

Date of submission: 29.07.2016

To Secretary Listing Department BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code - 539551	To Secretary Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Mumbai – 400 050 Stock Code- NH
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Dear Sir,

Sub: 16th Annual General Meeting ('AGM') and voting results.
Ref: Our letters dated 4th and 5th July, 2016

In continuation to our letter referred above, , we wish to bring your kind notice that the 16th Annual General Meeting ('AGM') of the Company was held on 29th July 2016 (today) at 10.30 a.m 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.and all the agenda Nos. (1) to (8) mentioned in the Notice dated May 30th, 2016 of the said AGM were discussed at the meeting.

In this regard, Please find enclosed the following-

- (1) Summary of proceedings as required under Regulation 30, Part-C of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – I
- (2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – II.
- (3) Report of Scrutinizer dated July 29th, 2016, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as Annexure-III
- (4) Annual Report for the financial year 2015-16 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members as per the provisions of the Companies Act, 2013.- Annexure-IV

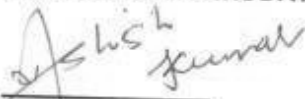
Please take the document on record and kindly treat this as compliance under SEBI (LODR) Regulations 2015.

Kindly acknowledge.

Thanking you,

Yours faithfully,

For **NARAYANA HRUDAYALAYA LIMITED**



Ashish Kumar

Group Company Secretary and Compliance Officer.



Narayana Hrudayalaya Limited

(Previously Narayana Hrudayalaya Pvt. Ltd.) CIN: U65110KA2000PLC027497

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

ANNEXURE I**Summary of proceedings of the 16th Annual General Meeting:**

The 16th Annual General Meeting (AGM) of the Members of Narayana Hrudayalaya Limited ('the Company') was held on Friday, July 29, 2016 at 10.30 a.m (IST) "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. Mrs. Kiran Mazumdar Shaw, chaired the meeting, as requisite quorum being present, the Chairperson called the meeting to order. All the directors of the Company except Mr. Arun Seth, Mr. B.N.Subramanya & Mr.K.Dinesh attended the meeting. The Chairperson delivered his speech. The Chairperson informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end of the meeting by instant poll voting. Mr. Ashish Kumar, Group Company Secretary & Compliance Officer, read the Auditors' Report. The Board of Directors had appointed Mr. Sudhindra K S, Practicing Company Secretary as the Scrutinizer to supervise the e-voting and install poll voting process.

The following items of business, as per the Notice of AGM dated May 30, 2016, were transacted at the meeting.

- i) Adoption of Financial Statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors ('the Board') and Auditors thereon
- ii) Appointment of Dr. Devi Prasad Shetty (DIN 00252187), who retires by rotation and being eligible, offers himself for re-appointment
- iii) Appointment of M/s B S R & Co LLP, Chartered Accountants (ICAI Firm Registration No. 101248w/w-100022) as the Statutory Auditors of the Company
- iv) Approval of remuneration payable to M/s. PSV & Associates, Cost Accountants, Bengaluru (Firm Registration Number 000304) the Cost Auditors of the Company for FY 2016-17
- v) Increase in the limits for borrowings from Rs. 480 Crores to Rs. 1000 Crores under section 180(1)(c) of the Companies Act, 2013
- vi) Appointment of Dr. Anesh Shetty for office or place of profit in an Associate Company, M/s. Health City Cayman Islands Limited,
- vii) Amendment in the Liability Clause of the Memorandum of Association of the Company and
- viii) Alteration of Articles of Association

Clarifications were provided to the queries raised by the members.

**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

The scrutinizers report was received and accordingly all the resolutions as set out in the notice were declared as passed.

Kindly take the same on your record .

Thanking you,

Yours faithfully,

For **NARAYANA HRUDAYALAYA LIMITED**,

Ashish Kumar

Ashish Kumar

Group Company Secretary and Compliance Officer.



ANNEXURE II

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							
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
Public- Institutions	E-Voting	39879864	16630590	41.7017	16630590	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000



	Postal Ballot (if applicable)												
	E-Voting	31951602	895	0.0028	895	0.0000	00	0	0.0000	0	0.0000	0.0000	0.0000
	Poll		4706642	14.7305	4706642	0	4706642	0	100.0000	0	100.0000	0.0000	0.0000
	Postal Ballot (if applicable)												
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0.0000	00	0	0.0000	0	0.0000	0.0000	0.0000
	Total	204360804	153867465	75.2921	153867465	75.2921	153867465	0	100.0000	0	100.0000	0.0000	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	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	0.0000	0.0000	0	0.0000	0	0.0000	0.0000	0.0000
	Poll		132529338	100.0000	132529338	100.0000	132529338	0	100.0000	0	100.0000	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0.0000	00	0	0.0000	0	0.0000	0.0000	0.0000
Public- Institutions	E-Voting	39879864	16630590	41.7017	16630590	41.7017	16630590	0	100.0000	0	100.0000	0.0000	0.0000
	Poll		0	0.0000	00	0.0000	00	0	0.0000	0	0.0000	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0.0000	00	0	0.0000	0	0.0000	0.0000	0.0000
Public- Non Institutions	E-Voting	31951602	895	0.0028	882	0.0028	882	13	98.5474	13	98.5474	1.4525	1.4525
	Poll		4706642	14.7305	4706642	14.7305	4706642	0	100.0000	0	100.0000	0.0000	0.0000



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

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									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are 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	
	no								
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	
Public- Institutions	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- Non 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	
Total		204360804	153867465	75.2921	153867465	0	100.0000	0.0000	



ORDINARY - Approval of Remuneration payable to the Cost Auditors for the Financial Year 2016-17									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	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
	no								
Category									
		E-Voting	132529338	0	0.0000	00	0	0.0000	0.0000
		Poll		132529338	100.0000	132529338	0	100.0000	0.0000
Promoter and Promoter Group		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

SPECIAL - Increase in the limits for borrowing under section 180(1)(c) of the Companies Act, 2013									
Resolution required: (Ordinary/ Special)	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				
	E-Voting	132529338	0	0.0000	00	0	0.0000	0.0000				
	Poll		132529338	100.0000	132529338	0	100.0000	0.0000				
Promoter and Promoter Group	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				
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	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
Public- Institutions	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- Non Institutions	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	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
	E-Voting	132529338	0	0.0000	00	0	0.0000	0.0000
	Poll		132529338	100.0000	132529338	0	100.0000	0.0000
Promoter and Promoter Group	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
Public- Non Institutions	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
	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	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			
Category	Mode of Voting										
	E-Voting	132529338	0	0.0000	00	0	0.0000	0.0000			
	Poll		132529338	100.0000	132529338	0	100.0000	0.0000			
Promoter and Promoter Group	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			
Public- Non Institutions	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			
	Total	204360804	153867465	75.2921	153568814	298651	99.8059	0.0000			





SUDHINDRA K.S.
B.Com., ACS, LLB
Company Secretary

To

ANNEXURE III A

29th July 2016

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 29th 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

29th 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 16th Annual General Meeting of Shareholders of the Company held on Friday, the 29th 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, 4th Main, 13th 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 16th Annual General Meeting of the Members of Narayana Hrudayalaya Limited held on Friday, the 29th 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 16th 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 26th July 2016 till Thursday 5.00 PM, 28th 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 28th July 2016 and 29th July 2016 in the presence of two witnesses. For further details kindly refer to my attached Report dated 29th July 2016

At the venue of the 16th 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 29th July 2016



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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, (M): 9844271319 / skedarnathassociates@gmail.com

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 16th 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 16th 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 30th 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 30th 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 30th 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 30th 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 30th 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	27087344	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 30th 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.

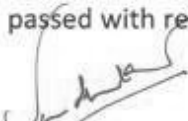
Thus the Special resolution contained in item no 7 of the notice dated 30th May 2016 stands passed with requisite majority.

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 30th 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

ANNEXURE III B

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 16th Annual General Meeting:

I Sudhindra K S, a Company Secretary in Practice having office at 004 Ojus Apartments, Ground Floor, 4th Main, 13th 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 16th Annual General Meeting of the Members of Narayana Hrudayalaya Limited held on Friday, the 29^h 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 16th 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 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, (M): 9844271319 / skedarnathassociates@gmail.com

- a) The e-voting period remained open from Tuesday 26th July 2016 (10.00AM) to Thursday 28th July 2016 (5.00PM).
- b) The shareholders holding shares as on the "Cut off" date i.e. 22nd July 2016, were entitled to vote on the proposed Resolutions at Item Nos. 01 to 08 as set out in the Notice of the 16th AGM of Narayana Hrudayalaya Limited.
- c) The Electronic Statement of Votes Cast were unlocked at two instances on 28th July 2016 around 18.30 PM and 29th 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.
- 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 26th July 2016 and 28th July 2016 downloaded from 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 16th 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: 29th 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. 15th Cross, 6th in , Malleswaram, Bangalore 560003 hereby state that I witnessed the downloading of the votes on the website 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, 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 st 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