



Date of submission: January 21, 2026

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

**Sub: Declaration of Voting Results and Scrutinizer's Report**

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions thereof, as amended, we are submitting herewith the voting results in respect of the resolution for approval of the Scheme placed before the Meeting of the Equity Shareholders (**Annexure A**), Secured Creditors, Unsecured Loan Creditors and Unsecured Trade Creditors (**Annexure B**) of the Company, convened pursuant to the order dated December 02, 2025 passed by the Hon'ble National Company Law Tribunal, Bengaluru Bench, and held on Monday, January 19, 2026 at 12:00 P.M., 02:00 P.M., 03:00 P.M. and 04:00 P.M., respectively ("NCLT convened Meeting(s)"), through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

The Consolidated Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and other applicable provisions, if any, on remote e-voting and e-voting at the NCLT convened Meeting(s) of the Equity Shareholders, Secured Creditors, Unsecured Loan Creditors and Unsecured Trade Creditors of the Company is enclosed as **Annexure C**.

The voting results along with Scrutinizer's report are also being uploaded on the website of the Company at [www.narayanahealth.org](http://www.narayanahealth.org) and on the website of National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

Kindly take the same on your records.

Thanking you,

**For Narayana Hrudayalaya Limited**

Sridhar S.  
Group Company Secretary, Legal and Compliance Officer

Encl.: As stated

Meeting of equity shareholders										
Voting Results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015										
Name of the company	NARAYANA HRUDAYALAYA LIMITED									
Date of the equity shareholders meeting	19-01-2026									
Total number of shareholders on record date	226681									
No. of shareholders present in the meeting either in person or through proxy:										
Promoters and Promoter Group:	0									
Public:	0									
No. of Shareholders attended the meeting through Video Conferencing										
Promoters and Promoter Group:	6									
Public:	29									
Resolution No.	1									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of Scheme of Arrangement of Meridian Medical Research & Hospital Ltd (Transferor Company) and Narayana Hrudayalaya Limited (Transferee Company) and their respective shareholders & creditors pursuant to Sections 230-232 of the Companies Act, 2013, as directed by the National Company Law Tribunal, Bengaluru Bench.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	12,93,08,730	12,93,08,730	100.0000	12,93,08,730	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		12,93,08,730	100.0000	12,93,08,730	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	4,46,17,661	3,20,39,952	71.8100	3,20,39,952	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,20,39,952	71.81	3,20,39,952	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	3,04,34,413	9,81,406	3.2247	9,81,363	43	99.9956	0.0043	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		9,81,406	3.2247	9,81,363	43	99.9956	0.0044	0	0
	Total	20,43,60,804	16,23,30,088	79.4331	16,23,30,045	43	100.0000	0.0000	0	0

Meeting of Secured Creditors							
Voting Results							
Name of the Company	NARAYANA HRUDAYALAYA LIMITED						
Date of the Secured Creditors Meeting	19-01-2026						
Time of the Secured Creditors Meeting	2.00 P.M. (IST)						
Total number of Secured Creditors on record date ( 31.07.2025)	4						
No. of Secured Creditors present in the meeting either in person or through proxy:	No Arrangement for a physical meeting or appointment of proxy was made as the Meeting was held through Video Conferencing / Other Audio Video Means						
No. of Secured Creditors attended the meeting through Video Conferencing	2						
Resolution No.	1						
Resolution:	APPROVAL OF SCHEME OF ARRANGEMENT BETWEEN MERIDIAN MEDICAL RESEARCH & HOSPITAL LTD. (TRANSFEROR COMPANY) AND NARAYANA HRUDAYALAYA LIMITED (TRANSFeree COMPANY) UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013						
Resolution Required : (Ordinary/ Special )	Special						
Particulars	Mode of Voting	Remote E-Voting		Voting at the Meeting		Total	
		No. of Unsecured Loan Creditors	No. of votes Cast	No. of Unsecured Loan Creditors	No. of votes Cast	No. of Unsecured Loan Creditors	No. of votes Cast
Votes in Favour of the Resolution	E-Voting	3	4,61,20,00,000	0	0	3	4,61,20,00,000
Votes Against the Resolution	E-Voting	0	0	0	0	0	0
Total		3	4,61,20,00,000	0	0	3	4,61,20,00,000
Whether resolution is PASS or Not	YES						

Meeting of Unsecured Loan Creditors Meeting Voting Results							
Name of the Company	NARAYANA HRUDAYALAYA LIMITED						
Date of the Unsecured Loan Creditors Meeting	19-01-2026						
Time of the Unsecured Loan Creditors Meeting	3.00 P.M. (IST)						
Total number of Unsecured Loan Creditors on record date (01.08.2025)	13						
No. of Unsecured Loan Creditors present in the meeting either in person or through proxy:	No Arrangement for a physical meeting or appointment of proxy was made as the Meeting was held through Video Conferencing / Other Audio Video Means						
No. of Unsecured Loan Creditors attended the meeting through Video Conferencing	4						
Resolution No.	1						
Resolution:	APPROVAL OF SCHEME OF ARRANGEMENT BETWEEN MERIDIAN MEDICAL RESEARCH & HOSPITAL LTD. (TRANSFEROR COMPANY) AND NARAYANA HRUDAYALAYA LIMITED (TRANSFeree COMPANY) UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013						
Resolution Required : (Ordinary/ Special )	Special						
Particulars	Mode of Voting	Remote E-Voting		Voting at the Meeting		Total	
		No. of Unsecured Loan Creditors	No. of votes Cast	No. of Unsecured Loan Creditors	No. of votes Cast	No. of Unsecured Loan Creditors	No. of votes Cast
Votes in Favour of the Resolution	E-Voting	11	67,500	0	0	11	67,500
Votes Against the Resolution	E-Voting	0	0	0	0	0	0
	<b>Total</b>	<b>11</b>	<b>67,500</b>	<b>0</b>	<b>0</b>	<b>11</b>	<b>67,500</b>
Whether resolution is PASS or Not	YES						

**Meeting of the Unsecured Trade Creditors of the Company**

**Voting Results**

<b>Name of the company</b>	NARAYANA HRUDAYALAYA LIMITED
<b>Date of Unsecured Trade Creditors Meeting</b>	January 19, 2026
<b>Time of the Unsecured Trade Creditors Meeting</b>	4:00 PM (IST)
<b>Record Date</b>	July 31, 2025
<b>Total number of Unsecured Trade Creditors on record date (31.07.2025)</b>	2623
<b>No. of Unsecured Trade Creditors present in the meeting in person</b>	No Arrangement for a physical meeting or appointment of proxy was made as the Meeting was held through Video Conferencing / Other Audio Video Means
<b>No. of Unsecured Trade Creditors attended the meeting through Video Conferencing</b>	12

<b>Resolution No.</b>	1					
<b>Resolution:</b>	APPROVAL OF SCHEME OF ARRANGEMENT BETWEEN MERIDIAN MEDICAL RESEARCH & HOSPITAL LTD. (TRANSFEROR COMPANY) AND NARAYANA HRUDAYALAYA LIMITED (TRANSFeree COMPANY) UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013					
<b>Resolution Required : (Ordinary/ Special )</b>	Special					
<b>Particulars</b>						
<b>Particulars</b>	<b>Mode of Voting</b>	<b>Remote E-Voting</b>		<b>Voting at the meeting</b>		<b>Total</b>
		Number of Unsecured Trade Creditors	No. of votes cast (One Rupee of Debt is equals to One vote)	Number of Unsecured Trade Creditors	No. of votes cast (One Rupee of Debt is equals to One vote)	Number of Unsecured Trade Creditors
<b>Votes in Favour of the Resolution</b>	<b>E-Voting</b>	16	85,08,22,715	0	0	16
<b>Votes in Against of the Resolution</b>	<b>E-Voting</b>	0	0	0	0	0
<b>Total</b>	<b>Total</b>	<b>16</b>	<b>85,08,22,715</b>	<b>0</b>	<b>0</b>	<b>85,08,22,715</b>
<b>Whether resolution is PASS or Not</b>	YES					

# SACHIN JHANKAL & ASSOCIATES

Company Secretaries

[sachinjhankal@gmail.com](mailto:sachinjhankal@gmail.com), [sachinjhankal@sjaorg.com](mailto:sachinjhankal@sjaorg.com)  
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## FORM NO. MGT-13

### SCRUTINIZER'S REPORT ON REMOTE E-VOTING & E-VOTING

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 of the Companies  
(Management and Administration) Rules, 2014]

To,

**Mr. Murali Ananthasivan, Advocate,**

The Hon'ble Chairperson appointed by the Hon'ble National Company Law Tribunal, Bengaluru Bench ("NCLT" or "Tribunal") for convening the meeting of Equity Shareholders of Narayana Hrudayalaya Limited (Applicant Company No. 2/Transferee Company).

#### Narayana Hrudayalaya Limited

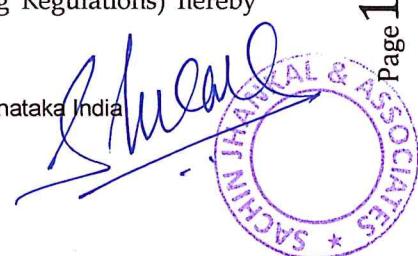
Registered office: No.258/A, Bommasandra Industrial Estate,  
Anekal Taluk, Bangalore, Karnataka, India - 560099.

Dear Sir,

**Sub: Scrutinizer's Report on the results of voting at Meeting of Equity Shareholders of Narayana Hrudayalaya Limited (Applicant Company No. 2/Transferee Company/ Company) held on Monday, January 19, 2026 at 12.00 Noon. (IST) through Video Conferencing/Other Audio Visual Means, pursuant to directions of the Hon'ble National Company Law Tribunal ("NCLT"), Bengaluru Bench, vide order dated December 2, 2025.**

I, Sachin Kumar Jhankal, Practising Company Secretary, having address at 905, 9<sup>th</sup> Floor, Barton Centre, M.G. Road, Bangalore – 560001, duly appointed as Scrutinizer by Hon'ble NCLT vide order dated **December 2, 2025** for the Meeting of Equity Shareholders of the Company for the purpose of scrutinizing the e-voting held prior to the Meeting of Equity Shareholders ('remote e-voting') and electronic voting ('e-voting') at the Meeting of Equity Shareholders held on **Monday, January 19, 2026** at 12:00 Noon. (IST) held through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), pursuant to Sections 108 of the Companies Act, 2013 (the Act), read with Rules 20 of the Companies (Management & Administration) Rules, 2014 (the Rules) as amended from time to time and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) hereby furnish my Report to you:

Office: #905, 9<sup>th</sup> Floor, Barton Center M G Road Bengaluru 560001 Karnataka India

  
SACHIN JHANKAL & ASSOCIATES  
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# SACHIN JHANKAL & ASSOCIATES

Company Secretaries

[sachinjhankal@gmail.com](mailto:sachinjhankal@gmail.com), [sachinjhankal@sjaorg.com](mailto:sachinjhankal@sjaorg.com)

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1. I have been appointed as the scrutinizer to scrutinize the voting process at the said NCLT convened Meeting of Equity Shareholders of the Company held virtually for the purpose of considering the Scheme of Arrangement of Meridian Medical Research & Hospital Ltd. (Applicant Company No. 1/Transferor Company) With Narayana Hrudayalaya Limited (Applicant Company No. 2/Transferee Company) and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Act ("Scheme").
2. The notices of Meeting of Equity Shareholders as confirmed by the Company were sent to the Equity Shareholders in respect of the below mentioned resolution passed at the Meeting of Equity Shareholders of the Company:
  - a. through electronic mode to those Members whose email addresses are registered with the Company/Depositories on **December 18, 2025**.
3. The Company has also published notice of the meeting of the Equity Shareholders of the Company in "**Business Standard**" (English) and "**Kannada Prabha**" (Kannada)" on **December 17, 2025**.
4. The notice of the Meeting along with the statement setting out material facts under Section 230(3) read with Section 102 and other applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") in respect of the below mentioned resolution proposed at the Meeting of Equity Shareholders:

*"RESOLVED THAT in accordance with the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the rules including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, circulars and notifications made thereunder and the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), read with the Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 issued by the SEBI and other circulars/guidelines issued by SEBI as may be applicable to the scheme of arrangement from time to time, the observation letters dated June 23, 2025 and June 24, 2025 issued by BSE Limited and Office: #905, 9<sup>th</sup> Floor, Barton Center M G Road Bengaluru 560001 Karnataka India*

  
SACHIN JHANKAL & ASSOCIATES  
\* SACHIN JHANKAL

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*National Stock Exchange of India Limited respectively and other relevant provisions of the Income-tax Act, 1961 and rules made thereunder and all other provisions of the applicable laws, or any amendments thereto or modifications thereof, the Memorandum and Articles of Association of the Company, and subject to the approval of the Hon'ble NCLT and such other approvals as may be necessary or as may be directed by the Hon'ble NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of arrangement of Meridian Medical Research & Hospital Ltd. (Applicant Company No. 1/ Transferor Company) and Narayana Hrudayalaya Limited (Applicant Company No. 2/ Transferee Company) and their respective shareholders & creditors ("Scheme") be and is hereby approved.*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts, transfer/vesting of such assets and liabilities as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalise the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon the sanction of the Scheme by, amongst others, the NCLT and/or SEBI and/or any other regulatory/government authorities, to implement and to make the Scheme effective, without any further approval of the Board or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/ required to be made in the Scheme or any

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*condition suggested, required or imposed, whether by any shareholder and/or creditor of the Company, the SEBI, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc. (including any alterations or modifications in the documents executed or to be executed) as may be required from time to time in connection with the Scheme."*

5. The e-voting facility both for remote e-voting and e-voting at the Meeting of Equity Shareholders were provided by National Securities Depository Limited ("NSDL").
6. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting was kept open for three days from 9.00 A.M. (IST) on January 16, 2026 and ended at 05.00 P.M. (IST) on January 18, 2026. Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform.
7. The shareholders present at the Meeting of Equity Shareholders through VC/OAVM voted through Remote e-voting facility provided by NSDL and none of the shareholders present voted through e-voting facility at the Meeting provided by NSDL at the Meeting of Equity Shareholders.
8. The Members holding Equity Shares as on the "cut-off date" i.e., the January 12, 2026, were entitled to vote on the Resolution proposed in the Notice calling the Meeting of Equity Shareholders.


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# SACHIN JHANKAL & ASSOCIATES

Company Secretaries

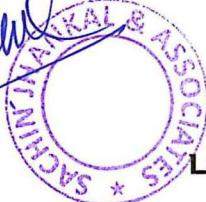
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9. After the conclusion of e-voting at the Meeting of Equity Shareholders, the votes cast through remote e-voting and e-voting at the Meeting of Equity Shareholders was unblocked on 19<sup>th</sup> January 2026 at 12:26 P.M. (IST) in the presence of two witnesses as detailed below, who are not in the employment of the Company, as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended. Thereafter, the votes so obtained were verified and counted. The said witnesses have signed the box provided below in confirmation of their presence:

Sl. No.	Names of witnesses	Signatures
1.	Anupama Y S	
2.	Laya Jeksani	

10. Thereafter, the details containing *inter alia*, the list of the members, who voted "for" or "against" each of the resolution that were put to vote, were derived from the report generated from the e-voting portal of NSDL at <https://www.evoting.nsdl.com/> and based on such reports.
11. The quorum fixed for the Meeting was as per Section 103 of the Companies Act, 2013. In terms of the said provision, the requisite quorum is thirty (30) members present in the meeting. The meeting was attended by 35 members through VC/OAVM. Since the said quorum was present, the Meeting of Equity Shareholders was duly called to order.
12. Based on the report generated from the e-voting portal of NSDL the results of the remote e-voting and e-voting at Meeting of Equity Shareholders are as under:

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a. Votes cast by shareholders (excluding Promoter & Promoter Group, Related Parties, Subsidiaries and Associates of the Promoter & Promoter Group of the Company) as required under Part I(A)(10) (b) of SEBI/HO/CFD/POD-2/P/CIR/2023/93 ("hereinafter referred to as SEBI Circular") dated June 20, 2023:

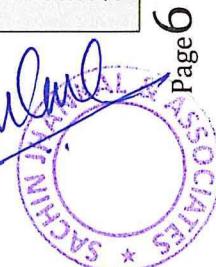
Particulars	No. of votes contained in						Percentage on Valid votes	
	Remote e-voting		e-voting at the Meeting of Equity Shareholders (Instapoll)		Total			
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)		
Assent	485	3,30,21,315	-	-	485	3,30,21,315	99.99%	
Dissent	3	43	-	-	3	43	0.01%	
<b>Total</b>	<b>488</b>	<b>3,30,21,358</b>	<b>-</b>	<b>-</b>	<b>488</b>	<b>3,30,21,358</b>	<b>100.00%</b>	

b. Votes cast by all equity shareholders (including Promoter & Promoter Group, Related Parties, Subsidiaries and Associates of the Promoter & Promoter Group of the Company):

Particulars	No. of votes contained in						Percentage on Valid votes	
	Remote e-voting		e-voting at the Meeting of Equity Shareholders (Instapoll)		Total			
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)		
Assent	491	16,23,30,045	NIL	NIL	491	16,23,30,045	99.99%	
Dissent	3	43	NIL	NIL	3	43	0.01%	
<b>Total</b>	<b>494</b>	<b>16,23,30,088</b>	<b>NIL</b>	<b>NIL</b>	<b>494</b>	<b>16,23,30,088</b>	<b>100.00%</b>	

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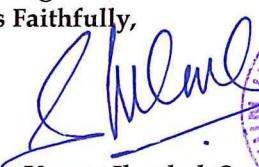
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13. Based on the foregoing, the Resolution as proposed in the Notice of the NCLT Convened Meeting shall be deemed to have been approved on the date of the NCLT Convened Meeting of Equity Shareholders of the Company, i.e., January 19, 2026, subject to fulfilment of the following conditions: (i) approval by a majority of Equity Shareholders exercising voting rights representing three-fourths in value of the shares held by them and voting in favour through remote e-voting or by way of e-voting at the meeting; and (ii) the votes cast by the public shareholders in favour of the Scheme being more than the number of votes cast by the public shareholders against it, in accordance with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/C1R/2023/93 dated June 20, 2023. Upon satisfaction of the aforesaid conditions, the Chairman may accordingly declare the result of the Meeting of Equity Shareholders.

14. The electronic data and all other relevant records relating to remote e-voting and e-voting at the meeting of Equity Shareholders were handed over to the Company Secretary of the Company for safe keeping.

Thanking You,  
Yours Faithfully,



SACHIN JHANKAL & ASSOCIATES

Sachin Kumar Jhankal, Scrutinizer  
Practising Company Secretary  
ACS No: 16615  
CP No: 19755  
UDIN: A016615G003363871

Countersigned by Mr. Sridhar S.,  
Group Company Secretary, Legal &  
Compliance Officer  
Narayana Hrudayalaya Limited

Date: 19.01.2026

Place: Bengaluru

# SACHIN JHANKAL & ASSOCIATES

Company Secretaries

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## FORM NO. MGT-13

### SCRUTINIZER'S REPORT ON REMOTE E-VOTING & E-VOTING

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

**Mr. Murali Ananthasivan, Advocate,**

The Hon'ble Chairperson appointed by the Hon'ble National Company Law Tribunal, Bengaluru Bench ("NCLT" or "Tribunal") for convening the meeting of Secured Creditors of Narayana Hrudayalaya Limited (Applicant Company No. 2/ Transferee Company).

**Narayana Hrudayalaya Limited**

Registered office: No.258/A, Bommasandra Industrial Area,  
Anekal Taluk, Bangalore, Karnataka, India - 560099.

Dear Sir,

**Sub: Scrutinizer's Report on the results of voting at Meeting of Secured Creditors of Narayana Hrudayalaya Limited ("Transferee Company/Applicant Company No. 2"/"Company") held on Monday, January 19, 2026 at 02.00 P.M. (IST) through Video Conferencing/Other Audio Visual Means, pursuant to directions of the Hon'ble National Company Law Tribunal ("NCLT"), Bengaluru Bench, vide order dated December 2, 2025.**

I, Sachin Kumar Jhankal, Practising Company Secretary, having address at 905, 9<sup>th</sup> Floor, Barton Centre, M.G. Road, Bangalore - 560001, duly appointed as Scrutinizer by Hon'ble NCLT vide order dated December 2, 2025 for the Meeting of Secured Creditors of the Company for the purpose of scrutinizing the e-voting held prior to the Meeting of Secured Creditors ('remote e-voting') and electronic voting ('e-voting') at the Meeting of Secured Creditors held on Monday, January 19, 2026 at 02:00 P.M. (IST) held through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), pursuant to Sections 108 of the Companies Act, 2013 (the Act), read with Rules 20 of the Companies (Management & Administration) Rules, 2014 (the Rules) as amended from time to time and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) hereby furnish my Report to you:

Office: #905, 9<sup>th</sup> Floor, Barton Center M G Road Bengaluru 560001 Karnataka India

  
SACHIN JHANKAL & ASSOCIATES  
Page 1

# SACHIN JHANKAL & ASSOCIATES

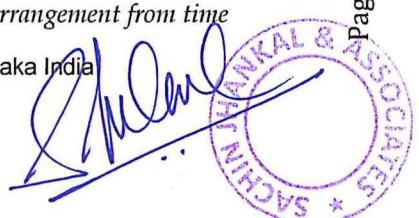
Company Secretaries

[sachinjhankal@gmail.com](mailto:sachinjhankal@gmail.com), [sachinjhankal@sjaorg.com](mailto:sachinjhankal@sjaorg.com)  
+91-8700216731

1. I have been appointed as the scrutinizer to scrutinize the voting process at the said NCLT convened Meeting of Secured Creditors of the Company held virtually for the purpose of considering the Scheme of Arrangement of Meridian Medical Research & Hospital Ltd. (Applicant Company No.1/Transferor Company) With Narayana Hrudayalaya Limited (Applicant Company No.2/Transferee Company) and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Act ("Scheme").
2. The notices of Meeting of Secured Creditors as confirmed by the Company were sent to the Secured Creditors in respect of the below mentioned resolution passed at the Meeting of Secured Creditors of the Company:
  - a. through electronic mode to those Secured Creditors whose email addresses are registered with the Company on **December 17, 2025**.
3. The Company has also published notice of the meeting of the Secured Creditors of the Company in "**Business Standard**" (English) and "**Kannada Prabha**" (Kannada) on **December 17, 2025**.
4. The notice of the Meeting along with the statement setting out material facts under Section 230(3) read with Section 102 and other applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") in respect of the below mentioned resolution proposed at the Meeting of Secured Creditors:

*"RESOLVED THAT in accordance with the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the rules including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, circulars and notifications made thereunder and the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), read with the Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023. issued by the SEBI and other circulars/guidelines issued by SEBI as may be applicable to the scheme of arrangement from time*

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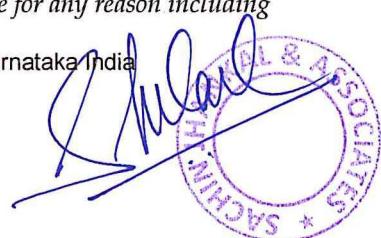
Company Secretaries

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to time, the observation letters dated June 23, 2025 and June 24, 2025 issued by BSE Limited and National Stock Exchange of India Limited respectively and other relevant provisions of the Income-tax Act, 1961 and rules made thereunder and all other provisions of the applicable laws, or any amendments thereto or modifications thereof, the Memorandum and Articles of Association of the Company, and subject to the approval of the Hon'ble NCLT and such other approvals as may be necessary or as may be directed by the Hon'ble NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of arrangement of Meridian Medical Research & Hospital Ltd. (Applicant Company No.1/Transferor Company) and Narayana Hrudayalaya Limited (Applicant Company No.2/Transferee Company) and their respective shareholders & creditors ("Scheme") be and is hereby approved.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts, transfer/vesting of such assets and liabilities as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalise the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon the sanction of the Scheme by, amongst others, the NCLT and/or SEBI and/or any other regulatory/government authorities, to implement and to make the Scheme effective, without any further approval of the Board or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including

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# SACHIN JHANKAL & ASSOCIATES

Company Secretaries

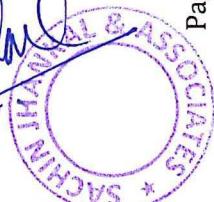
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*in case any changes and/or modifications are suggested/ required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder and/or creditor of the Company, the SEBI, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc. (including any alterations or modifications in the documents executed or to be executed), as may be required from time to time in connection with the Scheme.*

5. The e-voting facility both for remote e-voting and e-voting at the Meeting of Secured Creditors were provided by National Securities Depository Limited ("NSDL").
6. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting was kept open for three days from 9.00 A.M. (IST) on January 16, 2026 and ended at 05.00 P.M. (IST) on January 19, 2026. Secured Creditors were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform.
7. The Creditors present at the Meeting of Secured Creditors through VC/OAVM voted through Remote e-voting facility provided by NSDL and none of the Secured Creditors present voted through e-voting facility at the Meeting provided by NSDL at the Meeting of Secured Creditors.
8. The Secured Creditors as on the "cut-off date" i.e., July 31, 2025 were entitled to vote on the Resolution proposed in the Notice calling the Meeting of Secured Creditors.
9. After the conclusion of e-voting at the Meeting of Secured Creditors, the votes cast through remote e-voting and e-voting at the Meeting of Secured Creditors was unblocked on 19<sup>th</sup> January 2026 at 2:17 P.M. (IST) in the presence of two witnesses as detailed below, who are not in the employment of the Company, as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended. Thereafter, the votes so obtained were verified and counted. The said witnesses have signed the box provided below in confirmation of their presence:

Office: #905, 9<sup>th</sup> Floor, Barton Center M G Road Bengaluru 560001 Karnataka India

  
  
Page 4

# SACHIN JHANKAL & ASSOCIATES

Company Secretaries

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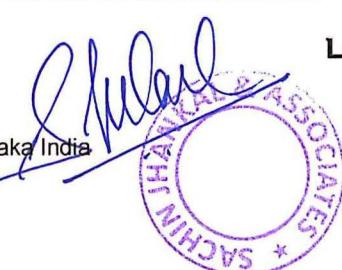
Sl. No.	Names of witnesses	Signatures
1.	Anupama Y S	
2.	Laya Jeksani	

10. Thereafter, the details containing *inter alia*, the list of the Secured Creditors, who voted "for" or "against" each of the resolution that were put to vote, were derived from the report generated from the e-voting portal of NSDL at <https://www.evoting.nsdl.com/> and based on such reports.
11. In the absence of any quorum specified in Companies Act, 2013 for the meeting of Secured Creditors, the Minimum quorum for the said meeting was considered as 2 (Two) Secured Creditors being present in the meeting, as per Section 103 of the Companies Act, 2013. The meeting was attended by 2 Secured Creditors through VC/OAVM. Since the said quorum was present, the Meeting of Secured Creditors was duly called to order.
12. Based on the report generated from the e-voting portal of NSDL the results of the remote e-voting and e-voting at Meeting of Secured Creditors are as under:

Particulars	No. of votes contained in						Percentag e on Valid votes	
	Remote e-voting		e-voting at the Meeting of Secured Creditors ('SC') (Instapoll)		Total			
	No of SC voted	No. of Votes cast (Value)	No of SC voted	No. of Votes cast (Value)	No of SC voted	No. of Votes cast (Value)		
Assent	3	4,61,20,00,000	NIL	NIL	3	4,61,20,00,000	100%	
Dissent	0	0	NIL	NIL	0	0	0%	
<b>Total</b>	<b>3</b>	<b>4,61,20,00,000</b>	<b>NIL</b>	<b>NIL</b>	<b>3</b>	<b>4,61,20,00,000</b>	<b>100%</b>	

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Page 5



# SACHIN JHANKAL & ASSOCIATES

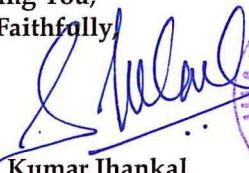
Company Secretaries

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+91-8700216731



13. Based on the foregoing, the Resolution as proposed in the Notice of the NCLT Convened Meeting shall be deemed to have been approved on the date of the NCLT Convened Meeting of Secured Creditors of the Company, i.e., January 19, 2026, subject to fulfilment of the following condition, i.e., at the meeting held, majority of Secured Creditors exercising voting rights representing three-fourths in value and voting in favour through remote e-voting or by way of e-voting at the meeting. Upon satisfaction of the aforesaid condition, the Chairman may accordingly declare the result of the Meeting of Secured Creditors.
14. The electronic data and all other relevant records relating to remote e-voting and e-voting at the meeting of Secured Creditors were handed over to the Company Secretary of the Company for safe keeping.

Thanking You,  
Yours Faithfully,

  
Sachin Kumar Jhankal  
Practising Company Secretary  
ACS No: 16615  
CP No: 19755  
UDIN: A016615G003363937



Date: 19.01.2026

Place: Bengaluru

Countersigned by Mr. Sridhar S.,  
Group Company Secretary, Legal &  
Compliance Officer  
Narayana Hrudayalaya Limited

# SACHIN JHANKAL & ASSOCIATES

Company Secretaries

[sachinjhankal@gmail.com](mailto:sachinjhankal@gmail.com), [sachinjhankal@sjaorg.com](mailto:sachinjhankal@sjaorg.com)  
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## FORM NO. MGT-13

### SCRUTINIZER'S REPORT ON REMOTE E-VOTING & E-VOTING

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

**Mr. Murali Ananthasivan, Advocate,**

The Hon'ble Chairperson appointed by the Hon'ble National Company Law Tribunal, Bengaluru Bench ("NCLT" or "Tribunal") for convening the meeting of Unsecured Loan Creditors of Narayana Hrudayalaya Limited (Applicant Company No. 2/ Transferee Company).

**Narayana Hrudayalaya Limited**

Registered office: No.258/A, Bommasandra Industrial Area,  
Anekal Taluk, Bangalore, Karnataka, India - 560099.

Dear Sir,

**Sub: Scrutinizer's Report on the results of voting at Meeting of Unsecured Loan Creditors of Narayana Hrudayalaya Limited ("Transferee Company/Applicant Company No. 2"/"Company") held on Monday, January 19, 2026 at 03.00 P.M. (IST) through Video Conferencing/Other Audio Visual Means, pursuant to directions of the Hon'ble National Company Law Tribunal ("NCLT"), Bengaluru Bench, vide order dated December 2, 2025.**

I, **Sachin Kumar Jhankal**, Practising Company Secretary, having address at 905, 9<sup>th</sup> Floor, Barton Centre, M.G. Road, Bangalore - 560001, duly appointed as Scrutinizer by Hon'ble NCLT vide order dated **December 2, 2025** for the Meeting of Unsecured Loan Creditors of the Company for the purpose of scrutinizing the e-voting held prior to the Meeting of Unsecured Loan Creditors ('remote e-voting') and electronic voting ('e-voting') at the Meeting of Unsecured Loan Creditors held on **Monday, January 19, 2026** at 03:00 P.M. (IST) held through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), pursuant to Sections 108 of the Companies Act, 2013 (the Act), read with Rules 20 of the Companies (Management & Administration) Rules, 2014 (the Rules) as amended from time to time and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) hereby furnish my Report to you:

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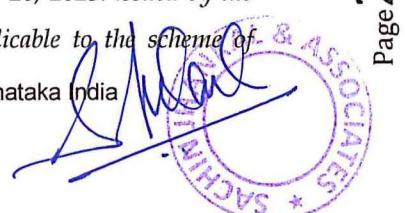
# SACHIN JHANKAL & ASSOCIATES

## Company Secretaries

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1. I have been appointed as the scrutinizer to scrutinize the voting process at the said NCLT convened Meeting of Unsecured Loan Creditors of the Company held virtually for the purpose of considering the Scheme of Arrangement of Meridian Medical Research & Hospital Ltd. (Applicant Company No.1/Transferor Company) With Narayana Hrudayalaya Limited (Applicant Company No.2/Transferee Company) and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Act ("Scheme").
2. The notices of Meeting of Unsecured Loan Creditors as confirmed by the Company were sent to the Unsecured Loan Creditors in respect of the below mentioned resolution passed at the Meeting of Unsecured Loan Creditors of the Company:
  - a. through electronic mode to those Unsecured Loan Creditors whose email addresses are registered with the Company/Depositories on **December 18, 2025**.
3. The Company has also published notice of the meeting of the Unsecured Loan Creditors of the Company in "**Business Standard**" (English) and "**Kannada Prabha**" (Kannada) on **December 17, 2025**.
4. The notice of the Meeting along with the statement setting out material facts under Section 230(3) read with Section 102 and other applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") in respect of the below mentioned resolution proposed at the Meeting of Unsecured Loan Creditors:

*"RESOLVED THAT in accordance with the provisions of Sections 230 to 232 read with and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the rules including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, circulars and notifications made thereunder and the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), read with the Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023. issued by the SEBI and other circulars/guidelines issued by SEBI as may be applicable to the scheme of Office: #905, 9<sup>th</sup> Floor, Barton Center M G Road Bengaluru 560001 Karnataka India*

Page 2

# SACHIN JHANKAL & ASSOCIATES

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*arrangement from time to time, the observation letters dated June 23, 2025 and June 24, 2025 issued by BSE Limited and National Stock Exchange of India Limited respectively and other relevant provisions of the Income-tax Act, 1961 and rules made thereunder and all other provisions of the applicable laws, or any amendments thereto or modifications thereof, the Memorandum and Articles of Association of the Company, and subject to the approval of the Hon'ble NCLT and such other approvals as may be necessary or as may be directed by the Hon'ble NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of arrangement of Meridian Medical Research & Hospital Ltd. (Applicant Company No.1/Transferor Company) and Narayana Hrudayalaya Limited (Applicant Company No.2/Transferee Company) and their respective shareholders & creditors ("Scheme") be and is hereby approved.*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts, transfer/vesting of such assets and liabilities as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalise the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon the sanction of the Scheme by, amongst others, the NCLT and/or SEBI and/or any other regulatory/government authorities, to implement and to make the Scheme effective, without any further approval of the Board or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including

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Page 3



# SACHIN JHANKAL & ASSOCIATES

Company Secretaries

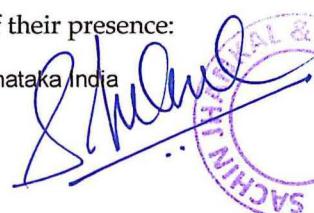
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*in case any changes and/or modifications are suggested/ required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder and/or creditor of the Company, the SEBI, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc. (including any alterations or modifications in the documents executed or to be executed), as may be required from time to time in connection with the Scheme."*

5. The e-voting facility both for remote e-voting and e-voting at the Meeting of Unsecured Loan Creditors were provided by National Securities Depository Limited ("NSDL").
6. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting was kept open for three days from 9.00 A.M. (IST) on January 16, 2026, and ended at 05.00 P.M. (IST) on January 18, 2026. Unsecured Loan Creditors were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform.
7. The Creditors present at the Meeting of Unsecured Loan Creditors through VC/OAVM voted through Remote e-voting facility provided by NSDL and none of the Unsecured Loan Creditors present voted through e-voting facility at the Meeting provided by NSDL at the Meeting of Unsecured Loan Creditors.
8. The Unsecured Loan Creditors as on the "cut-off date" i.e., August 1, 2025 were entitled to vote on the Resolution proposed in the Notice calling the Meeting of Unsecured Loan Creditors.
9. After the conclusion of e-voting at the Meeting of Unsecured Loan Creditors, the votes cast through remote e-voting and e-voting at the Meeting of Unsecured Loan Creditors was unblocked on 19<sup>th</sup> January, 2026 at 3:18 P.M. (IST) in the presence of two witnesses as detailed below, who are not in the employment of the Company, as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended. Thereafter, the votes so obtained were verified and counted. The said witnesses have signed the box provided below in confirmation of their presence:

Office: #905, 9<sup>th</sup> Floor, Barton Center M G Road Bengaluru 560001 Karnataka India



Page 4



# SACHIN JHANKAL & ASSOCIATES

Company Secretaries

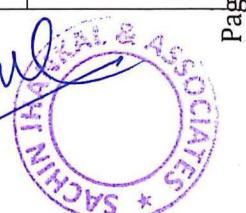
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Sl. No.	Names of witnesses	Signatures
1.	Anupama Y S	
2.	Laya Jeksani	

10. Thereafter, the details containing *inter alia*, the list of the Unsecured Loan Creditors, who voted "for" or "against" each of the resolution that were put to vote, were derived from the report generated from the e-voting portal of NSDL at <https://www.evoting.nsdl.com/> and based on such reports.
11. In the absence of any quorum specified in Companies Act, 2013 for the meeting of Unsecured Loan Creditors, the Minimum quorum for the said meeting was considered as 2 (Two) Unsecured Loan Creditors being present in the meeting, as per Section 103 of the Companies Act, 2013. The meeting was attended by 4 Unsecured Loan Creditors through VC/OAVM. Since the said quorum was present, the Meeting of Unsecured Loan Creditors was duly called to order.
12. Based on the report generated from the e-voting portal of NSDL the results of the remote e-voting and e-voting at Meeting of Unsecured Loan Creditors are as under:

Particulars	No. of votes contained in						Percentage on Valid votes	
	Remote e-voting		e-voting at the Meeting of Unsecured Loan Creditors (ULC) (Instapoll)		Total			
	No of ULC voted	No. of Votes cast (Number of Debentures)	No of ULC voted	No. of Votes cast (Number of Debentures)	No of ULC voted	No. of Votes cast (Number of Debentures)		
Assent	11	67,500	NIL	NIL	11	67,500	100%	

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Company Secretaries

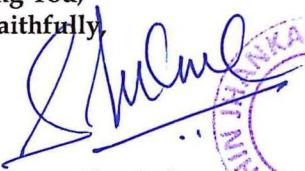
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Dissent	0	0	NIL	NIL	0	0	0%
<b>Total</b>	<b>11</b>	<b>67,500</b>	<b>NIL</b>	<b>NIL</b>	<b>11</b>	<b>67,500</b>	<b>100%</b>

13. Based on the foregoing, the Resolution as proposed in the Notice of the NCLT Convened Meeting shall be deemed to have been approved on the date of the NCLT Convened Meeting of Unsecured Loan Creditors of the Company, i.e., January 19, 2026, subject to fulfilment of the following condition, i.e., at the meeting held, majority of Unsecured Loan Creditors exercising voting rights representing three-fourths in value and voting in favour through remote e-voting or by way of e-voting at the meeting. Upon satisfaction of the aforesaid condition, the Chairman may accordingly declare the result of the Meeting of Unsecured Loan Creditors.

14. The electronic data and all other relevant records relating to remote e-voting and e-voting at the meeting of Unsecured Loan Creditors were handed over to the Company Secretary of the Company for safe keeping.

Thanking You,  
Yours Faithfully,


Sachin Kumar Jhankal  
Practising Company Secretary  
ACS No: 16615  
CP No: 19755  
UDIN: A016615G003364476

Date: 19.01.2026

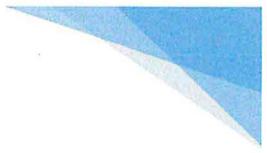
Place: Bengaluru

Countersigned by Mr. Sridhar S.,  
Group Company Secretary, Legal &  
Compliance Officer  
Narayana Hrudayalaya Limited

# SACHIN JHANKAL & ASSOCIATES

Company Secretaries

[sachinjhankal@gmail.com](mailto:sachinjhankal@gmail.com), [sachinjhankal@sjaorg.com](mailto:sachinjhankal@sjaorg.com)  
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## FORM NO. MGT-13

### SCRUTINIZER'S REPORT ON REMOTE E-VOTING & E-VOTING

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

**Mr. Murali Ananthasivan, Advocate,**

The Hon'ble Chairperson appointed by the Hon'ble National Company Law Tribunal, Bengaluru Bench ("NCLT" or "Tribunal") for convening the meeting of Unsecured Trade Creditors of Narayana Hrudayalaya Limited (Applicant Company No. 2/ Transferee Company).

**Narayana Hrudayalaya Limited**

Registered office: No.258/A, Bommasandra Industrial Area,  
Anekal Taluk, Bangalore, Karnataka, India – 560099.

Dear Sir,

**Sub: Scrutinizer's Report on the results of voting at Meeting of Unsecured Trade Creditors of Narayana Hrudayalaya Limited ("Transferee Company/Applicant Company No. 2"/"Company") held on Monday, January 19, 2026 at 04.00 P.M. (IST) through Video Conferencing/Other Audio Visual Means, pursuant to directions of the Hon'ble National Company Law Tribunal ("NCLT"), Bengaluru Bench, vide order dated December 2, 2025.**

I, Sachin Kumar Jhankal, Practising Company Secretary, having address at 905, 9<sup>th</sup> Floor, Barton Centre, M.G. Road, Bangalore – 560001, duly appointed as Scrutinizer by Hon'ble NCLT vide order dated December 2, 2025 for the Meeting of Unsecured Trade Creditors of the Company for the purpose of scrutinizing the e-voting held prior to the Meeting of Unsecured Trade Creditors ('remote e-voting') and electronic voting ('e-voting') at the Meeting of Unsecured Trade Creditors held on Monday, January 19, 2026 at 04:00 P.M. (IST) held through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), pursuant to Sections 108 of the Companies Act, 2013 (the Act), read with Rules 20 of the Companies (Management & Administration) Rules, 2014 (the Rules) as amended from time to time and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) hereby furnish my Report to you:

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1. I have been appointed as the scrutinizer to scrutinize the voting process at the said NCLT convened Meeting of Unsecured Trade Creditors of the Company held virtually for the purpose of considering the Scheme of Arrangement of Meridian Medical Research & Hospital Ltd. (Applicant Company No.1/Transferor Company) With Narayana Hrudayalaya Limited (Applicant Company No.2/Transferee Company) and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Act ("Scheme").
2. The notices of Meeting of Unsecured Trade Creditors as confirmed by the Company were sent to the Unsecured Trade Creditors in respect of the below mentioned resolution passed at the Meeting of Unsecured Trade Creditors of the Company:
  - a. through electronic mode to those Unsecured Trade Creditors whose email addresses are registered with the Company on December 17, 2025.
  - b. through courier to those Unsecured Trade Creditors whose email addresses are not registered on December 17, 2025 and December 18, 2025.
3. The Company has also published notice of the meeting of the Unsecured Trade Creditors of the Company in "Business Standard" (English) and "Kannada Prabha" (Kannada) on **December 17, 2025**.
4. The notice of the Meeting along with the statement setting out material facts under Section 230(3) read with Section 102 and other applicable provisions of the Companies Act, 2013 in respect of the below mentioned resolution proposed at the Meeting of Unsecured Trade Creditors:

*"RESOLVED THAT in accordance with the provisions of Sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the rules including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, circulars and notifications made thereunder and the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), read with the Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 issued by the SEBI and other circulars/guidelines issued by SEBI as may be applicable to the scheme of arrangement from time*

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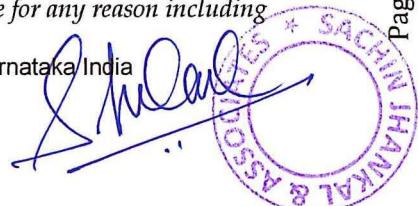
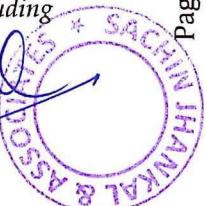
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*to time, the observation letters dated June 23, 2025 and June 24, 2025 issued by BSE Limited and National Stock Exchange of India Limited respectively and other relevant provisions of the Income-tax Act, 1961 and rules made thereunder and all other provisions of the applicable laws, or any amendments thereto or modifications thereof, the Memorandum and Articles of Association of the Company, and subject to the approval of the Hon'ble NCLT and such other approvals as may be necessary or as may be directed by the Hon'ble NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of arrangement of Meridian Medical Research & Hospital Ltd. (Applicant Company No. 1/ Transferor Company) and Narayana Hrudayalaya Limited (Applicant Company No. 2/ Transferee Company) and their respective shareholders & creditors ("Scheme") be and is hereby approved.*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts, transfer/vesting of such assets and liabilities as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalise the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon the sanction of the Scheme by, amongst others, the NCLT and/or SEBI and/or any other regulatory/government authorities, to implement and to make the Scheme effective, without any further approval of the Board or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including

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*in case any changes and/or modifications are suggested/ required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder and/or creditor of the Company, the SEBI, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc. (including any alterations or modifications in the documents executed or to be executed), as may be required from time to time in connection with the Scheme."*

5. The e-voting facility both for remote e-voting and e-voting at the Meeting of Unsecured Trade Creditors were provided by National Securities Depository Limited ("NSDL").
6. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting was kept open for three days from 9.00 A.M. (IST) on January 16, 2026, and ended at 05.00 P.M. (IST) on January 18, 2026. Unsecured Trade Creditors were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform.
7. The Creditors present at the Meeting of Unsecured Trade Creditors through VC/OAVM voted through Remote e-voting facility provided by NSDL and none of the Unsecured Trade Creditors present voted through e-voting facility at the Meeting provided by NSDL at the Meeting of Unsecured Trade Creditors.
8. The Unsecured Trade Creditors as on the "cut-off date" i.e., July 31, 2025, were entitled to vote on the Resolution proposed in the Notice calling the Meeting of Unsecured Trade Creditors.
9. After the conclusion of e-voting at the Meeting of Unsecured Trade Creditors, the votes cast through remote e-voting and e-voting at the Meeting of Unsecured Trade Creditors was unblocked on 19<sup>th</sup> January 2026 at 4.18 P.M. (IST) in the presence of two witnesses as detailed below, who are not in the employment of the Company, as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended. Thereafter, the votes so obtained were verified and counted. The said witnesses have signed the box provided below in confirmation of their presence:

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Sl. No.	Names of witnesses	Signatures
1.	Anupama Y S	
2.	Laya Jeksani	

10. Thereafter, the details containing *inter alia*, the list of the Unsecured Trade Creditors, who voted "for" or "against" each of the resolution that were put to vote, were derived from the report generated from the e-voting portal of NSDL at <https://www.evoting.nsdl.com/> and based on such reports.
11. In the absence of any quorum specified in Companies Act, 2013 for the meeting of Unsecured Trade Creditors, the Minimum quorum for the said meeting was considered as 2 (Two) Unsecured Trade Creditors being present in the meeting, as per Section 103 of the Companies Act, 2013. The meeting was attended by 12 Unsecured Trade Creditors through VC/OAVM. Since the said quorum was present, the Meeting of Unsecured Trade Creditors was duly called to order.
12. Based on the report generated from the e-voting portal of NSDL the results of the remote e-voting and e-voting at Meeting of Unsecured Trade Creditors are as under:

Particulars	No. of votes contained in						Percentage on Valid votes	
	Remote e-voting		e-voting at the Meeting of Unsecured Trade Creditors (UTC) (Instapoll)		Total			
	No of UTC voted	No. of Votes cast (Value)	No of UTC voted	No. of Votes cast (Value)	No of UTC vote d	No. of Votes cast (Value)		

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Assent	16	85,08,22,715	NIL	NIL	16	85,08,22,715	100%
Dissent	0	0	NIL	NIL	0	0	0%
<b>Total</b>	<b>16</b>	<b>85,08,22,715</b>	<b>NIL</b>	<b>NIL</b>	<b>16</b>	<b>85,08,22,715</b>	<b>100%</b>

13. Based on the foregoing, the Resolution as proposed in the Notice of the NCLT Convened Meeting shall be deemed to have been approved on the date of the NCLT Convened Meeting of Unsecured Trade Creditors of the Company, i.e., January 19, 2026, subject to fulfilment of the following condition, i.e., at the meeting held, majority of Unsecured Trade Creditors exercising voting rights representing three-fourths in value and voting in favour through remote e-voting or by way of e-voting at the meeting. Upon satisfaction of the aforesaid condition, the Chairman may accordingly declare the result of the Meeting of Unsecured Trade Creditors.

14. The electronic data and all other relevant records relating to remote e-voting and e-voting at the meeting of Unsecured Trade Creditors were handed over to the Company Secretary of the Company for safe keeping.

Thanking You,  
Yours Faithfully,

Sachin Kumar Jhankal  
Practising Company Secretary  
ACS No: 16615  
CP No: 19755  
UDIN: A016615G003365026

Date: 19.01.2026

Place: Bengaluru



Countersigned by Mr. Sridhar S.,  
Group Company Secretary, Legal &  
Compliance Officer  
Narayana Hrudayalaya Limited