



Narayana Hrudayalaya Limited

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

CIN: L85110KA2000PLC027497

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

NOTICE OF POSTAL BALLOT

{Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014}

Dear Member(s),

NOTICE is hereby given that the resolutions set out below are proposed to be passed by the Members of Narayana Hrudayalaya Limited ("the Company") by means of a Postal Ballot through remote e-voting ("e-voting") process only, pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014, ("the Rules") and other applicable provisions of the Act and the Rules, Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars including General Circular No. 10/2021 dated June 23, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modifications or re-enactment(s) thereof for the time being in force).

In compliance with the MCA Circulars, the Notice is being sent only through electronic mode to those Members whose e-mail address is registered with the Depositories/Company.

The Explanatory Statement pursuant to the provisions of Sections 102, 110 and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is appended to this Notice. The Board of Directors has appointed Mr. Sudhindra K S, Practicing Company Secretary (FCS No. 7909, CP No. 8190), Bengaluru as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through e-voting.

The e-voting period commences from 09:00 AM (IST) on Sunday, 2nd April 2023 and ends at 05:00 PM (IST) on Monday, 1st May, 2023. The details of the procedure to cast the vote forms part of the 'Notes' to this Notice. The result of the Postal Ballot will be announced at or before 05:00 PM (IST) on Wednesday, 3rd May 2023.

The results of the Postal Ballot will be displayed on the Company's website www.narayanahealth.org and will also be communicated to the Stock Exchanges, National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").



SPECIAL BUSINESS

1. To appoint Mr. Shankar Arunachalam (DIN:00203948) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulations 17, 25 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Article 48 and any other applicable Articles of the Articles of Association of the Company, Mr. Shankar Arunachalam (DIN:00203948), who was appointed by the Board of Directors as an Additional Director and in the capacity as an Independent Director of the Company with effect from 8th February, 2023, who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member in terms of the provisions of Section 160 of the Act, signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years from 8th February 2023 to 7th February 2028, not liable to retire by rotation.

FURTHER RESOLVED 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 as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

2. To appoint Dr. Nachiket Madhusudan Mor (DIN:00043646) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulations 17, 25 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Article 48 and any other applicable Articles of the Articles of Association of the Company, Dr. Nachiket Madhusudan Mor (DIN:00043646), who was appointed by the Board of Directors as an Additional Director and in the capacity as an Independent Director of the Company with effect from 8th February, 2023, who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member in terms of the provisions of Section 160 of the Act, signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years from 8th February 2023 to 7th February 2028, not liable to retire by rotation.

FURTHER RESOLVED 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 as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”



3. To appoint Mr. Naveen Tewari (DIN: 00677638) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulations 17, 25 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Article 48 and any other applicable Articles of the Articles of Association of the Company, Mr. Naveen Tewari (DIN: 00677638), who was appointed by the Board of Directors as an Additional Director and in the capacity as an Independent Director of the Company with effect from 29th March, 2023, who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member in terms of the provisions of Section 160 of the Act, signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years from 29th March, 2023 to 28th March, 2028 not liable to retire by rotation.

FURTHER RESOLVED 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 as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

By Order of the Board of Directors

Sridhar S
Group Company Secretary, Legal & Compliance Officer

Place: Bengaluru
Date: 29th March, 2023

NOTES

1. The statement of material facts pursuant to the provisions of Section 102 of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions, setting out all material facts and reasons relating to the proposed resolutions is annexed hereto for your information and consideration and the same should be considered as part of this Notice.
2. The Notice is being sent only through electronic mode to those Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) on **Friday, 24th March, 2023**, which is considered as cut-off date (“**Cut-Off Date**”) for the purposes of remote e-voting and whose email address is registered with the Company or with the depositories. Physical copies of the Postal Ballot Notice along with the postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. The Notice has also been placed on Company’s website: www.narayanahealth.org and NSDL’s website: www.evoting.nsdl.com and will also be available on the website of stock exchanges i.e., www.bseindia.com and www.nseindia.com.
4. The voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on the Cut-Off Date.



5. Members would be able to cast their votes only through remote e-voting process. Members whose name appear on the Register of Members or in the List of Beneficial Owners as on the Cut-Off Date only shall be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act, the Rules, the MCA Circulars and the Listing Regulations read with circular of SEBI on e-Voting facility provided by listed entities, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
7. The Board of Directors of the Company has appointed Mr. Sudhindra K S, Practicing Company Secretary (FCS No. 7909, CP No. 8190), Bengaluru as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
8. Documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to investorrelations@narayanahealth.org.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Monday, 1st May, 2023.
10. **The e-voting period commences from 9:00 AM (IST) on Sunday, 2nd April 2023 and ends at 5:00 PM (IST) Monday, 1st May, 2023. The result of the Postal Ballot shall be announced at or before 5.00 PM (IST) on Wednesday, 3rd May 2023.**

PROCEDURE FOR REMOTE E-VOTING

1. E-Voting Facility

- i. In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL), on the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- ii. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	9:00 A.M. (IST) on Sunday, 2nd April 2023
End of remote e-voting	5:00 P.M. (IST) on Monday, 1st May, 2023

The remote e-voting will not be allowed beyond the aforesaid date and time. The remote e-voting module shall be disabled by NSDL for voting from 5:00 PM (IST) Monday, 1st May 2023. Once the vote on the resolutions is cast by a Member, he or she will not be allowed to change it subsequently.

2. INFORMATION AND INSTRUCTION FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE

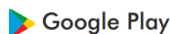
As per circular of SEBI on e-voting facility provided by listed entities, dated December 9, 2020, all "individual Members holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as implemented by the Depositories / Depository Participant(s), is given below:



**Individual Shareholders holding shares of the Company in demat mode
with NSDL**

1. If you are registered for NSDL 'IDeAS' Facility, you can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e., NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your 16 (sixteen) digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on '**Narayana Hrudayalaya Limited**' or **e-Voting service provider i.e., NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



**Individual Shareholders holding shares of the Company in demat mode
with CDSL**

1. If you are registered for 'Easi / Easiest' facility, you can login through your existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.



4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Narayana Hrudayalaya Limited or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

NSDL Helpdesk	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000.
CDSL Helpdesk	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

3. INFORMATION AND INSTRUCTION FOR E-VOTING BY (i) NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES OF THE COMPANY IN DEMAT MODE AND (ii) ALL SHAREHOLDERS HOLDING SECURITIES OF THE COMPANY IN PHYSICAL MODE

Step 1: How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e., IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
- Description of the **User ID** details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.



Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and their voting cycle, if any.
2. Select "EVEN" of **Narayana Hrudayalaya Limited**.
3. Now you are ready for e-Voting as 'Cast Vote' page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "**Submit**" and also "**Confirm**" when prompted.
5. Upon confirmation, the message "**Vote cast successfully**" will be displayed.



6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR ALL SHAREHOLDERS

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sudhindraksfcs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.co.in.
4. There will be one vote for every Client ID / registered folio number irrespective of the number of joint holders.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to investorrelations@narayanahealth.org.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorrelations@narayanahealth.org. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

- End of e-voting instructions -



EXPLANATORY STATEMENT
(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

The following Statement sets out all material facts relating to the business mentioned under Item No(s). 1 to 3 mentioned in the accompanying Postal Ballot Notice.

Item No. 1**To appoint Mr. Shankar Arunachalam (DIN:00203948) as an Independent Director of the Company**

The Board of Directors of the Company on the recommendation of the Nomination & Remuneration Committee, appointed Mr. Shankar Arunachalam (DIN:00203948) as an Additional Director in the capacity of an Independent Director of the Company with effect from 8th February, 2023. Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), the Additional Director shall hold the office as a director upto the next Annual General Meeting or the last date on which the Annual General Meeting should have been held. However, pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), appointment of Director by the Board of Directors has to be approved by the members within a period of three months from the date of appointment or at the next general meeting, whichever is earlier. Considering that the holding of the next Annual General Meeting of the Company will be beyond three months from the date of appointment of the Additional Director, the approval of the members is sought through this postal ballot to comply with the said Regulation for appointment by members within three months from the date of appointment by the Board of Directors.

In terms of the provisions of Sections 149, 151, 152 and other applicable provisions of the Act, Members approval is sought through this Notice for appointment of Mr. Shankar Arunachalam as an Independent Director for 5 (Five) consecutive years effective from 8th February 2023 and to hold office upto 7th February, 2028 and not liable to retire by rotation. The Company has received a notice in writing, as required under the provisions of Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Shankar Arunachalam as a candidate for the office of Director of the Company. Mr. Shankar Arunachalam is not disqualified from being appointed as a Director in terms of the provisions of Section 164 of the Act and has given his consent to act as a Director. The Company has received requisite consent/declarations for the appointment of Mr. Shankar Arunachalam as an Independent Director of the Company, as required under the Act and Rules made thereunder and the Listing Regulations.

In the opinion of the Board of Directors of the Company, Mr. Shankar Arunachalam is independent of the management of the Company and fulfils the criteria of independence, as prescribed in the Companies Act, 2013, the rules made thereunder, and Regulation 16 of the Listing Regulations for the appointment as an Independent Director. Further, the Board of Directors of the Company is of the opinion that Mr. Shankar Arunachalam is a person of integrity and has relevant experience and expertise for him to be appointed as an Independent Director of the Company.

The Nomination and Remuneration Committee and the Board of Directors of the Company having considered the qualification, experience and expertise of Mr. Shankar Arunachalam have satisfied that he meets the following skills and capabilities required for the role as an Independent Director amongst various skills/expertise/competence identified by the Board of Directors of the Company.

Competency	Description	Director's experience
<ul style="list-style-type: none"> Accounting/ Financial Experience 	Experience with, or can demonstrate knowledge or expertise in, accounting or financial management including analyzing and interpreting financial statements, evaluating organizational budgets and use of resources, critically analyze	Mr. Shankar Arunachalam qualified as a Chartered Accountant in 1985 and practiced as a Chartered Accountant for nearly 17 years till 2002. He is also an Advocate and since 2002 he is practicing as an Advocate. He has been advising various reputed domestic and multi-



Competency	Description	Director's experience
	performance and financial viability, oversee funding arrangements and understanding financial reporting.	national companies on taxation, finance and other matters. He was designated as a Senior Advocate in 2018. He has extensive experience in accounting, auditing, taxation and legal field.
<ul style="list-style-type: none"> Risk/Legal/Regulatory Compliance 	Ability to identify key risks to the organization in a wide range of areas including legal and regulatory compliance and monitor risk and compliance management frameworks and systems.	

Accordingly, the Board recommends the Special Resolution as set out in Item No. 1 of this Notice, for the approval of the Members.

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

Pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard 2 (SS-2), issued by the Institute of Company Secretaries of India, brief profile of Mr. Shankar Arunachalam and other details, as required to be disclosed is annexed to this Notice.

Further, in compliance with BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular NSE/CML/2018/24 dated June 20, 2018, Mr. Shankar Arunachalam is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

This explanatory statement may also be regarded as a disclosure under the Listing Regulations.

Item No. 2

To appoint Dr. Nachiket Madhusudan Mor (DIN:00043646) as an Independent Director of the Company

The Board of Directors of the Company on the recommendation of the Nomination & Remuneration Committee, appointed Dr. Nachiket Madhusudan Mor (DIN:00043646) as an Additional Director in the capacity of an Independent Director of the Company with effect from 8th February, 2023. Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), the Additional Director shall hold office as a director upto the next Annual General Meeting or the last date on which the Annual General Meeting should have been held. However, pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), appointment of Director by the Board of Directors has to be approved by the members within a period of three months from the date of appointment or at the next general meeting, whichever is earlier. Considering that the holding of the next Annual General Meeting of the Company will be beyond three months from the date of appointment of the Additional Director, the approval of the members is sought through this postal ballot to comply with the said Regulation for appointment by members within three months from the date of appointment by the Board of Directors.

In terms of the provisions of Sections 149, 151, 152 and other applicable provisions of the Act, Members approval is sought through this Notice for appointment of Dr. Nachiket Madhusudan Mor as an Independent Director for 5 (Five) consecutive years and to hold office upto up to 7th February, 2028 and not liable to retire by rotation. The Company has received a notice in writing, as required under the provisions of Section 160(1) of the Act, from a Member, signifying his intention to propose Dr. Nachiket Madhusudan Mor as a candidate for the office of Independent Director of the Company. Dr. Nachiket Madhusudan Mor is not disqualified from being appointed as a Director in terms of the provisions of Section 164 of the Act and has given his consent to act as a Director. The Company has received requisite consent/declarations for the appointment of Dr. Nachiket Madhusudan Mor as an Independent Director of the Company, as required under the Act and Rules made thereunder and the Listing Regulations.



In the opinion of the Board of Directors of the Company, Dr. Nachiket Madhusudan Mor is independent of the management of the Company and fulfils the criteria of independence, as prescribed in the Act, the rules made thereunder, and Regulation 16 of the Listing Regulations, for appointment as an Independent Director. Further, the Board of Directors of the Company is of the opinion that Dr. Nachiket Madhusudan Mor is a person of integrity and has relevant experience and expertise for him to be appointed as an Independent Director of the Company.

The Nomination and Remuneration Committee and the Board of Directors of the Company having considered the qualification, experience and expertise of Dr. Nachiket Madhusudan Mor have satisfied that he meets the following skills and capabilities required for the role as an Independent Director amongst various skills/expertise/competence identified by the Board of Directors of the Company.

Competency	Description	Director's experience
<ul style="list-style-type: none"> Business/ Management 	Experience with, or can demonstrate knowledge or expertise in, sound management and operational business processes and practices in the private or public sector including an understanding of topics such as managing complex projects, leveraging information technology, planning and measuring performance, and allocating resources to achieve outcomes.	<p>Dr. Nachiket Madhusudan Mor has a Post Graduate Diploma in Management from IIM Ahmedabad and PhD in Economics.</p> <p>He was associated with the financial sector from 1987 onwards. He has held different positions, including that of Deputy Managing Director of ICICI Bank until 2007. Hence, has substantial experience and expertise in managing large size business, strategy development and implementation, financial management and Human Resource management.</p>
<ul style="list-style-type: none"> Strategy development and implementation 	Ability to think strategically and contribute to effective strategy formulation in the light of the strategic objectives of the Company.	
<ul style="list-style-type: none"> Accounting/Financial Experience 	Experience with, or can demonstrate knowledge or expertise in, accounting or financial management including analyzing and interpreting financial statements, evaluating organizational budgets and use of resources, critically analyze performance and financial viability, oversee funding arrangements and understanding financial reporting.	<p>He was also a Board member of CRISIL (2008-2018), RBI (2013-2018) and NABARD (2014-2017).</p> <p>He is also a Senior Research Fellow at the Centre for Information Technology and Public Policy (CITAPP) at IIIT Bangalore.</p>
<ul style="list-style-type: none"> Human Resource management 	Experience in the Human Resource Management with understanding of employment law.	
<ul style="list-style-type: none"> Industry/Sector Knowledge 	Experience with or is able to demonstrate knowledge or expertise of healthcare industry with specific exposure in Hospital segment including an understanding of particular trends, challenges and opportunities, or unique dynamics within the sector that are relevant to the Company.	<p>Since 2011 the focus of his work has been on the healthcare sector. He was a member of the Planning Commission's High-Level Expert Group on Universal Health Care, the Primary Care Task Force of the Ministry of Health and Family Welfare, which developed the guidelines for the Health & Wellness Centres. He was also member of the Health Commission for the State of Himachal Pradesh, and the Task Force on Global Health at the</p>



Competency	Description	Director's experience
		Academy of Medicine in Washington DC. He also serves as the Commissioner on the Lancet Commission on Reimagining India's Health System. He is a visiting Scientist at the Banyan Academy of Leadership in Mental Health. He has a deep and wide knowledge of the healthcare industry from his experience as a member of the above stated commissions and task force.

Accordingly, the Board of Directors recommends the Special Resolution as set out in Item No. 2 of this Notice, for the approval of the Members.

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

Pursuant to Regulation 36 of Listing Regulations and Secretarial Standard 2 (SS-2), issued by the Institute of Company Secretaries of India, brief profile of Dr. Nachiket Madhusudan Mor and other details, as required to be disclosed is annexed to this Notice.

Further, in compliance with BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular NSE/CML/2018/24 dated June 20, 2018, Dr. Nachiket Madhusudan Mor is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

This explanatory statement may also be regarded as a disclosure under the Listing Regulations.

Item No. 3

To appoint Mr. Naveen Tewari (DIN: 00677638) as an Independent Director of the Company

The Board of Directors of the Company on the recommendation of the Nomination & Remuneration Committee, appointed Mr. Naveen Tewari (DIN: 00677638) as an Additional Director in the capacity of an Independent Director of the Company with effect from 29th March, 2023. Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), the Additional Director shall hold the office as a director upto the next Annual General Meeting or the last date on which the Annual General Meeting should have been held. However, pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), appointment of Director by the Board of Directors has to be approved by the members within a period of three months from the date of appointment or at the next general meeting, whichever is earlier. Considering that the holding of the next Annual General Meeting of the Company will be beyond three months from the date of appointment of the Additional Director, the approval of the members is sought through this postal ballot to comply with the said Regulation for appointment by members within three months from the date of appointment by the Board of Directors.

In terms of the provisions of Sections 149, 151, 152 and other applicable provisions of the Act, Members approval is sought through this Notice for appointment of Mr. Naveen Tewari as an Independent Director for 5 (Five) consecutive years and to hold the office up to 28th March, 2028 not liable to retire by rotation. The Company has received a notice in writing, as required under the provisions of Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Naveen Tewari as a candidate for the office of Independent Director of the Company. Mr. Naveen Tewari is not disqualified from being appointed as a Director in terms of the provisions of Section 164 of the Act and has given his consent to act as a Director. The Company has received requisite consent/declarations for the appointment of



Mr. Naveen Tewari as an Independent Director of the Company, as required under the Act and Rules made thereunder and the Listing Regulations.

In the opinion of the Board of Directors of the Company, Mr. Naveen Tewari is independent of the management of the Company and fulfils the criteria of independence, as prescribed in the Act, the Rules made thereunder, and Regulation 16 of the Listing Regulations, for appointment as an Independent Director. Further, the Board of Directors of the Company is of the opinion that Mr. Naveen Tewari is a person of integrity and has relevant experience and expertise for him to be appointed as an Independent Director of the Company.

The Nomination and Remuneration Committee and the Board of Directors of the Company having considered the qualification, experience and expertise of Mr. Naveen Tewari have satisfied that he meets the following skills and capabilities required for the role as an Independent Director amongst various skills/expertise/competence identified by the Board of Directors of the Company.

Competency	Description	Director's experience
• Business/ Management	Experience with, or can demonstrate knowledge or expertise in, sound management and operational business processes and practices in the private or public sector including an understanding of topics such as managing complex projects, leveraging information technology, planning and measuring performance, and allocating resources to achieve outcomes.	Mr. Naveen has a Master's degree in Business Administration from Harvard Business School. He has invested in and supported several start-ups. He was a board member at Paytm and had been recognized for his entrepreneurial skills at various platforms.
• Information Technology	Knowledge and experience in the strategic use and governance of information management and information technology with ability to apply technology to the hospital sector.	Mr. Naveen Tewari is the founder of InMobi, a mobile advertising technology company. He has a Bachelor's degree from Indian Institute of Technology, Kanpur (IIT).

Accordingly, the Board of Directors recommends the Special Resolution as set out in Item No. 3 of this Notice, for the approval of the Members.

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

Pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard 2 (SS-2), issued by the Institute of Company Secretaries of India, brief profile of Mr. Naveen Tewari and other details as required to be disclosed is annexed to this Notice.

Further, in compliance with BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular NSE/CML/2018/24 dated June 20, 2018, Mr. Naveen Tewari is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

This explanatory statement may also be regarded as a disclosure under the Listing Regulations.



Brief profile and other details of Mr. Shankar Arunachalam (DIN:00203948), Dr. Nachiket Madhusudan Mor (DIN:00043646) and Mr. Naveen Tewari (DIN: 00677638) whose appointment as an Independent Directors of the Company to be confirmed through this Postal Ballot.

Brief resume of Mr. Shankar Arunachalam, Dr. Nachiket Madhusudan Mor and Mr. Naveen Tewari, nature of their expertise in specific functional areas and names of companies in which they hold directorship and membership / chairmanship of Board Committees, shareholding details and relationships between directors inter-se, as required to be disclosed under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings, are provided below:

	Mr. Shankar Arunachalam	Dr. Nachiket Madhusudan Mor	Mr. Naveen Tewari
• Director Identification Number (DIN).	00203948	00043646	00677638
• Date of Birth / Age.	2 nd December 1959	26 th February 1964	14 th December, 1977
• Date of first appointment on the Board.	8 th February 2023	8 th February 2023	29 th March, 2023
• Educational Qualification.	Chartered Accountant and Law Graduate.	Bachelor's degree in physics from Mumbai University and a Post Graduate Diploma in Management from IIM Ahmedabad. PhD in Economics from the University of Pennsylvania.	Bachelor's degree from Indian Institute of Technology, Kanpur (IIT) and a Master's degree in Business Administration from Harvard Business School.
• Name of the Companies in which he is a Director other than Narayana Hrudayalaya Limited.	Ace Designers Limited.	1.Swasth Digital Health Foundation. 2.Navi General Insurance Limited. 3.Navi AMC Limited 4.Navi Technologies Limited. 5.Sukoon Healthcare Services Private Limited.	NT Holdings Private Limited.
• Experience (including expertise in specific functional areas) /Brief Resume.	Mr. Shankar Arunachalam is a Designed Senior Advocate. He is academically Chartered Accountant and Law graduate. He completed his Chartered Accountancy in 1985 and Degree in Law in 1986. He practiced as a Chartered Accountant till 2002 and since 2002 he is practicing as an advocate and has been advising various reputed domestic and multi-	Dr Nachiket Madhusudan Mor has a Bachelor's degree in Physics from Mumbai University and a Post Graduate Diploma in Management from IIM Ahmedabad. He obtained his PhD in Economics from the University of Pennsylvania. He has been associated with the financial sector from 1987 onwards. He has held different positions, including that of Deputy Managing Director	Mr. Naveen is the founder of InMobi, a mobile advertising technology company. He has a Bachelor's degree from Indian Institute of Technology, Kanpur (IIT) and a Master's degree in Business Administration from Harvard Business School, where he was also bestowed with the Dean's Award, for his exceptional leadership and contribution. In 2013, his alma mater, Indian Institute of Technology,



	Mr. Shankar Arunachalam	Dr. Nachiket Madhusudan Mor	Mr. Naveen Tewari
	<p>national companies on taxation, finance and other matters. He was designated as a Senior Advocate in 2018. He has rich experience in accounting, auditing, taxation and legal field.</p> <p>He has participated in various National Conferences, Seminars and Workshops and presented more than 50 Technical Papers.</p>	<p>of ICICI Bank until 2007 and Board Member of CRISIL (2008-2018), RBI (2013-2018), and NABARD (2014-2017).</p> <p>Since 2011 the focus of his work has been on the healthcare sector. He was a member of the Planning Commission's High-Level Expert Group on Universal Health Care; the Primary Care Task Force of the Ministry of Health and Family Welfare, which developed the guidelines for the Health & Wellness Centres; the Health Commission for the State of Himachal Pradesh; and the Task Force on Global Health at the Academy of Medicine in Washington DC. He also serves as the Commissioner on the Lancet Commission on Reimagining India's Health System. He is a Visiting Scientist at the Banyan Academy of Leadership in Mental Health and a Senior Research Fellow at the Centre for Information Technology and Public Policy (CITAPP) at IIIT Bangalore.</p>	<p>Kanpur also honored him with the esteemed 'Distinguished Alumnus Award' for his excellence in entrepreneurship.</p> <p>Mr. Naveen has invested in and supported several start-ups like NestAway, SlideRule, Mettl, Moneysights, Bombay Canteen, Zimber, Razorpay etc. He co-founded iSPIRT, which aims to address government policy, create market catalysts, and grow the maturity of product entrepreneurs in order to transform India into a hub for new generation software products.</p> <p>He also founded and chairs a U.S.-based non-profit called India School Fund which funds and sets up schools in rural India, a cause he cares deeply for.</p> <p>Mr. Naveen was a board member at Paytm and had been recognized for his entrepreneurial skills at various platforms. He received several awards and recognitions over the last several years such as 'Future Leaders Award' presented by Indian Prime Minister in 2015, Fortune's '40 under 40' most powerful, influential and important people in business in 2015, The 'Pathbreaker of the Year' Award in 2014, Forbes India Leadership Award for 'Outstanding Start Up' in 2014, '100 Most Creative People' in 2014 across the world, The 'Pathbreaker of the Year'</p>



	Mr. Shankar Arunachalam	Dr. Nachiket Madhusudan Mor	Mr. Naveen Tewari
			Award in 2013, presented by Indian Prime Minister '7 th Most Important Person' by Business Insider's the Mobile Power List in 2013, 'Mobile Top 50' in The Drum in 2013, '2 nd Most Important Person' by Business Insider's the Mobile Power List in 2012.
<ul style="list-style-type: none"> Terms and conditions of appointment or re-appointment. 	<p>Mr. Shankar Arunachalam, on appointment by the members, will hold office of Independent Director for a term of 5 (Five) consecutive years commencing from 8th February, 2023. He shall be paid such remuneration as an Independent Director as shall be decided by the Board of Directors from time-to-time within the limits approved by the members. Further, the detailed terms of appointment of Independent Directors is available on website of the Company i.e., https://www.narayanahealth.org/sites/default/files/download/codes-policies/Terms_of_Appointment_of_Independent_Directors.pdf</p>	<p>Dr. Nachiket Madhusudan Mor, on appointment by the members, will hold office of Independent Director for a term of 5 (Five) consecutive years commencing from 8th February, 2023. He shall be paid such remuneration as an Independent Director as shall be decided by the Board of Directors from time-to-time within the limits approved by the members. Further, the detailed terms of appointment of Independent Directors is available on website of the Company i.e., https://www.narayanahealth.org/sites/default/files/download/codes-policies/Terms_of_Appointment_of_Independent_Directors.pdf</p>	<p>Mr. Naveen Tewari, on appointment by the members, will hold office of Independent Director for a term of 5 (Five) consecutive years commencing from 29th March, 2023. He shall be paid such remuneration as an Independent Director as shall be decided by the Board of Directors from time-to-time within the limits approved by the members. Further, the detailed terms of appointment of Independent Directors is available on website of the Company i.e., https://www.narayanahealth.org/sites/default/files/download/codes-policies/Terms_of_Appointment_of_Independent_Directors.pdf</p>
<ul style="list-style-type: none"> Details of remuneration sought to be paid. 	<p>Mr. Shankar Arunachalam, Dr. Nachiket Madhusudan Mor and Mr. Naveen Tewari shall be paid such remuneration as Independent Directors as shall be decided by the Board of Directors on recommendation from Nomination & Remuneration Committee from time-to-time within the limits approved by the members and as per the Nomination and Remuneration Policy of the Company. Members have approved at the 21st AGM, payment of remuneration to Non-executive Directors, including Independent Directors (other than the Managing Director and Whole-time Directors of the Company), for a period of five years commencing from 1st April, 2021 to 31st March, 2026, such sum by way of commission as the Board may determine from time to time, but not exceeding 1% (one percent) or such other percentage of the Net Profits of the Company in any financial year as may be specified under the Companies Act, 2013 from time to time and in the event of loss or inadequate profit, to pay such sum as and in such manner as remuneration as</p>		



	Mr. Shankar Arunachalam	Dr. Nachiket Madhusudan Mor	Mr. Naveen Tewari
	may be determined by the Board of Directors, notwithstanding the limits prescribed under the Schedule V of the Companies Act, 2013.		
<ul style="list-style-type: none"> Chairmanship / Membership of Committee (s) of Board of Director of the Company. 	<ul style="list-style-type: none"> a. Chairman of Nomination and Remuneration Committee - Ace Designers Limited. b. Member of Audit Committee - Ace Designers Limited. c. Chairman of Corporate Social Responsibility Committee - Ace Designers Limited. 	<ul style="list-style-type: none"> a. Member of Audit Committee - Navi Technologies Limited. b. Member of Stakeholders Relationship Committee - Navi Technologies Limited. c. Member of Risk Management Committee - Navi General Insurance Limited. d. Chairman of Audit Committee - Navi General Insurance Limited. e. Chairman of Nomination & Remuneration Committee - Navi General Insurance Limited. f. Chairman of Nomination & Remuneration Committee - Navi AMC Limited. g. Chairman of Audit Committee - Navi AMC Limited. h. Member of Risk Management Committee - Navi AMC Limited. i. Nomination & Remuneration Committee - Sukoon Healthcare Services Private Limited. j. Member of the Nomination & Remuneration Committee - Swasth Digital Health Foundation. 	Nil
<ul style="list-style-type: none"> Disclosure of relationships between Directors inter-se. 	Mr. Shankar Arunachalam is not related to any directors of the Company.	Dr. Nachiket Madhusudan Mor is not related to any directors of the Company.	Mr. Naveen Tewari is not related to any directors of the Company.



Postal Ballot Notice

Narayana Hrudayalaya Limited

	Mr. Shankar Arunachalam	Dr. Nachiket Madhusudan Mor	Mr. Naveen Tewari
• Membership of Committees of other Listed Companies.	None	None	None
• Shareholding of Directors in the listed entity, including shareholding as a beneficial owner.	Nil	Nil	Nil
• In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Details provided in the Explanatory Statement above.	Details provided in the Explanatory Statement above.	Details provided in the Explanatory Statement above.
• Number of Board Meetings attended during the F.Y. 2022-23 (till the date of this notice).	Two	Two	One

By Order of the Board of Directors

Place: Bengaluru
Date: 29th March, 2023

Sridhar S
Group Company Secretary, Legal & Compliance Officer