

Date of submission: 11th August 2017

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

Sub: Scrutinizer report and declaration of results of the Postal Ballot pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further to our letter dated 10th July 2017, we wish to inform you that the special resolution for increasing the limits for Providing Loans, Guarantee, Security and making Investments under section 186 of the Companies Act, 2013 as set out in the Postal Ballot Notice dated 26th June 2017 has been passed by the Shareholders with 3/4th majority.

In this regard, please find enclosed the following:

Annexure 1: Results as declared by the Group Company Secretary, Legal & Compliance Officer.

Annexure 2: Scrutinizer's report on e-voting and postal ballot.

The results of postal ballot along with Scrutinizer report is placed on the websites of the Company and Karvy.

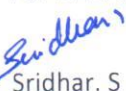
Please take the documents on record.

Kindly acknowledge.

Thanking you,

Yours faithfully,

For NARAYANA HRUDAYALAYA LIMITED



Sridhar. S

Group Company Secretary, Legal and Compliance Officer

Encl: A/A



Narayana Hrudayalaya Limited

(Previously Narayana Hrudayalaya Pvt. Ltd.) CIN: L85110KA2000PLC027497

Registered Office: 258/A, Bommasandra Industrial Area, Anekal Taluk, Bangalore 560099

Corporate Office: 261/A, 2nd Floor, Bommasandra Industrial Area, Anekal Taluk, Bangalore 560099

Tel: +91 80 7122 2222 Fax: +91 80 2783 2648. www.narayanahealth.org

ANNEXURE 1**Declaration of results of Postal Ballot pursuant to Notice of Postal Ballot dated 26th June 2017**

Dear Members,

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions, if any, of the Companies, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the approval of members of the Company was sought by way of postal ballot as per the details mentioned in the Postal Ballot Notice dated 26th June, 2017 sent to all Members.

The voting (by means of Postal Ballot and e-voting) was open from 10.00 a. m. on 10th July, 2017 and ended at 5.00 p.m. on 9th August, 2017.

The Board of Directors had appointed Mr. Sudhindra K S, Practicing Company Secretary (FCS No. 7909, CP No. 8190) Bengaluru as a Scrutinizer to scrutinize the Postal Ballot voting process (including e-voting) in a fair and transparent manner.

Mr. Sudhindra K S, Scrutinizer has carried out the scrutiny of all the Postal Ballot forms received and votes casted by means of E-voting from 10.00 a. m. on 10th July, 2017 till 5.00 p. m. 09th August, 2017 and submitted the report on 11th August, 2017.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, details regarding the postal ballot results are attached.

Based on the scrutinizer report dated 11th August 2017, I hereby declare that the Resolution as set out in the Postal Ballot Notice of 26th June 2017 has been duly approved by the shareholders with 3/4th majority.

Date: 11.08.2017
Place : Bengaluru

For Narayana Hrudayalaya Limited



Sridhar S

Group Company Secretary, Legal & Compliance Officer



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SUDHINDRA K.S

B.Com.,FCS,LLB

Company Secretary

SCRUTINIZER'S REPORT

To

The Chairman
Narayana Hrudayalaya Limited
No 261/A, 2nd Floor,
Bommasandra Industrial Area
Anekal Taluk, Bengaluru-560099

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot and E voting conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 and Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 to the extent applicable.

I **Sudhindra K S**, a Company Secretary in practice having office at 004 Ojus Apts, Ground Floor, 4th Main, 13th Cross, Malleswaram, Bengaluru 560003 has been appointed as Scrutinizer pursuant to Section 110 of the Companies Act, 2013 and Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 to the extent applicable for the purposes of scrutinizing the Postal Ballot and E-voting of your Company in fair and transparent manner and ascertaining the requisite majority on votes cast through the E-voting and Postal Ballot in respect of following agenda items mentioned in Postal Ballot notice dated 26th June 2017:

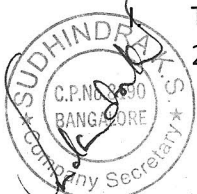
- a). Increase in the limits for providing Loans, Guarantee, Security and making Investments under Section 186 of the Companies Act, 2013

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act 2013 and Rules relating to the Postal Ballot process on the Resolutions set out in Postal Ballot Notice dated 26th June 2017. My responsibility, as a Scrutinizer for postal ballots and e voting process is restricted to the extent of ascertaining requisite vote casts i.e "In favour" or "Against" the Resolutions mentioned in the Postal Ballot notice dated 26th June 2017.

The Board of Directors of the Company at its meeting held on 29th May 2017 passed a resolution appointing me as a Scrutinizer for conducting the postal ballot voting process.

1. I have carried out the work as Scrutinizer on 09th August 2017 and I submit my report as under –

The Company (through Postal Ballot and E-voting) had completed on , the 10th July, 2017 the dispatch of Postal Ballot notice under Section 110 of the Companies Act,



2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for passing Special resolution by way of Postal Ballot & Electronic Voting.

- II. The Notice of Postal Ballot along with the Postal Ballot Form had been duly sent by e mail to the Members whose e-mail addresses were registered in the records of Deposit Participant/Company and through physical mode along with the postage prepaid self addressed business reply envelope, to all the other Members at their registered address whose name(s) appeared on the Register of Members/list of beneficiaries as on the cut off date i.e Friday, the 30th June, 2017. The dispatches were completed on 10th July, 2017 and a Public Notice to that effect was released in the Financial Express, Bengaluru (English Edition) and in Vijayavani (Regional Language) newspapers on 11th July, 2017.
- III. The Company had provided electronic voting ("e-voting") facility to the Members to cast their votes electronically on the Special Resolution set forth in the Postal Ballot Notice and had engaged the services of Karvy Computershare Private Limited ("Karvy") to provide e-voting facility i.e www.evoting.karvy.com. The e-voting period commenced on Monday, 10th July 2017 (10:00 Hours IST) and ended on Wednesday, 09th August 2017 (17.00 Hours IST).
- IV. The Company had not issued any duplicate Postal Ballot Form.
- V. The particulars of all the Physical Postal Ballot Forms received from Members and e-voting data received and downloaded from www.evoting.karvy.com have been entered in a register separately maintained for the purposes.
- VI. All the Specimen Signature of the Members who have voted through the physical mode have been verified with the specimen signature records maintained by the Company's Registrar and Share Transfer Agents viz Karvy Computershare Private Limited (RTA).
- VII. At the office of the Company's Registrar and Share Transfer Agents viz, Karvy Computer Share Private Limited ("Karvy"), all the postal ballot forms received up to the close of working hours on Wednesday, the 09th August, 2017, being the last date and time fixed by the Company for receipt of the forms were opened for my scrutiny and the necessary data was updated by "Karvy" for my verification. The Details of Postal Ballot forms and E-voting as downloaded from the web site of "Karvy" www.evoting.karvy.com as mentioned below:



Particulars	No of Postal Ballots Resolution
Total Postal Ballot Forms received	11
Total No of Shareholders who had cast E voting	138
Total	149
Less: Invalid Postal Ballot forms and e-voting	3
Less: No of shareholders abstained from voting on postal ballot.	0
Net Valid Postal Ballot forms/e-voting	146
Postal Ballot and E voting with Assent	115
Postal Ballot and E voting with Dissent	31

2. All Postal Ballot Forms (including physical Postal Ballot forms received at the Registered Office of the Company and the e-voting data received up to 17.00 Hours on 09th August 2017, being the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for my scrutiny. On Wednesday, 09th August 2017 at 18:46 hours, the votes cast through e-voting facility as provided by the "Karvy" was duly unblocked by me as a Scrutinizer in the presence of two witness i.e Ms. Sowmya R and Ms. Vanitha R, as prescribed in sub rule 4(xii) of Rule 20 of the said Rules.
3. I have not received envelopes containing Postal Ballot forms after Wednesday, 09th August 2017.
4. I did not find any defaced/mutilated Postal Ballot Forms.
5. In determining the validity or otherwise of the Postal Ballot Forms received, I have adopted the following criteria;
 - a) Where the date and place has been left blank, the signed ballot has been treated as valid.
 - b) Where the number of shares has been left blank, I have accounted for the total holding for the purposes of either assent or dissent to the relevant resolution as indicated by the Member.



- c) In respect of certain ballot forms and e-voting, the members have exercised their voting rights by partially voting for assent/dissent. In such cases, the votes have been considered on the basis of votes cast and such ballot papers and e voting have been included in valid postal ballot form and e-vote with both assent and dissent to the resolution respectively.
- d) In respect of e-voting exercised by bodies corporate, Institutional Members (FIs/Mutual Funds/Banks) etc I have relied on the Power of Attorney/Authorization/Board Resolutions as uploaded by them in the website of Karvy and same were downloaded from the www.evoting.karvy.com.
- e) Members who have exercised the votes in physical as well as electronic mode, the vote by electronic mode only has been considered and voting by Postal Ballot was treated as Invalid.
- f) A summary of the postal ballot results is given below:

Resolution – Special Resolution:

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

Sl. No.	Particulars	No. of Ballot Forms	No. of Shares	% of total paid up equity capital	% of total votes polled
	Physical Mode:				
A	Total Postal Ballot Forms received	11	507		
B	Less: Invalid Postal Ballot forms	1	30		
B(1)	Less Voted		0		
C	Net Valid Postal Ballot in physical (A-B)	10	477		
	Electronic Mode				
D	Total Postal Ballot Forms received	138	155822508	76.24	
E	Less: Invalid Postal Ballot forms	2	160		
E(1)	Less Voted		9	0.0000	
F	Net Valid Postal Ballot in Electronic (D-E)	136	155822339	76.24	



	Total Net Valid Postal Ballot in physical and electronic mode (C+F)	146	155822816	76.24	100
G	Postal Ballot Forms with Assent as Special Resolution _ Physical	9	475	0.0000	
H	Postal Ballot Forms with Assent as Special Resolution _ Electronic	106	147162164	72.01	
	Total Postal Ballot with ASSENT in physical and electronic mode	115	147162639	72.01	94.44
I	Postal Ballot Forms with Dissent as Special Resolution - Physical	1	2	0.00	
J	Postal Ballot Forms with Dissent as Special Resolution _ Electronic	30	8660175	4.29	
	*Total Postal Ballot with DISSENT in physical and electronic mode	31	8660177	4.29	5.56
	In brief, Total Votes polled FOR-RESOLUTION is 94.44 % and total Votes polled Against Resolution is 5.56%				

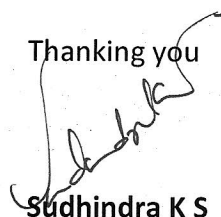
** one person holding 60 shares had cast both Assent and Dissent in equal proportion*

Result:

Based on above information, the votes cast in favor of the Special Resolution are 94.44% of the total votes received as against the said resolution and accordingly, the Special Resolution mentioned in the Postal Ballot Notice dated the 26th June 2017 may be considered as approved by the shareholders with 3/4th majority.

- g) The documents in respect of the postal ballot forms and other related papers/registers are kept in my safe custody and the same will be handed over to the Company Secretary & Chief Compliance Officer of the Company on signing of the Minutes by the Chairman of the Company.
- h) Accordingly I inform you that the special resolution proposed through the postal ballot including e voting have been passed with 3/4th majority.
- i) You may accordingly declare the result of the voting by Postal Ballot.

Thanking you



Sudhindra K S

Scrutinizer

Company Secretary

FCS No 7909, CP. No: 8190

Place: Bengaluru

Date: 11/08/2017

