

Date of submission: 01.09.2020

To The Secretary Listing Department BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 <b>Scrip Code - 539551</b>	To The Secretary Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Mumbai – 400 050 <b>Stock Code- NH</b>
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**Sub: Declaration of Voting Results**

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results in the prescribed format, in respect of remote e-voting and voting through insta voting at the meeting on all the resolutions mentioned in the Notice dated 15<sup>th</sup> June 2020 of the 20<sup>th</sup> AGM held on August 31, 2020.

Also, please find enclosed the Scrutinizer's' Report on remote e-voting and voting through insta voting.

Kindly take the same on your records and oblige.

Thanking you,

For **NARAYANA HRUDAYALAYA LIMITED,**

*Sridhar S*  
Sridhar S  
Group Company Secretary, Legal and Compliance Officer



Name of the Company	NARAYANA HRUDAYALAYA LIMITED
Date of the AGM/EGM	31-08-2020
Total number of shareholders on record date	33201
No. of shareholders present in the meeting either in person or through proxy:	NA
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	6
Public:	54

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the audited Financial Statements of the Company including the audited Consolidated Financial Statements for the financial year ended 31st March 2020, together with the Reports of the Board of Directors and the Auditors thereon.							
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	130,485,730	126,783,666	97.1629	126,783,666	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		126,783,666	97.1629	126,783,666	0	100.0000	0.0000
Public- Institutions	E-Voting	59,049,213	44,078,394	74.6469	44,078,394	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		44,078,394	74.6469	44,078,394	0	100.0000	0.0000
Public- Non Institutions	E-Voting	14,825,861	6,807,819	45.9185	6,807,652	167	99.9975	0.0024
	Poll		5,525	0.0373	5,525	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,813,344	45.9558	6,813,177	167	99.9975	0.0025
Total	Total	204,360,804	177,675,404	86.9420	177,675,237	167	99.9999	0.0001



*Sudhan*

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To confirm the interim dividend of INR 1.00 per Equity Share paid during the financial year ended on 31st March 2020 as the final dividend for the financial year ended 31st March 2020.							
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	130,485,730	126,783,666	97.1629	126,783,666	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		126,783,666	97.1629	126,783,666	0	100.0000	0.0000
Public- Institutions	E-Voting	59,049,213	44,078,394	74.6643	44,078,394	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		44,078,394	74.6643	44,078,394	0	100.0000	0.0000
Public- Non Institutions	E-Voting	14,825,861	6,807,819	45.9185	6,807,762	57	99.9991	0.0008
	Poll		5,525	0.0373	5,525	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,813,344	45.9558	6,813,287	57	99.9992	0.0008
Total		204,360,804	177,675,404	86.9420	177,675,347	57	100.0000	0.0000



*Sundhar*



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Dr. Kiran Mazumdar Shaw DIN 00347229, who retires by rotation and being eligible, offers herself for re-appointment.							
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	130,485,730	126,783,666	97.1629	126,783,666	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		126,783,666	97.1629	126,783,666	0	100.0000	0.0000
Public- Institutions	E-Voting	59,049,213	39,372,723	74.6469	39,285,813	86,910	99.8028	0.1971
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39,372,723	74.6469	39,285,813	86,910	99.7793	0.2207
Public- Non Institutions	E-Voting	14,825,861	6,807,819	45.9185	6,807,642	177	99.9974	0.0025
	Poll		5,525	0.0373	5,525	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,813,344	45.9558	6,813,167	177	99.9974	0.0026
Total		204,360,804	172,969,733	84.6394	172,882,646	87,087	99.9497	0.0503



*Saidhar*

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration payable to the Cost Auditors for the Financial Year 2020-21							
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	130,485,730	126,783,666	97.1629	126,783,666	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		126,783,666	97.1629	126,783,666	0	100.0000	0.0000
Public- Institutions	E-Voting	59,049,213	44,078,394	74.6469	44,078,394	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		44,078,394	74.6469	44,078,394	0	100.0000	0.0000
Public- Non Institutions	E-Voting	14,825,861	6,807,819	45.9185	6,807,332	487	99.9928	0.0071
	Poll		5,525	0.0373	5,525	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,813,344	45.9558	6,812,857	487	99.9929	0.0071
Total		204,360,804	177,675,404	86.9420	177,674,917	487	99.9997	0.0003



*Sridhar*

Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Issue of Debt Securities on Private Placement Basis							
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	130,485,730	126,783,666	97.1629	126,783,666	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		126,783,666	97.1629	126,783,666	0	100.0000	0.0000
Public- Institutions	E-Voting	59,049,213	44,078,394	74.6469	44,078,394	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		44,078,394	74.6469	44,078,394	0	100.0000	0.0000
Public- Non Institutions	E-Voting	14,825,861	6,807,819	45.9185	6,806,274	1,545	99.9773	0.0226
	Poll		5,525	0.0373	5,525	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,813,344	45.9558	6,811,799	1,545	99.9773	0.0227
Total	Total	204,360,804	177,675,404	86.9420	177,673,859	1,545	99.9991	0.0009



*Sridhar*



**SUDHINDRA K.S** FCS,LLB.,DIA  
Company Secretary  
Trade Mark Attorney

To

The Chairman  
Narayana Hrudayalaya Limited  
No 258/A, Bommasandra Industrial Area  
Anekal Taluk, Bengaluru-562158

Sir,

**Sub: Consolidated Scrutinizer Report on Remote E-voting conducted pursuant to the provision of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies(Management & Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015 and Remote E-voting at the 20th Annual General Meeting of Shareholders of the Company held on Monday, the 31st day of August, 2020 through video conferencing ('VC') or other audio-visual means ('OAVM').**

I Sudhindra K S, a Company Secretary in Practice having office at 36, "Shivakrupa", Ground Floor, 6<sup>th</sup> Main, 7<sup>th</sup> Cross, Malleshwaram, Bengaluru 560003, Karnataka-India, have been appointed as the **Scrutinizer** for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner by ascertaining the requisite majority on the e-voting process carried out as per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended by the Companies (Management & Administration) Amendment Rules, 2015 in respect of the resolutions referred in the Notice of the 20<sup>th</sup> Annual General Meeting of the Members of Narayana Hrudayalaya Limited held on Monday, the 31<sup>st</sup> August 2020 at 11:30 AM through video conferencing ('VC') or other audio-visual means ('OAVM').

In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Annual General Meeting ("AGM") of the Company was held on Monday, August 31, 2020 at 11.30 AM through video conferencing ('VC') or other Audio visual means ('OAVM') and the voting for items had been transacted as per the Notice of this AGM only through remote electronic voting process and electronic voting (remote) during the AGM in compliance with applicable provisions of the Companies Act, 2013, including any statutory modification or re-enactment thereof read with Rule 22 of the Companies (Management and Administration) Rules 2014 as amended from time to time and the General Circular No 14/2020 dated April 08, 2020, the General Circular No 17/2020 dated April 13, 2020 in relation to "Clarification on passing ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19 and the General Circular No 20/2020 dated May 5, 2020, in relation to "Clarification on holding Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) all issued by the Ministry of Corporate Affairs, Government of India ("the MCA Circulars") and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015 ("Listing Regulations") read with Circular dated May 12, 2020, in relation to "Additional relaxation in relation to compliance with certain provision of SEBI(Listing Obligations & Disclosure Requirements) Regulation 2015- COVID-19 pandemic".

The Venue for the AGM was deemed to be the place from where the Chairman of the Board conducted the meeting. i.e. the Registered Office of the Company.

Further, pursuant to the MCA and SEBI Circulars, as confirmed by the Company, the Notice of the 20<sup>th</sup> AGM along with statement setting out material facts under Section 102 of the Act, with the Annual Report for the FY 2019-2020 was sent in electronic form only to those Members whose email addresses are registered with the Company/Depositories.





Since this AGM was held pursuant to the MCA Circulars through VC or OAVM, physical attendance of Members had been dispensed with. Accordingly, in terms of the above-mentioned MCA and SEBI circulars, the facility for appointment of proxies by the Members was also dispensed.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and remote e-voting during the AGM on the Resolutions set out in Notice of 20th Annual General Meeting of the Members of the Company. My responsibility, as a scrutinizer for remote e-voting is restricted to the extent of making Scrutinizer's report of the votes cast "In favour" or "Against" on the Resolutions stated above, based on the reports generated from the e-voting system provided by "NSDL".

The voting period for the remote e-voting commenced on Thursday, 27<sup>th</sup> August 2020, at 9.00 AM and ended on Sunday, 30<sup>th</sup> August 2020 at 5.00 PM and the NSDL e-voting platform was blocked in due time for my access. After the closure of the voting at the AGM, the report on voting done through electronic voting system at the meeting was downloaded by me and voting was diligently scrutinized and the votes cast under remote e-voting facility was thereafter unblocked by me on 31<sup>st</sup> August 2020. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.

In determining the validity of votes cast, I have adopted the following criteria;

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 NSDL and same were downloaded from the [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and Power of Attorney/Authorization/Board Resolutions received by me directly from the Corporate Members.



## Consolidated Results:

### Consolidated Result of Item No.1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2020 including Consolidated Financial Statements for the said year, together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in **favour** of the resolution :

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
169	177675237	99.9999%

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	167	0.0001%

(iii) **Invalid Votes:**

Number of Members voted	Total number of invalid votes cast by them
*10	3875983

10 (Ten) Corporate members who have exercised e-voting have not submitted the Power of attorney/Board Resolution authorising to exercise the voting at the AGM and hence considered invalid.

Thus, the ordinary resolution contained in Item No.1 of the notice dated 15th June 2020 stands passed with requisite majority.

### Consolidated Results of Item No. 2: Ordinary Resolution

To declare a dividend of INR 1.00 per Equity Share for the financial year ended 31st March 2020.

(i) Voted in **favour** of the resolution :

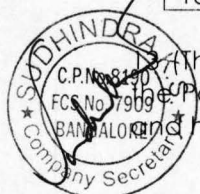
Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
170	177675347	100.00%

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	57	0.0000%

(iii) **Invalid Votes:**

Number of Members voted	Total number of invalid votes cast by them
13	3886268



(Thirteen) Corporate members who have exercised e-voting have not submitted the Power of attorney/Board Resolution authorising to exercise the voting at the AGM and hence considered invalid.

Thus, the ordinary resolution contained in Item No.2 of the notice dated 15th June 2020 stands passed with requisite majority.

### Consolidated Results of Item No. 3: Ordinary Resolution

To appoint a Director in place of Dr. Kiran Mazumdar Shaw (DIN:00347229), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution :

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
164	172882646	99.94%

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	87087	0.06%

(iii) **Invalid Votes:**

Number of Members voted	Total number of invalid votes cast by them
*11	8581654

\*10 (Ten) Corporate members who have exercised e-voting have not submitted the Power of attorney/Board Resolution authorising to exercise the voting at the AGM and hence considered invalid.

One interested member holding 4705671 shares who exercised e-voting considered invalid.

Thus, the ordinary resolution contained in Item No.3 of the notice dated 15th June 2020 stands passed with requisite majority.

### Consolidated Results of Item No.4: Ordinary Resolution:

Ratification of remuneration payable to the Cost Auditors for the Financial Year 2020-21

(i) Voted in **favour** of the resolution :

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
165	177674917	99.9997%

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	487	0.0003%

(iii) **Invalid Votes:**

Number of Members voted	Total number of invalid votes cast by them
10	3875983



10 (Ten) Corporate members who have exercised e-voting have not submitted the Power of attorney/Board Resolution authorising to exercise the voting at the AGM and hence considered invalid.

Thus, the ordinary resolution contained in Item No.4 of the notice dated 15th June 2020 stands passed with requisite majority.

#### Consolidated Results of Item No.5: Special Resolution

Issue of Debt Securities on Private Placement Basis

(i) Voted in **favour** of the resolution :

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
163	177673859	99.9991%

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	1545	0.009%

(iii) **Invalid Votes:**

Number of Members voted	Total number of invalid votes cast by them
10	3875983

10 (Ten) Corporate members who have exercised e-voting have not submitted the Power of attorney/Board Resolution authorising to exercise the voting at the AGM and hence considered invalid.

Thus, the special resolution contained in Item No.5 of the notice dated 15<sup>th</sup> June 2020 stands passed with 3/4<sup>th</sup> requisite majority.

Thank You

*Sudhindra K S*

**SCRUTINISER – AGM**

**Company Secretary**

**B.Com. FCS.LLB, DIA, RP**

**UDIN:F007909B000635470**

Place: Bengaluru

Dated: 1<sup>st</sup> September 2020

