Date of submission: July 23,2026

To, The Secretary Listing Department **BSE Limited** Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code – 539551 (EQ), 975516 & 976418	To, The Secretary Listing Department **National Stock Exchange of India Limited** Exchange Plaza, Bandra Kurla Complex Mumbai – 400 051 Scrip Code- NH

Dear Sir/Madam,

Sub: Notice of the Twenty-Sixth Annual General Meeting (26th AGM) of the Company for FY 2025-26

Pursuant to Regulation 30 and 50 (2) read with para A of Part A of Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we hereby enclose the Notice of the 26th AGM of the Company scheduled to be held on Friday, August 14, 2026 at 11:30 a.m. (IST) through Video Conference ("VC")/Other Audio Visual Means ("OAVM") for the Financial Year 2025-26.

In compliance with the provisions of the Companies Act, 2013, the Rules made thereunder, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2), the Company has provided remote e-voting facility to its members through National Securities Depository Limited (NSDL) for transacting the businesses set out in the AGM Notice.

The details of the remote e-voting schedule are as under:

- **Commencement of remote e-voting:** Tuesday, August 11, 2026 at 9:00 A.M. (IST)
- **End of remote e-voting:** Thursday, August 13, 2026 at 5:00 P.M. (IST)
- **Cut-off date for determining voting eligibility:** Friday, August 7, 2026

The Notice of the 26th Annual General Meeting for FY 2025-26 has also been uploaded on the website of the Company at www.narayanahealth.org and is being sent electronically to all eligible shareholders, whose e-mail IDs are registered with the Company/Depositories/Registrar and Share Transfer Agent(RTA).

Further, pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, the Company has initiated dispatch of letters to those shareholders whose e-mail addresses are not registered with the Company/RTA/Depositories, providing a web-link to access the AGM Notice.

Kindly take the above information on record.

Thanking you

Yours faithfully
For **Narayana Hrudayalaya Limited**

SESHIAH SRIDHAR
Digitally signed by SESHIAH SRIDHAR
Date: 2026.07.23 23:42:23 +05'30'

Sridhar S.
Group Company Secretary, Legal & Compliance Officer

Encl. as stated

Narayana Hrudayalaya Limited

CIN: L85110KA2000PLC027497

Registered Office: 258/A, Bommasandra Industrial Area, Anekal Taluk, Bengaluru-560099
Website: www.narayanahealth.org, **E-mail:** investorrelations@narayanahealth.org, **Mobile:** +91-8050009318

NOTICE OF 26th ANNUAL GENERAL MEETING

Notice is hereby given that the **26th Annual General Meeting (AGM)** of the Members of Narayana Hrudayalaya Limited will be held on **Friday, August 14, 2026, at 11:30 a.m. IST** through Video Conferencing / Other Audio Visual Means to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company.

ORDINARY BUSINESS

1. **To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and the Auditors thereon.**

   The members are requested to consider and if thought fit, pass the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 including the Audited Balance Sheet as at March 31, 2026 and Statement of Profit & Loss, the Cash Flow Statement and the Statement of Changes in Equity for the year ended on that date along with notes thereon, and the Auditors' Report and Report of the Board of Directors thereon along with all annexures, as issued to the Members pursuant to Section 134 of the Companies Act, 2013, be and are hereby received, considered and adopted."

2. **To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2026, together with the report of the Auditors thereon.**

   The members are requested to consider and if thought fit, pass the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 including the Audited Balance Sheet as at March 31, 2026, the Statement of Profit & Loss, the Cash Flow Statement and the Statement of Changes in Equity on a consolidated basis for the year ended on that date along with notes thereon, and the Auditors' Report on Consolidated Financial Statement pursuant to Section 134 of the Companies Act, 2013, be and are hereby received, considered and adopted."

3. **To declare dividend of ₹ 4.50 per Equity Share for the financial year ended March 31, 2026.**

   The members are requested to consider and if thought fit, pass the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** a final dividend of ₹4.50 per share on the equity shares of ₹10 each aggregating to ₹ 91,96,23,618/- as recommended by the Board of Directors of the Company for the year ended March 31, 2026 be and is hereby declared and paid to those members whose name stand on the Register of Members and Register of Beneficial Owners of the Company on July 17, 2026."

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

   Explanation: As per Article 59 of the Articles of Association of the Company, at every AGM, one third of such of the Directors as are liable to retire by rotation for the time being, shall retire from office and they will be eligible for re-election. Except the Managing Director and the Independent Directors, all other Directors are liable to retire by rotation. Dr. Kiran Mazumdar Shaw, whose office as a Director is liable to retire by rotation at the ensuing AGM and being eligible, seeks re-appointment.

   The members are requested to consider and if thought fit, pass the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** Dr. Kiran Mazumdar Shaw (DIN: 00347229), who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a Director of the Company pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and Article 59 of Articles of Association of the Company, and that her period of office be liable to determination by retirement of Directors by rotation under Companies Act, 2013 and the Articles of Association of the Company".

SPECIAL BUSINESS

5. To ratify the remuneration payable to the Cost Auditors for the Financial Year 2026-27

The members are requested to consider and if thought fit, pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT**, pursuant to the provisions of Section 148 and all the other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), the members of the Company be and hereby approve and ratify the remuneration of ₹ 4,00,000/- (Rupees Four Lakhs Only) per annum plus applicable taxes and out of pocket expenses payable to M/s. PSV & Associates, Cost Accountants, Bengaluru (Firm Registration Number: 000304) who has been appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of cost records for the financial year ending March 31, 2027.

RESOLVED FURTHER THAT, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution".

6. To approve reappointment of Ms. Terri Smith Bresenham (DIN: 09111500) as an Independent Director of the Company for the second term of five consecutive years effective from August 5, 2026.

The members are requested to consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"**RESOLVED THAT**, pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulations 16(1)(b), 25 and other applicable Regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Article 48 of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members be and is hereby accorded for the re-appointment of Ms. Terri Smith Bresenham (DIN: 09111500) as an Independent Director of the Company to hold office for the second term of five consecutive years commencing from August 5, 2026 to August 4, 2031, not liable to retire by rotation.

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.

7. To approve revision in remuneration of Dr. Devi Prasad Shetty (DIN: 00252187) as Whole-time Director of the Company

The members are requested to consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"**RESOLVED THAT**, in accordance with the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any amendment/modification or enactment thereof for the time being in force), subject to Articles 52, 64, 66 and any other applicable Articles of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to revise the remuneration payable to Dr. Devi Prasad Shetty (DIN: 00252187) as Whole-time Director of the Company on the terms and conditions as hereinafter mentioned effective from April 1, 2026 and valid for the remaining tenure of his appointment, i.e., upto August 28, 2028 or till such time his remuneration is further revised before the end of his tenure, whichever is earlier.

Consolidated Salary: Consolidated salary upto ₹ 26,17,00,000/- (Rupees Twenty Six Crores Seventeen Lakhs only) per annum which includes performance-based pay, 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.

Benefits apart from consolidated salary: Group Mediclaim Insurance Policy, Group Personal Accident Policy and Group Term Life Insurance Policy.

RESOLVED FURTHER THAT, all other terms and conditions, as per the policies of the Company, shall be applicable, including but not limited to earned/privilege leave and gratuity, in accordance with the applicable provisions of the relevant statutes.

RESOLVED FURTHER THAT, in the event the remuneration payable to the Whole-time director along with remuneration payable to other Whole-time Directors and Non-executive Directors of the Company exceeds 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 Whole-time director notwithstanding the limits prescribed under the said provisos.

RESOLVED FURTHER THAT, the aforesaid remuneration be paid to the Whole-time Director notwithstanding the limits prescribed under Regulation 17(6)(e) of the Listing Regulations.

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 Whole-time Director, the Board of Directors be and is hereby authorised to pay such sum as remuneration to the Whole-time Director 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 is 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."

8. **To approve revision in remuneration of Mr. Viren Prasad Shetty (DIN:02144586) as Whole-time Director, designated as Executive Vice Chairman of the Company.**

The members are requested to consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"**RESOLVED THAT**, in accordance with the provisions of Sections 196, 197, 198, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any amendment/modification or enactment thereof for the time being in force), subject to Articles 52, 64, 66 and any other applicable Articles of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to revise the remuneration payable to Mr. Viren Prasad Shetty (DIN: 02144586) as Whole-time Director designated as Executive Vice Chairman of the Company on the terms and conditions as hereinafter mentioned effective from April 1, 2026 and valid for the remaining tenure of his appointment i.e., upto August 28, 2028 or till such time his remuneration is further revised before the end of his tenure, whichever is earlier.

Consolidated Salary: Consolidated salary upto ₹ 6,61,00,000/- (Rupees Six Crore Sixty-One Lakhs Only) per annum which includes performance-based pay, 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.

Benefits apart from consolidated salary: Group Mediclaim 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 policies of the Company, shall be applicable, including but not limited to earned/privilege leave and gratuity, in accordance with the applicable provisions of the relevant statutes.

RESOLVED FURTHER THAT, in the event the remuneration payable to the Whole-time Director along with remuneration payable to other Whole-time Directors and Non-executive Directors of the Company exceeds 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 Whole-time Director notwithstanding the limits prescribed under the said provisos.

RESOLVED FURTHER THAT, the aforesaid remuneration be paid to the Whole-time Director notwithstanding the limits prescribed under Regulation 17(6)(e) of the Listing Regulations.

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 Whole-time Director, the Board of Directors be and is hereby authorised to pay such sum as remuneration to the Whole-time Director upto the consolidated salary 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 is 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".

9. To approve revision in remuneration of Dr. Emmanuel Rupert (DIN: 07010883), as Managing Director and Group CEO of the Company.

The members are requested 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, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any amendment/ modification or enactment thereof for the time being in force), subject to Articles 52, 64, 66 and any other applicable Articles of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to revise the remuneration payable to Dr. Emmanuel Rupert (DIN: 07010883) as Managing Director and Group CEO of the Company on the terms and conditions as hereinafter mentioned effective from April 1, 2026 and valid for the remaining tenure of his appointment i.e., upto February 10, 2028 or till such time his remuneration is further revised before the end of his tenure, whichever is earlier.

Consolidated Salary: Dr. Emmanuel Rupert shall be paid consolidated salary up to ₹ 11,33,00,000/- (Rupees Eleven Crores Thirty-Three Lakhs only) per annum which includes performance-based pay, 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 Mediclaim 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 policies of the Company, shall be applicable, including but not limited to earned/privilege leave and gratuity, in accordance with the applicable provisions of the relevant statutes.

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".

10. To approve payment of Remuneration to Non-Executive Directors

The members are requested to consider and, if thought fit, to pass the following resolution as **Special Resolution:**

RESOLVED THAT, pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article 52 of the Articles of Association of the Company, consent of the members be and is hereby accorded for payment of remuneration to the Non-Executive Directors, including Independent Directors, for a period of five consecutive years commencing from April 1, 2026 to March 31, 2031, by way of commission, as may be determined by the Board from time to time.

RESOLVED FURTHER THAT, such remuneration by way of commission shall not exceed one percent (1%) of the net profits of the Company in any financial year or such other percentage as may be permissible under the Act from time to time, and shall be computed in the manner prescribed under Section 198 of the Act.

RESOLVED FURTHER THAT, in the event of absence or inadequacy of profits in any financial year during the aforesaid period, the Non-Executive Directors, including Independent Directors, shall be entitled to receive such remuneration as may be determined by the Board, in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013, and subject to such approvals as may be required."

11. To approve issue of Debt Securities on Private Placement Basis

The members are requested to consider and, if thought fit, to pass the following resolution as **Special Resolution:**

"**RESOLVED THAT**, pursuant to the provisions of Sections 42 and 71 and all other applicable provisions of the Companies Act, 2013 ("the Act"), applicable provisions of the Securities Contracts (Regulation) Act, 1956, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and any other applicable Rules, Regulations, Notifications, Circulars (including any statutory modification(s) or re-enactment thereof, for the time being in force), prescribed by the Government of India, Reserve Bank of India, or any other regulatory authority, whether in India or abroad and Article 29 of the Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of Directors which the Board may have constituted / will constitute to exercise any or all of its powers including the powers conferred by this resolution) to offer, invite subscription for or issue debt securities, secured or unsecured, including redeemable Non-Convertible Debentures ("Debt Securities") not exceeding ₹1,500 crores (Rupees One Thousand Five Hundred Crores Only) during the period of one year from the date of this Annual General Meeting in one or more series/ tranches, denominated in Indian Rupees or in any foreign currency on a private placement basis, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said debt securities be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto.

PROVIDED THAT, the total amount that may be so raised in the aggregate, by such offer or invitation for subscriptions of the said Debt Securities, and outstanding at any point of time along with the other borrowings of the Company, shall be within the overall borrowing limit as shall stand approved by the members under Section 180(1)(c) of the Act from time-to-time.

RESOLVED FURTHER THAT, the Board, be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

By Order of the Board of Directors
For **Narayana Hrudayalaya Limited**

Sridhar S.
Group Company Secretary, Legal & Compliance Officer

Place: Bengaluru
Date: May 22, 2026

Notes:

1. Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Item Nos. 5 to 11 to be transacted at the Annual General Meeting as set out in the Notice, is annexed hereto.

2. Details as required in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Companies Secretaries of India in respect of the Director seeking appointment / re-appointment at the Annual General Meeting forms integral part of the Notice. The Director has furnished details as required under this regulation for their re-appointment/ appointment and also as required under the Companies Act, 2013 and Rules made thereunder.

3. The Company has fixed Friday, July 17, 2026 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2026, if approved at the AGM.

4. If the final dividend, as recommended by the Board of Directors, if approved at the AGM, payment of such dividend will be made within 30 days from date of the AGM, to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Friday, July 17, 2026.

5. **General instructions for accessing and participating in the 26th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:**

   a. The Ministry of Corporate Affairs ('MCA') issued General 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, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025, which permitted companies to conduct their AGMs through VC/OAVM until further orders, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 5, 2020 (collectively referred to as "MCA Circulars"). In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 26th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 26th AGM shall be the Registered Office of the Company.

   b. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

   c. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

   d. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

   e. Corporate Members (i.e., other than individuals / HUF, NRI, etc.) intending to send their authorised representatives to attend the meeting are requested to send to the Company a scanned copy of the Board or governing body Resolution/Authorization etc., authorising their representatives to attend the e-AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through registered email address to sudhindraksfcs@gmail.com with a copy marked to evoting@nsdl.com.

   f. In line with the MCA Circulars and SEBI Circular, the Notice of the 26th AGM will be available on the website of the Company at www.narayanahealth.org, on the website of BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and also on the website of NSDL at www.evoting.nsdl.com.

   g. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the 26th AGM through VC/OAVM Facility and e-Voting during the 26th AGM.

   h. Members may join the 26th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 11:15 a.m. IST i.e., 15 minutes before the time scheduled to start the 26th AGM.

i. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

j. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the Listing Regulations read with MCA Circulars and the SEBI Circulars and the Amendments, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 26th AGM and facility for those Members participating in the 26th AGM to cast vote through e-Voting system during the 26th AGM.

6. **Instructions for Members for Remote e-Voting are as under:**

   a. The remote e-Voting period will commence on Tuesday, August 11, 2026 (9.00 a.m. IST) and ends on Thursday, August 13, 2026 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, August 7, 2026, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

   b. A person who is not a Member as on the cut-off date should treat this Notice of 26th AGM for information purpose only.

   c. The details of the process and manner for remote e-Voting are explained herein after.

   The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page, click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section and 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 or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. 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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing MyEasi username & password. 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 or joining virtual meeting & voting during the meeting. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System MyEasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 210 9911.

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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. Your 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 user your existing password to login and cast your vote.

   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.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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, please 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 and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join the General Meeting 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 whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/ OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting 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 resolution, you will not be allowed to modify your vote.

General Guidelines for 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 with a copy marked to evoting@nsdl.com and investorrelations@narayanahealth.org. 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 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 or call on toll free no.: 022 - 4886 7000 or send a request at evoting@nsdl.com

7. **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:**

    i. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the 26th AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by sending scanned copy of: i) a signed request letter mentioning your name along with enclosing scanned copy of share certificate, folio number and complete address; and ii) self-attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company; to the email address of the Company investorrelations@narayanahealth.org.

    ii. In case, shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), enclosing client master or copy of Consolidated Account statement; (ii) self-attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self-attested scanned copy of the PAN Card and AADHAR to the email address of the Company investorrelations@narayanahealth.org. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

    iii. Alternatively, Member may send an e-mail request to evoting@nsdl.com for obtaining User ID and Password by providing the details mentioned in Point (i) or (ii) as the case may be.

    iv. 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.

8. **Instructions for Members for e-Voting during the 26th AGM are as under:**

    a) Members may follow the same procedure for e-Voting during the 26th AGM as mentioned above for remote e-Voting.

    b) Only those Members, who will be present in the 26th AGM through VC/OAVM Facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 26th AGM.

    c) The Members who have cast their vote by remote e-Voting prior to the 26th AGM may also participate in the 26th AGM through VC/ OAVM Facility but shall not be entitled to cast their vote again.

    d) Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022 - 4886 7000.

9. **Instructions for Members for participating in the 26th AGM through VC/OAVM are as under:**

    i. Member will be provided with a facility to attend the 26th AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

    ii. Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. Members are encouraged to join the Meeting through Laptops for better experience.

    iii. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

    iv. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 26th AGM, from their registered email address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company’s email address investorrelations@narayanahealth.org on or before August 7, 2026 by 10:00 a.m. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

v. Members, who would like to ask questions during the 26th AGM with regard to the financial statements or any other matter to be placed at the 26th AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address investorrelations@narayanahealth.org by August 7, 2026 by 10:00 a.m. IST. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 26th AGM, depending upon the availability of time. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the meeting.

vi. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 26th AGM through VC/OAVM Facility.

10. **Other Guidelines for Members**

a) 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 to reset the password.

b) The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of Friday, August 7, 2026.

c) Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 26th AGM by email and holds shares as on the cut-off date i.e., Friday, August 7, 2026, may obtain the User ID and password by sending a request to the Company's email address investorrelations@narayanahealth.org. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

d) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.

e) Mr. Sudhindra K S, Practicing Company Secretary (FCS No. 7909, CP No. 8190), Bengaluru is appointed as scrutinizer to scrutinize the remote e-voting and voting at the e-AGM venue in a fair and transparent manner.

f) During the 26th AGM, the Chairman shall, formally propose to the Members participating through VC/OAVM Facility and who have not cast vote through remote e-voting before the AGM, to vote on the resolutions as set out in the Notice of the 26th AGM and announce the start of the casting of vote through the e-Voting system. Members eligible and interested to cast votes can cast the vote anytime during the AGM after Chairman's announcement and will be active till 15 minutes after the end of the discussion on the resolutions.

g) The Scrutinizer shall after the conclusion of e-Voting at the 26th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 2 (two) working days from the conclusion of the 26th AGM, who shall then countersign and declare the result of the voting forthwith.

h) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at https://www.narayanahealth.org/ and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

11. In compliance with the aforesaid MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's

website https://www.narayanahealth.org/, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL.

A letter providing the web-link, including the exact path, where complete details of the Annual Report are available, will be sent to those shareholders who have not registered their email addresses.

Those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

a) Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.

b) Members holding shares in physical form may register their email address and mobile number with Company's Registrar and Share Transfer Agent, KFin Technologies Limited (RTA/KFintech) by sending an e-mail request at the email ID: einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Annual report, e-AGM Notice and the e-voting instructions.

12. The Statutory Registers, namely, Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 26th AGM. Members seeking to inspect such documents can send an email to investorrelations@narayanahealth.org

13. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their DP. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and KFin to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to KFin.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DP with whom they are maintaining their Demat Accounts. Members holding shares in Physical form can submit their PAN details to KFin.

15. As mandated by SEBI, effective from April 1, 2019, securities of listed companies shall be transferred only in dematerialized form. To ensure better service and elimination of risk of holding shares in physical form, we request shareholders holding shares in physical form to dematerialize their shares at the earliest.

16. Members are requested to note that as per Section 124(5) of the Act, the dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account, is liable to be transferred by the Company to the "Investor Education Protection Fund" (IEPF) established by the Central Government under Section 125 of the Act. Pursuant to IEPF Rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 29, 2025 (date of last AGM) on the website of the Company at https://www.narayanahealth.org/ and also on the website of the Ministry of Corporate Affairs. Members may approach the Company Secretary and Compliance Officer of the Company for claiming the unclaimed dividend which is yet to be transferred to IEPF by the Company.

17. Members are requested to note that the Board of Directors at its Meeting held on May 22, 2026 has recommended a final dividend of ₹ 4.50/- per Equity Share of ₹10/- each for the financial year ended March 31, 2026. This dividend will be paid within 30 days from the conclusion of the Annual General Meeting (AGM), subject to approval of the shareholders of the Company.

Pursuant to the Income-tax Act, 1961 (the IT Act), as amended by the Finance Act, 2020, dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of the Shareholders. Your Company shall therefore be required to deduct tax at source at the prescribed rates from the dividend paid to shareholders.

All Shareholders are requested to ensure that the details such as Permanent Account Number (PAN), residential status, category of Shareholder (e.g. Domestic company, foreign company, Individual, Firm, LLP, HUF, Foreign Portfolio Investor (FPI) Foreign Institutional Investor (FII), Government, Trust, Alternate Investment Fund - Category I, II or III, etc.), bank account details, email id and postal address are updated, in their respective demat account/s maintained with the Depository Participants or in their respective folio by submitting Form ISR-1 to RTA.

(i) **Resident Shareholders:** Tax Deducted at Source (TDS) at the rate of 10% under Section 393 of the Act is subject to provisions of Section 397(2) of

Act which introduces special provisions for TDS in respect of PAN being not available/ invalid PAN/ in-operative PAN.

Further, no tax shall be deducted at source on the dividend payable to a resident individual, if the total dividend to be received by the said resident individual from the Company during the financial year does not exceed Rs.10,000/-.

Tax will not be deducted at source, in cases where a shareholder provides Form 121, provided that the eligibility conditions are met.

NIL / lower tax shall be deducted on the dividend payable to the following resident shareholders on submission of self-declaration:-

(i) Insurance companies;
(ii) Mutual Funds;
(iii) Category I/ Category II Alternative Investment Fund (AIF) established in India;
(iv) New Pension System Trust;
(v) Other exempt shareholders; and
(vi) Government

(ii) Non-resident Shareholders: Tax is required to be deducted at source in the case of non-resident shareholders in accordance with the provisions of Section 393 of the Act at the rates in force. As per the relevant provisions of the Act, the TDS on dividend shall be @ 20% or applicable rate under the Double Tax Avoidance Agreement (DTAA) plus applicable surcharge and health & education cess on the amount of dividend payable to the non-resident shareholders. For FII/ FPI shareholders, Section 393 provides for TDS @ 20% or applicable rate under the DTAA plus applicable surcharge and health & education cess.

However, as per Section 159 of the Act, non-resident shareholders have the option to be governed by the provisions of the DTAA read with applicable Multilateral Instrument (MLI) provisions, if they are more beneficial to them.

In order to claim the benefit of the DTAA, non-resident shareholders will have to provide required documents / declarations, which will be sent through a separate communication.

Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by non-resident shareholders and meeting the requirement of the Act read with applicable DTAA. In absence of the same, the Company will not be obligated to apply the beneficial DTAA rate at the time of tax deduction on dividend.

The documents submitted by the shareholders will be verified and considered while deducting the appropriate taxes, if any, provided that these documents are in accordance with the provisions of the Act.

(i) In addition to the above, please note the following:-

a. In case, the shareholder hold shares under multiple accounts under different status / category but under a single PAN, the highest rate of tax as applicable to the status in which shares held under the said PAN will be considered on the entire holding in different accounts.

b. In case of Joint shareholding, the withholding tax rates shall be considered basis the status of the primary beneficial shareholder.

(ii) It may be further noted that in case tax on dividend is deducted at a higher rate in the absence of receipt of any of the details / valid documents from the shareholders within the timeline mentioned above, the shareholders may consider claiming appropriate refund, as may be eligible in their return of income. No claim shall lie against the Company for such taxes deducted. The Company shall arrange to email the soft copy of the TDS certificate to shareholders at the registered email ID within the prescribed time, post payment of the said dividend, if approved in the AGM. The tax credit can also be viewed in Form 168 by logging in with your credentials (with valid PAN) at TRACES portal at https://traces.tdscpc.gov.in or in the e-filing website of the Income Tax department of India at https://www.incometax.gov.in/iec/foportal/.

(iii) NIL / lower tax shall be deducted on the dividend payable to resident as well as non-resident shareholders who have provided a valid certificate issued under Section 395 of the Act for nil/ lower rate of deduction or an exemption certificate issued by the income tax authorities along with Declaration.

(iv) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Shareholder/s, such Shareholder/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operate in any assessment/ appellate proceedings before the Tax/ Government authorities.

Accordingly, in order to enable us to determine the appropriate TDS / withholding tax rate applicable, a communication will be sent to the shareholders in due course through email by the Company and also will be disclosed to the stock exchanges.

18. In accordance with Regulation 12 of the SEBI Listing Regulations, 2015, dividend shall be paid only in electronic mode. In this regard, Members holding shares in physical/demat form are requested to ensure that their bank account details are updated with their respective Depository Participant/RTA, as the case may be, to enable the Company to make timely credit of dividend in their bank accounts. In case of physical folios wherein PAN and KYC details are not available, payment of dividend shall only be made electronically upon registering all the required details

19. Since SEBI has made it mandatory for distributing dividends through Electronic Clearing Service (ECS), the Company shall use the bank account details furnished by the Depositories for distributing dividends to shareholders holding shares in electronic form. Members are requested to notify any change in their Bank account details to their Depository Participant immediately.

By Order of the Board of Directors
For **Narayana Hrudayalaya Limited**

Sridhar S.
Group Company Secretary, Legal & Compliance Officer

Place: Bengaluru
Date: May 22, 2026

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

Item No. 5

To ratify remuneration payable to the Cost Auditors for the Financial Year 2026-27

The Board, on the recommendations of Audit, Risk and Compliance Committee, at their meeting held on May 22, 2026, has approved the re-appointment of M/s. PSV and Associates, Cost Accountants, Bengaluru, as Cost Auditors for the Financial Year ending March 31, 2027, at a remuneration of ₹ 4,00,000/- (Rupees Four Lakhs Only) exclusive of applicable taxes and reimbursement of out-of-pocket expenses payable to the Cost Auditors.

In accordance with Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration so payable to the Cost Auditors is required to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice of the AGM for ratification of remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2027.

None of the Directors, Key Managerial Personnel and 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 the Ordinary Resolution as set out at Item No. 5 of this Notice, for the approval of the Members.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 6

To approve re-appointment of Ms. Terri Smith Bresenham (DIN: 09111500) as an Independent Director of the Company for the second term of five consecutive years effective from August 5, 2026.

Ms. Terri Smith Bresenham was appointed as an Independent Director of the Company with effect from August 5, 2021, and her appointment was subsequently approved by the Members at the 21st Annual General Meeting held on August 27, 2021.

The Board of Directors, at its meeting held on May 22, 2026 based on the recommendation of the Nomination and Remuneration Committee, have approved the re-appointment of Ms. Terri Smith Bresenham as an Independent Director of the Company for a second term of five (5) consecutive years, with effect from August 5, 2026 to August 4, 2031, subject to approval of the Members.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the appointment or re-appointment of a Director by the Board is required to be approved by the Members within a period of three months from the date of appointment or at the next general meeting, whichever is earlier. Further, pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder, approval of the Members is sought for the re-appointment of Ms. Terri Smith Bresenham as an Independent Director for a second term of five (5) consecutive years, not liable to retire by rotation.

The Company has received:

(i) consent in writing from Ms. Terri Smith Bresenham to act as a Director;

(ii) declaration confirming that she meets the criteria of independence as prescribed under the Act and the Listing Regulations; and

(iii) confirmation that she is not disqualified from being appointed as a Director under Section 164 of the Act.

In the opinion of the Board of Directors, Ms. Terri Smith Bresenham fulfils the conditions specified in the Act, the Rules made thereunder and the Listing Regulations for her re-appointment as an Independent Director of the Company and is independent of the management. The Board is also of the opinion that she is a person of integrity and possesses relevant expertise and experience.

The Nomination and Remuneration Committee and the Board have considered her qualifications, skills, experience and expertise and are satisfied that she possesses the requisite competencies for the role of an Independent Director, as identified by the Board.

Competence	Description	Director's experience
Expertise of Healthcare Industry	Experience with or is able to demonstrate knowledge or expertise of healthcare industry with specific exposure in Hospital segment including an understanding of particular trends, challenges and opportunities, or unique dynamics within the sector that are relevant to the Company.	Please refer to the Directors Profile section in this Annual Report for detailed profile.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 6 of this Notice, for the approval of the Members.

Except Ms. Terri Smith Bresenham, 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. Ms. Terri Smith Bresenham is not related to any Director or Key Managerial Personnel of the Company.

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 Ms. Terri Smith Bresenham and other details, as required to be disclosed 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, Ms. Terri Smith Bresenham 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.

Item No. 7

To approve revision in remuneration of Dr. Devi Prasad Shetty (DIN: 00252187) as Whole- time Director of the Company

Dr. Devi Prasad Shetty was re-appointed as Whole-time Director effective from August 29, 2023 by the Board of Directors and was subsequently approved by the members at the 23rd AGM held on August 4, 2023.

The members at the 25th AGM held on August 29, 2025 approved maximum remuneration of ₹ 23,79,00,000/- (Rupees Twenty Three Crores Seventy-Nine Lakhs Only) per annum payable to Dr. Devi Prasad Shetty in his capacity as Whole-time Director.

The Board of Directors at its meeting held on May 22, 2026 and based on the recommendation made by the Nomination and Remuneration Committee at its meeting held on May 19, 2026, approved increase in the remuneration payable to Dr. Devi Prasad Shetty, as Whole-time Director of the Company as proposed in the resolution in Item No. 7 of the Notice, and hereby recommend it for your approval.

The proposed remuneration is based on Industry Standards and the role and responsibilities of Dr. Devi Prasad Shetty as Whole-time Director of the Company.

Accordingly, approval of the Members is sought pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles 52, 64, 66 of the Articles of Association of the Company.

The Board recommends the Special resolution as set out at Item No. 7 of this Notice, for the approval of the members. Except Dr. Devi Prasad Shetty, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, deemed to be concerned or interested, financially or otherwise, in the said resolution.

Profile of Dr. Devi Prasad Shetty has been provided in the Annual Report for Financial Year 2025-26.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V OF THE ACT, IN RESPECT OF DR. DEVI PRASAD SHETTY.

I.	**General Information**	
(I)	Nature of Industry:	Healthcare Industry – Operating and Managing Hospitals
(2)	Date or expected date of commencement of commercial production	Not Applicable. The Company was incorporated and commenced its operations in the year 2000.
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
(4)	Financial performance based on given indicators	INR in Million

Year	2021-22	2022-23	2023-24	2024-25	2025-26
Turnover	37,013.17	45,247.65	48,902.07	54,829.77	78,960.35
EBIDTA	6,880.83	10,312.69	12,223.54	13,684.22	17,168.91
PBT	4,297.78	7,515.77	8,839.93	9,370.51	9,651.26
PAT	3,421.20	6,065.66	7,896.24	7,906.31	8,059.79

(5)	Foreign investments or collaborations, if any.	None

II.	**Information about the appointee:**	
(1)	Background	Please refer to the Directors Profile section of the Annual Report 2025-26 of the Company, for detailed profile.
(2)	Past Remuneration	
(3)	Recognition or awards	
(4)	Job profile and his suitability	
(5)	Remuneration proposed	Consolidated salary upto ₹ 26,17,00,000/- (Rupees Twenty-Six Crores Seventeen Lakhs only) per annum which includes performance-based pay, allowances and perquisites. Other Benefits: Group Mediclaim Insurance policies, Group Personal Accident Policy and Group Term Life Insurance Policy. All other terms and conditions as per the policies of the Company shall be applicable including Earned/Privilege leave and Gratuity in terms of applicable provisions of the relevant statutes.
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	A market benchmarking exercise was done with mapping conducted with similarly placed positions in hospital industry, based on equivalent roles having responsibilities for organization's strategic plan, growth and overall business performance and expansion. The study also considered remit of impact and performance of the Company. The proposed remuneration revision is after considering the benchmarking market study and related analytics on performance, to ascertain the relative positioning of his compensation against market, taking into consideration the role of Chairman of the Board and the roles played by Dr. Devi Prasad Shetty in strategic, business, clinical and administrative contributions towards building the business of the Company. Based on the above, the Nomination and Remuneration Committee and the Board recommended revision in compensation to ₹ 26,17,00,000/- (Rupees Twenty-Six Crores Seventeen Lakhs only) per annum for Dr. Devi Prasad Shetty.

(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Dr. Devi Prasad Shetty holds 11.66% of shares in the Company. Dr. Devi Prasad Shetty and his relatives and related entity together hold 63.27% of the shareholding in the Company. Dr. Devi Prasad Shetty is related to Mr. Viren Prasad Shetty, Executive Vice Chairman and Dr. Anesh Shetty, Non-Executive Director (Sons).
III.	**Other information**	
1	Reasons of loss or inadequate profits	Not applicable
2	Steps taken or proposed to be taken for improvement	Not applicable
3	Expected increase in productivity and profits in measurable terms	Not applicable

Item No. 8

To approve revision in remuneration of Mr. Viren Prasad Shetty (DIN:02144586) as Whole-time Director, designated as Executive Vice Chairman of the Company

Mr. Viren Prasad Shetty was re-appointed as Whole-time Director and Group Chief Operating Officer effective from August 29, 2023 by the Board of Directors and was subsequently approved by the members at the 23rd AGM held on August 4, 2023. He was elected by the Board of Directors as the Vice-Chairman and designated as Executive Vice Chairman effective from April 1, 2022.

The members at the 25th AGM held on August 29, 2025 approved maximum remuneration of ₹ 5,51,00,000/- (Rupees Five Crores Fifty-One Lakhs Only) per annum payable to Mr. Viren Prasad Shetty in his capacity as Executive Vice Chairman.

The Board of Directors at its meeting held on May 22, 2026 based on recommendation made by the Nomination and Remuneration Committee at its meeting held on May 19, 2026 have passed a resolution for increasing the remuneration payable to Mr. Viren Prasad Shetty, Executive Vice Chairman of the Company as proposed in the resolution in Item No. 8 of the Notice, and hereby recommend it for your approval.

Approval of the members is sought pursuant to the provisions of Sections 196, 197, 198, read with Schedule V and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles 52, 64, 66 of the Articles of Association of the Company.

The proposed remuneration is based on Industry Standards and the role and responsibilities of Mr. Viren Prasad Shetty as Whole-time Director.

Accordingly, the Board recommends the Special resolution as set out at Item No. 8 of this Notice, for the approval of the Members.

Except Mr. Viren Prasad Shetty, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, deemed to be concerned or interested, financially or otherwise, in the said resolution.

Profile of Mr. Viren Prasad Shetty has been provided in the Annual Report for Financial Year 2025-26.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V OF THE ACT, IN RESPECT OF MR. VIREN PRASAD SHETTY.

I.	**General Information**	
(I)	Nature of Industry:	Healthcare Industry – Operating and Managing Hospitals
(2)	Date or expected date of commencement of commercial production	Not Applicable. The Company was incorporated and commenced its operations in the year 2000.
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
(4)	Financial performance based on given indicators	INR in Million

Year	2021-22	2022-23	2023-24	2024-25	2025-26
Turnover	37,013.17	45,247.65	48,902.07	54,829.77	78,960.35
EBIDTA	6,880.83	10,312.69	12,223.54	13,684.22	17,168.91
PBT	4,297.78	7,515.77	8,839.93	9,370.51	9,651.26
PAT	3,421.20	6,065.66	7,896.24	7,906.31	8,059.79

(5)	Foreign investments or collaborations, if any.	None

II.	**Information about the appointee:**	
(1)	Background	Please refer to the Directors Profile section of the Annual Report 2025-26 of the Company, for detailed profile.
(2)	Past Remuneration	
(3)	Recognition or awards	
(4)	Job profile and his suitability	
(5)	Remuneration proposed	Consolidated salary upto ₹ 6,61,00,000/- (Rupees Six Crores Sixty-One Lakhs only) per annum which includes performance-based pay, allowances and perquisites. Other Benefits: Group Mediclaim Insurance Policy, Group Personal Accident Policy, Group Term Life Insurance Policy and Group Term Life – Future Service Guarantee. All other terms and conditions as per the policies of the Company shall be applicable including Earned/Privilege leave and Gratuity in terms of applicable provisions of the relevant statutes.
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	As Executive Vice-Chairman, Mr. Viren Prasad Shetty drives leadership direction and provides strategic guidance to NH including driving operational growth, evaluating new business opportunities, international business growth, and driving the software development initiatives of the Company. A market benchmarking exercise was carried out using the industry data for similarly placed positions and thereafter remuneration was calibrated considering the role, the remuneration of similarly placed positions in the industry, comparative mapping of similar sized roles and remit of impact, and the performance of the Company for the financial year. Accordingly, the Nomination and Remuneration Committee and the Board has recommended an increment in compensation at ₹ 6,61,00,000/- (Rupees Six Crores Sixty-One Lakhs only) per annum for Mr. Viren Prasad Shetty.

(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mr. Viren Prasad Shetty holds 5% of shares in the Company. Mr. Viren Prasad Shetty and his relatives and related entity together hold 63.27% of the shareholding in the Company. Mr. Viren Prasad Shetty is related to Dr. Devi Prasad Shetty, Chairman and Whole-time Director (father) and Dr. Anesh Shetty, Non-Executive Director (brother).
III.	**Other information**	
1	Reasons of loss or inadequate profits	Not applicable
2	Steps taken or proposed to be taken for improvement	Not applicable
3	Expected increase in productivity and profits in measurable terms	Not applicable

Item No. 9

To approve revision in remuneration of Dr. Emmanuel Rupert (DIN: 07010883), as Managing Director and Group CEO of the Company

The members be informed that, Dr. Emmanuel Rupert (DIN: 07010883) was re-appointed as Managing Director and Group CEO of the Company, effective from February 11, 2025, for a term of 3 (Three) years through Postal Ballot process and currently paid a remuneration of ₹ 10,12,00,000/- (Rupees Ten Crore Twelve Lakhs only) per annum which was approved at the 25th AGM held on August 29, 2025.

The Board of Directors at its meeting held on May 22, 2026 based on the recommendation made by the Nomination and Remuneration Committee at its meeting held on May 19, 2026 have passed a resolution for increasing the remuneration payable to Dr. Emmanuel Rupert, Managing Director and Group CEO of the Company as proposed in the resolution in Item No.9 of the Notice, and hereby recommend it for your approval.

Approval of the members is sought pursuant to the provisions of Sections 196, 197, 198, read with Schedule V and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles 52, 64, 66 of the Articles of Association of the Company.

The proposed remuneration is based on Industry Standards and the role and responsibilities of Dr. Emmanuel Rupert, Managing Director and Group CEO.

Accordingly, the Board recommends the Special resolution as set out at Item No. 9 of this Notice, for the approval of the Members.

Except Dr. Emmanuel Rupert, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, deemed to be concerned or interested, financially or otherwise, in the said resolution.

Profile of Dr. Emmanuel Rupert has been provided in the Annual Report for Financial Year 2025-26.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V OF THE ACT, IN RESPECT OF DR. EMMANUEL RUPERT.

I.	**General Information**	
(I)	Nature of Industry:	Healthcare Industry – Operating and Managing Hospitals
(2)	Date or expected date of commencement ofcommercial production	Not Applicable. The Company was incorporated and commenced its operations in the year 2000.
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable
(4)	Financial performance based on given indicators	INR in Million

Year	2021-22	2022-23	2023-24	2024-25	2025-26
Turnover	37,013.17	45,247.65	48,902.07	54,829.77	78,960.35
EBIDTA	6,880.83	10,312.69	12,223.54	13,684.22	17,168.91
PBT	4,297.78	7,515.77	8,839.93	9,370.51	9,651.26
PAT	3,421.20	6,065.66	7,896.24	7,906.31	8,059.79

(5)	Foreign investments or collaborations, if any.	None
II.	**Information about the appointee:**	
(1)	Background	Please refer to the Directors Profile section of the Annual Report 2025-26 of the Company, for detailed profile.
(2)	Past Remuneration	
(3)	Recognition or awards	
(4)	Job profile and his suitability	
(5)	Remuneration proposed	Consolidated salary upto ₹ 11,33,00,000/- (Rupees Eleven Crores Thirty-Three Lakhs only) per annum which includes performance-based pay, allowances and perquisites. Other Benefits: Group Mediclaim Insurance Policy, Group Personal Accident Policy, Group Term Life Insurance Policy and Group Term Life – Future Service Guarantee. All other terms and conditions as per the policy of the Company shall be applicable including Earned/Privilege leave and Gratuity in terms of applicable provisions of the relevant statutes.
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	A market benchmarking exercise was commissioned with the support of an independent external consultant. The study was conducted taking hospital industry data for similarly placed positions in the industry and considering comparative mapping of similar sized roles - providing strategic directions to the organization, leading the organisation operational agenda for bringing in overall excellence. It also considered remit of impact and performance of the Company. Accordingly, a compensation of ₹ 11,33,00,000/- (Rupees Eleven Crores Thirty-Three Lakhs only) per annum has been recommended for Dr. Emmanuel Rupert by the Nomination and Remuneration Committee and the Board of Directors.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Except for drawing remuneration in his capacity as Managing Director and Group Chief Executive Officer approved by the members, there is no other pecuniary relationship with the Company. He is not related with any managerial personnel and Directors of the Company.

III.	Other information	
1	Reasons of loss or inadequate profits	Not applicable
2	Steps taken or proposed to be taken for improvement	Not applicable
3	Expected increase in productivity and profits in measurable terms	Not applicable

Item No. 10

To approve payment of Remuneration to Non-Executive Directors

The Members of the Company, at the Annual General Meeting held on August 27, 2021, had approved payment of remuneration by way of commission to the Non-Executive Directors of the Company, not exceeding one percent (1%) per annum of the net profits of the Company, as computed in accordance with the provisions of Section 198 of the Companies Act, 2013 ("the Act"), for a period of five years commencing from April 1, 2021.

With the increasing emphasis on corporate governance requirements under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the roles and responsibilities of the Board, particularly those of Independent Directors, have become more onerous, requiring greater time commitment, attention and enhanced oversight.

In view of the above, the Nomination and Remuneration Committee at its meeting held on May 19, 2026 and the Board of Directors at its meeting held on May 22, 2026 have recommended and approved payment of commission to the Non-Executive Directors, including Independent Directors, not exceeding one percent (1%) of the net profits of the Company for each of the financial years for a further period of five years commencing from April 1, 2026, as computed under Section 198 of the Act, subject to the approval of the Members.

The Nomination and Remuneration Committee and the Board have also approved that, in the event of absence or inadequacy of profits in any financial year, the Non-Executive Directors, including Independent Directors, shall be entitled to receive such remuneration as may be determined by the Board, in accordance with the provisions of Section 197(3) read with Schedule V of the Act.

Pursuant to the provisions of Sections 197 and other applicable provisions of the Act, Regulation 17(6) of the Listing Regulations and Article 52 of the Articles of Association of the Company, approval of the Members is required for payment of remuneration to Non-Executive Directors, including Independent Directors.

The remuneration payable pursuant to the approval under Item No. 10 shall be in addition to the sitting fees paid to the Directors for attending the meetings of the Board and its Committees and reimbursement of expenses incurred for participation in such meetings.

The Board of Directors recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except the Non-Executive Directors, to the extent of the remuneration that may be received by them.

Item No. 11

To approve issue of Debt Securities on Private Placement Basis

In terms of Chapter XII of the SEBI Master Circular No. SEBI/HO/DDHS/DDHS-PoD/P/CIR/2025/0000000137 dated October 15, 2025, all Large Corporates (i.e., listed entities having specified securities or debt securities or non-convertible redeemable preference shares listed on recognised stock exchange(s)) with outstanding long-term borrowings of Rs. 1,000 crore or more and a credit rating of AA and above are required to raise at least 25% of their qualified borrowings by way of issuance of debt securities in the financial years subsequent to the financial year in which they are identified as Large Corporates.

The Company meets the criteria of a Large Corporate, as its outstanding long-term borrowings as on March 31, 2026 exceed Rs. 1,000 crore and its long-term credit rating from ICRA is AA (Stable). Accordingly, the Company is required to raise not less than 25% of its qualified borrowings by way of issuance of debt securities.

For this purpose, "qualified borrowings" mean incremental borrowings between two balance sheet dates having an original maturity of more than one year and exclude external commercial borrowings, inter-corporate borrowings between a parent and its subsidiary(ies) or associate companies, grants, deposits or any other funds received as per directions of the Government of India, borrowings arising on account of interest capitalisation and borrowings for schemes of arrangement including mergers, acquisitions and takeovers.

In order to comply with the aforesaid requirement, the Company proposes to raise funds through issuance of secured/unsecured redeemable non-convertible debentures or such other debt securities, on a private placement basis, in one or more tranches.

Pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 ("the Act") read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company is required to obtain prior approval of members by way of a Special Resolution for each offer or invitation for private placement of securities. However, in case of non-convertible debentures, it is permissible for the Company to pass a Special Resolution once in a year for all offers or invitations for such debentures during the year.

Accordingly, the Board recommends the Special resolution as set out at Item No.11 of this Notice, for the approval of the members.

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.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief profile and other details of Director seeking reappointment at this Annual General Meeting, as required to be disclosed under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings, are provided below:-

Particulars	Dr. Kiran Mazumdar Shaw	Ms. Terri Smith Bresenham
Director Identification Number (DIN)	00347229	09111500
Date of Birth / Age	March 23, 1953 (73 years)	December 16, 1960 (65 Years)
Date of Appointment on the Board	February 6, 2008	August 5, 2021
Educational Qualification	B.Sc. (Zoology Honours), Masters' degree in Malting and Brewing from Ballarat College, Melbourne University, Australia.	M.S. Biomedical Engineering from the University of Texas, B.A. Medical Technology from the University of Tennessee.
Experience (including expertise in specific functional areas) /Brief Resume	She is the Executive Chairperson of Biocon Limited, an innovation led Biopharmaceutical Company, which is India's largest publicly listed biotech enterprise. Please refer to the Directors Profile section in this Annual Report for detailed profile.	She has wide knowledge / expertise of healthcare industry with specific exposure in Hospital segment including an understanding of particular trends, challenges and opportunities, or unique dynamics within the sector that are relevant to the Company.
Directorships held in other companies and entities (excluding foreign companies and Section 8 companies)	6 (Six)	1 (One)
Memberships / Chairmanships of Committees across in other listed companies*	Nil	Nil
Terms and conditions of appointment / reappointment	As per Article 59 of the Articles of Association of the Company, at every AGM, one third of such of the Directors as are liable to retire by rotation for the time being, shall retire from office and they will be eligible for re-election. Except the Managing Director and the Independent Directors, all other Directors are liable to retire by rotation. Dr. Kiran Mazumdar Shaw, whose office as a Director is liable to retire by rotation at the ensuing AGM and being eligible, seeks re-appointment.	Ms. Terri Smith Bresenham, on re-appointment by the members, will hold office of Independent Director for the second term of 5 (Five) consecutive years commencing from August 5, 2026. She shall be paid such remuneration as an Independent Director as shall be decided by the Board of Directors from time-to-time within the limits approved by the members. Further, the detailed terms of appointment of Independent Directors is available on website of the Company i.e., https://www.narayanahealth.org

Particulars	Dr. Kiran Mazumdar Shaw	Ms. Terri Smith Bresenham
Details of remuneration sought to be paid	Dr. Kiran Mazumdar Shaw shall be paid such remuneration as Non-Executive Director as shall be decided by the Board of Directors on recommendation from Nomination & Remuneration Committee from time-to-time within the limits approved by the members and as per the Nomination and Remuneration Policy of the Company. Members have approved at the 21st AGM, payment of remuneration to Non-Executive Directors, including Independent Directors (other than the Managing Director and Whole-time Directors of the Company), for a period of five years commencing from April 1, 2021 to March 31, 2026, such sum by way of commission as the Board may determine from time to time, but not exceeding 1% (one percent) or such other percentage of the Net Profits of the Company in any financial year as may be specified under the Companies Act, 2013 from time to time and in the event of loss or inadequate profit, to pay such sum as and in such manner as remuneration as may be determined by the Board of Directors, notwithstanding the limits prescribed under the Schedule V of the Companies Act, 2013. The proposal for payment of remuneration to Non-Executive Directors, including Independent Directors for a period of five years commencing from April 1, 2026 to March 31, 2031 is being placed before the shareholders at this Annual General Meeting, forming part of Agenda No. 10 in this Notice.	Ms. Terri Smith Bresenham shall be paid such remuneration as an Independent Director as shall be decided by the Board of Directors on recommendation from Nomination & Remuneration Committee from time-to-time within the limits approved by the members and as per the Nomination and Remuneration Policy of the Company. Members have approved at the 21st AGM, payment of remuneration to Non-Executive Directors, including Independent Directors (other than the Managing Director and Whole-time Directors of the Company), for a period of five years commencing from April 1, 2021 to March 31, 2026, such sum by way of commission as the Board may determine from time to time, but not exceeding 1% (one percent) or such other percentage of the Net Profits of the Company in any financial year as may be specified under the Companies Act, 2013 from time to time and in the event of loss or inadequate profit, to pay such sum as and in such manner as remuneration as may be determined by the Board of Directors, notwithstanding the limits prescribed under the Schedule V of the Companies Act, 2013. The proposal for payment of remuneration to Non-Executive Directors, including Independent Directors for a period of five years commencing from April 1, 2026 to March 31, 2031 is being placed before the shareholders at this Annual General Meeting, forming part of Agenda No. 10 in this Notice.
Shareholding of Directors in the Company, including shareholding as a beneficial owner	47,05,671 equity shares of ₹10 each.	Nil
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Details provided in the Explanatory Statement above.

Particulars	Dr. Kiran Mazumdar Shaw	Ms. Terri Smith Bresenham
Number of Board Meetings attended during the FY 2026-27 (till the date of this notice).	1 (One)	1 (One)
Relationship with other Directors/ Key Managerial Personnel	Nil	Nil

*Chairmanships / Memberships of Board Committees includes only Audit Committee and Stakeholders' Relationship Committee.

By Order of the Board of Directors
For **Narayana Hrudayalaya Limited**

Place: Bengaluru
Date: May 22, 2026

Sridhar S.
Group Company Secretary, Legal & Compliance Officer