



Compliance Report to be submitted along with the Draft Scheme

[Annexure VI of Revised BSE Checklist for Schemes filed under Reg 37 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015]

To
The General Manager,
Department of Corporate Services,
BSE Limited,
PJ Towers, Dalal Street,
Mumbai- 400001
Scrip Code – 539551(EQ), 975516

Dear Sir/ Madam,

Sub: Application under Regulation 37 and 59A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI LODR Regulations") for the proposed Scheme of Arrangement of Meridian Medical Research & Hospital Ltd ("Transferor Company") and Narayana Hrudayalaya Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme") under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder.

It is hereby certified that the draft scheme of arrangement involving Meridian Medical Research & Hospital Ltd ("Transferor Company") and Narayana Hrudayalaya Limited ("Transferee Company") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sl.	Reference	Particulars	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	In compliance
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied. The scheme does not violate, override or limit the provisions of securities law or requirements of the Stock exchanges in any manner.
Requirements of this circular SEBI/HO/CFD/POD-2/P/CIR/2023/93			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	In compliance
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	In compliance
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied



(e)	Para (I)(A)(9)	Provision of approval of public shareholders	The Transferee Company will comply with provisions of e-voting as per the Companies Act, 2013 and the SEBI LODR Regulations as amended from time to time.
-----	----------------	----------------------------------------------	-----------------------------------------------------------------------------------------------------------------------------------------------------------

Thanking you,

For Narayana Hrudayalaya Limited

Sridhar S.
Sridhar S.
Group Company Secretary, Legal & Compliance Officer

Date: 18 December, 2024

Place: Bengaluru

For Narayana Hrudayalaya Limited

Dr. Emmanuel Rupert
Dr. Emmanuel Rupert
Managing Director and Group CEO

Date: 18 December, 2024

Place: Bengaluru

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Narayana Hrudayalaya Limited and Meridian Medical Research & Hospital Ltd. are in compliance with all the Accounting Standards applicable to a listed entity.

For Narayana Hrudayalaya Limited

Sandhya Jayaraman
Sandhya Jayaraman
Group Chief Financial Officer

Date: 18 December, 2024

Place: Bengaluru

For Narayana Hrudayalaya Limited

Dr. Emmanuel Rupert
Dr. Emmanuel Rupert
Managing Director and Group CEO

Date: 18 December, 2024

Place: Bengaluru



Compliance Report to be submitted along with the Draft Scheme

[Annexure VI of Revised BSE Checklist for Schemes filed under Reg 37 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015]

To
Manager - Listing Compliance,
National Stock Exchange of India Limited,
'Exchange Plaza'. C-I, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400051
Scrip Code – NH

Dear Sir/ Madam,

Sub: Application under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI LODR Regulations") for the proposed Scheme of Arrangement of Meridian Medical Research & Hospital Ltd ("Transferor Company") and Narayana Hrudayalaya Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme") under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder.

It is hereby certified that the draft scheme of arrangement involving Meridian Medical Research & Hospital Ltd ("Transferor Company") and Narayana Hrudayalaya Limited ("Transferee Company") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sl.	Reference	Particulars	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	In compliance
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied. The scheme does not violate, override or limit the provisions of securities law or requirements of the Stock exchanges in any manner.
Requirements of this circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	In compliance
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	In compliance
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied

(e)	Para (I)(A)(9)	Provision of approval of public shareholders	The Transferee Company will comply with provisions of e-voting as per the Companies Act, 2013 and the SEBI LODR Regulations as amended from time to time.
-----	----------------	----------------------------------------------	-----------------------------------------------------------------------------------------------------------------------------------------------------------

Thanking you,

For Narayana Hrudayalaya Limited

Sridhar S.

Sridhar S.
 Group Company Secretary, Legal & Compliance Officer

Date: 18 December, 2024
 Place: Bengaluru

For Narayana Hrudayalaya Limited



Dr. Emmanuel Rupert

Dr. Emmanuel Rupert
 Managing Director and Group CEO

Date: 18 December, 2024
 Place: Bengaluru

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Narayana Hrudayalaya Limited and Meridian Medical Research & Hospital Ltd. are in compliance with all the Accounting Standards applicable to a listed entity.

For Narayana Hrudayalaya Limited

Sandhya Jayaraman

Sandhya Jayaraman
 Group Chief Financial Officer

Date: 18 December, 2024
 Place: Bengaluru

For Narayana Hrudayalaya Limited



Dr. Emmanuel Rupert

Dr. Emmanuel Rupert
 Managing Director and Group CEO

Date: 18 December, 2024
 Place: Bengaluru



Compliance Report to be submitted along with the Draft Scheme

[Annexure V of Revised BSE Checklist and Annexure D of NSE Checklist for Schemes filed under Reg 59A of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015]

To
The General Manager,
Department of Corporate Services,
BSE Limited,
PJ Towers, Dalal Street, Mumbai- 400001
Scrip Code – 539551(EQ), 975516

Dear Sir/ Madam,

Sub: Application under Regulation 59A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 (SEBI LODR Regulations) for the proposed Scheme of Arrangement between Narayana Hrudayalaya Limited ("Transferee Company") and Meridian Medical Research & Hospital Ltd ("Transferor Company") and their respective shareholders and creditors ("Scheme") under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder.

It is hereby certified that the draft scheme of arrangement involving Narayana Hrudayalaya Limited ("Transferee Company") and Meridian Medical Research & Hospital Ltd ("Transferor Company") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sr. No	Particulars	Whether complied (YES/NO)	Remarks
1.	Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Compliance with securities laws	Yes	-
2.	Submission of Valuation Report	Yes	-
3.	Submission of Fairness opinion	Yes	-
4.	Submission of documents to Stock Exchange(s)	Yes	-
5.	Disclosures in the Scheme of Arrangement	Yes	-
6.	Provision of approval of holders of Non-Convertible Debentures ("NCDs") through e-voting	Will be complied with	The Company undertakes to provide e-voting facility, as required, after disclosure of all material facts (including the no-objection letter of the stock exchange) in the notice to holders of NCDs wherever the approval of holders of NCDs is sought as required under the Companies Act, 2013 and as may be directed by the applicable jurisdictional NCLT or any other Governmental Authority as may be applicable.

7.	Grievance redress/Report on Complaints/Comments	Will be complied with	The Company undertakes to provide the report on complaints within 7 days of expiry of 21 days from the date of uploading the draft Scheme and related documents on Exchange's website
8.	Conditions for schemes of arrangement involving unlisted entities	Will be complied with	-
9.	Auditor's certificate regarding payment/ repayment capability and compliance with Accounting Standards.	Yes	-

Thanking you,

For Narayana Hrudayalaya Limited

For Narayana Hrudayalaya Limited


Sridhar S.
 Group Company Secretary, Legal & Compliance Officer




Dr. Emmanuel Rupert
 Managing Director and Group CEO

Date: 18 December, 2024
 Place: Bengaluru

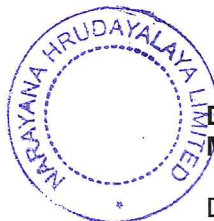
Date: 18 December, 2024
 Place: Bengaluru

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Narayana Hrudayalaya Limited and Meridian Medical Research & Hospital Ltd. are in compliance with all the Accounting Standards applicable to a listed entity.

For Narayana Hrudayalaya Limited

For Narayana Hrudayalaya Limited


Sandhya Jayaraman
 Group Chief Financial Officer




Dr. Emmanuel Rupert
 Managing Director and Group CEO

Date: 18 December, 2024
 Place: Bengaluru

Date: 18 December, 2024
 Place: Bengaluru