



Date of submission: December 11, 2024

To, The Secretary Listing Department <b>BSE Limited</b> Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 <b>Scrip Code – 539551(EQ), 975516</b>	To, The Secretary Listing Department <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex Mumbai – 400 051 <b>Scrip Code- NH</b>
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Dear Sir/Madam,

**Subject: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, please find attached the Notice dated October 31, 2024 along with the Explanatory Statement for seeking approval of the members of the Company through Postal Ballot process with respect to the following special business:-

S. No	Description of resolution	Type of Resolution
1.	To re-appoint Dr. Emmanuel Rupert (DIN: 07010883) as Managing Director and Group Chief Executive Officer of the Company for a period of three years effective February 11, 2025 to February 10, 2028.	Special

In compliance with the various General Circulars issued by the Ministry of Corporate Affairs as disclosed in the Notice, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / Depository Participants / the Company’s Registrar & Share Transfer Agent (‘RTA’) i.e., **KFin Technologies Limited**, and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, December 06, 2024 (‘Cut-off date’). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope, are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited (‘NSDL’) to provide remote e-voting facility to its Members. The remote e-voting period commences on Friday, December 13, 2024 from 9:00 a.m. (IST) and ends on Saturday, January 11, 2025 at 5:00 p.m. (IST). The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. Please note that communication of assent or dissent of the Members would take place only through the remote e-voting system. The instructions for remote e-voting are provided in the Notice of Postal Ballot.

The said Notice is also being made available on the website of the Company at [www.narayanahealth.org](http://www.narayanahealth.org) and on the website of NSDL at [www.evoting.nsd.com](http://www.evoting.nsd.com).

This is for your information and record.

Thanking you,

Yours faithfully,  
For **Narayana Hrudayalaya Limited**

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

Encl.: as above



## Narayana Hrudayalaya Limited

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

CIN: L85110KA2000PLC027497

Website: [www.narayanahealth.org](http://www.narayanahealth.org), E-mail: [investorrelations@narayanahealth.org](mailto:investorrelations@narayanahealth.org), Tel: +91-8050009318

### NOTICE OF POSTAL BALLOT

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

Dear Member(s),

NOTICE is hereby given that the resolution set out below are proposed to be passed by the Members of Narayana Hrudayalaya Limited ("the Company") by means of a Postal Ballot through remote e-voting ("e-voting") process only, pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014, ("the Rules") and other applicable provisions of the Act read with the Rules made thereunder, Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 19/2021 and 20/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 02/2022 and 03/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, Rules and Regulations (including any statutory modifications or re-enactment(s) thereof for the time being in force).

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

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

The e-voting period commences from **09:00 AM (IST) on Friday, December 13, 2024 and ends at 05:00 PM (IST) on Saturday, January 11, 2025**. The details of the procedure to cast the vote forms part of the 'Notes' to this Notice. The result of the Postal Ballot will be announced at or before **05:00 PM (IST) on Tuesday, January 14, 2025**.

The results of the Postal Ballot will be displayed on the Company's website [www.narayanahealth.org](http://www.narayanahealth.org) and will also be communicated to the Stock Exchanges and uploaded on the website of National Securities Depository Limited ("NSDL").



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### **SPECIAL BUSINESS**

- 1. To re-appoint Dr. Emmanuel Rupert (DIN: 07010883) as Managing Director and Group Chief Executive Officer of the Company for a period of three years effective February 11, 2025 to February 10, 2028.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any amendment/modification thereof), Articles 52, 64 to 67 and other applicable Articles of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors and subject to necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded for the reappointment of Dr. Emmanuel Rupert (DIN: 07010883) as Managing Director and Group Chief Executive Officer (“MD and Group CEO”) of the Company for a period of 3 (three) years effective February 11, 2025 to February 10, 2028.

**RESOLVED FURTHER THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, subject to necessary approval(s), consent(s) or permission(s) as may be required from any statutory authority, Dr. Emmanuel Rupert (DIN: 07010883), Managing Director and Group CEO of the Company shall be paid the following remuneration from February 11, 2025 (the effective date of reappointment), being the same remuneration as currently being drawn by Dr. Emmanuel Rupert from April 1, 2024 as approved by the Members at the 24<sup>th</sup> Annual General Meeting held on August 30, 2024, till such time his remuneration is further revised before the end of his tenure.

**Consolidated Salary:** Dr. Emmanuel Rupert shall be paid consolidated salary up to INR 9,46,00,000/- (Rupees Nine Crores Forty Six Lakhs only) per annum which includes performance-based pay, digitisation initiatives pay component, allowances and perquisites with the authority to the Board to fix the salary within the said maximum limit from time to time including the various components of such salary.

**Other Benefits:** Group Medclaim Insurance Policy, Group Personal Accident Policy, Group Term Life Insurance Policy and Group Term Life – Future Service Guarantee.

**RESOLVED FURTHER THAT** all other terms and conditions as per the HR policy of the company be and is hereby applicable including Earned/Privilege leave, Gratuity in terms of applicable provisions of the relevant statutes.



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**RESOLVED FURTHER THAT**, in the event, the remuneration payable to the Managing Director and Group CEO along with remuneration payable to other Whole-time Directors and Non-Executive Directors of the Company exceed the limits specified under first proviso and second proviso to sub-section (1) of Section 197 of the Companies Act, 2013, the aforesaid remuneration be paid to the Managing Director and Group CEO notwithstanding the limits prescribed under the said provisos.

**RESOLVED FURTHER THAT**, in the event of loss or the profits made are inadequate as determined under Section 198 of the Act, in any financial year during the currency of the tenure of the Managing Director and Group CEO, the Board of Directors be and is hereby authorised to pay such sum as remuneration to the Managing Director and Group CEO upto the consolidated salary and other benefits as specified above, notwithstanding the limits prescribed under Schedule V of the Act.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard".

By Order of the Board of Directors

Sd/-

**Sridhar S**

Group Company Secretary, Legal & Compliance Officer

Place: Bengaluru

Date: October 31, 2024

### NOTES

1. The statement of material facts pursuant to the provisions of Section 102 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions, setting out all material facts and reasons relating to the proposed resolution is annexed hereto for your information and consideration and the same should be considered as part of this Notice.
2. The Notice is being sent only through electronic mode to those Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") on **Friday, December 6, 2024**, which is considered as cut-off date ("**Cut-Off Date**") for the purposes of remote e-voting and whose email address is registered with the Company or with the depositories. Physical copies of the Postal Ballot Notice along with the postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. The Notice has also been placed on Company's website: [www.narayanahealth.org](http://www.narayanahealth.org) and NSDL's website: [www.evoting.nsd.com](http://www.evoting.nsd.com) and will also be available on the website of stock exchanges i.e., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).



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4. The voting rights of the Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on the Cut-Off Date.
5. Members would be able to cast their votes only through remote e-voting process. Members whose name appear on the Register of Members or in the List of Beneficial Owners as on the Cut-Off Date only shall be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act, the Rules made thereunder, the MCA Circulars and the Listing Regulations read with the circulars, if any, issued by SEBI on e-Voting facility provided by listed entities, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice, which the Members are requested to read carefully before casting their vote.
7. The Board of Directors of the Company has appointed Mr. Sudhindra K S, Practicing Company Secretary (FCS No. 7909, CP No. 8190), Bengaluru as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
8. Documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to [investorrelations@narayanahealth.org](mailto:investorrelations@narayanahealth.org).
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., **Saturday, January 11, 2025.**
10. **The e-voting period commences from 9:00 AM (IST) on Friday, December 13, 2024 and ends at 5:00 PM (IST) Saturday, January 11, 2025. The result of the Postal Ballot shall be announced at or before 5.00 PM (IST) on Tuesday, January 14, 2025.**

### PROCEDURE FOR REMOTE E-VOTING

#### 1. E-Voting Facility

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



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- ii. The remote e-voting facility will be available during the following period:

<b>Commencement of remote e-voting</b>	<b>9:00 A.M. (IST) on Friday, December 13, 2024</b>
<b>End of remote e-voting</b>	<b>5:00 P.M. (IST) on Saturday, January 11, 2025</b>

The remote e-voting will not be allowed beyond the aforesaid date and time. The remote e-voting module shall be disabled by NSDL for voting from 5:00 PM (IST) Saturday, January 11, 2025. Once the vote on the resolution is cast by a Member, he or she will not be allowed to change it subsequently.

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

### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li></ol>

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	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store       Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing Myeasi username &amp; password.</p> <p>2. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p>

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	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see the e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911.</p>





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

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

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

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and their voting cycle, if any.
2. Select "EVEN" of **Narayana Hrudayalaya Limited**.
3. Now you are ready for e-Voting as '**Cast Vote**' page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "**Submit**" and also "**Confirm**" when prompted.
5. Upon confirmation, the message "**Vote cast successfully**" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.



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### **GENERAL GUIDELINES FOR ALL SHAREHOLDERS**

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

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

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

- End of e-voting instructions -



## **Narayana Hrudayalaya Limited**

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

CIN: L85110KA2000PLC027497

Website: [www.narayanahealth.org](http://www.narayanahealth.org), E-mail: [investorrelations@narayanahealth.org](mailto:investorrelations@narayanahealth.org), Tel: +8050009318

### **EXPLANATORY STATEMENT**

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

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

#### **Item No. 1**

**To re-appoint Dr. Emmanuel Rupert (DIN: 07010883) as Managing Director and Group Chief Executive Officer of the Company for a period of three years effective February 11, 2025 to February 10, 2028.**

Dr. Emmanuel Rupert was appointed as the Managing Director and Group Chief Executive Officer (MD & Group CEO) of the Company for a period of 3 (Three) years effective from February 11, 2019 by the Board of Directors and was subsequently approved by the members at the 19<sup>th</sup> Annual General Meeting ("AGM") held on August 10, 2019 at a remuneration as approved at the said AGM.

Dr. Emmanuel Rupert was thereafter, reappointed as the MD & Group CEO for a further term of 3 (Three) years effective from February 11, 2022 by the Board of Directors and was subsequently approved by the members through Postal Ballot process on March 24, 2022, at a remuneration as approved at the 21<sup>st</sup> Annual General Meeting held on August 27, 2021.

The remuneration of Dr. Emmanuel Rupert was revised by the members at the 24<sup>th</sup> AGM held on August 30, 2024. The 3 (Three) year tenure of the Office of Dr. Emmanuel Rupert as the MD & Group CEO will cease on February 10, 2025. Pursuant to the recommendation by the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on October 31, 2024, has reappointed Dr. Emmanuel Rupert as MD & Group CEO of the Company for a further term of 3 (Three) years with effect from February 11, 2025, subject to approval of the Members by means of a Postal Ballot through electronic voting under the provisions of Section 110 of the Companies Act, 2013 within a period of 3 (three) months from the date of appointment pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

Dr. Emmanuel Rupert shall be paid remuneration on the same scale as approved by the Members at their 24<sup>th</sup> AGM held on August 30, 2024 and the same is proposed in the resolution in Item No.1 of this Notice.

The Company has received requisite consent/declarations for appointment of Dr. Emmanuel Rupert as MD & Group CEO of the Company, as required under the Act and Rules made thereunder.

Accordingly, approval of the Members is being sought pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 and other applicable provisions of the Listing Regulations.



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

Accordingly, the Board recommends passing of the Special Resolutions as set out at Item No.1 of this Notice, for the approval of the Members.

Pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard - 2 (SS-2), issued by the Institute of Company Secretaries of India, brief profile of Dr. Emmanuel Rupert is annexed to this Notice.

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

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

**Brief profile of Dr. Emmanuel Rupert (DIN: 07010883) seeking re-appointment as Managing Director & Group CEO through this Postal Ballot**

<b>Name</b>	<b>Dr. Emmanuel Rupert</b>
<b>Director Identification Number (DIN)</b>	07010883
<b>Date of Birth / Age</b>	December 29, 1967 (56 years)
<b>Date of first appointment on the Board</b>	February 3, 2019
<b>Educational Qualification</b>	<ul style="list-style-type: none"> <li>▪ MBBS from M.S. Ramaiah Medical College,</li> <li>▪ M.D (Anaesthesiology) from Banaras Hindu University</li> <li>▪ Fellowship, Cardiac Anaesthesiology and Critical Care Medicine, Madras Medical Mission.</li> </ul>
<b>Experience (including expertise in specific functional areas) /Brief Resume</b>	<p>Dr. Emmanuel Rupert, an alumnus of the esteemed Banaras Hindu University, joined Narayana Health in 2000 as Chief Consultant - Anaesthesia and Director of Academic Services. Over the next 19 years, in various roles as a medical administrator, including Group Medical Director, he was instrumental in establishing and enhancing the clinical operations across the Group's various divisions.</p> <p>Dr. Emmanuel Rupert serves as the Company's Managing Director and Group Chief Executive Officer from 2019.</p> <p>His contributions to making affordable, high-quality healthcare accessible to millions of Indians are widely recognized. Dr. Emmanuel Rupert guided the organisation through the COVID-</p>



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	<p>19 pandemic and led the Company’s swift turnaround and healthy business growth over the past four years by significantly enhancing clinical capability, continuing strong cost management programmes and establishing a solid foundation of clinical operations excellence.</p> <p>Dr. Rupert has overseen many greenfield and brownfield expansions during the course of his extensive career. He has guided the projects towards growth and profitability through his close involvement, perseverance, and determination. He is a staunch believer in the endless possibilities of leveraging technology holistically, is focused on establishing benchmarks in futuristic health care initiatives enabling Data Analytics, AI, and IOT. He is overseeing efforts to transform Narayana Health into an end-to-end digitally enabled organization, with the objective of ensuring the Company’s future preparedness.</p>
<p><b>Terms and conditions of appointment or re-appointment.</b></p>	<p>Dr. Emmanuel Rupert, upon approval of his appointment by the shareholders, will hold the Office as Managing Director and Group Chief Executive Officer (“MD and Group CEO”) of the Company for a period of 3 (three) years effective February 11, 2025 to February 10, 2028.</p>
<p><b>Details of remuneration sought to be paid and the remuneration last drawn by such person.</b></p>	<p><b>Consolidated Salary:</b> Dr. Emmanuel Rupert shall be paid consolidated salary up to INR 9,46,00,000/- (Rupees Nine Crores Forty-Six Lakhs only) per annum which includes performance-based pay, digitisation initiatives pay component, allowances and perquisites with the authority to the Board to fix the salary within the said maximum limit from time to time including the various components of such salary.</p> <p><b>Other Benefits:</b> Group Mediciam Insurance Policy, Group Personal Accident Policy, Group Term Life Insurance Policy and Group Term Life – Future Service Guarantee.</p> <p>All other terms and conditions as per the HR policy of the company be and is hereby applicable including Earned/Privilege leave, Gratuity in terms of applicable provisions of the relevant statutes.</p> <p>The above-mentioned remuneration has been approved by the shareholders of the Company at the 24<sup>th</sup> Annual General Meeting held on August 30, 2024.</p>



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<b>Disclosure of relationships between Directors inter-se;</b>	None
<b>Membership of Committees of other Listed Companies</b>	None
<b>Listed entities from which resigned in the past three years</b>	None
<b>Shareholding of Directors in the listed entity, including shareholding as a beneficial owner</b>	Grant of 1,83,117 (One Lakh Eighty Three Thousand One Hundred and Seventeen) Options under the Narayana Hrudayalaya Employees Stock Option Plan, 2015 which was approved by the Members at the 19 <sup>th</sup> Annual General Meeting held on August 10, 2019.  Out of the said grant, Dr. Emmanuel Rupert has exercised the entire 1,83,117 (One Lakh Eighty Three Thousand One Hundred and Seventeen) Options as on date. Accordingly, he holds 1,83,117 Equity shares of Rs.10 each in the Company.
<b>In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	Not Applicable
<b>Number of Board Meetings attended during the financial year 2024-25</b>	Attended 3 out of 3 meetings held.
<b>Directorships held in other Companies (including other Listed Entities)</b>	1. Meridian Medical Research & Hospital Ltd. 2. Narayana Hrudayalaya Surgical Hospital Private Limited 3. Narayana Vaishno Devi Specialty Hospitals Private Limited 4. Medha AI Private Limited 5. Samyat Healthcare Private Limited 6. Athma Healthtech Private Limited 7. NH Integrated Care Private Limited

By Order of the Board of Directors

Place: Bengaluru  
Date: October 31, 2024

Sd/-  
**Sridhar S**  
Group Company Secretary, Legal & Compliance Officer