

FORM MGT-13

**[Pursuant to Section 108 of the Companies Act, 2013 and Companies
(Management and Administration) Rules, 2014]**

**Consolidated Scrutinizer's Report on Remote E-Voting and E-Voting at the
Meeting of Equity Shareholders of Narayana Hrudayalaya Limited ("COMPANY")
Convened Pursuant To order Dated February 13, 2026 (The "Order"), the Hon'ble
National Company Law Tribunal Bench at Bengaluru ("Hon'ble NCLT") on
Thursday April 2, 2026, 10:00 A.M through Video Conferencing/ Other Audio-
Visual Means ("VC/ OAVM")**

To,

**The Chairperson appointed by The Hon'ble National Company Law Tribunal
Bench at Bengaluru for the Hon'ble NCLT convened meeting of Equity
Shareholders (hereinafter referred to as "the Meeting") of NARAYANA
HRUDAYALAYA LIMITED pursuant to order dated February 13, 2026 passed in
Company Application No. C.A. (CAA) 50/BB/2025**

Registered office: 258/A, Bommasandra Industrial Area, Anekal Taluk, Bengaluru-
560099

CIN: L85110KA2000PLC027497

Sub: Consolidated Scrutinizer's Report on the results of voting by the Equity Shareholders of NARAYANA HRUDAYALAYA LIMITED through remote e-voting process (prior to the meeting) and at the meeting held on April 02, 2026 at 10:00 a.m. (IST), through video conferencing / other audio visual means, convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Bengaluru Bench ("Hon'ble Tribunal" or "NCLT") vide its Order in the matter of scheme of arrangement between NH Integrated Care Private Limited (Applicant Company No. 1/Demerged Company) and Narayana Hrudayalaya Limited (Applicant Company No. 2/ Resulting Company) and their respective shareholders & creditors ("Scheme") read with Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof, for the time being in force), the rules including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, circulars and notifications made thereunder and the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (as amended from time to time), read with the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, Master Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/0000000103 dated July 11, 2025 issued by the SEBI and other circulars/ guidelines issued by SEBI as may be applicable to the Scheme from time to time and other relevant provisions of the Income-tax Act, 2025

M. S. Shah

Manali Shah

Company Secretary in practice

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I, **Manali Shah, Practicing Company Secretary** have been appointed by the Order, in Company Application No. C.A. (CAA) 50/BB/2025, as the Scrutinizer for the purpose of scrutinizing the remote e-voting process prior to Meeting and e-voting process at the Meeting of the Equity Shareholders of the Narayana Hrudayalaya Limited will be held on April 2, 2026 at 10:00 a.m (IST) through VC / OAVM, pursuant to Section 108 of the Act, read with Rules 20 of the Companies (Management & Administration) Rules, 2014 ("Rules") as amended from time to time and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in a fair and transparent manner, on the below mentioned resolution seeking approval of the Equity Shareholders to the proposed Scheme.

1. Pursuant to the order Hon'ble NCLT, Bengaluru Bench and applicable provisions of the Act, the company has confirmed that the Electronic copy of the Notice dated February 26, 2026 along with copy of the Scheme, statement under Sections 230 to 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("CAA Rules") along with all annexures to such Statement annexed thereto ("Notice") for NCLT convened meeting of Equity Shareholders of the Company along with the process of electronic voting at the meeting and remote e-voting were sent to the shareholders whose e-mail confirmed by the Company/Depository/Participant(s) ("DP")/Registrar and Transfer Agent ("RTA") as on February 20, 2026.
2. Pursuant to the directions of Hon'ble Tribunal vide the Order, the Company had also published notice of the Meeting of the Equity Shareholders of the Company in "The Hindu" (English Language); and in the "Udayavani", Kannada edition in Kannada language both on February 27, 2026.
3. The Company had appointed National Securities Depository Limited ("NSDL") for conducting the electronic voting by the shareholders of the company at the Meeting. After the time fixed for closing of electronic voting at meeting by the Chairman, voting was closed, and votes cast were unblocked.
4. The Company had availed the remote e-voting facility by National Securities Depository Limited ("NSDL") for conducting the remote e-voting by the shareholders of the company. The remote e-Voting commenced on March 30, 2026, 9:00 a.m. and ended on April 1, 2026, 5:00 p.m. and the NSDL remote e-voting portal was blocked for e-voting thereafter.
5. The Cut-off date for the purpose of sending notices to the equity shareholders on the resolution seeking their approval was February 20, 2026 and the Cut-off date for e-voting was March 26, 2026.

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6. The meeting was attended through VC/OAVM by 41 Equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. March 26, 2026. Since the requisite quorum was present, the Meeting was called to be in order by the Chairperson.
7. The Meeting was concluded at 10.20. a.m. on April 2, 2026. The e-voting facility was kept open for next 15 minutes to enable the Equity Shareholders to cast their vote. After the closure of the e-voting at the Meeting, the report on the e-voting done at the Meeting and the votes cast under remote e-voting facility prior to the Meeting, were unblocked and counted.
8. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system. The downloaded data was reconciled with the records of the Company and the authorisations lodged with the Company.
9. After the announcement was made by the chairperson appointed by the Hon'ble NCLT for the meeting, the Equity Shareholders present at the meeting voted through the e-voting facility provided by NSDL.
10. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder and the SEBI Listing Regulations relating to voting through remote e-voting and e-voting at the Meeting on the resolution contained in the Notice.
11. My responsibility as the Scrutinizer for the remote e-voting process and e-voting at the Meeting is restricted to scrutinize remote e-voting process prior to Meeting and e-voting process at the Meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution and "invalid" votes, based on the reports generated from the remote e-voting system and e-voting at the Meeting provided by NSDL.
12. After the time fixed for closing of the e-voting, the votes were unblocked on the e-voting website of NSDL at <https://www.evoting.nsdl.com/> and a final electronic report was generated from the NSDL at online voting system.
13. Votes were reconciled with the records maintained by the Company and/ or RTA of the Company with respect to the authorizations lodged with the Company.
14. The resolution(s) placed before the Equity Shareholders and the consolidated result of the voting on the same through remote e-voting prior to Meeting and e-voting process during the Meeting seeking approval of the Equity Shareholders of the Company, are given below:-

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“RESOLVED THAT in accordance with the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the rules including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, circulars and notifications made thereunder and the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), read with the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, Master Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/0000000103 dated July 11, 2025 issued by the SEBI and other circulars/ guidelines issued by SEBI as may be applicable to the scheme of arrangement from time to time and other relevant provisions of the Income-tax Act, 1961 and rules made thereunder and all other provisions of the applicable laws, or any amendments thereto or modifications thereof, the Memorandum and Articles of Association of the Company, and subject to the approval of the Hon’ble NCLT and such other approvals as may be necessary or as may be directed by the Hon’ble NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of Arrangement of NH Integrated Care Private Limited (Applicant Company No.1/ Demerged Company) and Narayana Hrudayalaya Limited (Applicant Company No.2/ Resulting Company) and their respective shareholders & creditors (“Scheme”) be and is hereby approved.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts, transfer/vesting of such assets and liabilities as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalise the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry

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out such modifications/directions as may be required and/or imposed and/or permitted by the Hon'ble NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon the sanction of the Scheme by, amongst others, the Hon'ble NCLT and/or SEBI and/or any other regulatory/ government authorities, to implement and to make the Scheme effective, without any further approval of the Board or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/ required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder and/or creditor of the Company, the SEBI, the Hon'ble NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc. (including any alterations or modifications in the documents executed or to be executed), as may be required from time to time in connection with the Scheme."

15. The details of the Consolidated Results of the voting by Equity Shareholders of the Company [by remote e-voting prior to the Meeting and e-voting at the Meeting] are as under:

Voting in terms of the Act and NCLT Order

Category	Mode of voting	No of shares held	No. of votes polled	% of votes polled on outstanding shares	No of votes in favour	No of votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)-(2)(1)*100	(4)	(5)	(6)-(4)(5)*100	(7)-(5)(2)*100
Promoter and Promoter Group	E-Voting	12,93,08,730	12,93,08,730	100	12,93,08,730	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		12,93,08,730	100	12,93,08,730	0	100	0
Public Institutions	E-Voting	3,93,59,468	314,73,473	79.9642	314,73,473	0	100	
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		314,73,473	79.9642	314,73,473	0	100	0
Public-non-institutions	E-Voting	3,56,92,606	11,77,481	3.2989	11,77,382	99	99.9915	0.0084
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		11,77,481	3.2989	11,77,382	99	99.9916	0.0084
	Total	20,43,60,804	16,19,59,684	79.2518	16,19,59,585	99	99.9999	0.0001

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The result of the voting is as follows:

1. Voted in **FAVOUR** of the Resolution:

Particulars	No. of Equity Shareholders Voted	% of the total number of equity shareholders voted	No. of votes cast by equity shareholders (in terms of no. shares held)	% of total no. of valid votes cast by equity shareholder (in terms of no. shares held)
Remote e-Voting	432	99.9999	161959585	99.9999
E-voting at the Meeting	0	0	0	0
TOTAL	432	99.9999	161959585	99.9999

2. Voted in **AGAINST** of the Resolution:

Particulars	No. of Equity Shareholders Voted	% of the total number of equity shareholders voted	No. of votes cast by equity shareholders (in terms of no. shares held)	% of total no. of valid votes cast by equity shareholder (in terms of no. shares held)
Remote e-Voting	4	0.0001	99	0.0001
E-voting at the Meeting	0	0	0	0
TOTAL	4	0.0001	99	0.0001

3. **Invalid** Votes:

Particulars	No. of Equity Shareholders Voted	% of the total number of equity shareholders voted	No. of votes cast by equity shareholders (in terms of no. shares held)	% of total no. of valid votes cast by equity shareholder (in terms of no. shares held)
Remote e-Voting	0	0	0	0
E-voting at the Meeting	0	0	0	0
TOTAL	0	0	0	0

16. The details of the votes cast by the Equity shareholders of the Company do not include the details of the abstained votes.

17. Based on the aforesaid results, we report that the resolution as contained in the Notice of the meeting has been passed with requisite majority.

18. The e-votes confirmation register relating to the remote e-voting and e-voting at the Meeting will be handed over for safe custody to Shri Theerthesh B S, Chairperson of the NCLT convened Meeting of the Equity shareholders to declare the results on the same.

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19. All registers, relevant records and other incidental papers related to remote e-voting prior to the Meeting and e-voting at the Meeting were handed over to the Company Secretary of the Company for safe keeping.

Place: Bangalore

Date: 02/04/2026

Manali Shah
Practicing Company Secretary
M. No. 32329
C.P. No. 17309

M. S. Shah

SCRUTINIZER

Manali Shah

Company Secretary in Practice

M.No.32329

C.P. No.17309

UDIN: A032329H000000396

*Countersigned by Mr. Sridhar S.,
Group Company Secretary, Legal &
Compliance Officer
Narayana Hrudayalaya Limited*

Sridhar

