

**Declaration of results of remote e-voting & insta voting at the Annual General Meeting (AGM) with respect to Resolutions/matters as mentioned in the notice of 16<sup>th</sup> Annual General Meeting of Narayana Hrudayalaya Limited held on 29<sup>th</sup> July, 2016.**

**Dear Members**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies ( Management and Administration ) Rules, 2014 ( " Rules" ) and other applicable provisions, if any of the Companies , 2013 ( including any statutory modification or re-enactment thereof for the time being in force ), and Regulation 44 of the SEBI ( Listing Obligations and Disclosure Requirements ) Regulations 2015 , the Company had provided the facility of remote e-voting and insta voting to the Members vide 16<sup>th</sup> AGM notice dated 30<sup>th</sup> May, 2016 dispatched to the Members on or before 4<sup>th</sup> July, 2016. Members casted their votes electronically till 28<sup>th</sup> July, 2016 being the last date fixed for e-voting. Further on 29<sup>th</sup> July, 2016, the day of the 16<sup>th</sup> AGM, insta voting provided at the AGM Venue to enable those members to vote who could not vote earlier through remote e-voting..

The Board of Directors had appointed Mr. Sudhindra K S, Practicing Company Secretary as the Scrutinizers to for remote e-voting and e voting ( Insta Poll ) at the meeting . The Scrutinizer has carried out the scrutiny of all the electronic votes received upto the close of 28<sup>th</sup> July 2016 and e voting received till the conclusion of the meeting and submitted the report on 29<sup>th</sup> July, 2016 .

The Consolidated results as per the Scrutinizer report dated 29<sup>th</sup> July 2016 is as attached herewith.

Based on the scrutinizer report dated 29<sup>th</sup> July, 2016 , I hereby declare that all the Resolutions as set out in the Notice of 16<sup>th</sup> Annual General Meeting have been duly approved by the shareholders with requisite majority and all these resolutions are deemed to be passed on 29<sup>th</sup> July 2016 i.e. 16<sup>th</sup> AGM

The results of the voting (through remote evoting and voting at AGM 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 Consolidated Report is enclosed herewith.

Date: 29.07.2016



For Narayana Hrudayalaya Limited



Ashish Kumar  
Company Secretary & Compliance Officer



**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](http://www.narayanahealth.org)

	NARAYANA HRUDAYALAYA LIMITED
Date of the AGM/EGM	29-07-2016
Total number of shareholders on record date	31458
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	58
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt both Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended as on 31st March, 2016 and the Reports of Board of Directors and Auditors thereon							
Whether promoter/ promoter group are interested in the agenda/resolution?	no							
		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
Category	E-Voting	132529338	0	0.0000	00	0	0.0000	0.0000
	Poll		132529338	100.0000	132529338	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	E-Voting	39879864	16630590	41.7017	16630590	0	100.0000	0.0000
Public- Institutions	Poll		0	0.0000	00	0	0.0000	0.0000





	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	E-Voting	31951602	895	0.0028	895	0	100.0000	0.0000
	Poll		4706642	14.7305	4706642	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Total	204360804	153867465	75.2921	153867465	0	100.0000	0.0000

Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Dr. Devi Prasad Shetty (DIN 00252187), who retires by rotation and being eligible, offers himself 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)]*	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)]*1 00
Promoter and Promoter Group	E-Voting	132529338	0	0.0000	00	0	0.0000	0.0000
	Poll		132529338	100.0000	132529338	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	E-Voting	39879864	16630590	41.7017	16630590	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	E-Voting	31951602	895	0.0028	882	13	98.5474	1.4525
Public- Non Institutions	Poll		4706642	14.7305	4706642	0	100.0000	0.0000



Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000	
Total	204360804	153867465	75.2921	153867452	13	100.0000	0.0000

Resolution required: (Ordinary/ Special)	ORDINARY - To ratify the appointment of M/s. B S R & Co. LLP (having Firm Registration Number: 101248W/W -100022), as statutory auditors of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	no							
		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)]*1 00
Promoter and Promoter Group	E-Voting	132529338	0	0.0000	00	0	0.0000	0.0000
	Poll		132529338	100.0000	132529338	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	E-Voting	39879864	16630590	41.7017	16630590	0	100.0000	0.0000
Public- Institutions	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	E-Voting	31951602	895	0.0028	895	0	100.0000	0.0000
	Poll		4706642	14.7305	4706642	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	204360804	153867465	75.2921	153867465	0	100.0000	0.0000





Resolution required: (Ordinary/ Special)	ORDINARY - Approval of Remuneration payable to the Cost Auditors for the Financial Year 2016-17									
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)] *1 00		
Promoter and Promoter Group	E-Voting	132529338	0	0.0000	00	0	0.0000	0.0000		
	Poll		132529338	100.0000	132529338	0	100.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	E-Voting	39879864	16630590	41.7017	16630590	0	100.0000	0.0000		
	Poll		0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	E-Voting	31951602	895	0.0028	895	0	100.0000	0.0000		
	Poll		4706642	14.7305	4706642	0	100.0000	0.0000		
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total	204360804	153867465	75.2921	153867465	0	100.0000	0.0000		

Resolution required: (Ordinary/ Special)	SPECIAL - Increase in the limits for borrowing under section 180(1)(c) of the Companies Act, 2013									
Whether promoter/ promoter group are	no									



interested in the agenda/resolution?								
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		132529338	100.0000	132529338	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	E-Voting	39879864	16630590	41.7017	16596819	33771	99.7969	0.2030
Public- Institutions	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	E-Voting	31951602	895	0.0028	862	33	96.3128	3.6871
	Poll		4706642	14.7305	4706642	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	204360804	153867465	75.2921	153833661	33804	99.9780	0.0220

Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Dr. Anesh Shetty (Son of Dr. Devi Prasad Shetty) for office or place of profit in an Associate Company						
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes						





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		5745672	4.3354	5745672	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	E-Voting	39879864	16630590	41.7017	16630590	0	100.0000	0.0000
Public- Institutions	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	E-Voting	31951602	840	0.0026	840	0	100.0000	0.0000
	Poll		4706642	14.7305	4706642	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	204360804	27083744	13.2529	27083744	0	100.0000	0.0000

Resolution required: (Ordinary/ Special)	SPECIAL - Amendment in the Liability Clause of the Memorandum of Association of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes						





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		132529338	100.0000	132529338	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	E-Voting	39879864	16630590	41.7017	16630590	0	100.0000	0.0000
Public- Institutions	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	E-Voting	31951602	895	0.0028	895	0	100.0000	0.0000
	Poll		4706642	14.7305	4706642	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	204360804	153867465	75.2921	153867465	0	100.0000	0.0000



Resolution required: (Ordinary/ Special)	SPECIAL - Alteration of Articles of Association							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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)]*1 00
Promoter and Promoter Group	E-Voting	132529338	0	0.0000	00	0	0.0000	0.0000
	Poll		132529338	100.0000	132529338	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	E-Voting	39879864	16630590	41.7017	16331939	298651	98.2042	1.7957
Public- Institutions	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	E-Voting	31951602	895	0.0028	895	0	100.0000	0.0000
	Poll		4706642	14.7305	4706642	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	204360804	153867465	75.2921	153568814	298651	99.8059	0.1941





**SUDHINDRA K.S.**

B.Com., ACS, LLB

**Company Secretary**

29<sup>th</sup> July 2016

To

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

Dear Sir,

**Sub: Scrutinizer's Report on e-voting and Insta Poll on the 16th Annual General Meeting.**

At the outset, I would like to thank you for entrusting me with the task of scrutinizing the e-voting and voting on Insta Poll by the Shareholders of the Company, at the 16th Annual General Meeting held on Friday, the 29<sup>th</sup> July 2016, at "White Feather", No 40/41-1, Hobli-Begur, Opposite to Metro Whole -sale and PES College, NICE Tollgate, Electronic City, Phase-I, Hosur Main Road, Bengaluru-560100.

I am pleased to enclose the Report of the Scrutinizer in three parts as listed below:

- |          |                                                         |
|----------|---------------------------------------------------------|
| PART-I   | Report of the Scrutinizer on E-voting                   |
| PART-II  | Report of Insta Poll results at the AGM in MGT Form 13. |
| PART-III | Consolidated Results of e-Voting & Insta Poll           |

Report on E-voting is based on the data downloaded from the e-Voting platform provided by Karvy Computershare Private Limited ("Karvy") and report on voting on the Insta Poll is based on the data provided by RTA.

I trust you will find our Report to be comprehensive and self explanatory in all respects. I will be pleased to clarify on your queries, if any, on the subject.

Assuring you of our best services at all times.

Thanking You

Sudhindra K S  
Company Secretary.

**SUDHINDRA K.S.**

B.Com., FCS, LLB

**Practicing Company Secretary**





**SUDHINDRA K.S.**

B.Com., ACS, LLB

**Company Secretary**

29<sup>th</sup> July 2016

To

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

Dear Sir,

**Sub: Combined Scrutinizer Report on e-voting and Insta Poll at the 16<sup>th</sup> Annual General Meeting of Shareholders of the Company held on Friday, the 29<sup>th</sup> July 2016, at "White Feather", No 40/41-1, Hobli-Begur, Opposite to Metro Whole-sale and PES College, NICE Tollgate, Electronic City, Phase-I, Hosur Main Road, Bengaluru-560100.**

I Sudhindra K S, a Company Secretary in practice having office at 004 Ojus Apts, Ground Floor, 4<sup>th</sup> Main, 13<sup>th</sup> Cross, Malleswaram, Bengaluru560003 have been appointed as a Scrutinizer for the purpose of scrutinizing the e-voting and Insta Poll to report if the same is taken in a fair and transparent manner and for ascertaining the requisite majority on e-voting and the Insta Poll carried out in terms of the provisions of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014 on the below mentioned Resolutions considered at the 16<sup>th</sup> Annual General Meeting of the Members of Narayana Hrudayalaya Limited held on Friday, the 29<sup>th</sup> July 2016 at 10.30 AM at "White Feather", No 40/41-1, Hobli-Begur, Opposite to Metro Whole –sale and PES College, NICE Tollgate, Electronic City, Phase-I, Hosur Main Road, Bengaluru-560100.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act 2013 and Rules relating to e-voting and the Insta Poll on the Resolutions set out in Notice of 16<sup>th</sup> Annual General Meeting of the Members of the Company. My responsibility, as a scrutinizer for e voting and the Insta Poll is restricted to the extent of making Scrutinizer's report of the votes cast "In favour" or "Against" the Resolutions stated above, based on the reports generated from the e voting systems provided by Karvy Computershare Private Limited to provide for e- voting facilities for e-voting.

The Company appointed Karvy Computershare Private Limited (Karvy) as a service provider for extending the facility of providing electronic voting to the shareholders of the Company from Tuesday 9.00AM on 26<sup>th</sup> July 2016 till Thursday 5.00 PM, 28<sup>th</sup> July 2016. Karvy Computershare Private Limited is the Registrars and Share Transfer Agents of the Company. The e-voting results were unlocked by me on 28<sup>th</sup> July 2016 and 29<sup>th</sup> July 2016 in the presence of two witnesses. For further details kindly refer to my attached Report dated 29<sup>th</sup> July 2016

At the venue of the 16<sup>th</sup> Annual General Meeting, the Company provided the facility of e voting along with Insta Poll for the members present at the meeting. For further details kindly refer to my Report in Form MGT 13 dated 29<sup>th</sup> July 2016



Consolidated results on the said remote-voting process and Insta Poll at the venue is herewith attached.

Resolutions set out items no 1 to 4 of the Notice of the 16<sup>th</sup> Annual General Meeting stands passed with requisite majority and Resolutions set out at items no. No 5 and 8 stands passed as Special Resolution with requisite majority of vote casts in favour of the resolutions, respectively of the Notice of the 16<sup>th</sup> Annual General Meeting

The electronic register and all other papers together with relevant records relating to electronic voting and Insta Poll papers would be handed over to the Company Secretary for safe keeping

Thanking You



Sudhindra K S  
**SCRUTINISER – AGM**  
**Company Secretary**  
FCS No 7909, CP No 8190



Place: Bengaluru

Dated: 29/07/2016



### Part-III-Consolidated Results:

#### Consolidated Results of Item No: 1-Ordinary Resolution: Adoption of audited financial statement for the year ended March 31, 2016.

Particulars	Number of Votes contained in			Percentage
	Remote E-Voting	Insta Poll	Total	
Assent	16631485	137235980	153867465	100%
Dissent	0		0	0
Invalid	0		0	0
Total	16631485	137235980	153867465	100%

Accordingly, out of total of 153867465 valid votes cast via e-voting and Insta Poll at AGM Venue 153867465 votes were cast assenting to the Ordinary Resolution constituting 100.00% of the votes Polled and none of the votes were cast dissenting to the Ordinary Resolution.

Thus the ordinary resolution contained in item no 1 of the notice dated 30<sup>th</sup> May 2016 stands passed with requisite majority.

#### Consolidated Results of Item No: 2-Ordinary Resolution: To Re-appoint Dr.Devi Prasad Shetty, Director.

Particulars	Number of Votes contained in			Percentage
	Remote E-Voting	Insta Poll	Total	
Assent	16631472	137235980	153867452	100%
Dissent	13	0	13	Insignificant
Invalid	0	0	0	0
Total	16631485	137235980	153867465	100%

Accordingly, out of total of 153867465 valid votes e-voting and Insta Poll at AGM Venue 153867452 votes were cast assenting to the Ordinary Resolution constituting 100.00.% of the votes Polled and none of the votes were cast dissenting to the Ordinary Resolution.

Thus the ordinary resolution contained in item no 2 of the notice dated 30<sup>th</sup> May 2016 stands passed with requisite majority.



**Consolidated Results of Item No: 3-Ordinary Resolution: Appointment of Statutory Auditors and authorization to fixation of their remuneration:**

Particulars	Number of Votes contained in			Percentage
	Remote E-Voting	Insta Poll	Total	
Assent	16631485	137235980	153867465	100%
Dissent	0	0	0	0
Invalid	0	0	0	0
Total	16631485	137235980	153867465	100%

Accordingly, out of total of 153867465 valid votes cast via e-voting and Insta Poll at AGM Venue 153867465 votes were cast assenting to the Ordinary Resolution constituting 100.% of the votes Polled and none of the votes were cast dissenting to the Ordinary Resolution.

Thus the ordinary resolution contained in item no 3 of the notice dated 30<sup>th</sup> May 2016 stands passed with requisite majority.

**Consolidated Results of Item No: 4-Ordinary Resolution: Approval of remuneration payable to the Cost Auditors for the financial year 2016-2017**

Particulars	Number of Votes contained in			Percentage
	Remote E-Voting	Insta Poll	Total	
Assent	16631485	137235980	153867465	100%
Dissent	0	0	0	0
Invalid	0	0	0	0
Total	16631485	137235980	153867465	100%

Accordingly, out of total of 153867465 valid votes cast via e-voting and Insta Poll 153867465 votes were cast assenting to the Ordinary Resolution constituting 100% of the votes Polled and none of the votes were cast dissenting to the Ordinary Resolution.

Thus the ordinary resolution contained in item no 4 of the notice dated 30<sup>th</sup> May 2016 stands passed with requisite majority.





**Consolidated Results of Item No: 5-Special Resolution: Increase in limits for borrowing powers u/s 180(1)(c) of the Companies Act, 2013.**

Particulars	Number of Votes contained in			Percentage
	Remote E-Voting	Insta Poll	Total	
Assent	16597681	137235980	153833661	99.98%
Dissent	33804	0	33804	0.02%
Invalid	0	0	0	0
Total	16631485	137235980	153867465	100%

Accordingly, out of total of 153867465 valid votes cast via e-voting and Insta Poll 153833661 votes were cast assenting to the Special Resolution constituting 99.98.% of the votes Polled and 33804 votes were cast dissenting to the Special Resolution constituting 0.02% of the votes Polled.

Thus the Special resolution contained in item no 5 of the notice date 30<sup>th</sup> May 2016 stands passed with requisite majority.

**Consolidated Results of Item No: 6-Special Resolution: Appointment of Dr. Anesh Shetty for office or place of profit in an Associate.**

Particulars	Number of Votes contained in			Percentage
	Remote E-Voting	Insta Poll	Total	
Assent	16631430	10452314	27083744	100%
Dissent	0	0	0	0
Invalid	0	0	0	0
Total	16631430	10452314	27083744	100%

Accordingly, out of total of 27083744 valid votes cast via e-voting and Insta Poll 27083744 votes were cast assenting to the Special Resolution constituting 100.% of the votes Polled and none of the votes were cast dissenting to the Special Resolution..

*However, the three shareholders having interested or concerned in the above resolution having voting rights of 126783721 abstained from voting on the above resolution.*

Thus the Special resolution contained in item no 6 of the notice dated 30<sup>th</sup> May 2016 stands passed with requisite majority.



**Consolidated Results of Item No: 7-Special Resolution: Amendment in the Liability Clause of the Memorandum of Association of the Company.**

Particulars	Number of Votes contained in			Percentage
	Remote E-Voting	Insta Poll	Total	
Assent	16631485	137235980	153867465	100%
Dissent	0	0	0	0
Invalid	0	0	0	0
Total	16631485	137235980	153867465	100%

Accordingly, out of total of 153867465 valid votes cast via e-voting and Insta Poll 153867465 votes were cast assenting to the Special Resolution constituting 100% of the votes Polled and none of the votes were cast dissenting to the Special Resolution.

Thus the Special resolution contained in item no 7 of the notice dated 30<sup>th</sup> May 2016 stands passed with requisite majority.

**Consolidated Results of Item No: 8-Special Resolution: Alteration of Articles of Association of the Company.**

Particulars	Number of Votes contained in			Percentage
	Remote E-Voting	Insta Poll	Total	
Assent	16332834	137235980	153568814	98.20%
Dissent	298651	0	298651	1.80%
Invalid	0	0	0	0
Total	16631485	137235980	153867465	100%

Accordingly, out of total of 153867465 valid votes cast via e-voting and Insta Poll 153568814 votes were cast assenting to the Special Resolution constituting 98.20.% of the votes Polled and 298851 votes were cast dissenting to the Special Resolution constituting 1.80% of the votes Polled.

Thus the Special resolution contained in item no 8 of the notice dated 30<sup>th</sup> May 2016 stands passed with requisite majority.

  
Sudhindra K S

**SCRUTINISER – AGM  
Company Secretary**



Place: Bengaluru

Dated: 29/07/2016





**SUDHINDRA K.S.**

B.Com., ACS, LLB

**Company Secretary**

**REPORT OF SCRUTINIZER**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rule, 2014]

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

Sub: Scrutinizer Report on the **Electronic Voting** in respect of matters set out in the Notice of 16<sup>th</sup> Annual General Meeting:

I Sudhindra K S, a Company Secretary in Practice having office at 004 Ojus Apartments, Ground Floor, 4<sup>th</sup> Main, 13<sup>th</sup> Cross, Malleswaram, Bangalore 560003, have been appointed as the **Scrutinizer** for the purpose of scrutinizing the 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 in respect of the resolutions referred in the notice of the 16<sup>th</sup> Annual General Meeting of the Members of Narayana Hrudayalaya Limited held on Friday, the 29<sup>th</sup> July 2016 at 10.30 AM at "White Feather", No 40/41-1, Hobli-Begur, Opposite to Metro Whole -sale and PES College, NICE Tollgate, Electronic City, Phase-I, Hosur Main Road, Bengaluru-560100.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act 2013 and Rules relating to e-voting on the Resolutions mentioned in Notice of 16<sup>th</sup> Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for e voting process is restricted to scrutinize and report on the votes cast "In favour" or "Against" or Abstained from voting on the resolutions stated above, based on the reports generated from the e-voting systems provided by Karvy Computershare Private Limited ("Karvy") at [www.evoting.karvy.com](http://www.evoting.karvy.com) for e-voting.

Based on the scrutiny conducted, I submit report as under:



**S.Kedarnath & Associates**

# 85, Ojus Apartments, 004, Ground Floor, 4th Main, 13th Cross, Malleswaram, Bangalore - 560 003.

Ph : (O) : 23345103, e-mail : [sudhindraksfcs@gmail.com](mailto:sudhindraksfcs@gmail.com), (M): 9844271319 / [skedarnathassociates@gmail.com](mailto:skedarnathassociates@gmail.com)

- a) The e-voting period remained open from Tuesday 26<sup>th</sup> July 2016 (10.00AM) to Thursday 28<sup>th</sup> July 2016 (5.00PM).
  - b) The shareholders holding shares as on the "Cut off" date i.e. 22<sup>nd</sup> July 2016, were entitled to vote on the proposed Resolutions at Item Nos. 01 to 08 as set out in the Notice of the 16<sup>th</sup> AGM of Narayana Hrudayalaya Limited.
  - c) The Electronic Statement of Votes Cast were unlocked at two instances on 28<sup>th</sup> July 2016 around 18.30 PM and 29<sup>th</sup> July 2016 around 12.14 P M in the presence of two witnesses, namely, Ms. Vrinda Kamat and Mr. S. Kedarnath, who are not in the employment of the Company. They have signed below in confirmation of votes being unlocked in their presence. A statement to the effect that the aforesaid persons were witness to the unlocking is also attached in **Annexure-1**.
  - d) The details containing, inter-alia, the list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of [www.evoting.karvy.com](http://www.evoting.karvy.com).
  - e) The particulars of all the votes cast by the shareholders, being the particulars as required as required under Rule 20(3)(XI) of the Companies (Management and Administration) Rules, 2014 are maintained in the electronic mode in format made available by Karvy.
2. Details of e-votes that were cast between 26<sup>th</sup> July 2016 and 28<sup>th</sup> July 2016 downloaded from [www.evoting.karvy.com](http://www.evoting.karvy.com) as under:





Resolution No	Total No. of Equity Shares cast through e-voting	Total Number of Shareholders who have cast their vote through E-voting	Total No. of Shareholders who voted in favour the Resolution in E-voting	Total No. of Shareholders who have voted against through E-voting
1.	16631485	66	66	0
2.	16631485	65	65	0
3.	16631485	66	66	0
4.	16631485	66	66	0
5.	16631485	66	63	3
6.	16631485	66	66	0
7.	16631485	66	64	3
8.	16631485	66	63	3

Note: E-voting at item (7) above consists of split voting.

5. The result of the e-voting is attached in **Annexure-2**:
6. A Compact Disc (CD) containing a list of equity share holders who voted "FOR" or "AGAINST", those whose votes were declared invalid and those who abstained from E-voting for each Resolution is enclosed.
7. The Register, all other papers and relevant records relating to electronic voting will remain in our safe custody until the Chairman considers, approves and signs the Minutes of the 16<sup>th</sup> Annual General Meeting of the Company and the same will be handed over to the Company Secretary for safe keeping consequently.

Thanking You

Your's Faithfully



SUDHINDRA K S  
Scrutinizer  
Company Secretary  
FCS No-7909 CP No.-8190

Place: Bengaluru  
Dated: 29<sup>th</sup> July 2016

### **Annexure-1**

Statement of witness as required under to be present under Rule 20(3)(Xii) of Companies (Management and Administration) Rules, 2014:

#### **Witness 1:**

I S. Kedarnath, residing at Apartment 2C, RIO Apartments. 15<sup>th</sup> Cross, 6<sup>th</sup> in , Malleswaram, Bangalore 560003 hereby state that I witnessed the downloading of the votes on the website [www.evoting.karvy.com](http://www.evoting.karvy.com), when Mr. Sudhindra K S, Scrutinizer appointed by Narayana Hrudayalaya Limited unblocked the same, I further state that I am not an employee of Narayana Hrudayalaya Limited.

  
Signature:

Date: 29/07/2016

#### **Witness 2:**

I Vrinda Kamat residing at No 10/7e, Kumara Krupa Road, High Grounds, Bengaluru hereby state that I witnessed the downloading of the votes on the website [www.evoting.karvy.com](http://www.evoting.karvy.com), when Mr. Sudhindra K S, Scrutinizer appointed by Narayana Hrudayalaya Limited unblocked the same, I further state that I am not an employee of Narayana Hrudayalaya Limited.

  
Signature:

Date: 29/07/2016



**Annexure-2**

Resolution No.	Subject Matter of Resolution.	Total Number of Shareholders who have cast their vote through E-voting	Total No. of Equity Share holding, who voted through E-voting	No. of vote casts in favour of Resolution through E-voting	% of votes in favour of Resolution Through E-voting	No. of Votes Cast against Resolution in E-voting	% of votes casts against the Resolution through E-voting	No. of Invalid Votes in E-voting	No. of Shares who have abstained from E-voting
1.	Adoption of financial statement for the year ended 31 <sup>st</sup> March 2016	66	16631485	16631485	100%	0	0%	0	NA
2.	To Re-appoint Dr. Devi Prasad Shetty, Director	66	16631485	16631472	100%	13	0	0	NA
3.	Appointment of Statutory Auditors and authorization to fixation of their remuneration	66	16631485	16631485	100%	0	0	0	NA
4.	Approval of remuneration payable to the Cost Auditors for the financial year 2016-2017	66	16631485	16631485	100%	0	0	0	NA
5.	Increase in limits for borrowing powers u/s 180(1)(c) of the Companies Act, 2013	66	16631485	16597681	99.79%	33804	0.21%	0	NA
6.	Appointment of Dr. Anesh Shetty for office or place of profit in an Associate Company	66	16631485	16631430	99.99%	0	0%	55	0.01%
7.	Amendment in the Liability Clause of the Memorandum of Association of the Company	66	16631485	16631485	100%	0	%	0	NA
8.	Alteration of Articles	66	16631485	16332834	98.20%	298651	1.80%	0	NA



SUDHINDRA K S

Scrutinizer

FCS No-7909 CP No.-8190

SUDHINDRA K.S.

B.Com., FCS, LLB

Practicing Company Secretary