



April 07, 2018

SHL/SEC/2018

Bombay Stock Exchange Limited
Listing Department,
1st Floor, New Trading Ring,
Rotunda Building,
Phiroze JeeJeeBhoy Towers, Dalal Street, Fort
Mumbai – 400 001.

Company Code: **537253**

Sub. : Corporate Governance Report (Part I & Part II)- Regulation 27(2).

Dear Sir,

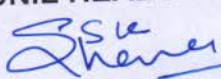

We are pleased to enclose herewith Corporate Governance Report (Part I & Part II) for the fourth quarter ended March 31, 2018 as required under Regulation 27(2) of the SEBI (LODR) Regulations, 2015.

You are requested to find the above in order and oblige us.

Thanking you,

Yours sincerely,

for **SUNIL HEALTHCARE LIMITED**



SANTOSH KUMAR SHARMA
COMPANY SECRETARY & COMPLIANCE OFFICER
F-6817
New Delhi

CC: Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata- 700 001.

Encl.: As above.

Sunil Healthcare Limited

Vijay Tower, 38E/252 - A, Shahpur Jat, Panchsheel Park Commercial Complex, New Delhi-110049

T: +91 11 49435555/00 F: +91 11 43850087 E-mail: info@sunilhealthcare.com Web.: www.sunilhealthcare.com

CIN No.: L24302DL1973PLC189662

Annexure I

Format to be submitted by listed entity on quarterly basis COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : Sunil Healthcare Limited
2. Quarter Ending : 31st March 2018

I. Composition of Board of Directors									
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson /Executive / Non-Executive/ independent/ Nominee)	Date of Appointment in the current term /cessation	Date of cessation	Tenure In (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee() including this listed entity	No of post of Chairpers on in Audit/ Stakeholder Committee held in listed entities including this listed entity
1	2	3	4	5	6	7	8	9	10
Mr.	Anil Khaitan	AFCPK7921H/00759951	Chairperson /Executive Director (Chairman cum Managing Director)	01.04.2017*	-	-	1	Nil	Nil
Mr.	Sanjay Kumar Kaushik	AFXPK4243F/00329013'	Non-Executive /Independent Director	27.09.2014	-	60 Month	2	2	Nil
Mr.	Ramesh Chandra Khurana	AAAPK3707C/00017354'	Non-Executive /Independent Director	27.09.2014	-	60 month	1		1
Mr.	Rakesh Mohan	AAAPM1773G/07352915	Non-Executive / Independent Director	11.11.2016	-	60** month Approx.	2	Nil	1
Mr.	Bharatur Parthasarathy Srinivasan	AYQPS6922H/02543837	Non-Executive Non -	31.01.2009	-	-	1	1	NIL

S.S.U

			Independent Director						
Dr.	Lata Singh	AASPS0111 N/06947846	Non-Executive Non Independent Director	13.08.2014	-	-	1	Nil	Nil

NOTE:-

- I. * Mr. Anil Khaitan was originally appointed as director of the Company as on 31.10.1984 and further re-appointed as the Chairman & Managing Director on 01.04.2017.
- II. **The Members of the Company in its 43rd AGM held on 26.09.2017, approved the appointment of Mr. Rakesh Mohan as Independent Director for 5 consecutive year w.e.f. 11.11.2016

II. Composition of Committees		
Name of Committee	Name of Committee Member	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Mr. R. C. Khurana	Chairperson , Non-Executive Independent Director
	Mr. B. P. Srinivasan	Member, Non-Executive & Non Independent Director
	Mr. Sanjay Kaushik	Member, Non-Executive Independent Director
2. Nomination and Remuneration Committee	Mr. Rakesh Mohan	Chairperson , Non-Executive Independent Director
	Mr. Sanjay Kaushik	Member, Non-Executive Independent Director
	Dr. Lata Singh	Member, Non-Executive Non Independent Director
3. Stakeholder Relationship Committee	Mr. Rakesh Mohan	Chairperson , Non-Executive Independent Director
	Mr. Sanjay Kaushik	Member, Non-Executive Independent Director
4. Corporate Social Responsibility Committee	Mr. Rakesh Mohan	Chairperson , Non-Executive Independent Director
	Mr. R C Khurana,	Member, Non-Executive Independent Director
	Dr. Lata Singh	Member, Non-Executive Non Independent Director
	Mr. B P Srinivasan	Member, Non-Executive Non Independent Director

Note:

Due to Death of Mr. S. N. Balasubramanian on 20.11.2017, The Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee were reconstituted with effect from February 12, 2018.



III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
23 rd November, 2017	February 12, 2018	80 Days

S. S. K.

IV. Meeting of Committee			
Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of quorum met (Details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee Meeting			
12 th February	Yes (3 out of 4*)	23 rd November, 2017	80 Days

*Mr. SN. Balasubramanian has died on November 20, 2017, the composition of Audit committee excluding him is 3.

V. Related Party Transaction	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

VI. Affirmations
<ol style="list-style-type: none"> 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes 2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> a. Audit Committee -Yes b. Nomination & Remuneration Committee-Yes c. Stakeholders Relationship Committee Yes d. Corporate Social Responsibility Committee-Yes e. Risk Management Committee (not applicable) 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. -Yes 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.-Yes 5. The report submitted in the previous quarter has been placed before Board of Directors. There were no comments /observations/advice of Board of Directors on the said report.-Yes
<p>FOR SUNIL HEALTHCARE LIMITED</p> <p> </p> <p>SANTOSH KUMAR SHARMA COMPANY SECRETARY & COMPLIANCE OFFICER</p>

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Not Applicable	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes (no written succession plan is in place, the vacancies are field as and when required either from Internal sources or hiring from outside the company.)
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes (Sitting fees paid to Non-Executive Directors)
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes



Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes (Omnibus approval obtained on February 12, 2018)
Approval for material related party transactions	23(4)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Not Applicable
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Not Applicable
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III Affirmations:

The company do not have any Indian subsidiary, however it has two foreign subsidiary, which are not material subsidiary of the Company. Accordingly the provisions of Corporate Governance relating to subsidiary are not applicable on the company. Although company had made the policy for determination of material subsidiary as per the requirement of SEBI (LODR) Regulation, 2015.

Name : SANTOSH KUMAR SHARMA
Designation : Company Secretary & Compliance Officer
Membership No. : F-6817

