

Date of submission: 01.02.2017

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 (LODR) Regulations 2015.

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 Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and clause 44 of the Listing Regulations, the Company has provided postal ballot process by e voting and physical ballot through Karvy Computershare Private Limited and e voting and postal ballot process kept opened from 01st January 2017 to 30th January, 2017. Now we have completed our Postal ballot process on January 30, 2017 (in the close of working hours i.e.6.00 p.m.) and have obtained the members approval by Special Resolutions to the following business items mentioned in the postal ballot notice dated 22nd December 2016.

1	Issue of Non-convertible debentures
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The Company has appointed M/s. Ganapathi & Mohan, Company Secretaries, (Firm Registration No.P2002KR057100), to conduct postal ballot process in fair and transparent manner, who have submitted their report dated January 31, 2017. On the basis of which Dr. Ashutosh Raghuvanshi, Vice-Chairman, Managing Director and Chief Executive Officer of the Company announced the results of passing of special resolution by requisite majority.

Pursuant to Clause 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we would like to inform you that the above Resolution was passed by the shareholders with the requisite majority. The said resolutions are deemed to have been passed on January 30th, 2017, being the last date specified by the Company for receipt of duly completed postal ballot forms/e-voting.



Narayana Hrudayalaya Limited

(Previously Narayana Hrudayalaya Pvt. Ltd.) CIN: U85110KA2000PLC027497

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



In terms of notice of postal ballot, the results were declared by the Company at the registered office of the Company on January 31st, 2017.

In this regard, please find enclosed following:

1. Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, details regarding the postal ballot results are attached as **Annexure-1**.
2. The results of the voting (through remote e voting and postal ballot forms in the format prescribed in Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 along with the Copy of the Scrutinizer's Report are attached as **Annexure-2 a & 2b**.

The results of postal ballot along with Scrutinizer report is placed on the website of the Company and Karvy and necessary steps has been taken to publish the results in news paper publications.

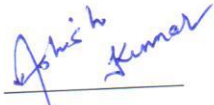
Please take the document on record and kindly treat this as a compliance under SEBI (LODR) Regulations 2015.

Kindly acknowledge.

Thanking you,

Yours faithfully,

For NARAYANA HRUDAYALAYA LIMITED,



Ashish Kumar
Group Company Secretary and Compliance Officer.



Encl: A/A

ANNEXURE 1**Declaration of results of Postal Ballot and E-voting Notice dated 22nd December, 2016**

Dear Members,

The Company has sought the approval of members of the Company pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, by way of postal ballot for the resolutions mentioned in the Postal Ballot Notice 22nd December, 2016.

The Board of Directors had appointed M/s. Ganapathi & Mohan, Company Secretaries, (Firm Registration No.P2002KR057100), Bengaluru as a scrutinizer to conduct the postal ballot process (including e-voting) in a fair and transparent manner.

CS. Ganapathi G.M. partner of M/s. Ganapathi & Mohan, Practicing Company Secretaries, Bengaluru, has carried out the scrutiny of all the Postal Ballot forms received and votes casted by means of e-voting from 9.00 AM on 1st January, 2017 and end at 6.00 PM on 30th January, 2017 and submitted their report on January 31, 2017.

The results and report of scrutinizer are available on the website of the Company at www.Narayanahealth.org/stakeholder relations and the website of the Stock Exchanges where the shares of the Company are listed i.e., www.bseindia.com and www.nseindia.com.

On the basis of the report of the scrutinizer, the results of the Postal Ballot was declared at the Registered Office of the Company on 31st January, 2017 as under.

Particulars (Including both physical ballot form and e-voting)	Issue of Non-Convertible Debentures
Total No. of votes received	15,18,66,764
Less: Invalid votes	200
Net valid votes	15,18,66,564
Total Ballot received	134
Assented to the resolution	15,18,04,221
Dissented to the resolution	62,343

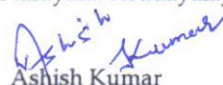
Based on the scrutinizer's report, the above resolutions have been duly passed by the Members of the Company with requisite majority.

Place: Bengaluru

Date: January 31, 2017



By order of Board of Directors
For Narayana Hrudayalaya Limited


Ashish Kumar

Group Company Secretary and Compliance Officer



Narayana Hrudayalaya Limited

(Previously Narayana Hrudayalaya Pvt. Ltd.) CIN: U85110KA2000PLC027497

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ANNEXURE 2 a.

Company Name	NARAYANA HRUDAYALAYA LIMITED
Date of the AGM/EGM	Not Applicable
Total number of shareholders on record date	28658
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	Not Applicable
Public:	
No. of Shareholders attended the meeting through Video	Not Applicable
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	SPECIAL - Issue of Non-Convertible Debentures.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	132529338	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		126783666	95.6646	126783666	0	100.0000	0.0000
Public- Institutions	E-Voting	61629867	20372729	33.0566	20310613	62116	99.6951	0.3048
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	10201599	3013	0.0295	2818	195	93.5280	6.4719
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		4707156	46.1414	4707124	32	99.9993	0.0006
Total		204360804	151866564	74.3130	151804221	62343	99.9589	0.0411



ANNEXURE 26

SCRUTINIZER'S REPORT

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) rules, 2014)

The Chairman

M/s. Narayana Hrudayalaya Limited

(Formerly Known as Narayana Hrudayalaya Private Limited)

CIN: L85110KA2000PLC027497

No.258/A, Bommasandra Industiral Area

Anekal.T.Q. Bangalore -562158

Dear Sir,

Sub: Scrutinizer's Report on the Postal Ballot & E-voting process in pursuant to the provisions of Section 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended as on date.

Pursuant to the resolution passed by the Board of Directors of M/s. Narayana Hrudayalaya Limited (hereinafter referred to as "the Company") held on 22nd December 2016, we have been appointed as Scrutinizer to scrutinize the process of e-voting for postal ballot and to receive, process and scrutinize the postal ballot forms, in respect of special resolution as circulated in the postal ballot notice dated 22nd December 2016.

The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and physical postal ballot forms on the resolutions contained in the Postal Ballot notice dated 22nd December 2016.



Scrutinizer report/nh/31.01.2017

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Our responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer report of the votes cast "in favour" or "against" the resolution based on the postal ballot forms submitted by the shareholders of the Company and on the reports generated from the e-voting system provided by M/s. Karvy Computershare Private Limited, the authorized service provider, for extending the facility of electronic voting to the shareholders of the Company.

We issue this combined scrutinizer report in respect of e-voting for postal ballot along with votes casted through postal ballot forms. The result of e-voting along with Postal Ballot Forms is annexed with reports as an **Annexure 1**.

Accordingly, we submit our report as under:

1. As confirmed by the Company, the Company has completed the dispatch of Notice on 28.12.2016, to the members whose name(s) appeared on the Register of members as on cut-off date i.e. 23rd December 2016.
2. The Company has issued a Public Advertisement for notice to the Members of the Company in two Newspapers namely "Financial Express", an English Newspaper having nationwide circulation in English Language and "Vijayavani", Local circulating Kannada Newspaper in Kannada Language as being the principal vernacular language of Bengaluru, Karnataka on December 29, 2016.
3. The Company has offered voting facility either through e-voting or Postal ballot forms to all the Equity Shareholders who are the shareholders as on the cut-off date.
4. The E-voting and voting through Postal Ballot were commenced from January 1, 2017 at 9.00 a. m., and ended on January 30, 2017 at 6.00 p.m.
5. The voting cast through E-voting was unblocked on January 30, 2017 at 6.10 P.M in the presence of 2 witnesses, CS. Usha G Hegde and Mr. Kulashekara Sharma, who are not in the employment of the Company.



6. A summary of the postal ballot forms and electronic voting confirmations (E-votes) received for the special resolution given in the notice referred to above, seeking members approval is as under:

Sl. No.	Description	No. of members Participated	No. of votes cast
1.	Postal Ballot forms received (physical)	33	13,14,90,822
2.	E-voting confirmation	101	2,03,75,942
	TOTAL	134	15,18,66,764

7. Thereafter considering e-voting and voting through Postal Ballot, the combined result of the voting is as per annexure. The detail containing inter alia, list of Equity Shareholders, who voted "For", or "against", on the resolution that were put to vote, and whose votes invalid, were generated through the e-voting website of Karvy Computershare Private Limited ("Karvy") i.e. <https://evoting.karvy.com> and is based on such report so generated.
8. In determining the validity or otherwise of the e-voting/Postal Ballot Forms received, we have adopted the following criteria;
- Where the date and place has been left blank, the signed ballot has been treated as valid.
 - Where the number of shares column has been left blank, we have accounted for the total holding for the purposes of either "Assent" or "Dissent" to the relevant resolution as indicate by the Member.
 - In cases of certain ballot forms and e-voting, 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.



Scrutinizer report/nh/31.01.2017

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Signature

- d. In respect of e-voting exercised by bodies corporate, Institutional Members (FII/ Mutual Funds/ Banks) etc., we 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.
9. The postal ballot and all other papers relating to postal ballot including voting by electronic means shall be under our safe custody till the Chairman considers, approves and signs the Minutes and thereafter the same shall be returned to the Company.

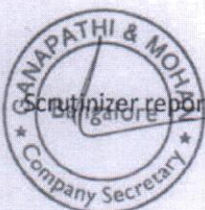
We hereby report that the Special Resolution for issue of Non-Convertible Debentures as mentioned in the Notice stands approved, under E-voting and voting through Postal Ballot, with the requisite majority.

Date:31.01.2017
Place: Bengaluru

For Ganapathi & Mohan
Company Secretaries


CS, G M Ganapathi
Partner
C.P. 4520, FCS. 5659

Encl: as above.



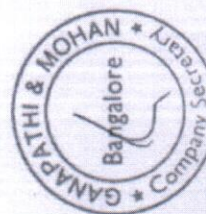
Scrutinizer report/nh/31.01.2017

NARAYANA HRUDAYALAYA LIMITED
(Formerly Known as Narayana Hrudayalaya Private Limited)
CIN: L85110KA2000PLC027497

Annexure to Combined Scrutinizer's report in respect of E-Voting along with Postal Ballot Form for passing Special Resolution with respect to Approval for issue of Non-Convertible Debentures.

Res. No.	Particulars of Resolution	Mode	Total Ballots Received	Total Votes polled	Total Valid Votes polled	Favour			Against			Invalid	
						Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes
1	Issue of Non-Convertible Debentures	E-Voting	101	2,03,75,942	2,03,75,742	94	2,03,13,431	13.38	7	62,311	0.04	1	200
		Physical	33	13,14,90,822	13,14,90,822	31	13,14,90,790	86.58	2	32	0.00	0	0
	TOTAL		134	15,18,66,764	15,18,66,564	125	15,18,04,221	99.96	9	62,343	0.04	1	200

1. One Shareholder who has logged into e-voting system and abstain from e-voting, hence those votes considered as invalid.
2. One shareholder through e-voting, out of 35 votes, casted 20 votes in favour and 15 votes against the resolution, hence his Ballot count is considered as one for both 'Favour' and 'Against'. Hence, total ballot received is considered as 101.



G.M.GANAPATHI
Company Secretary
FCS: 5659
CP: 4520