

# B S R & Co. LLP

Chartered Accountants

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## **Review Report to the Board of Directors of Narayana Hrudayalaya Limited** *(formerly known as Narayana Hrudayalaya Private Limited)*

We have reviewed the accompanying statement of unaudited consolidated financial results ('the Statement') of Narayana Hrudayalaya Limited ('the Company'), its subsidiaries and an associate (collectively referred to as 'the Group'), for the quarter and the nine months ended 31 December 2015. We draw attention to note 2 to the Statement, which states that the Company got listed in the month of January 2016 and that the Statement for the quarter and the nine months ended 31 December 2015 are drawn up for the first time in accordance with Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing regulations'). Therefore, figures for the quarters ended 30 September 2015 and 31 December 2014 and for the nine months ended 31 December 2014 were neither subjected to limited review nor subjected to audit and are as prepared by the Company's Management. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on this Statement based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of the Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

We did not review the unaudited financial results of three subsidiaries included in the Statement of the Group. These subsidiaries account for INR 173.73 lacs and INR 455.38 lacs of aggregate of total income from operations (net) and other income for the quarter and nine months ended 31 December 2015, respectively. Of the above:

- a. The unaudited financial results of subsidiaries incorporated outside India as drawn up in accordance with the generally accepted accounting principles in India have been reviewed by other auditors whose reports have been furnished to us by the Company's Management. Our opinion on the Statement, in so far as it relates to these subsidiaries, is based on the aforesaid review reports of the other auditors. These subsidiaries account for INR Nil of aggregate of total income from operations (net) and other income for the quarter and the nine months ended 31 December 2015 respectively; and
- b. The unaudited financial results of a subsidiary incorporated in India has been reviewed by the other auditor whose report has been furnished to us by the Company's Management. Our opinion on the Statement, in so far as it relates to this subsidiary, is based on the aforesaid review report of the other auditor. This subsidiary account for INR 173.73 lacs and INR 455.38 lacs of aggregate of total income from operations (net) and other income for the quarter and the nine months ended 31 December 2015, respectively.



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**Narayana Hrudayalaya Limited**  
**Review Report (continued)**

The Statement also includes the Group's share of net loss of INR 514.79 lacs and INR 1,828.24 lacs for the quarter and the nine months ended 31 December 2015, respectively, in respect of an associate incorporated outside India, whose unaudited financial results as drawn up in accordance with the generally accepted accounting principles in India has been reviewed by other auditor whose report has been furnished to us by the Company's Management. Our opinion on the Statement, in so far as it relates to this associate, is based on the aforesaid review report of the other auditor.

Based on our review conducted as above and on the consideration of reports of the auditors referred to in above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited consolidated financial results of the Group for the quarter and the nine months ended 31 December 2015, prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing regulations including the manner in which it is to be disclosed, or that it contains any material misstatement.

*for* **B S R & Co. LLP**

*Chartered Accountants*

Firm's registration number: 101248W/W-100022



**Sunil Gaggar**

*Partner*

Membership number: 104315

Place: Bengaluru


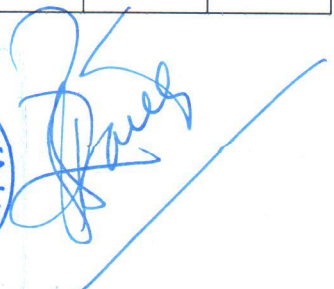
Date: 8 February 2016



**Narayana Hrudayalaya Limited**  
(formerly known as Narayana Hrudayalaya Private Limited)  
Registered office : No. 258/A, Bommasandra Industrial Area, Anekal Taluk, Bengaluru 562 158, Karnataka, India  
Corporate Office : 2nd Floor, No. 261/A, Bommasandra Industrial Area, Hosur Road, Bengaluru 562 158, Karnataka, India  
CIN : U85110KA2000PLC027497, Website : www.narayanahealth.org, Email:investorrelations@nhhospitals.org

**STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31 DECEMBER 2015**

Particulars	(₹ in lacs, except per share data)					
	Three months ended			Nine months ended		Year ended
	31-Dec-15	30-Sep-15	31-Dec-14	31-Dec-15	31-Dec-14	31-Mar-15
	(Unaudited) (refer note 2)	(Unaudited) (refer note 2)	(Unaudited) (refer note 2)	(Unaudited) (refer note 2)	(Unaudited) (refer note 2)	(Audited)
<b>1. Income from operations</b>						
(a) Income from operations	39,655.68	40,441.21	34,011.42	117,656.62	99,771.05	135,893.26
(b) Other operating income	154.11	178.76	114.64	489.30	282.75	491.76
<b>Total income from operations (net)</b>	<b>39,809.79</b>	<b>40,619.97</b>	<b>34,126.06</b>	<b>118,145.92</b>	<b>100,053.80</b>	<b>136,385.02</b>
<b>2. Expenses</b>						
(a) Purchase of medical consumables, drugs and surgical equipments	9,543.98	10,148.40	8,654.08	28,760.81	25,825.60	34,265.70
(b) Changes in inventories of medical consumables, drugs and surgical equipments	(75.05)	(471.43)	(51.07)	(304.29)	(393.72)	(196.77)
(c) Employee benefits expense (refer note 4)	8,644.35	8,103.86	7,092.80	24,690.92	20,282.60	27,693.36
(d) Professional fees to doctors	8,083.74	7,994.29	6,859.61	23,616.10	19,107.64	26,295.04
(e) Other expenses (refer note 5)	9,437.57	9,936.99	9,754.54	28,487.08	26,766.58	36,122.98
<b>Total</b>	<b>35,634.59</b>	<b>35,712.11</b>	<b>32,309.96</b>	<b>105,250.62</b>	<b>91,588.70</b>	<b>124,180.31</b>
<b>3. Earnings before other income, depreciation and amortisation expense, finance cost and exceptional item (1-2)</b>	<b>4,175.20</b>	<b>4,907.86</b>	<b>1,816.10</b>	<b>12,895.30</b>	<b>8,465.10</b>	<b>12,204.71</b>
4. Other income	198.57	334.63	231.75	718.72	437.08	773.56
<b>5. Earnings before depreciation and amortisation expense, finance cost and exceptional item (3+4) (EBITDA) (refer note 11)</b>	<b>4,373.77</b>	<b>5,242.49</b>	<b>2,047.85</b>	<b>13,614.02</b>	<b>8,902.18</b>	<b>12,978.27</b>
6. Depreciation and amortisation expense	1,875.86	1,781.93	1,734.70	5,437.45	4,955.88	6,835.83
<b>7. Profit from ordinary activities before finance costs and exceptional items (5-6)</b>	<b>2,497.91</b>	<b>3,460.56</b>	<b>313.15</b>	<b>8,176.57</b>	<b>3,946.30</b>	<b>6,142.44</b>
8. Finance costs	586.97	825.64	1,195.97	2,300.88	2,919.19	4,088.99
<b>9. Profit / (Loss) from ordinary activities after finance costs but before exceptional items (7-8)</b>	<b>1,910.94</b>	<b>2,634.92</b>	<b>(882.82)</b>	<b>5,875.69</b>	<b>1,027.11</b>	<b>2,053.45</b>
10. Exceptional item (refer note 6)	(141.29)	-	-	(141.29)	-	-
<b>11. Profit / (Loss) from ordinary activities before tax (9+10)</b>	<b>1,769.65</b>	<b>2,634.92</b>	<b>(882.82)</b>	<b>5,734.40</b>	<b>1,027.11</b>	<b>2,053.45</b>
12. Tax expense	880.46	883.76	3.38	2,351.53	947.75	1,460.65
<b>13. Net profit / (Loss) from ordinary activities after tax (11-12)</b>	<b>889.19</b>	<b>1,751.16</b>	<b>(886.20)</b>	<b>3,382.87</b>	<b>79.36</b>	<b>592.80</b>
14. Extraordinary items	-	-	-	-	-	-
<b>15. Net profit / (Loss) for the period (13-14)</b>	<b>889.19</b>	<b>1,751.16</b>	<b>(886.20)</b>	<b>3,382.87</b>	<b>79.36</b>	<b>592.80</b>
16. Share of loss of an associate	(514.79)	(687.14)	(580.42)	(1,828.24)	(1,919.66)	(2,513.13)
17. Minority interest (refer note 10)	(3.27)	0.23	57.06	37.94	159.18	243.92
<b>18. Net Profit / (Loss) after taxes, share of loss of an associate and minority interest (15+16+17)</b>	<b>371.13</b>	<b>1,064.25</b>	<b>(1,409.56)</b>	<b>1,592.57</b>	<b>(1,681.12)</b>	<b>(1,676.41)</b>
19. Paid-up equity share capital (Face Value of ₹ 10 each) (refer note 8)	20,436.08	20,000.00	34.58	20,436.08	34.58	20,000.00
20. Reserve excluding revaluation reserves as per balance sheet of previous accounting year	-	-	-	-	-	56,839.22
<b>21. i. Earnings / (Loss) per share (before extraordinary items) (of ₹ 10 each) (not annualised):</b>						
(a) Basic	0.18	0.53	(0.74)	0.79	(0.89)	(0.88)
(b) Diluted (refer note 9)	0.18	0.53	(0.74)	0.79	(0.89)	(0.88)
<b>ii. Earnings / (Loss) per share (after extraordinary items) (of ₹ 10 each) (not annualised):</b>						
(a) Basic	0.18	0.53	(0.74)	0.79	(0.89)	(0.88)
(b) Diluted (refer note 9)	0.18	0.53	(0.74)	0.79	(0.89)	(0.88)
See accompanying notes to the unaudited consolidated financial results						



**Notes:**

- 1 The statement of unaudited consolidated financial results ('the Statement') of Narayana Hrudayalaya Limited ('the Company'), its subsidiaries and an associate (collectively referred to as 'the Group'), for the quarter and the nine months ended 31 December 2015 has been reviewed by the Audit, Risk and Compliance Committee and approved by the Board of Directors on 8 February 2016.
- 2 As the Company got listed on 6 January 2016, the Statement has been drawn for the first time in accordance with Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing regulations'). Therefore, figures for the quarters ended 30 September 2015 and 31 December 2014 and for the nine months ended 31 December 2014 were neither subjected to limited review nor subjected to audit and are as prepared by the Management. Figures for the quarter and nine months ended 31 December 2015 were subjected to the limited review by the Statutory Auditors.
- 3 During the quarter and nine months ended 31 December 2015, the Company completed the Initial Public Offer ('IPO') through an offer for sale, (hereinafter 'the Offer') of 24,523,297 equity shares of ₹ 10 each at a price of ₹ 250 by the selling shareholders, namely Dr. Devi Prasad Shetty, Mrs. Shakuntala Shetty, Ashoka Investment Holdings Limited, Ambadevi Mauritius Holdings Limited and JP Morgan Mauritius Holdings IV Limited. The equity shares of the Company got listed on the National Stock Exchange of India Limited and BSE Limited on 6 January 2016.
- 4 The Company introduced the NH Employee Stock Option Plan 2015 ("the ESOP scheme") for the benefit of the employees of the Group which was approved by the Board of Directors in their meeting held on 12 September 2015. The ESOP scheme provides for the creation and issue of 2,040,000 options that would eventually convert into equity shares of ₹ 10 each in the hands of the Group's employees. During the quarter ended 31 December 2015, 814,830 options were granted to the employees and accordingly, an expense of ₹ 167.49 lacs has been accounted as per the 'Guidance Note on Accounting for Employee Share-based Payments'.
- 5 As per the terms of the Offer, all the expenses in relation to the Offer (other than listing fees), (hereinafter 'the Offer expenses') not exceeding the agreed threshold, shall be borne by the selling shareholders in proportion to the equity shares contributed to the Offer. Till September 2015, the Group recorded an expense of ₹ 448.70 lacs to the extent the Offer expenses exceeded the agreed threshold. Due to the increase in the size of the Offer by the selling shareholders, Offer expenses of ₹ 448.70 lacs have been reversed in the quarter ended 31 December 2015.
- 6 Exceptional item represents additional provision for bonus aggregating ₹ 141.29 lacs for the period from 1 April 2014 to 31 March 2015 pursuant to retrospective application of 'The Payment of Bonus (Amendment) Act, 2015' effective 1 April 2014.
- 7 The Group's sole business segment is 'Medical and Healthcare Services' and principal geographical segment is 'India'. The Group considers business segment as the primary segment and geographical segment based on location of customers as a secondary segment. Since the Group has a single business segment and a single geographical segment, disclosures pertaining to the primary and secondary segments as per Accounting Standard 17- 'Segment Reporting' have not been presented.
- 8 During the financial year 2014-15, the Company had issued 10,000,000 10.50% Optionally Convertible Debentures (OCD) aggregating ₹ 10,000 lacs to CDC India Opportunities Limited (CDC India). Pursuant to the Amendment Agreement dated 25 September 2015, between the Company and CDC India, the OCDs along with accrued coupon (net of tax) has been converted into 4,360,804 equity shares of ₹ 10 each on 1 December 2015.
- 9 Basic and diluted Earnings / (Loss) per share for the quarters ended 30 September 2015 and 31 December 2014, nine months ended 31 December 2014 and year ended 31 March 2015 are considered same since the potential equity shares (OCD) are anti-dilutive in nature.
- 10 The Company purchased 26% stake held by Infrastructure Development Corporation (Karnataka) Limited in Narayana Hrudayalaya Surgical Hospital Private Limited ('NHSPL') on 2 February 2016 for a consideration of ₹ 3,025.60 lacs. Accordingly, NHSPL has become a wholly owned subsidiary of the Company.
- 11 As permitted by the Guidance Note on the Revised Schedule VI to the Companies Act, 1956 (which is considered applicable even in the context of schedule III to the Companies Act, 2013), the Group has elected to present earnings before interest, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the statement of profit and loss in the statutory audited financial statements. The same classification is also followed while presenting the financial results pursuant to the requirement of the Listing regulations. The Group has included other income and excluded depreciation and amortization expense, finance cost, exceptional item and tax expense for the EBITDA presentation.



Place: Bengaluru  
Date: 8 February 2016

for and on behalf of the Board of Directors of  
**Narayana Hrudayalaya Limited**  
(formerly known as Narayana Hrudayalaya Private Limited)

**Dr. Devi Prasad Shetty**  
Chairman