Scheme of Amalgamation of NewRise Healthcare Private Limited with Narayana Hrudayalaya Limited in terms of the draft Scheme of Amalgamation circulated with the Notice be and is hereby approved.

RESOLVED FURTHER THAT, the Board of Directors, (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) be and is hereby authorized to sign, seal and deliver all documents, agreements and deeds and perform all acts, matters and things and to take all such steps as may be necessary or desirable to give 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: 26th June, 2017

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning business under item nos. 6 to 13 is annexed hereto.
2. Details as required in sub regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking appointment/reappointment at the Annual General Meeting forms integral part of the Notice. The Director has furnished details as required under this regulation for her re-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 Seventeenth 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 1st August, 2017). 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 Shareholder.

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 2016-17 along with them to the Annual General Meeting, since extra copies will not be supplied at the Meeting.

7. 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 will be available for inspection by the Members at the Annual General Meeting.

8. 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.

9. 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.

10. Notice is sent to all the Members (electronic or physical copy), whose names appears in the Register of Members as on Friday, the 30th day of June, 2017. The Notice of the meeting is also posted on the website of the Company i.e., www.narayanahealth.org.

11. 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 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 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.

12. 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. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Karvy for assistance in this regard.

13. 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.

14. 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 17th Annual General Meeting by electronic means and the businesses may be transacted through e-Voting Services. The facility of casting the 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.

15. 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.

16. The voting through electronic means will commence on Monday, 31st day of July, 2017 at 10.00 A.M. and will end on Wednesday, 2nd day of August, 2017 at 5.00 P.M. During this period, Shareholders of the Company holding shares either

in physical form or in dematerialized form, as on the cut-off date, Thursday, 27th day of July, 2017, 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 shareholders, the shareholders shall not be allowed to change it subsequently.

17. 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.

18. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.

19. Instructions for Voting through electronic means are as under:

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

(i) Open email 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 Monday, 31st day of July, 2017 at 10.00 A.M. and will end on Wednesday, 2nd August, 2017 at 5.00 P.M (both days inclusive).

B. In case a Member receives physical copy of the Notice of Annual General Meeting for Members whose email 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.

(ii) Please follow all steps from Sl. No. A (i) to Sl. No. A (xiii) above, to cast your vote.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at downloads Section of www.evoting.karvy.com or call on toll free no. 1-800-3454-001 for any query.

C. General Instructions:

(i) If you are already registered with Karvy for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using

"Forgot User Details/Password" option available on www.evoting.karvy.com or contact Karvy at the following toll free no. 1-800-3454-001.

(ii) 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).

(iii) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date on Thursday, 27th day of July 2017.

(iv) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i. e., Thursday, 27th day of July 2017 may obtain the login ID and password by sending a request at evoting@karvy.com.

(v) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through insta poll.

(vi) The Company has appointed Mr. Sudhindra K S, Practicing Company Secretary (FCS No. 7909, CP No. 8190), Bengaluru to act as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.

(vii) The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of insta poll facility for all those Members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

(viii) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days from the conclusion of the meeting i.e., on or before 5th August, 2017, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

(ix) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.narayanahealth.org and on the website of Karvy immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Ltd and National Stock Exchange of India Limited where the shares of the Company are listed.

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

Sridhar S
Group Company Secretary, Legal & Compliance Officer

Place: Bengaluru
Date: 26th June, 2017

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

Ratification of Remuneration payable to the Cost Auditors for the Financial Year 2016-17

The Board, on the recommendations of Audit, Risk and Compliance Committee, has approved the appointment of M/s. PSV and Associates, Cost Accountants, Bengaluru, as Cost Auditors for the Financial Year ending 31st March, 2018, at a remuneration of ₹ 3,00,000 (Rupees Three Lakhs) per annum plus applicable taxes and out of pocket expenses payable to the Cost Auditors.

In accordance with Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration so payable to the Cost Auditors is required to be ratified by the Shareholders of the Company.

The Board accordingly recommends the passing of the said resolution as contained in the Notice for approval by the Members as an ordinary resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, either directly or indirectly in the proposed resolution.

Item No. 7

Approval for the revision of remuneration of Dr. Devi Prasad Shetty, Chairman & Whole-time Director

The Company is in growth phase and the duties and engagement of the Director have been increased. The Board of Directors upon receiving the recommendations from the Nomination and Remuneration Committee, at their meeting held on 29th day of May, 2017 have passed a resolution for increasing the remuneration payable to Dr. Devi Prasad Shetty, Chairman and Whole-time Director of the Company, and hereby recommend it for your approval. All other terms and conditions relating to his appointment and remuneration as approved earlier by the Members at their meeting held on 1st December 2015 remain unchanged.

In view of the above, the proposed revised remuneration of Dr. Devi Prasad Shetty shall be ₹ 5,44,00,000 as against the previously approved remuneration of ₹ 5,28,00,000, approved by the Shareholders at their meeting held on 1st December 2015. Approval of the Members is sought pursuant to the provisions of Sections 196(4) and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof).

The Board accordingly recommends the passing of the said resolution as contained in the Notice for approval by the Members as an ordinary resolution.

Further details of Dr. Devi Prasad Shetty, as required by Secretarial Standard-2 issued by the Institute of Company Secretaries of India, pertaining to the revision of remuneration of Dr. Devi Prasad Shetty has been Annexed to this notice.

Except Dr. Devi Prasad Shetty, Mr. Viren Prasad Shetty and their relatives, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, either directly or indirectly in the proposed resolution.

Item No. 8

Approval of the revision in remuneration of Dr. Ashutosh Raghuvanshi, Vice Chairman, Group CEO & Managing Director

The Company is in growth phase and the duties and engagement of the Managing Director have been increased. The Board of Directors upon receiving the recommendations from the Nomination and Remuneration Committee, at their meeting held on 29th day of May, 2017 have passed a resolution for increasing the remuneration payable to Dr. Ashutosh Raghuvanshi, Vice Chairman, Group CEO & Managing Director and hereby recommend it for your approval. All other terms and conditions relating to his appointment and remuneration as approved earlier by the Members at their meeting held on 1st December 2015 remain unchanged.

In view of the above, the proposed remuneration of Dr. Ashutosh Raghuvanshi shall be ₹ 4,02,80,000 as against the previously approved remuneration of ₹ 3,91,60,000 approved by the Shareholders at their meeting held on 1st December 2015. The

approval of the Members is sought pursuant to the provisions of Section 196(4) and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof).

The Board accordingly recommends the passing of the said resolution as contained in the Notice for approval by the Members as an ordinary resolution.

Further details of Dr. Ashutosh Raghuvanshi, as required by Secretarial Standard-2 issued by the Institute of Company Secretaries of India, pertaining to the revision of remuneration of Dr. Ashutosh Raghuvanshi has been Annexed to this notice.

Except Dr. Ashutosh Raghuvanshi, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, directly or indirectly in the proposed resolution.

Item No. 9

Approval of the revision in remuneration of Mr. Viren Prasad Shetty, Whole-time Director

The Company is in growth phase and the duties and engagement of the Director have been increased. The Board of Directors upon receiving the recommendations from the Nomination and Remuneration Committee, at their meeting held on 29th day of May, 2017 have passed a resolution for increasing the remuneration payable to Mr. Viren Prasad Shetty, Whole-time Director of the Company, and hereby recommends it for your approval. All other terms and conditions relating to his appointment and remuneration as approved earlier by the Members at their meeting held on 12th September 2015 remain unchanged

In view of the above, the proposed remuneration of Mr. Viren Prasad Shetty shall be ₹ 1,14,00,000 as against the previously approved remuneration of ₹ 1,00,00,000 approved by the Shareholders at their meeting held on 12th September 2015. The approval of the Members is sought pursuant to the provisions of Section 196(4) and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof).

The Board accordingly recommends the passing of the said resolution as contained in the Notice for approval by the Members as an ordinary resolution.

Further details of Mr. Viren Prasad Shetty, as required by Secretarial Standard-2 issued by the Institute of Company Secretaries of India, pertaining to the revision of remuneration of Mr. Viren Prasad Shetty has been Annexed to this notice.

Except Mr. Viren Prasad Shetty, Dr. Devi Prasad Shetty and their relatives, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 10

Approval for the payment of remuneration to the Non-Executive directors

Non-executive Directors of the Company play a crucial role to the independent functioning of the Board. They bring in external and wider perspective to the decision-making function of the Board. The remuneration paid to Non-Executive and Independent Directors should be reasonable and sufficient to attract, retain and motivate Directors to align to the requirements of the Company, provide leadership and strategic guidance through the Company's growth imperatives.

Accordingly, it is proposed to pay remuneration as may be determined by the Board and not exceeding 1% of the net profit of the Company every year to the Non-Executive and Independent Directors based on the recommendation of the Nomination and Remuneration Committee.

The Board accordingly recommends the passing of the said resolution as contained in the Notice for approval by the Members as an ordinary resolution.

Except the Non-executive and Independent Directors, none of the other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, either directly or indirectly in the proposed resolution.

Item No. 11

Approval of Related Party Transaction for appointment of Dr. Varun Prasad Shetty as a Consultant

Dr. Varun Prasad Shetty, son of Dr. Devi Prasad Shetty, is a Post Graduate Cardiac Surgeon and has been associated with the Company since April 2011. He has completed his 6 Year DNB specialization equivalent to DM/M.Ch qualification with hands on experience on diverse Cardiac procedures. He also has the distinction of having been mentored and trained

by accomplished and renowned Cardiac Surgeons and Group Head-Medical Services at Narayana Health. He has been contributing significantly to the Hospital and currently his scope of service as a Cardiac Surgeon has been increased. Currently, Dr. Varun Prasad Shetty is engaged by the Company as Consultant in Cardiac Surgery at a remuneration of ₹ 30 Lakhs per annum. It is proposed to revise the remuneration of Dr. Varun Prasad Shetty to ₹ 48 Lacs per annum effective 1st April 2017, being reasonable and in par with the fee/remuneration payable to similarly placed professional in the industry, as proposed by the Board of Directors.

In terms of Section 188 read with Rule 15(3)(b) of Companies (Meeting of Board and its Powers) Rules, 2014, any appointment of a related party to an office or place of profit at a remuneration exceeding ₹ 2,50,000 per month requires approval of the shareholders.

The Board accordingly recommends the passing of the said resolution as contained in the Notice for approval by the Members as an ordinary resolution.

Except Dr. Devi Prasad Shetty, Mr. Viren Prasad Shetty and their relatives, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, directly or indirectly in the proposed resolution.

All the material documents pertaining to the above resolution shall be available for inspection by the Members at the Registered Office of the Company.

Item No. 12

Alteration of Articles of Association with respect to removal of common seal clause

With the enactment of the Companies (Amendment) Act, 2015, the use of Common Seal has been made optional. In order to facilitate administrative convenience for execution of documents on behalf of the Company it is proposed to alter the existing Articles of Association ("AOA") of the Company by removing/amending the relevant clauses in the Articles of Association of the Company pertaining to the common seal. Accordingly, Article 2A(zzz) and 86 shall be deleted and Article 15(d), 16(d)(i) and 29(d) shall be amended.

Pursuant to Section 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of Shareholders by passing a special resolution. The Board accordingly recommends the passing of the said resolution as contained in the Notice for approval by the Members as a special resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, directly or indirectly in the proposed resolution.

All the material documents pertaining to the above resolution shall be available for inspection by the Members at the Registered Office of the Company.

Item No. 13

To approve the merger of NewRise Healthcare Private Limited, a Wholly Owned Subsidiary with the Company

The Company acquired 100% equity and preference share capital of NewRise Healthcare Private Limited (NewRise) in the month of April, 2017 from Panacea Biotec Limited. NewRise with its registered office at New Delhi has a 230 bedded hospital situated in Gurugram. The hospital is yet to commence operations and the company is in the process of making further capital investments and it is planned to commence hospital operation in this Financial Year. It is proposed to amalgamate NewRise with the Company considering various benefits arising from amalgamation. Amalgamation will lead to operational synergies, greater efficiency and economical operations for future growth of the combined entities. There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and diversified base for future growth with a wider presence in the health segment. Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.

Section 233 of the Companies Act, 2013 provides for a fast track amalgamation of a Wholly Owned Subsidiary and a Holding Company. Considering that New Rise is a Wholly Owned Subsidiary of the Company, it is proposed to amalgamate the same with the Company under Section 233 which requires consent of the members. A draft Scheme of Amalgamation is proposed for the approval of the Shareholders at the meeting. The draft Scheme has also been filed with the Registrar of Companies and Official Liquidators at Bangalore and New Delhi, inviting objections or suggestions, if any, on the draft Scheme. The

objections and suggestions, if any, received from the Registrar of Companies and Official Liquidators shall be considered at the meeting before approving the Scheme of Amalgamation.

The Board accordingly recommends the passing of the said resolution as contained in the Notice for approval by the Members as an ordinary resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, directly or indirectly in the proposed resolution.

In this regard the following documents are attached to this notice and explanatory statement:

1. Scheme of Amalgamation as Annexure I.
2. Details required to be given as per Section 233 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 as Annexure II.
3. Declaration of solvency by the Company in Form CAA 10 as Annexure III.

All other material documents pertaining to the above resolution shall be available for inspection by the Members at the Registered Office of the Company.

The above explanatory statement in respect of Item No.6 to Item No.13 sets out all facts to enable the Members to understand the meaning, scope and implications of these items of business and to take a decision thereon.

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

Sridhar S
Group Company Secretary, Legal & Compliance Officer

Place: Bengaluru
Date: 26h June, 2017

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Re-appointment of Ms. Kiran Mazumdar Shaw

In terms of Section 152(6) of the Companies Act, 2013, Ms. Kiran Mazumdar Shaw, appointed as Non-Executive Director of the Company effective from 6th February, 2008, shall retire by rotation at the forthcoming Annual General Meeting and being eligible offers herself for re-appointment.

Ms. Kiran Mazumdar Shaw is a Non-Executive Director of our Company. She is the Chairperson and Managing Director of Biocon Limited, an innovation led Biopharmaceutical Company, which is India's largest publicly listed biotech enterprise. She is a first generation entrepreneur with more than 42 years experience in the field of biotechnology. She holds a Bachelor's Degree in Science (Zoology Honours) from Bengaluru University and a Masters' Degree in Malting and Brewing from Ballarat College, Melbourne University. She has been awarded with several honorary degrees, including Honorary Doctorate of Science from Ballarat University, National University of Ireland, Trinity College, Dublin and the University of Glasgow.

She is an Independent Member of the Board of Infosys Limited, and is the Chairperson of the Board of Governors of Indian Institute of Management, Bengaluru. She is a Founder Member of Karnataka's Vision Group on Biotechnology and currently chairs this Forum. She serves on the National Advisory Council of the Government's Department of Biotechnology and had setup the Association of Biotech Led Enterprises (ABLE) in 2003 as its first President, currently she is the Non- Executive Chairperson of ABLE. She is also a Director in Syngene International Limited and also Director & Committee Member in Infosys Limited and United Breweries Limited.

Ms. Kiran Mazumdar Shaw holds 47,05,671 equity shares (2.30%) of the Company.

Upon her re-appointment as a Non-Executive Director, Ms. Kiran Mazumdar Shaw shall continue to hold office as Non-Executive Director. Accordingly, Board recommends her re-appointment.

Except Ms. Kiran Mazumdar Shaw, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise in the proposed resolution.

PARTICULARS OF DIRECTORS SEEKING APPROVAL FOR REVISION IN REMUNERATION

Particulars	Dr. Devi Prasad Shetty	Dr. Ashutosh Raghuvanshi	Mr. Viren Prasad Shetty
Date of Birth (Age)	8 May 1953 (63 years)	11 August 1962 (54 years)	18 May 1984 (33 years)
Date of Appointment	19 July 2000	19 March 2009	10 April 2008
Qualifications	MBBS, Master's Degree in Surgery	MBBS, MS (General Surgery), MCh, Cardiothoracic Surgery	Master's in Business Administration, BE in Civil Engineering.
Expertise in specific functional areas	Renowned Cardiac Surgeon and Healthcare Entrepreneur. Please refer to the Directors Profile section in this Annual Report for detailed profile.	Cardiac Surgeon with wide experience in Business Management. Please refer to the Directors Profile section in this Annual Report for detailed profile.	Wide experience in supply chain management. Please refer to the Directors Profile section in this Annual Report for detailed profile.
Number of meetings of the Board attended	9	7	8
Directorships held in other companies (excluding foreign companies and Section 8 companies)	8	3	4
Membership/ Chairmanships of Committees of other public companies (includes only Audit Committees and Stakeholders' Relationship Committee)	1	NIL	NIL
Number of shares held in the Company	6,47,00,571	NIL	NIL

Annexure I

SCHEME OF AMALGAMATION
OF
NEWRISE HEALTHCARE PRIVATE LIMITED
WITH
NARAYANA HRUDAYALAYA LIMITED
AND THEIR RESPECTIVE SHAREHOLDERS

(Under Section 230 and 233 of the Companies Act, 2013)

PREAMBLE

This Scheme of Amalgamation is to provide for the Amalgamation of NewRise Healthcare Private Limited (Transferor Company) with Narayana Hrudayalaya Limited (Transferee Company) and their respective shareholders. The Scheme is made pursuant to the provisions of Section 233 and other relevant provisions of the Companies Act, 2013.

I. BACKGROUND

a) The Transferee Company is a well-established company engaged in the business of providing medical treatment, medical facilities, paramedical facilities, healthcare facilities and all health, medical and other related and ancillary services. The business of the Company also comprise building, operating and maintaining various hospitals across India and undertake research & development work etc. The equity shares of the Transferee Company are listed on Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

b) The Transferor Company is a Wholly owned subsidiary of the Transferee Company engaged in the business of building, operating, maintaining and acquiring hospitals, nursing homes and diagnostic centers etc. amongst others.

II. RATIONALE

The amalgamation of the Transferor Company with the Transferee Company would inter alia have the following benefits:

a) The consolidation of operations of the Transferor Company and the Transferee Company by way of amalgamation will lead to a more efficient utilization of capital, superior deployment of brand promotion, sales and distribution strategies and create a consolidated and diversified base for future growth of the amalgamated entity with a wider presence in the health segment. The amalgamation will result in administrative and operational rationalization and promote organizational efficiencies. It will prevent cost duplication that can erode financial efficiencies of the holding structure and the resultant operations will be more cost-efficient with the achievement of greater economies of scale, reduction in overheads and improvement in various other operating parameters.

b) The amalgamation will increase competitiveness of the Transferee Company since the Transferor Company and the Transferee Company are carrying on business in the field of healthcare services. The consolidation of activities of the Transferor Company with the Transferee Company by way of an amalgamation will lead to operational synergies, greater efficiency and economical operations for future growth of the Transferee Company.

c) The amalgamation would result in greater integration and greater financial strength and flexibility for the amalgamated entity, which would result in maximizing overall shareholder value, and will improve the competitive position of the combined entity.

d) The amalgamation will provide for pooling of the managerial, technical and financial resources of the Transferor Company and the Transferee Company which will help in increasing the competitiveness of the Transferee Company.

e) The amalgamation would result in greater efficiency in cash management of the amalgamated entity, and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund growth opportunities, to maximize shareholder value.

In view of the aforesaid, the Board of Directors of the Transferor Company as well as the Board of Directors of the Transferee Company have considered and proposed the amalgamation of the Transferor Company with Transferee Company in order to benefit the stakeholders of both the companies. Accordingly, the Board of

Directors of both the companies have formulated this Scheme of Amalgamation for the transfer and vesting of the entire undertaking and business of the Transferor Company with and into the Transferee Company pursuant to the provisions of Section 233 and other relevant provisions of the Companies Act, 2013.

III. Parts of the Scheme

The Scheme is divided into following parts:

(i) Part A - dealing with definitions of the terms used in this Scheme and sets out the share capital of the Transferor Company and the Transferee Company;

(ii) Part B – dealing with the transfer and vesting of the undertaking of the Transferor Company with the Transferee Company;

(iii) Part C – dealing with the accounting treatment for the amalgamation in the books of the Transferee Company; and with the dissolution of the Transferor Company and the general terms and conditions applicable to this Scheme and other matters consequential and integrally connected thereto.

PART – A

DEFINITIONS AND SHARE CAPITAL

1. DEFINITIONS

In this Scheme, unless repugnant to or inconsistent with the context thereof, the following expressions shall have the following meanings:

1. 1 ***"Act"*** means the Companies Act, 2013 and shall include any statutory modifications, re-enactment or amendment thereof.

1. 2 ***"Amalgamation"*** means amalgamation of Transferor Company into Transferee Company.

1. 3 ***"Appointed Date"*** means July 1, 2017 or such other date as may be approved by the Regional Director, South Eastern Region, Ministry of Corporate Affairs or any other appropriate authority;

1. 4 ***"Assets"*** shall have the meaning assigned to it in Clause 3.1 of this Scheme;

1. 5 ***"Board of Directors"*** or ***"Board"*** means the board of directors of the Transferor Company or Transferee Company, as the case may be, and shall include a duly constituted committee thereof;

1. 6 ***"Effective Date"*** means the last of the dates specified in Clause 15 of this Scheme. References in this Scheme to the date of "coming into effect of this Scheme" or "upon the Scheme becoming effective" or "upon the Scheme coming into effect" shall mean the Effective Date;

1. 7 ***"Equity Share(s)"*** means equity shares of the Transferor Company or Transferee Company, as the case may be;

1. 8 ***"Scheme"*** or ***"the Scheme"*** or ***"this Scheme"*** or ***"Scheme of Amalgamation"*** means this scheme of amalgamation in its present form or with any modification(s) approved or directed by the Regional Director, South Eastern Region, Ministry of Corporate Affairs, pursuant to the provisions of Section 233 of the Act;

1. 9 ***"Transferee Company"*** means Narayana Hrudayalaya Limited, a company incorporated under the provisions of the Companies Act, 1956 having its registered office at No.258/A, Bommasandra Industrial Area, Anekal Taluk Bangalore Rural Area, Bengaluru - 560099.

1. 10 ***"Transferor Company"*** means NewRise Healthcare Private Limited, a company incorporated under the provisions of the Companies Act, 1956 having its registered office at B-1 Extn./ A-27, Mohan Co-operative Industrial Estate, Mathura Road, New-Delhi -110044;

1. 11 ***"Undertaking of the Transferor Company"*** means and includes all the properties, assets, rights and powers of the Transferor Company; and all the debts, liabilities, duties and obligations of the Transferor Company.

1. 12 Word(s) and expression(s) elsewhere defined in the Scheme will have the meaning(s) respectively ascribed thereto.

2. CAPITAL STRUCTURE

2.1. The authorized, issued, subscribed and paid up share capital of the Transferor Company as on 31.3.2017 is as under:

AUTHORIZED SHARE CAPITAL	Amount (In ₹)
90,00,000 Equity Shares of face value of ₹ 10 each	9,00,00,000
7,10,00,000 Preference Shares of face value of ₹ 10 each	71,00,00,000
Total	**80,00,00,000**
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL	Amount (In ₹)
84,02,496 Equity Shares of ₹ 10 each fully paid up	8,40,24,960
6,19,93,650 - 0.5% non-cumulative, non-convertible and non-participating Redeemable Preference Shares of face value of ₹ 10 each	61,99,36,500
Total	**70,39,61,460**

Subsequent to March 31, 2017, there has been no change in the capital structure of Transferor Company.

2.2. The authorized, issued, subscribed and paid up share capital of the Transferee Company as on 31.3.2017 is as under:

AUTHORIZED SHARE CAPITAL	Amount (In ₹)
30,00,00,000 equity shares of ₹ 10 each	3,00,00,00,000
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL	Amount (In ₹)
20,43,60,804 Equity Shares of ₹ 10 each fully paid up	2,04,36,08,040

Subsequent to March 31, 2017, there has been no change in the capital structure of Transferee Company.

PART –B

TRANSFER AND VESTING OF THE TRANSFEROR COMPANY WITH THE TRANSFEREE COMPANY

3. AMALGAMATION OF TRANSFEROR COMPANY

3.1. Upon the coming into effect of this Scheme and with effect from the Appointed Date, the whole of the Undertaking of the Transferor Company, including all properties, whether movable or immovable, freehold or leasehold, real or personal, corporeal or incorporeal, material or intellectual, present, future or contingent, including but without being limited to all assets, lands, buildings, plant and machinery, furniture and fittings, capital work-in-progress and other fixed assets, current assets, receivables (whether in Indian Rupee or foreign currency), credits, investments, reserves, provisions, funds, and all utilities including electricity, telephones, facsimile connections, installations and utilities, benefits or agreements and arrangements, powers, authorities, allotments, approvals, authorizations, tenancies in relation to the offices and/or residential properties for the employees or other persons, guest houses, trade and service names and marks, patents, copyrights and other intellectual property rights of any nature whatsoever, registrations, consents, privileges, liberties, and all the rights, title, interest, benefits, licenses (industrial or otherwise), municipal permissions, registrations, incentives, rebates, benefits and concessions to which the Transferor Company is entitled to in terms of the various statutes and/or schemes of the Union and State Governments including benefit of carry forward and set off of accumulated loss, allowance of unabsorbed depreciation, minimum alternate tax credit entitlement, sale tax benefit concessions and other benefits and credits to which the Transferor Company is entitled under Income-tax Act and advantages of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Company (hereinafter referred to as "Assets") and all secured and unsecured debts (whether undertaken in Indian Rupee or foreign currency) outstanding, liabilities (including contingent liabilities), duties and obligations shall be transferred to and vest in the Transferee Company so as to become on and from the Appointed Date the undertaking of the Transferee Company without any further act, instrument or deed.

3.2. Notwithstanding what is stated in Clause 3.1 above, it is expressly provided that such of the Assets of the Transferor Company as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and delivery, shall be so transferred by the Transferor Company to the Transferee Company without requiring any deed or instrument of conveyance for the same and shall become the property of the Transferee Company to the end and intent that the ownership and property therein passes to the Transferee Company on such handing over. In terms of this Scheme such transfer shall be effective from the Appointed Date.

3.3. In respect of such of the Assets belonging to the Transferor Company other than those referred to in sub-clause 3.1 above, the same shall, without any further act, instrument or deed, be transferred to and stand vested in and / or be deemed to be transferred to and vested in the Transferee Company pursuant to the provisions of section 233 of the Act.

3.4. In relation to those Assets belonging to the Transferor Company, which require separate documents of transfer, if any, the parties will execute the necessary documents, if and when required.

3.5. The transfer and vesting of all the Assets of the Transferor Company, as aforesaid, shall be subject to the existing charges, mortgages and encumbrances, if any, over or in respect of any of the Assets or any part thereof, provided however that such charges, mortgages and/or encumbrances shall be confined only to the relative Assets of the Transferor Company or part thereof on or over which they are subsisting on transfer to and vesting of such Assets in the Transferee Company and no such charges, mortgages, and/or encumbrances shall be enlarged or extend over or apply to any other asset(s) of the Transferee Company. Any reference in any security documents or arrangements (to which the Transferor Company is a party) to any Assets of the Transferor Company shall be so construed to the end and intent that such security shall not extend, nor be deemed to extend, to any of the other asset(s) of the Transferee Company and the Transferee Company shall not be obliged to create any further or additional security. Similarly, the Transferee Company shall not be required to create any additional security over Assets of the Transferor Company vested in the Transferee Company under this Scheme for any loans, debentures, deposits or other financial assistance already availed by it and/or committed to be availed by it prior to the amalgamation and the charges, mortgages, and/or encumbrances in respect thereof shall not extend or be deemed to extend or apply to the Assets of the Transferor Company, as the case may be, vested in the Transferee Company under this Scheme.

3.6. Upon the coming into effect of this Scheme and on and from the Appointed Date, all debts, liabilities, duties and obligations of every kind, nature and description of the Transferor Company shall also be transferred to and be deemed to stand transferred to the Transferee Company without any further act, instrument or deed so as to become the debts, liabilities, duties and obligations of the Transferee Company pursuant to the provisions of section 233 of the Act. In respect of the debts, liabilities, duties and obligations of the Transferor Company, it is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen (though the Transferee Company may, if it deems appropriate, give notice to the creditors that the debts stand transferred to and assumed by the Transferee Company).

3.7. For the removal of doubts, it is clarified that to the extent that there are inter-company loans, deposits, obligations, balances or other outstanding as between the Transferor Company and the Transferee Company, the obligations in respect thereof shall come to an end and there shall be no liability in that behalf and corresponding effect shall be given in the books of account and records of the Transferee Company and there would be no accrual of interest or any other charges in respect of such inter-company loans, deposits or balances, with effect from the Appointed Date.

3.8. The Transferee Company may at any time after the coming into effect of the Scheme, if so required under the provisions of any law for the time being in force or otherwise at its discretion, execute deeds of confirmation, in favour of secured creditors of the Transferor Company or in favour of any other party as directed by the Transferor Company with regard to any contract or arrangement to which the Transferor Company is a party or any other writings that may be necessary to give formal effect to the above provisions. The Transferee Company shall under the provisions of the Scheme be deemed to be authorized to execute any such confirmation in writing on behalf of the Transferor Company and to implement or carry out all such formalities or compliance referred to above on behalf of the Transferor Company.

3.9. The provisions of this Scheme as they relate to the amalgamation of the Transferor Company with the Transferee Company, have been drawn up to comply with the conditions relating to "amalgamation" as defined under Section 2(1B) of the Income-Tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section of the Income-tax Act, 1961, at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said Section of the Income-tax Act, 1961, shall prevail and the Scheme shall stand modified to the extent deemed necessary to comply with Section 2(1B) of the Income-tax Act, 1961. Such modification will, however, not affect the other parts of the Scheme.

4. LEGAL PROCEEDINGS

If any suits, actions and proceedings of whatsoever nature (hereinafter referred to as the **"Proceedings"**) by or against the Transferor Company are pending on the Effective Date, the same shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Company with the Transferee Company or anything contained in the Scheme, but the Proceedings may be continued and enforced by or against the Transferee Company as effectually and in the same manner and to the same extent as the same would or might have been continued and enforced by or against the Transferor Company , in the absence of the Scheme.

5. CONTRACTS AND DEEDS

5.1. All contracts, deeds, bonds, agreements, arrangements, incentives, licenses, permits, consents, registrations, engagements, sales tax deferrals and benefits, exemptions, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges and other instruments of whatsoever nature to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, and which have not lapsed and are subsisting on the Effective Date, shall remain in full force and effect against or in favour of the Transferee Company as the case may be, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company , the Transferee Company had been a party or beneficiary or obligee or obligor thereto.

5.2. The Transferee Company shall, if and to the extent required by law, enter into and/or issue and/or execute deeds, writings or confirmations, to give formal effect to the provisions of this Clause and to the extent that the Transferor Company is required prior to the Effective Date to join in such deeds, writings or confirmations, the Transferee Company shall be entitled to act for and on behalf of and in the name of the Transferor Company.

6. SAVING OF CONCLUDED TRANSACTIONS

6.1. The transfer of the Assets and Liabilities of the Transferor Company under Clause 3 above, the continuance of the Proceedings under Clause 4 above and the effectiveness of contracts, deeds, permits and consents under Clause 5 above, shall not affect any transaction or the Proceedings already concluded by the Transferor Company on or before the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company in respect thereto, as if done and executed on its behalf.

7. EMPLOYEES

7.1. All the employees of the Transferor Company in service on the Effective Date shall, on and from the Effective Date, become the employees of the Transferee Company on the same terms and conditions on which they were employed on the Effective Date without treating it as a break, discontinuance or interruption in service on the said date. Accordingly the services of such employees for the purpose of the said Funds (as defined herein) or other statutory purposes and for all purposes will be reckoned from the date of their respective appointments with the Transferor Company.

7.2. With regard to provident fund and gratuity fund or any other special funds or schemes created or existing for the benefit of such employees of the Transferor Company (hereinafter referred to as the **"said Funds"**), upon the Scheme becoming effective, Transferee Company shall stand substituted for the Transferor Company in relation to the obligations to make contributions to the said Funds in accordance with the provisions thereof in the respective trust deeds or other documents. It is the aim and intent of the Scheme that all the rights, duties, powers and obligations of the Transferor Company in relation to the said Funds shall become those of the Transferee

Company. The dues of the employees of the Transferor Company relating to the said Funds shall be continued to be deposited therein accordingly.

PART C

GENERAL TERMS AND CONDITIONS APPLICABLE TO THE TRANSFEROR COMPANY AND THE TRANSFEREE COMPANY

8. ACCOUNTING TREATMENT

8.1. The amalgamation shall be accounted for in the books of account of the Transferee Company according to the "Pooling of Interests Method" of accounting as per the Accounting Standard (AS) 14, 'Accounting for Amalgamations' issued by the Institute of Chartered Accountants of India or as per Ind AS 103, 'Business Combinations' notified under section 133 of the Companies Act, 2013.

9. CONDUCT OF BUSINESS TILL EFFECTIVE DATE

9.1. With effect from the Appointed Date and up to and including the Effective Date:

9.1.1 The Transferor Company shall be deemed to have been carrying on and shall carry on its business and activities and shall be deemed to have been held and stood possessed of and shall hold and stand possessed of all of the Assets of the Transferor Company for and on account of, and in trust for, the Transferee Company. The Transferor Company hereby undertakes to hold the said Assets with utmost prudence until the Effective Date.

9.1.2 All the profits or income, taxes (including advance tax and tax deducted at source) or any costs, charges, expenditure accruing to the Transferor Company or expenditure or losses arising or incurred or suffered by the Transferor Company shall for all purpose be treated and be deemed to be and accrue as the profits, taxes, incomes, costs, charges, expenditure or losses of the Transferee Company, as the case may be.

9.2. On and after the Appointed Date and until the Effective Date, the Transferor Company shall not without the prior written approval of the Board of Directors of the Transferee Company undertake (i) any material decision in relation to their businesses and affairs and operations (ii) any agreement or transaction (other than an agreement or transaction in the ordinary course of business) (iii) any new business, or discontinue any existing business or change the installed capacity of facilities.

9.3. With effect from the date of the Board meeting of the Transferee Company approving the Scheme and upto and including the Effective Date, the Transferor Company shall carry on its business and activities with reasonable diligence, prudence and in the same manner as carried on before and shall not (without the prior written consent of the Transferee Company) undertake any additional financial commitments of any nature whatsoever, borrow any amounts nor incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitments or sell, transfer, alienate, charge, mortgage, encumber or otherwise deal with or dispose of the Undertaking of the Transferor Company or any part thereof except in the ordinary course of business, or pursuant to any pre-existing obligation(s) undertaken by the Transferor Company .

9.4. Without prejudice to the above provisions, with effect from the Appointed Date, all inter-party transactions between the Transferor Company and the Transferee Company shall be considered as intra-party transactions for all purposes.

10. CANCELLATION OF CERTAIN SHARES

10.1. The entire issued, subscribed and paid-up equity share capital and all the 0.5% non-cumulative, non-convertible and non-participating Redeemable Preference Shares of the Transferor Company is held by the Transferee Company. Hence, upon the Scheme becoming effective and upon amalgamation of the Transferor Company into the Transferee Company in terms of this Scheme, no shares of the Transferee Company shall be allotted in lieu or exchange of the equity shares and 0.5% non-cumulative, non-convertible and non-participating Redeemable Preference Shares held by the Transferee Company in the Transferor Company and the equity shares and 0.5% non-cumulative, non-convertible and non-participating Redeemable Preference Shares held by the Transferee Company in the Transferor Company shall stand cancelled.

11. DISSOLUTION OF THE TRANSFEROR COMPANY

Subject to an order being made by the Regional Director, South Eastern Region Ministry of Corporate Affairs, under Section 233 of the Act, the Transferor Company shall be dissolved without the process of winding up on the Scheme becoming effective in accordance with the provisions of the Act and the Rules made thereunder.

12. AUTHORISED SHARE CAPITAL

12.1. Upon the Scheme becoming effective, the authorised share capital of the Transferor Company shall stand combined with the authorised share capital of the Transferee Company. Filing fees and stamp duty, if any, paid by the Transferor Company on their authorised share capital, shall be deemed to have been so paid by the Transferee Company on the combined authorised Share capital and accordingly, the Transferee Company shall not be required to pay any fee/ stamp duty for its increased authorised share capital.

12.2. 'Clause V' of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to Sections 61 to 64 and other applicable provisions of the Companies Act, 2013 by deleting the existing Clause and replacing it by the following:

"The Authorized Share Capital of the Company is Rs. 380,00,00,000/- (Rupees Three Hundred and Eighty Crores Only) divided into

i. 30,90,00,000 Equity Shares of Rs. 10/- each and

ii. 7,10,00,000 Preference Shares of Rs. 10/- each.

With the rights, privileges and conditions attached thereto. The Company has power from time to time to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the company to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the company or the legislative provisions for the time being in force at that time."

12.3. The approval of this Scheme by the shareholders of the Transferee Company under section 233 of the Act, whether at a meeting or otherwise, shall be deemed to have the approval under sections 13, 14, 61 and other applicable provisions of the Companies Act, 2013 and any other consents and approvals required in this regard.

12.4. Clause 4(1) of the Articles of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to Sections 14 and 233 and other applicable provisions of the Act by deleting the existing Clause and replacing it by the following:

"The Authorized Share Capital of the Company is Rs. 380,00,00,000/- (Rupees Three Hundred and Eighty Crores Only) divided into

i. 30,90,00,000 Equity Shares of Rs. 10/- each and

ii. 7,10,00,000 Preference Shares of Rs. 10/- each."

12.5. The approval of this Scheme by the shareholders of the Transferee Company under section 233 of the Act, whether at a meeting or otherwise, shall be deemed to have the approval under the applicable provisions of the Act and any other consents and approvals required in this regard.

13. APPLICATIONS

The Transferee Company shall, within 7 days of completion of the meetings under Section 233 read with Rule 25 of the CCA Rules make necessary applications to Regional Director, South Eastern Region, Ministry of Corporate Affairs for sanctioning this Scheme pursuant to section 233 and other applicable provisions of the Act and for an order or orders for carrying this Scheme into effect and for dissolution of the Transferor Company without winding up. The Transferor Company and the Transferee Company shall also apply for such other approvals as may be necessary in law, if any, for bringing any provisions of this Scheme into effect. Further, the Transferor Company and the Transferee Company shall

be entitled to take such other steps as may be necessary or expedient to give full and formal effect to the provisions of this Scheme.

14. MODIFICATIONS/ AMENDMENTS TO THE SCHEME

14.1. The Transferor Company and the Transferee Company by their respective Board of Directors or such other person or persons, as the respective Board of Directors may authorize, including any committee or sub-committee thereof, may consent to any modifications/ amendments to the Scheme or to any conditions or limitations that the Regional Director, South Eastern Region, Ministry of Corporate Affairs, or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them for any reason whatsoever, including due to change in law. The Transferor Company and the Transferee Company by their respective Board of Directors or such other person or persons, as the respective Board of Directors may authorize, including any committee or sub-committee thereof, shall be authorized to take all such steps as may be necessary, desirable or proper to give effect to the Scheme or resolve any doubts, difficulties or questions whether by reason of any directive or orders of any other authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith.

14.2. For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the delegate(s) of the Transferor Company and the Transferee Company are authorized to determine to take all such steps and give all such directions as are necessary including directions dealing with the approvals required to be taken and directions for settling or removing any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on the Transferor Company and the Transferee Company, in the same manner as if the same were specifically incorporated in this Scheme.

15. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS AND EFFECTIVE DATE OF SCHEME

15.1. The Scheme is conditional upon and subject to:

15.1.1 The sanction or approval under any law of the Regional Director, South Eastern Region, Ministry of Corporate Affairs Central Government, State Government, or any other agency, department or authorities concerned being obtained and granted in respect of any of the matters in respect of which such sanction or approval is required.

15.1.2 Approval of the Scheme by the requisite majority of the respective members and such class of persons of the Transferor Company and the Transferee Company pursuant to the provisions of Section 233 of the Act and the provisions of Securities and Exchange Board of India Circular CFD/DIL3/CIR/2017/21 dated 10th March 2017 (as amended from time to time) to the extent considered applicable.

15.1.3 The Scheme being sanctioned pursuant to Section 233 of the Act by the Regional Director, South Eastern Region, Ministry of Corporate Affairs on the petition by the Transferee Company as provided under the said provisions of the Act.

15.1.4 Receipt of such other approvals for the carrying on of the Undertaking by the Transferee Company, as identified by the boards of directors of the Transferee Company and Transferor Company (or authorised committees thereof).

15.2. This Scheme, although to come into operation from the Appointed Date, shall not become effective until the later of the following dates, namely:

15.2.1 The last of the dates on which the last of the aforesaid consents, approvals, resolutions and orders as mentioned in Clause 15.1 shall be obtained or passed; or

15.2.2 The last of the dates on which all necessary certified copies of orders of the Regional Director, South Eastern Region, Ministry of Corporate Affairs sanctioning the Scheme pursuant to section 233 of the Act shall be duly filed with the appropriate Registrar of Companies.

The last of such dates shall be the “Effective Date” for the purpose of this Scheme.

15.3. It is clarified that on the approval of the Scheme by the requisite majority of members and creditors of the Transferor Company and the Transferee Company pursuant to Section 233 of the Act as aforesaid, it shall be deemed that the said members and creditors have also resolved and accorded all relevant consents under any other provisions of the Act to the extent the same may be considered applicable. It is further clarified that there will be no need to pass any separate shareholders' resolution(s) under such other provisions of the Act. Without prejudice to the generality of the foregoing, such single window approval of the shareholders pursuant to Section 233 of the Act shall, include approvals under Sections 13, 14, and 61 of the Companies Act, 2013 to the extent considered applicable.

16. POST SCHEME CONDUCT OF OPERATIONS

Even after the Scheme becomes effective, the Transferee Company shall be entitled to operate all Bank Accounts of the Transferor Company and realize all monies and complete and enforce all pending contracts and transactions in respect of the Transferor Company in the name of the Transferee Company in so far as may be necessary until the transfer of rights and obligations of the Transferor Company to the Transferee Company under this Scheme is formally accepted by the Transferor Company and the Transferee Company concerned. Pursuant to the Scheme becoming effective the Transferee Company is expressly permitted to revise its financial statements and returns along with prescribed forms, filings and annexures under the Income-tax Act, 1961 (including for minimum alternate tax purposes and tax benefits), service tax law and other tax laws, and to claim refunds and/or credits for Taxes paid (including minimum alternate tax), and to claim tax benefits under the said tax laws, and for matters incidental thereto, if required to give effect to the provisions of this Scheme.

17. COSTS

All costs, charges and expenses including stamp duty and registration fee, if any, of any deed, document, instrument or Regional Director, South Eastern Region, Ministry of Corporate Affairs order, including this Scheme, or in relation to or in connection with negotiations leading up to the Scheme and of carrying out and implementing the terms and provisions of this Scheme and incidental to the completion of arrangement in pursuance of this Scheme shall be borne and paid by the Transferee Company, unless otherwise agreed between the Transferor Company and the Transferee Company.

18. REVOCATION OF THE SCHEME

In the event of any of the said sanctions and approvals referred to in Clause 15 above not being obtained and/ or complied with and/ or satisfied and/ or this Scheme not being sanctioned by the Regional Director, South Eastern Region, Ministry of Corporate Affairs or order or orders not being passed as aforesaid before 31st March 2018 or such other date as may be mutually agreed upon by the respective Board of Directors of the Transferor Company and the Transferee Company who are hereby empowered and authorized to agree to and extend the aforesaid period from time to time without any limitations in exercise of their powers through and by their respective delegate(s), this Scheme shall stand revoked, cancelled and be of no effect and in that event, no rights and liabilities whatsoever shall accrue to or be incurred *inter se* the Transferor Company and the Transferee Company or their respective shareholders or creditors or employees or any other person save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out in accordance with the applicable law and in such case, each company shall bear its own costs unless otherwise mutually agreed. Further, the board of directors of the Transferor Company and the Transferee Company shall be entitled to withdraw the Scheme with the same consequences, as aforesaid if such boards are of the view that the coming into effect of the Scheme in terms of the provisions of this Scheme or filing of the certified copies of the orders sanctioning the Scheme with any authority could have adverse implication on both/ any of the companies.

Annexure II

Details required to be given as per Section 233 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

Statement as required under Section 230(3) read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016		
Sl. No.	**Particulars**	**Details**
1.	**Details of the Compromise or arrangement.**	It is proposed to merge NewRise Healthcare Pvt. Ltd., a Wholly Owned Subsidiary of the Company with the Company. The details and rationale for the merger is stated in the Explanatory Statement and elsewhere in this section, both forming part of the Notice.
2.	**Copy of Valuation Report.**	Considering that the transferor company is the Wholly Owned Subsidiary of the Company, there does not arise any requirement for allotment of shares upon amalgamation. Hence, there is no need for valuation of the transferor company.
3.	**Effect of the Amalgamation on :**	The proposed amalgamation does not have any effect on Creditors, Key Managerial Personnel, Promoters and Non-promoters.
	Key Managerial Personnel	
	Promoter Members	
	Non-promoter Members	
4	**The effect of the compromise or arrangement on any material interests of the Directors.**	The proposed amalgamation does not have any effect on any material interests of the Directors.
5.	**Details of the order of the Tribunal directing the calling, convening and conducting of the meeting**	Not Applicable, since this the merger is proposed under Section 233 of the Companies Act, 2013
a.	Date of the Order	Not Applicable
b.	Date, time and venue of the Members' meeting	Meeting will be held on Thursday, the 3rd day of August, 2017 at 11.30 A.M at "Sathya Sai Samskruta Sadanam", No. 20, Hosur Road, Bengaluru - 560029.
6.	**Details of the company including**	
a.	Corporate Identification Number (CIN) or Global Location Number (GLN) of the company	L85110KA2000PLC027497
b.	Permanent Account Number (PAN)	AABCN1685J
c.	Name of the company	Narayana Hrudayalaya Limited
d.	Date of incorporation	19-07-2000
e.	Type of the company (whether public or private or one-person company)	Listed Public Limited Company
f.	Registered office address and e-mail address	**Registered Office Address:** No.258/A, Bommasandra Industrial Area, Anekal Taluk, Bengaluru-560099, Karnataka, India. E-mail Address: investorrelations@narayanahealth.org

g.	Summary of main object as per the memorandum of association and main business carried on by the company.	**Main Objects:** To build and construct, establish, setup, develop, takeover, run, manage and operate establishments, facilities for providing medical treatment, medical facilities, para medical facilities, healthcare facilities and all health, medical and other related and ancillary services. To assist, engage in and provide hospital management services including technical, managerial and commercial expertise required to enhance the functioning of new and existing hospitals and healthcare centers. To undertake, promote, establish or engage in all kinds of research & development work connected with all facilities of medicines or assisting in establishing research centers. To establish & run schools, institutions to train nurses, etc. **Main Business of the Company:** Healthcare Services.
h.	Details of change of name, registered office and objects of the company during the last five years	**A. Details of change in the name of the Company:** On 08-08-2015 the name of the Company was changed from Narayana Hrudayalaya Private Limited to Narayana Hrudayalaya Limited. **B. Details of change in the Registered Office of the Company:** There has been no change in the Registered Office of the Company during last five years. **C. Details of change in the objects of the Company:** **1. On 29-09-2014:** Existing Objects No. 1 and 2 were replaced by the following Objects 1 and 2. 1.To undertake, assist, promote, conceive, design, build and construct, establish, setup, develop, takeover, run, manage and operate establishments, organizations and institutions, facilities for providing, giving and dispensing medical treatment, medical facilities, para medical facilities, healthcare facilities and all health, medical and other related and ancillary services, and support and carrying out all medical and healthcare activities, including general, multi-specialty and super specialty hospitals. 2.To assist, engage in and provide hospital management services including technical, managerial and commercial expertise required to enhance the functioning of new and existing hospitals and healthcare centers; to carry on the business of acting as technical and business consultants, project developers and technical management and commercial advisors on all facets of Medicare, healthcare and hospital management including but not limited to conceiving, designing, surveying, evaluating, implementing, setting up and equipping of new hospitals, diagnostic centers, day care networks, health sanitaria, clinics, health resorts, health spas and hospices; hospitals poly-clinics, nursing homes, maternity homes, dispensaries, pharmacies, all kinds of laboratories and investigation centers including but not limited to diagnostic, transplant, trauma, anesthesia, critical, rehabilitative, recuperative and mother and child care centers, veterinary hospitals, angiocath labs, blood banks, centers providing ambulance services, dedicated and specialized medical research centers equipped with 'state-of-the-art' equipment, centers providing facilities and support services to setup a network of such hospitals, clinics, other paramedical facilities and other such institutions, organizations, establishments. **2. On 04-08-2016:** Inclusion of Object 8 (stated below) in the Main Objects clause. To carry on, undertake, set up, establish, pursue, deal, trade, use and/or enter into any partnership, or any arrangement for sharing profits, union of interests, joint ventures, reciprocal concession or otherwise with any person or persons or corporation carrying on or engaged in or about to carry on or engage in, any business of design and development of Information Technology, including but not limited to computer software, for application in the field of healthcare services. 3.Clause III (c) Other Objects (not included in A & B of Memorandum and Articles of association) is deleted by passing Special Resolution through Postal Ballot on 4th August 2016

i.	Name of the stock exchange (s) where securities of the company are listed, if applicable	1. BSE Limited and 2. National Stock Exchange India Limited.
j.	Details of the capital structure of the company including authorized, issued, subscribed and paid up share capital	Share capital structure consists of equity shares of Rs. 10 each and the other details are as follows: 1. Authorized Share Capital: ₹ 3,00,00,00,000. 2. Issued Share Capital: ₹ 2,04,36,08,040. 3. Subscribed Share Capital: ₹ 2,04,36,08,040. 4. Paid-up Share Capital: ₹ 2,04,36,08,040.
k.	Names of the promoters and directors along with their addresses	**A. Details of the Promoters of the Company:** **1. Dr. Devi Prasad Shetty:** # 393, 2nd Cross, 13th Main, 3rd Block, Koramangala, Bengaluru-560034. **2. Mrs. Shakuntala Shetty:** # 393, 2nd Cross, 13th Main, 3rd Block, Koramangala, Bengaluru-560034. **B. Details of the Directors of the Company:** 1. Dr. Devi Prasad Shetty # 393, 2nd Cross, 13th Main, 3rd Block, Koramangala, Bengaluru-560034 2. Dr. Ashutosh Raghuvanshi 1050/1 Survey Park, Udita Comp., UD02 1202, Santoshpur, Kolkata- 700075 3. Mr. Viren Prasad Shetty # 393, 2nd Cross, 13th Main, 3rd Block, Koramangala, Bengaluru-560034 4. Mr. K. Dinesh No. 467, 19th Main, 36th Cross, 4th T Block, Jayanagar, Bengaluru- 560041 5. Ms. Kiran Mazumdar Shaw Glenmore, No. 58 Goolimangala Village, Sarjapur, Hobli, Anekal Taluk, Bengaluru-562106 6. Mr. Muthuraman Balasubramanian 111/A. N. C. P. A. Apartments, Nariman Point, Mumbai- 400021 7. Mr. Arun Seth A-7, Geetanjali Enclave, New Delhi-110070 8. Mr. B.N Subramanya Flat No 101, RV 15 E Block, R V Enclave, 52, 6th Main, Malleswaram, Bengaluru-560003 9. Mr. Manohar Dayaram Chatlani 43/9 Promenade Road, Coles Park, Frazer Town, Bengaluru, 560005
7.	**If the scheme of compromise or arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies;**	The transferor company - NewRise Healthcare Pvt. Ltd. is a Wholly Owned Subsidiary of the Company.

8.	**The date of the board meeting at which the scheme was approved by the board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution;**	The Board of Directors, at their meeting held on 29th May 2017, had constituted and delegated the authority to a Committee of the Board, comprising Dr. Devi Prasad Shetty, Chairman & Whole-time Director, Dr. Ashutosh Raghuvanshi, Managing Director and Mr. Viren Prasad Shetty, Whole-time Director, along with Mr. Venugopalan Kesavan, Group CFO, to evaluate the proposal and approve the scheme. Accordingly, the Committee met on 26th June 2017 and unanimously approved the scheme.
9.	**Explanatory statement disclosing details of the scheme of compromise or arrangement including:-**	
(a)	Parties involved in such compromise or arrangement;	Narayana Hrudayalaya Limited and NewRise Healthcare Private Limited.
(b)	In case of amalgamation or merger, appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any;	Appointed date is 1st July 2017. Effective date shall be the date on which the Regional Director, South Eastern Region, Ministry of Corporate Affairs, approves the Scheme of Amalgamation under Section 233 of the Companies Act, 2013. Considering that the transferor company is a Wholly Owned Subsidiary of the company, the question of share exchange ratio does not arise.
(c)	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company;	Considering that the transferor company is the Wholly Owned Subsidiary of the Company, there does not arise any requirement for allotment of shares upon amalgamation. Hence, there is no need for valuation of the transferor company.
(d)	Details of capital or debt restructuring, if any;	None
(e)	Rationale for the compromise or arrangement;	1. Operational synergies, greater efficiency and economical operations for future growth of the combined entities. 2. There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and diversified base for future growth with a wider presence in the health segment. 3. Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.
(f)	Benefits of the compromise or arrangement as perceived by the Board of directors to the company,	
10.	**Disclosure about the effect of the compromise or arrangement on:**	
(a)	Key Managerial Personnel	None
(b)	Directors	None
(c)	Promoters	None
(d)	Non-promoter members	None
(e)	Depositors	There are no depositors
(f)	Creditors	The creditors of transferor company NewRise Healthcare Pvt. Ltd. shall become the creditors of the transferee company Narayana Hrudayalaya Ltd. on the effective date and the liabilities towards such creditors shall stand transferred to the transferee company.

(g)	Debenture holders	There are no debenture holders
(h)	Deposit trustee and debenture trustee	There are no deposit trustee and debenture trustee
(i)	Employees of the company	The employees on the Rolls of transferor company NewRise Healthcare Pvt. Ltd. as on the effective date shall become the employees of the transferee company.
11.	**Disclosure about effect of compromise or arrangement on material interests of Directors, Key Managerial Personnel (KMP) and debenture trustee.**	None
12.	**Investigation or proceedings, if any, pending against the company under the Act.**	NIL
13.	**Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors, namely:**	
(a)	Latest audited financial statements of the company including consolidated financial statements	Available at the Registered Office
(b)	Copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with;	Not applicable as the Meeting is held under Section 233 of the Companies Act, 2013
(c)	Copy of scheme of compromise or arrangement;	Attached to the Notice of the meeting. Also available at the Registered Office
(d)	Contracts or agreements material to the compromise or arrangement;	None
(e)	The certificate issued by Auditor of the company to the effect that the accounting treatment, if any, proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.	Available at the Registered Office
(f)	Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;	None

14.	**Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or arrangement.**	Application shall be filed with the Regional Director, South Eastern Region, Ministry of Corporate Affairs under Section 233 of the Companies Act, 2013 for the approval of the Scheme of Amalgamation.
15.	**A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means.**	Yes. (Included in notes forming a part of the General Meeting Notice).

Annexure III

FORM NO. CAA.10

[Pursuant to Section 233(1)(c) of the Companies Act, 2013 and Rule 25(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]
Declaration of solvency

1.	(a)	Corporate Identity Number (CIN) of company:	L85110KA2000PLC027497
	(b)	Global Location Number (GLN) of company:	NA
2.	(a)	Name of the company:	NARAYANA HRUDAYALAYA LIMITED
	(b)	Address of the registered office of the Company:	No.258/A. Bommasandra Industrial Area, Anekal Taluk, Hosur Road, Bengaluru-560099
	(c)	E-mail ID of the company:	investorrelations@narayanahealth.org
3.	(a)	Whether the company is listed:	Yes
	(b)	If listed, please specify the name(s) of the stock exchange(s) where listed:	BSE Limited & National Stock Exchange of India Limited.

4. Date of Board of Directors' resolution approving the scheme: 26th June 2017

DECLARATION OF SOLVENCY

I, Viren Prasad Shetty. S/o Dr. Devi Prasad Shetty Whole time Director of Narayana Hrudayalaya Limited do solemnly affirm and declare that I have made a full enquiry into the affairs of the company and have formed the opinion that the company is capable of meeting its liabilities as and when they fall due and that the company will not be rendered insolvent within a period of one year from the date of making this declaration.

An audited statement of company's assets and liabilities as at 31st March, 2017 being the latest date of making this declaration is appended herein.

I further declare that, the company's audited annual accounts including the Balance Sheet have been filed up to date with the Registrar of Companies.

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

Viren Prasad Shetty
Director
DIN: 02144586

Place: Bengaluru
Date: 26th June, 2017

Verification

I solemnly declare that I have made a full enquiry into the affairs of the company including the assets and liabilities of this company and that having done so and having noted that the Scheme of Amalgamation between NewRise Healthcare Private Limited (Transferor Company) and Narayana Hrudayalaya Limited (Transferee Company) is proposed to be placed before the shareholders and creditors of the company for approval as per the provisions of sub-section of (1) of section 233 of the Companies Act, 2013, I make this solemn declaration believing the same to be true.

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

Viren Prasad Shetty
Director
DIN: 02144586

Place: Bengaluru
Date : 26th June, 2017

Solemnly affirmed and declared at Bangalore on the 26th day of June, 2017.

Identified by me

ADVOCATE

Notary Public

Statement of assets and liabilities as at: 31 March 2017

Name of the company : Narayana Hrudayalaya Limited

Sl. No.	Assets	(Amount in INR)
1.	Balance at Bank	273,211,938
2.	Cash in hand	8,908,877
3.	Marketable securities	-
4.	Bills receivables	-
5.	Trade debtors	1,376,158,882
6.	Loans & advances	1,887,714,655
7.	Unpaid calls	-
8.	Stock-in-trade	434,382,490
9.	Work in progress	-
10.	Freehold property	352,850,618
11.	Leasehold property	-
12.	Plant and machinery (Medical Equipment)	2,759,274,419
13.	Furniture fittings, utensils etc.	355,513,963
14.	Patent, trademarks, etc.	-
15.	Capital work in progress	515,743,262
16.	Investments other than marketable securities	3,539,960,051
17.	Other property	3,356,947,939
	Total (A)	**14,860,667,094**
Sl. No	**Liabilities**	
1.	Secured on specific assets	1,150,386,850
2.	Secured by floating charge(s)	44,881,885
3.	Estimated cost of liquidation and other expense including interest accruing until payment of debts in full	741,232
4.	Unsecured creditors (amounts estimated to rank for payment)	
	(a)Trade accounts	1,538,877,322
	(b) Bills payable	-
	(c)Accrued expense	164,260,317
	(d)Other liabilities	1,376,801,812
	Total (B)	**4,275,949,418**
1.	Total estimated value of assets (A)	14,860,667,094
2.	Total liabilities (B)	4,275,949,418
3.	**Estimated surplus after paying debts in full [A - B]**	**10,584,717,676**

The book values are treated as minimum realisable value for the statement of assets and liabilities.

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

Viren Prasad Shetty
Director
DIN: 02144586

Place: Bengaluru
Date : 26th June, 2017

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NH Narayana Health

ನಾರಾಯಣ ಹೃದಯಾಲಯ ಲಿಮಿಟೆಡ್
CIN – L85110KA2000PLC027497

ರಿಜಿಸ್ಟರ್ಡ್ ಕಛೇರಿ: 258/ಎ, ಬೊಮ್ಮಸಂದ್ರ ಕೈಗಾರಿಕಾ ಪ್ರದೇಶ,
ಆನೇಕಲ್ ತಾಲ್ಲೂಕು, ಬೆಂಗಳೂರು-560099. ಕರ್ನಾಟಕ, ಭಾರತ.
ಕಾರ್ಪೊರೇಟ್ ಕಛೇರಿ: 261/ಎ, ಬೊಮ್ಮಸಂದ್ರ ಕೈಗಾರಿಕಾ ಪ್ರದೇಶ,
ಆನೇಕಲ್ ತಾಲ್ಲೂಕು, ಬೆಂಗಳೂರು-560099. ಕರ್ನಾಟಕ, ಭಾರತ.
ದೂರವಾಣಿ: 080-7122 2129
Email id: investorrelations@narayanahealth.org
Website: www.narayanahealth.org

ಸೂಚನೆ

ನಾರಾಯಣ ಹೃದಯಾಲಯ ಲಿ. (ಈ ಹಿಂದೆ ನಾರಾಯಣ ಹೃದಯಾಲಯ ಪ್ರೈ. ಲಿ.)ಯ ಸದಸ್ಯರಿಗೆ ಈ ಮೂಲಕ ನೀಡುವ ಸೂಚನೆಯೆಂದರೆ ಕಂಪನಿಯ 17ನೇ ವಾರ್ಷಿಕ ಸರ್ವಸದಸ್ಯರ ಸಭೆಯನ್ನು ಗುರುವಾರ 3ನೇ ಆಗಸ್ಟ್ 2017ರಂದು ಬೆಳಗ್ಗೆ 11.30ಕ್ಕೆ "ಸತ್ಯ ಸಾಯಿ ಸಂಸ್ಕೃತ ಸದನಂ", ಸಂ.20, ಹೊಸೂರು ರಸ್ತೆ, ಬೆಂಗಳೂರು-560029 ರಲ್ಲಿ ನಡೆಸಲಾಗುತ್ತದೆ.

ಸಂಘದ ಉದ್ದೇಶಕ್ಕಾಗಿ ಸಂಸ್ಥೆ / ಕೋಶ ನಿರ್ವಹಣಾ ಸಹಭಾಗಿ / RTA ಯೊಂದಿಗೆ ಇ-ಮೇಲ್ ಅನ್ನು ನೋಂದಾಯಿಸಿರುವ ಸದಸ್ಯರಿಗೆ ಈ ಸಭೆಯ ಸೂಚನೆ ಮತ್ತು 31 ಮಾರ್ಚ್ 2017 ರಂದು ಕೊನೆಗೊಂಡ ಹಿತ್ತೀಯ ವರ್ಷದ ವಾರ್ಷಿಕ ವರದಿಯೊಂದಿಗೆ ವಿವರಣೆಗಳನ್ನು ವಿದ್ಯುನ್ಮಾನದ ಮೂಲಕ ಕಳಿಸಲಾಗಿದೆ ಮತ್ತು ಬಟವಾಡೆಯನ್ನು 10ನೇ ಜುಲೈ 2017ಕ್ಕೆ ಮುಗಿಸಲಾಗಿದೆ. ತಮ್ಮ ಇ-ಮೇಲ್ ಅನ್ನು ನೋಂದಾಯಿಸಿರದ ಅಥವಾ ಮುದ್ರಿತ ಪ್ರತಿಗಳಿಗಾಗಿ ಕೋರಿರುವ ಸದಸ್ಯರಿಗೆ, ಈ ಸಭೆಯ ಸೂಚನೆ ಮತ್ತು 31 ಮಾರ್ಚ್ 2017 ರಂದು ಕೊನೆಗೊಂಡ ಹಿತ್ತೀಯ ವರ್ಷದ ವಾರ್ಷಿಕ ವರದಿಯೊಂದಿಗೆ ವಿವರಣೆಗಳನ್ನು ಅವರ ನೋಂದಾಯಿತ ವಿಳಾಸಗಳಿಗೆ ಸೂಕ್ತ ವಿಧಾನದಲ್ಲಿ ಕಳಿಸಲಾಗಿದೆ ಮತ್ತು ಇದರ ಬಟವಾಡೆಯನ್ನು 10ನೇ ಜುಲೈ 2017ಕ್ಕೆ ಮುಗಿಸಲಾಗಿದೆ.

ಸದಸ್ಯರಿಗೆ ಈ ಮೂಲಕ ತಿಳಿಯಪಡಿಸುವುದೇನೆಂದರೆ, ಕಂಪನಿಗಳ ಕಾಯಿದೆಯ ಪರಿಚ್ಛೇದ 108, ಕಾಲಕಾಲಕ್ಕೆ ತಿದ್ದುಪಡಿ ಮಾಡಲಾದ ಕಂಪನಿಗಳ (ನಿರ್ವಹಣೆ ಮತ್ತು ಆಡಳಿತ) ನಿಯಮ, 2013ನ ನಿಯಮ 20 ಮತ್ತು ಸೆಬಿ (ಪಟ್ಟಿಯ ಬಾಧ್ಯತೆಗಳು ಮತ್ತು ಆವಶ್ಯಕತೆಗಳು) ನಿಬಂಧನೆಗಳು, 2015 ನ ನಿಬಂಧನೆ 44 ಗಳ ಪಾಲನೆಯ ಅಂಗವಾಗಿ, ಸಂಸ್ಥೆಯು ಸದಸ್ಯರಿಗೆ 17ನೇ ಎಜಿಎಂ ನಲ್ಲಿ ತಮ್ಮ ಮತದಾನದ ಹಕ್ಕನ್ನು ವಿದ್ಯುನ್ಮಾನದ ಮೂಲಕ ಚಲಾಯಿಸಲು ಸೌಲಭ್ಯವನ್ನು ಒದಗಿಸುತ್ತಿದೆ ಮತ್ತು ಮೆ॥ ಕಾರ್ವಿ ಕಂಪ್ಯೂಟರ್‌ಶೇರ್ ಪ್ರೈ. ಲಿ. (ಕಾರ್ವಿ)ಯು ಒದಗಿಸಿರುವ ಇ-ಮತದಾನ ಸೇವೆಗಳ (ಪರೋಕ್ಷ ಇ-ಮತದಾನ) ಮೂಲಕ ಈ ಕಾರ್ಯವನ್ನು ಮಾಡಬಹುದು.

ಎಜಿಎಂ ನ ಸೂಚನೆಯಲ್ಲಿ ಇ-ಮತದಾನದ ಸೂಚನೆಗಳನ್ನು ನೀಡಲಾಗಿದೆ. ಸದಸ್ಯರು ಈ ಕೆಳಕಂಡ ವಿಷಯಗಳನ್ನು ಗಮನಿಸಬೇಕಾಗಿ ವಿನಂತಿ:

1. ಪರೋಕ್ಷ ಇ-ಮತದಾನದ ಅವಧಿಯು ಸೋಮವಾರ 31ನೇ ಜುಲೈ 2017 ರಂದು 10.00 ಬೆಳಗ್ಗೆ ಆರಂಭವಾಗುತ್ತದೆ ಮತ್ತು ಬುಧವಾರ 2ನೇ ಆಗಸ್ಟ್ 2017 ಸಂಜೆ 5.00 ಕ್ಕೆ ಮುಕ್ತಾಯವಾಗುತ್ತದೆ (ಎಲ್ಲಾ ದಿನಗಳು ಒಳಗೊಂಡಂತೆ). ಈ ಸಮಯದ ನಂತರ ಕಾರ್ವಿಯು ಪರೋಕ್ಷ ಇ-ಮತದಾನದ ಸೌಲಭ್ಯವನ್ನು ನಿಷ್ಕ್ರಿಯೆಗೊಳಿಸುತ್ತದೆ ಮತ್ತು ಈ ದಿನದ ಮತ್ತು ಸಮಯದ ನಂತರ ಸದಸ್ಯರು ಮತದಾನ ಮಾಡಲು ಸಾಧ್ಯವಾಗುವುದಿಲ್ಲ.
2. ತ್ವರೆ ಮತದಾನದ ಸೌಲಭ್ಯವನ್ನು ಎಜಿಎಂ ನ ಸ್ಥಳದಲ್ಲಿ ಏರ್ಪಡಿಸಲಾಗುತ್ತದೆ ಮತ್ತು ಪರೋಕ್ಷ ಇ ಮತದಾನ ಮಾಡಿರದ, ಸಭೆಗೆ ಹಾಜರಾಗುವ ಸದಸ್ಯರು ಸಭೆಯಲ್ಲಿಯೇ ತ್ವರೆ ಮತದಾನದ ಹಕ್ಕನ್ನು ಚಲಾಯಿಸಬಹುದು.
3. 27ನೇ ಜುಲೈ 2017 (ಕಡೆಯ ದಿನಾಂಕ) ದವರೆಗೆ ಸಂಸ್ಥೆಯ ಮುಂಗಡ ಪಾವತಿಸಿದ ಬಂಡವಾಳದ ಮೊತ್ತಕ್ಕೆ ಅನುಗುಣವಾಗಿ ಶೇರುದಾರರ ಮತದಾನದ ಹಕ್ಕು ಇರುತ್ತದೆ (ಪರೋಕ್ಷ ಇ-ಮತದಾನ ಅಥವಾ ಸಭೆಯಲ್ಲಿ ತ್ವರೆಯ ಮತದಾನದ ಮೂಲಕ). ಕಡೆಯ ದಿನಾಂಕದ ವರೆಗೆ ಕೋಶ ನಿರ್ವಾಹಕವು ನಿರ್ವಹಿಸುತ್ತಿರುವ ಸದಸ್ಯರ ರಿಜಿಸ್ಟರ್ ಅಥವಾ ವಲಾನುಭವಿ ಮಾಲೀಕರ ರಿಜಿಸ್ಟರ್ ನಲ್ಲಿ ನೋಂದಾಯಿತವಾಗಿರುವಂತಹ ವ್ಯಕ್ತಿಗಳು ಮಾತ್ರ ಪರೋಕ್ಷ ಇ ಮತದಾನ ಮತ್ತು ಎಜಿಎಂ ನಲ್ಲಿ ಮತದಾನವನ್ನು ಮಾಡುವ ಅಧಿಕಾರ ಹೊಂದಿರುತ್ತಾರೆ.
4. ಎಜಿಎಂ ಸೂಚನೆ ಬಟವಾಡೆ ಮಾಡಿದ ನಂತರ ಸಂಸ್ಥೆಯ ಶೇರುಗಳನ್ನು ಪಿರೀದಿಸಿ, ಸಂಸ್ಥೆಯ ಸದಸ್ಯರಾಗುವ ಮತ್ತು ಕಡೆಯ ದಿನಾಂಕದೊಳಗೆ ಅಂದರೆ 27ನೇ ಜುಲೈ 2017ರೊಳಗೆ ಶೇರ್‌ಗಳನ್ನು ಹೊಂದಿರುವ ಯಾವುದೇ ವ್ಯಕ್ತಿಯು evoting@karvy.com ಗೆ ಕೋರಿಕೆ ಸಲ್ಲಿಸುವ ಮೂಲಕ ಅಥವಾ ಕಾರ್ವಿಯ ಉಚಿತ ಸಹಾಯವಾಣಿ ಸಂಖ್ಯೆ 18003454001ಗೆ ಕರೆ ಮಾಡುವ ಮೂಲಕ ಲಾಗಿನ್ ಐಡಿ ಮತ್ತು ಪಾಸ್ ವರ್ಡ್‌ಗಳನ್ನು ಪಡೆದುಕೊಳ್ಳಬಹುದು.
5. ಸಭೆಗೆ ಮುನ್ನ ಪರೋಕ್ಷ ಇ ಮತದಾನದ ಮೂಲಕ ತಮ್ಮ ಮತವನ್ನು ಚಲಾಯಿಸಿರುವ ಸದಸ್ಯರು ಸಭೆಗೆ ಹಾಜರಾಗಬಹುದು ಆದರೆ ಪುನಃ ಎಜಿಎಂ ನಲ್ಲಿ ಮತದಾನ ಮಾಡುವಂತಿಲ್ಲ.

ಸಂಸ್ಥೆಯ ಜಾಲತಾಣ www.narayanahealth.org ನಲ್ಲಿ ಮತ್ತು ಸ್ಟಾಕ್ ಎಕ್ಸ್ಚೇಂಜ್‌ಗಳ ಜಾಲತಾಣಗಳಾದ www.bseindia.com ಮತ್ತು www.nseindia.com ಗಳಲ್ಲಿ ಎಜಿಎಂ ಸೂಚನೆಯ ಪ್ರತಿಯು ಲಭ್ಯವಿದೆ. ಎಜಿಎಂ ಸೂಚನೆಯ ಪ್ರತಿಯು ಕಾರ್ವಿಯ ಜಾಲತಾಣ www.evoting.karvy.com ನಲ್ಲಿಯೂ ಲಭ್ಯವಿದೆ. ಪರೋಕ್ಷ ಇ ಮತದಾನ ಮತ್ತು ಸಭೆಯಲ್ಲಿ ತ್ವರೆಯ ಮತದಾನದ ಪ್ರಕ್ರಿಯೆಯನ್ನು ನ್ಯಾಯಬದ್ಧವಾದ ಮತ್ತು ಪಾರದರ್ಶಕವಾದ ವಿಧಾನದಲ್ಲಿ ಪರಿಶೀಲಿಸಲು ಸಂಸ್ಥೆಯ ನಿರ್ದೇಶಕರ ಮಂಡಳಿಯು ಶ್ರೀ ಸುಧೀಂದ್ರ ಕೆ. ಎಸ್. ವೃತ್ತಿಗಾರ ಸಂಸ್ಥಾ ಕಾರ್ಯದರ್ಶಿ, ಇವರನ್ನು ಸೂಕ್ಷ್ಮ ಪರಿಶೀಲಕರನ್ನಾಗಿ (ಸ್ಕ್ರೂಟಿನೈಜರ್) ನೇಮಿಸಿದೆ.

ಪರೋಕ್ಷ ಇ ಮತದಾನ ಮತ್ತು ಎಜಿಎಂ ನಲ್ಲಿ ಚಲಾಯಿಸಲಾದ ಮತಗಳ ಫಲಿತಾಂಶಗಳನ್ನು 5ನೇ ಆಗಸ್ಟ್ 2017ರಂದು ಅಥವಾ ಅದಕ್ಕೆ ಮುನ್ನ ಘೋಷಿಸಲಾಗುವುದು. ಘೋಷಿಸಲಾದ ಫಲಿತಾಂಶಗಳನ್ನು, ಜೊತೆಗೆ ಸೂಕ್ಷ್ಮ ಪರಿಶೀಲಕರ ವರದಿಯೊಂದಿಗೆ, ಸಂಸ್ಥೆಯ ಜಾಲತಾಣ www.narayanahealth.org ಮತ್ತು ಕಾರ್ವಿಯ ಜಾಲತಾಣ www.evoting.karvy.com ನಲ್ಲಿ, ಅದನ್ನು ಘೋಷಿಸಿದ ಕೂಡಲೇ, ಪ್ರಕಟಿಸಲಾಗುವುದು ಮತ್ತು ಕಂಪನಿಯನ್ನು ಪಟ್ಟಿಮಾಡಲಾದ ಸ್ಟಾಕ್ ಎಕ್ಸ್ಚೇಂಜ್‌ಗಳಲ್ಲಿ ಅಂದರೆ ಬಿಎಸ್‌ಇ ಲಿ ಮತ್ತು ನ್ಯಾಶನಲ್ ಸ್ಟಾಕ್ ಎಕ್ಸ್ಚೇಂಜ್ ಆಫ್ ಇಂಡಿಯಾ ಇವರಿಗೆ ತಿಳಿಸಲಾಗುವುದು. ವಾರ್ಷಿಕ ವರದಿಯ ಮುದ್ರಿತ ಪ್ರತಿಯನ್ನು ಪಡೆಯಲಿಚ್ಛಿಸುವ ಸದಸ್ಯರು, ಕೋರಿದಲ್ಲಿ ಅವರಿಗೆ ಅದನ್ನು ಉಚಿತವಾಗಿ ಒದಗಿಸಲಾಗುವುದು.

ಪರೋಕ್ಷ ಇ ಮತದಾನದ ಬಗ್ಗೆ ಯಾವುದೇ ವಿಚಾರಣೆಗಳು/ದೂರುಗಳಿದ್ದಲ್ಲಿ ಸದಸ್ಯರು ಸಾಮಾನ್ಯವಾಗಿ ಕೇಳಲಾಗುವ ಪ್ರಶ್ನೆಗಳನ್ನು (FAQ) ಓದಬಹುದು ಮತ್ತು www.evoting.karvy.com ಯ ಡೌನ್ ಲೋಡ್ ಭಾಗದಲ್ಲಿ ಲಭ್ಯವಿರುವ ಸದಸ್ಯರಿಗೆ ಇ-ಮತದಾನದ ಕೈಪಿಡಿಯನ್ನು ಓದಬಹುದು ಅಥವಾ ಉಚಿತ ಸಹಾಯವಾಣಿ 18003454001ಗೆ ಕರೆ ಮಾಡಬಹುದು.

ನಾರಾಯಣ ಹೃದಯಾಲಯ ಲಿ.ನ

ಪರವಾಗಿ 1971ರಲ್ಲಿ ಕರ್ನಾಟಕ ಪೊಲೀಸ್ ಸಂಘ ಸ್ಥಾಪಿಸಿ ಸೇವೆಯಿಂದ ವಜಾಗೊಂಡಿದ್ದ ಶೇಷಪ್ಪ(78) ಭಾನುವಾರ ಮಧುಗಿರಿ ಬಳಿಯ ರೆಡ್ಡಿಹಳ್ಳಿಯಲ್ಲಿ ನಿಧನರಾಗಿದ್ದಾರೆ.

ಪೊಲೀಸ್ ಪ್ರತಿಭಟನಾ ಮೆರವಣಿಗೆ ನಡೆಸಿ ದೇಶದ ಗಮನ ಸೆಳೆದಿದ್ದರು. ಶೇಷಪ್ಪ ಸೇರಿ 5 ಪೊಲೀಸ್ ಸಿಬ್ಬಂದಿಯನ್ನು ಸೇವೆಯಿಂದ ವಜಾ ಮಾಡಲಾಗಿತ್ತು. ಬಳಿಕ ಕರ್ನಾಟಕ ಪೊಲೀಸ್ ಕುಟುಂಬಗಳ ಕ್ಷೇಮಾಭಿವೃದ್ಧಿ ಸಂಘ ಸ್ಥಾಪಿಸಿ ಸಾಮಾಜಿಕ ಸೇವೆಯಲ್ಲಿ ತೊಡಗಿದ್ದರು. ಜೀವನೋಪಾಯಕ್ಕೆ ವ್ಯವಸಾಯ ಅವಲಂಬಿಸಿದ್ದ ಶೇಷಪ್ಪನವರು ಪತ್ನಿ, ಒಬ್ಬ ಪುತ್ರನನ್ನು ಅಗಲಿದ್ದಾರೆ.

ನಾಗಸಾಧು ತಂತ್ರಂ **ಶಿವಶಕ್ತಿ**
ರವಿಶಂಕರ್ ಎಸ್
ಯುತ್ರ, ಮಂತ್ರ, ತಂತ್ರ ಸಿದ್ಧ ಸಾಧಕರು
ಜ್ಯೋತಿಷ್ಯ ಕೇಂದ್ರ

ವಿವಾಹ ವಿಳಂಬ, ಸತಿಪತಿಯಲ್ಲಿ ಕಲಹ, ಶತ್ರುಗಳಿಂದ ತೊಂದರೆ, ಪ್ರೇಮ ವಿಚಾರ, ಮಾನಸಿಕ ಅಶಾಂತಿ, ಕಷ್ಟಪಟ್ಟು ದುಡಿದರು ಹಣ ನಿಲ್ಲದಿರುವುದು, ಹಿಡಿದ ಕೆಲಸದಲ್ಲಿ ಜಯ ಸಿಗುತ್ತಿಲ್ಲವೇ, ನಂದಿದವರಿಂದ ಮೋಸ, ಮಕ್ಕಳ ವಿದ್ಯಾಭ್ಯಾಸ ಸರಿಯಿಲ್ಲವೇ, ಮಕ್ಕಳು ತಂದೆ ತಾಯಿಗೆ ವಿರೋಧವಿದ್ದಾರೆಯೇ, ಅತ್ತೆ-ಸೊಸೆ ಕಲಹ, ಕೆಲಸ ಮಾಡುವ ಸ್ಥಳದಲ್ಲಿ ಶತ್ರುಗಳ ಕಾಟವೇ, ಲೈಂಗಿಕ ಅತೃಪ್ತಿ, ಮಾಟ, ಮಂತ್ರ, ದೋಷ ಇನ್ನು ಹಲವಾರು ಗುಪ್ತ ಕಠಿಣ ಸಮಸ್ಯೆಗಳಿಗೆ ಕೇವಲ 5 ದಿನದಲ್ಲಿ ನಾಗಸಾಧು ತಂತ್ರಗಳಿಂದ ವಿಶೇಷ ಶಾಶ್ವತ ಪರಿಹಾರ.

ರಾಜಕುಮಾರ್ ರಸ್ತೆ, ನವರಂಗ್ ಥಿಯೇಟರ್ ಎದುರು, ರಾಜಾಜಿನಗರ, ಬೆಂಗಳೂರು **9738550337**

NH Narayana Health

ನಾರಾಯಣ ಹೃದಯಾಲಯ ಲಿಮಿಟೆಡ್
CIN – L85110KA2000PLC027497

ರಿಜಿಸ್ಟರ್ಡ್ ಕಛೇರಿ: 258/ಎ, ಬೊಮ್ಮಸಂದ್ರ ಕೈಗಾರಿಕಾ ಪ್ರದೇಶ,
ಆನೇಕಲ್ ತಾಲ್ಲೂಕು, ಬೆಂಗಳೂರು-560099. ಕರ್ನಾಟಕ, ಭಾರತ.
ಕಾರ್ಪೊರೇಟ್ ಕಛೇರಿ: 261/ಎ, ಬೊಮ್ಮಸಂದ್ರ ಕೈಗಾರಿಕಾ ಪ್ರದೇಶ,
ಆನೇಕಲ್ ತಾಲ್ಲೂಕು, ಬೆಂಗಳೂರು-560099. ಕರ್ನಾಟಕ, ಭಾರತ.
ದೂರವಾಣಿ: 080-7122 2129
Email id: investorrelations@narayanahealth.org
Website: www.narayanahealth.org

ಅಂಚೆ ಮತದಾನ ಸೂಚನೆ

ಕಾಲಕಾಲಕ್ಕೆ ತಿದ್ದುಪಡಿಗೊಂಡಂತೆ, ಕಂಪನಿ (ನಿರ್ವಹಣೆ ಮತ್ತು ಆಡಳಿತ) ನಿಯಮಗಳು 2014 ರ ನಿಯಮ 22 ರೊಂದಿಗೆ ಓದಿಕೊಂಡಂತೆ ಕಂಪನಿಗಳ ಕಾಯಿದೆ, 2013ರ ಪರಿಚ್ಛೇದ 110ಕ್ಕೆ ಅನುಗುಣವಾಗಿ, ವಿಶೇಷ ಠರಾವು / ನಿರ್ಣಯ ಅನುಸರಿಸಲು ಅಂಚೆ ಮತದಾನದ ಮೂಲಕ ಕಂಪನಿಯ ಶೇರುದಾರರ ಒಪ್ಪಿಗೆಯನ್ನು ಕಂಪನಿ ಕೋರುತ್ತಿದೆ.

1. ಕಂಪನಿಯ ಹಾಲಿ 2013ರ ನಿಯಮ 186ರ ಅಡಿ ಸಾಲಗಳು, ಹಾಮೀನು, ಬದ್ರತೆ ಮತ್ತು ಹೂಡಿಕೆಯನ್ನು ಮಾಡುವ ಮಿತಿಯನ್ನು ಹೆಚ್ಚಳ ಮಾಡುವುದು.

30ನೇ ಜೂನ್, 2017ರ ಪ್ರಕಾರ ಸದಸ್ಯರುಗಳ ದಸ್ತಾವೇಜು/ಭಂಡಾರಗಳ ದಾಖಲೆಗಳಲ್ಲಿ ಕಂಡುಬರುವ ಹೆಸರುಗಳುಳ್ಳ ಎಲ್ಲಾ ಸದಸ್ಯರಿಗೆ ಸ್ವ-ವಿಳಾಸದೊಂದಿಗಿನ ಮರುತ್ತರ ಲಕೋಟೆ ಸಹಿತ ಅಂಚೆ ಮತದಾನ ಸೂಚನೆ ಅಥವಾ ಅಂಚೆ ಮತದಾನ ನಮೂನೆಯನ್ನು ರವಾನಿಸುವುದರ ಕುರಿತು ಇ-ಮೈಲ್ ಕಳಿಸುವುದನ್ನು 10ನೇ ಜುಲೈ, 2017 ರಂದು ಪೂರ್ಣಗೊಳಿಸಲಾಗಿದೆ.

ಸದಸ್ಯರು ಇ-ಮತದಾನ ಅಥವಾ ಅಂಚೆ ಮತದಾನ ನಮೂನೆ ಮೂಲಕ ತಮ್ಮ ಮತವನ್ನು ಚಲಾಯಿಸುವ ವಿಕಲ್ಪಹೊಂದಿದ್ದಾರೆ. ಇ-ಮತದಾನ ಕುರಿತು ವಿವರವಾದ ಕಾರ್ಯವಿಧಾನವನ್ನು ಸದಸ್ಯರಿಗೆ ಕಳುಹಿಸಿರುವ ಅಂಚೆ ಮತದಾನ/ಇ-ಮೈಲ್‌ನಲ್ಲಿ ತಿಳಿಸಲಾಗಿದೆ.

ಇ-ಮತದಾನ, ಭೌತಿಕ ಮತದಾನ ಮತ್ತು ಅಂಚೆ ಮತದಾನ ಪ್ರಕ್ರಿಯೆಯು 10ನೇ ಜುಲೈ, 2017 ರಂದು ಬೆಳಗ್ಗೆ 10.00 ಗಂಟೆಗೆ ಆರಂಭವಾಗುತ್ತದೆ ಹಾಗೂ 9ನೇ ಆಗಸ್ಟ್, 2017 ರಂದು ಸಂಜೆ 5.00 ಗಂಟೆಗೆ ಮುಕ್ತಾಯವಾಗುತ್ತದೆ. ಭೌತಿಕ ಮತದಾನ ನಮೂನೆ ಮೂಲಕ ತಮ್ಮ ಮತ ಚಲಾವಣೆ ಸಲ್ಲಿಸುವ ಸದಸ್ಯರು, ಪೂರ್ತಿಯಾಗಿ ಭರ್ತಿ ಮಾಡಿದ ಅಂಚೆ ಮತದಾನ ನಮೂನೆಗಳು 9ನೇ ಆಗಸ್ಟ್, 2017 ರಂದು ಸಂಜೆ 5.00 ಗಂಟೆಯೊಳಗೆ ಪರಿಶೀಲಕರಿಗೆ ತಲುಪುವ ಹಾಗೆ ರವಾನಿಸಬೇಕು. ಈ ದಿನಾಂಕ ಮತ್ತು ಸಮಯದ ನಂತರ ಸ್ವೀಕರಿಸುವ ಯಾವುದೇ ಅಂಚೆ ಮತದಾನ ನಮೂನೆಗಳನ್ನು,ಸದಸ್ಯರಿಂದ ಮರುತ್ತರ ಬಾರದ ನಮೂನೆಗಳೆಂದು ಪರಿಗಣಿಸಲಾಗುವುದು.

ನ್ಯಾಯಯುತ ಹಾಗೂ ಪಾರದರ್ಶಕ ರೀತಿಯಲ್ಲಿ ಅಂಚೆ ಮತದಾನ ನಡೆಸಲು, ಶ್ರೀ ಸುಧೀಂದ್ರ ಕೆ.ಎಸ್., ವೃತ್ತಿಗಾರ ಕಂಪನಿ ಸೆಕ್ರೆಟರಿ, ಇವರನ್ನು ಪರಿಶೀಲಕರಾಗಿ ನೇಮಿಸಲಾಗಿದೆ.

ಅಗತ್ಯವಿದ್ದಲ್ಲಿ, ಯಾವುದೇ ಸದಸ್ಯರು, ನಕಲುಪ್ರತಿ ಅಂಚೆ ಮತದಾನ ನಮೂನೆಗೆ ರಿಜಿಸ್ಟ್ರಾರ್ ಮತ್ತು ವರ್ಗಾವಣೆ ಪ್ರತಿನಿಧಿಯಾಗಿರುವ ಮೆ॥ ಕಾರ್ವಿ ಕಂಪ್ಯೂಟರ್‌ಶೇರ್ ಪ್ರೈವೇಟ್ ಲಿಮಿಟೆಡ್ ಅವರನ್ನು ಕೋರಬಹುದು ಅಥವಾ ಕಂಪನಿಯ ವೆಬ್ ಸೈಟ್ ಅದ www.narayanahealth.org / Stakeholder Relations/Postal Ballot Notice ನಿಂದ,ನಮೂನೆಯನ್ನು ಡೌನ್‌ಲೋಡ್ ಮಾಡಿಕೊಳ್ಳಬಹುದು.

ಅಂಚೆ ಮತದಾನ ಅಥವಾ ಇ-ಮತದಾನದ ಬಗ್ಗೆ ಮತಚಲಾವಣೆಗೆ ಸಂಬಂಧಿಸಿದಂತೆ ನಿಮ್ಮಲ್ಲಿ ಯಾವುದೇ ಪ್ರಶ್ನೆಗಳುಂದುಕೊರತೆಗಳಿದ್ದಲ್ಲಿ, ಸದಸ್ಯರು/ಫಲಾನುಭವಿಗಳು ಈ ಕೆಳಕಂಡ ವಿಳಾಸವನ್ನು ಸಂಪರ್ಕಿಸಬಹುದು.

ಕಾರ್ವಿ ಕಂಪ್ಯೂಟರ್ ಶೇರ್ ಪ್ರೈವೇಟ್ ಲಿಮಿಟೆಡ್, ಕಾರ್ವಿ ಸೆಲೆನಿಯಮ್ ಟವರ್ಸ್ ಬಿ, ಪ್ಲಾಟ್ ನಂ. 31 ಮತ್ತು 32, ಫೈನಾನ್ಶಿಯಲ್ ಡಿಸ್ಟ್ರಿಕ್ಟ್, ನಾನಕ್‌ರಾಮ್‌ಗೂಡ, ಗಚಿಬೌಲಿ, ಹೈದರಾಬಾದ್ 500032, ವಿಳಾಸದಲ್ಲಿ ಸಂಪರ್ಕಿಸಬಹುದು ಅಥವಾ ಸುಂಕಮುಕ್ತ ಸಂ.18003 4540Qಗೆ ಕರೆ ಮಾಡಬಹುದು.

ಮತದಾನದ ಫಲಿತಾಂಶಗಳನ್ನು 11ನೇ ಆಗಸ್ಟ್ 2017ರಂದು ಅಥವಾ ಅದಕ್ಕೂ ಮುನ್ನ ಪ್ರಕಟಿಸಲಾಗುವುದು. ಘೋಷಿಸಲಾದ ಫಲಿತಾಂಶಗಳನ್ನು ಪರಿಶೀಲಕರ ವರದಿಯೊಂದಿಗೆ, ಸದಸ್ಯರ ಮಾಹಿತಿಗಾಗಿ ಕಂಪನಿಯ ವೆಬ್ ಸೈಟ್‌ನಲ್ಲಿ ಮತ್ತು ಮೆ॥ ಕಾರ್ವಿ ಕಂಪ್ಯೂಟರ್‌ಶೇರ್ ಪ್ರೈವೇಟ್ ಲಿಮಿಟೆಡ್‌ನ ವೆಬ್‌ಸೈಟ್ www.evoting.karvy.com ನಲ್

Coimbatore
10.07.2017

S.SATHYANARAYANAN
Company Secretary

Narayana Hrudayalaya Limited

CIN – L85110KA2000PLC027497

Registered Office: 258/A, Bommasandra Industrial Area, Anekal Taluq, Bengaluru-560099, Karnataka, India
Corporate Office: 261/A, 2nd Floor, Bommasandra Industrial Area, Anekal Taluq, Bengaluru-560099, Karnataka, India. Phone: 080-7122 2129
Email Id: investorrelations@narayanahealth.org
Website: www.narayanahealth.org

NOTICE

Notice is hereby given that the Seventeenth Annual General Meeting (AGM) of the Members of Narayana Hrudayalaya Limited (Formerly known as Narayana Hrudayalaya Private Limited) will be held at "Sathya Sai Samskruta Sadanam", No. 20, Hosur Road, Bengaluru - 560029 on Thursday, the 3rd day of August, 2017 at 11.30 A. M.

The Notice of the Meeting and the Explanatory Statement along with the Annual Report for the financial year ended 31st March, 2017 has been sent electronically to those Members whose email addresses are registered with the Company/ Depository Participant/RTA for communication purposes and the dispatch has been completed on 10th July, 2017. For Members who have not registered their email addresses or have requested for hard copies, the Notice of the Meeting and the Explanatory Statement along with the Annual Report for the financial year ended 31st March, 2017 has been sent at their registered address by permitted mode and the dispatch of the same has been completed on 10th July, 2017.

Members are hereby informed that 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, the Company is providing to the Members the facility to exercise their right to vote at the Seventeenth AGM by electronic means and the business may be transacted through the e-voting services (remote e-voting) provided by Karvy Computer share Private Limited("Karvy").

The instructions for e-voting are given in the Notice of the AGM. Members are requested to note the following:

1) The remote e-voting period will commence on Monday, 31st day of July, 2017 at 10.00 A.M. and will end on Wednesday, 2nd August, 2017 at 5.00 P.M (both days inclusive). The remote e-voting module shall be disabled by Karvy for voting thereafter and members may not be allowed to vote beyond the said date and time.
2) The facility of Insta Voting shall be made available at the venue of the AGM 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.
3) The voting rights of the shareholders (for voting through remote e-voting or by insta poll at the Meeting) shall be in proportion to their share of the paid-up equity share capital of the Company as on 27th July, 2017 ("Cut-Off Date"). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
4) Any person who acquires Shares of the Company and become a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. 27th July, 2017 may obtain the login Id and password by sending a request at evoting@karvy.com or may contact on toll free number provided by Karvy: 18003454001.
5) Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting, but shall not be entitled to vote again at the AGM.

A copy of the AGM Notice is available on the website of the Company at www.narayanahealth.org and on the websites of the Stock Exchanges viz. www.bseindia.com and www.nseindia.com. A copy of the AGM Notice is also available on the website of Karvy at www.evoting.karvy.com. Mr. Sudhindra K S, Practicing Company Secretary, has been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the remote e-voting process and voting by insta Poll at the AGM, in a fair and transparent manner.

The results of the remote e-voting and votes cast at the AGM shall be declared on or before 05th August, 2017. The Results declared, along with the Scrutinizer 's Report, shall be placed on the Company's website www.narayanahealth.org and on the website of Karvy i.e. www.evoting.karvy.com immediately after their declaration, and communicated to the Stock Exchanges where the Company is listed, viz. BSE Limited and National Stock Exchange of India Limited. If any Member wishes to get a printed copy of the Annual Report, the Company will send the same, free of cost, upon receipt of request from the Member.

In case of any queries/grievances, members may refer the Frequently Asked Questions (FAQs) available at downloads Section of www.evoting.karvy.com or call on toll free no.: 18003454001.

Notice of AGM.

3) voting through Ballot at the AGM will also be arranged. A Member who has voted through remote e-voting may attend the AGM but is not eligible to vote by Ballot at the AGM.
4) the cut-off date for reckoning the eligibility of members for voting is 28th July, 2017. Any person holding shares in the Company at the close of business hours on the cut-off date alone is eligible for voting through remote-e voting or by Ballot at the AGM.
5) any person who has acquired shares after the dispatch of the notice may obtain the user ID and Password by sending an e-mail request to:helpdesk.evoting@cdslindia.com or info@skdc-consultants.com
6) for any queries/clarifications relating to remote e-voting please contact: Mr. K. Jayakumar, Manager, Systems & Support, M/s. SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641006, Phone No:04224958995, e-mail: info@skdc-consultants.com.

Notice is further given that the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 29th July, 2017 to Friday, the 4th August, 2017 (both days inclusive) for AGM and payment of Dividend. Dividend for the year 2016-17, if declared at the AGM, will be paid to the members whose name appear on the Register of Members and to the beneficial owners of shares as per the details furnished by the Depositories, as the case may be, as at the close of the business hours on 28th July, 2017.

Notice is further given, pursuant to Regulation 47 (1) (a) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 that a meeting of Board of Directors of the Company is scheduled to be held on Friday, the 4th August, 2017, inter alia, to consider and take on record the unaudited financial results for the quarter ended 30th June, 2017. The details of the notice are also available in the Company's website: www.supersales.co.in and Stock Exchange website, www.bseindia.com

By order of the Board
For SUPER SALES INDIA LIMITED
S.K. RADHAKRISHNAN
Company Secretary

Coimbatore
10.07.2017

Godrej | PROPERTIES

Godrej Properties Limited

CIN: L74120MH1985PLC035308
Registered Office: Godrej One, 5th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400 079. Tel No: 91 22 6169 8500 Fax No: 91 22 6169 8888
Email: secretarial@godrejproperties.com; Website: www.godrejproperties.com

Notice of Annual General Meeting and Remote e-voting

Notice is hereby given that the 32nd Annual General Meeting of Members of Godrej Properties Limited ("AGM") will be held on Wednesday, August 2, 2017 at 2.00 p.m.at Godrej One, The Auditorium, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400 079.

The Annual Report of the Company including the Notice convening the AGM of the Company was sent through electronic mode to all the Members on July 06, 2017 whose email IDs were registered with the Depository Participant(s) / Company's Registrar & Share Transfer Agents, Karvy Computershare Private Limited (Karvy). The Annual Report in physical mode was dispatched to all other Members on July 07, 2017 at their registered address through permitted mode.

Please note that the Annual Report including the Notice convening the AGM of the Company is available on the website of the Company viz.,www.godrejproperties.com(under Investor Tab) and can also be obtained by logging on to Karvy's website http://evoting.karvy.com. The relevant documents pertaining to the items of business to be transacted at the AGM are available for inspection at the Registered Office of the Company during working hours on all working days except Saturday, Sunday and Public holidays up to the date of the AGM. Any member who wish to receive physical copy of the Annual Report may send an e-mail at ginward.ris@karvy.com by quoting his DP ID and client ID /Folio No.to enable the Company to post the same.

A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the Proxy need not be a member of the Company. The instrument appointing Proxy to be valid should be deposited at the Registered Office of the Company duly completed and signed not less than 48 hours before the commencement of the AGM.

Remote E-voting (voting on resolutions proposed at the AGM through electronic mode):

Notice is hereby given that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the businesses to be transacted at the AGM may also be transacted through electronic voting system from a place other than the venue of the meeting (remote e-voting) through services provided by Karvy. Members are requested to refer to Note No. 17 of the AGM Notice dated May 04, 2017 (Page 263 to 265 of the Annual Report) regarding the process and manner for voting by electronic means.

The E-voting shall commence on Saturday, July 29, 2017 at 09.00 am and end on Tuesday, August 01, 2017 at 5:00 pm. E-voting will not be allowed after the end of the above date and time.

Any person, whose name appears in the Register of Members/ Beneficial Owners as on the cut-off date i.e. July 26, 2017, only shall be entitled to cast vote on all the resolutions set forth in the AGM Notice by using the facility of remote e-voting or voting at the AGM through physical ballot. Amember may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.

The persons who have become the Member of the Company after the dispatch of the Notice and Annual Report and their names appear in the Register of Members/List of Beneficial owners as on the cut-off date should follow the instructions given in the Notice of the AGM available on the Company's website www.godrejproperties.com to obtain the Notice of AGM and the login id and password for casting vote electronically. However, if a person is already registered with Karvy for e-voting, then existing User ID and Password can be used for casting vote.

The Members may note that the remote e-voting module shall be disabled by Karvy beyond 5:00 p.m. on August 01, 2017 and once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The facility for voting through ballot paper shall be made available at the AGM. The members who