



SHL/SEC/51ST AGM/2025

September 29, 2025

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

**The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata - 700 001 India**

Company Code: **537253**

Dear Sir/Ma'am,

Sub. : Proceedings of the 51st Annual General Meeting held on September 29, 2025 pursuant to Regulation 30 of the SEBI (LODR) Regulations 2015.

We wish to inform you that the 51st Annual General Meeting (AGM) of the Company held on the Monday, 29th day of September, 2025 through Video Conferencing, scheduled at 12.30 pm, was started at 12:45 p.m. and concluded at 01.04 p.m. and instavote portal was enabled for next 30 minutes from the conclusion of the AGM for those members, who could not vote through Remote E-voting Facility.

In this regard, please find enclosed herewith the Proceedings of the 51st AGM in compliance with Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take the same on your record.

The Results of remote e-voting and e-voting/insta poll during/at the AGM along with the Scrutinizer's Report will be submitted to you separately.

Thanking you,
Yours sincerely,
For SUNIL HEALTHCARE LIMITED

**SATYENDU PATTNAIK
COMPANY SECRETARY AND COMPLIANCE OFFICER
F-7736
New Delhi**

Encl. a/a

Sunil Healthcare Ltd.

38E/252-A, Vijay Tower, Opp Panchsheel Park Comm. Complex, New Delhi -110049

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

CIN No. : L24302DL1973PLC189662



PROCEEDINGS OF THE 51ST ANNUAL GENERAL MEETING OF THE MEMBERS OF SUNIL HEALTHCARE LTD. HELD ON MONDAY, THE 29TH SEPTEMBER, 2025, SCHEDULED AT 12:30 P.M./IST THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM) FOR WHICH REGISTERED OFFICE OF THE COMPANY AT 38E/252A, VIJAY TOWER, 3RD FLOOR, PANCHSHEEL COMMERCIAL COMPLEX, SHAHPUR JAT, NEW DELHI-110049, WAS DEEMED AS VENUE FOR THE AGM. THE MEETING WAS STARTED AT 12:45 P.M., and CONCLUDED AT 01.04 P.M. AND INSTAVOTE PORTAL WAS AVAILABLE FOR NEXT 30 MINUTES FROM THE CONCLUSION OF THE AGM FOR THOSE MEMBERS, WHO COULD NOT VOTE THROUGH REMOTE E-VOTING FACILITY

PRESENT THROUGH VIDEO CONFRENCING MODE

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| 1. | Mr. Anil Kumar Khaitan | Chairman of the meeting, attended AGM from Registered office of the Company at Delhi |
| 2. | Mr. Harish Pal Kumar | Independent Director and Chairman of the Audit Committee, attended AGM from his Office in Delhi |
| 3. | Mr. K.V. Rajan | Non-Executive Director and Chairman of the Stakeholder Relationship Committee attended AGM from his residence at Greater Noida, UP |
| 4. | Mr. Rakesh Mohan | Independent Director & Chairman of Nomination and Remuneration Committee attended AGM from his residence at New Delhi |
| 5. | Prof. (Mr.) Bejon Kumar Misra | Independent Director, attended AGM from Hyderabad |
| 6. | Mr Sanjay Kumar Kaushik | Non-Executive Director, attended AGM from his residence at Ratangarh, Rajasthan |

INVITEES

- | | | |
|----|--|---|
| 1. | Mr. Kahaan Khaitan | President, attended AGM from Registered office of the Company at New Delhi. |
| 2. | Mr. Tara Chand
Sharma, Partner of M/s.
ATCS and Associates | Secretarial Auditors & Scrutinizer, attended AGM from Jaipur |
| 3. | Mr. Pawan Rathi | CFO, attended AGM from Registered office of the Company at New Delhi. |

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IN ATTENDANCE

1. Mr. Satyendu Pattnaik

Company Secretary and Compliance Officer,
attended AGM from Registered office of the
Company at New Delhi.

The Company Secretary welcomed all the Members, Directors, Auditors and other dignitaries present in the meeting, and informed that he would be assisting to the Chairman of the Meeting for orderly conduct of the meeting.

The Company Secretary apprised that, General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated May 05, 2022, No. 10/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023 and No. 09/2024 dated September 19, 2024 (collectively referred to as the "**MCA Circulars**") and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62, dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India ("**SEBI Circulars**"), respectively permitted the Company for convening of Annual General Meeting (AGM) through video conferencing (VC)/ other audio visual means (OAVM), without physical presence of the members at a common venue.

In pursuance with the MCA Circulars, provisions of the Companies Act, 2013, SEBI Circulars, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 51st AGM of the company is being convened through VC/OAVM. The registered office of the company shall be deemed to be venue of the AGM.

Thereafter, roll call was checked by the Company Secretary of all the Directors, Statutory Auditors and other dignitaries present at the meeting.

Further, the Company Secretary apprised to the Members on key aspects of Video conferencing meeting, remote E-voting and Insta voting, which were as under:

1. Members attending the AGM through VC were counted as present for the purpose of quorum.
2. All Members who had joined the meeting were placed on mute mode to avoid any disturbance and to ensure an orderly conduct of the meeting.
3. Question & answer session would be conducted, kindly note that as intimated in the Notice of AGM, only those Members who have registered themselves as speakers till September 22, 2025, would be allowed to speak and raise questions. Speakers were allowed to speak for two minutes per Speaker to ensure an orderly conduct of the meeting.

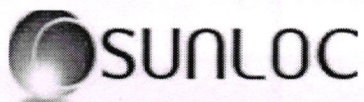
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4. All documents referred to in the Notice along with the Statutory Registers required for inspection during AGM were available for inspection by the members, who has requested to the Company.
5. The Company had provided remote e-voting facility through MUFG Intime India Private Limited, to eligible members starting from 9:00 am on September 26, 2025 to 5:00 pm on September 28, 2025. Members who have not casted their votes through remote e-voting facility and who were attending the meeting have an additional opportunity to cast their vote by electronic means through insta poll on all or any of the resolutions placed before the meeting. The insta poll portal for voting in the meeting was enabled until 30 minutes after the conclusion of this AGM.
6. M/s. ATCS & Associates, Peer Reviewed Practicing Company Secretaries, (ICSI Unique Identification No. P2017RJ063900), was appointed as the Scrutinizer by the Board in its meeting held on July 30, 2025, to scrutinize the votes cast at the meeting through Insta Vote and through remote e-voting and would submit his report. The Company would announce the voting result on resolutions after receipt of consolidated report from him within next 2 working days of the conclusion of the AGM.

Quorum of the Meeting

After checking the attendance of the members of the Company at the 51st AGM of the Company, from the dashboard of M/s. MUFG Intime India Private Limited, an E-voting and Video Conferencing Agency of the Company, Company Secretary of the Company confirmed that, the requisite quorum of members as required under the Companies Act, 2013 were present in the meeting. Since the requisite quorum of members were present in the AGM, the Chairman called the meeting to order.

Chairman of the Meeting

Mr. Anil Kumar Khaitan, Chairman and Managing Director of the meeting presided over the meeting and conducted the proceedings of the AGM.

Thereafter, he proceeded with the Annual General Meeting.

The Chairman welcomed all the members, Directors, Auditors and Company's officials present in the AGM.

The Chairman confirmed that he was satisfied that all efforts feasible under the circumstances have been made by the Company to enable the Members to participate and vote on the items being considered at this AGM.

With the permission of the members he took Notice of AGM as read.

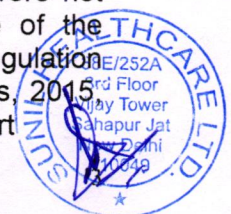
The Chairman apprised to the members that the Annual Report for FY 2024-25 was dispatched through email to all shareholders whose e-mail ids were registered with the Company as on August 29, 2025. For those shareholders whose e-mail ids were not available with the Company, the Annual Report was uploaded on website of the Company, the Stock Exchanges and our E-voting agency. Pursuant to Regulation 36(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the web-link, including the exact path where complete details of the Annual Report

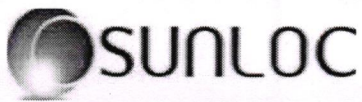
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(including the AGM Notice) for the Financial Year 2024-25 has been dispatched to those member(s) who have not registered their email address(es) either with the Company or with any Depository or Alankit Assignments Ltd., Registrar & Share Transfer Agent (RTA) of the Company. The Chairman also apprised to the Shareholders that physical copy of the Annual Report was not dispatched to shareholders of the Company, as per the permission granted by MCA and SEBI through its Circulars.

The Chairman informed to meeting that the Independent Auditors' Report on Standalone and Consolidated Financial Statements do not contain any qualification or adverse remark and Secretarial Audit Report which are circulated as part of the Annual Report, contain any observation or emphasis of matter is self-explanatory and does not require further explanation. The Chairman took the said Reports as read.

The Proceedings of the AGM was then handed over to the Chairman.

The Chairman then addressed the Members. He apprised the Members on the economic scenario, performance of the Company during the financial year 2024-25 ended March 31, 2025. He apprised the members of the Company that, during the year under review the challenges of inclement Raw material pricing, coupled with increase in foreign currency (US Dollar price), negative impact of war which was/is going on between Russia, Ukraine and other countries since long period of time, subdued demand are deterrent on the earnings of the Company, however, the company has taken various cost control measures to curb the cost, to increase the efficiency and productivity of the machines installed for manufacturing of empty hard capsules and make its product more qualitative, affordable and competitive.

During this challenging market condition/macro-economic challenges interalia with regard to recalibration of demand and supply, Inflation, higher input cost, i.e. raw material, power and finance cost, your Company has taken necessary steps during the FY 2024-25 and thereafter, which resulted in improvement in financial performance of the Company especially with regard to EBITDA, PBT and PAT.

The Management of the Company is committed to improve the performance in this financial year and coming years to achieve better production, sales and profit by using the optimum product mix, cost control measures and explore new avenue to achieve overall growth of the Company.

Thereafter, the Chairman, placed the business items mentioned in the Notice of AGM before the Meeting for consideration and adoption of members by Ordinary Resolution(s):

Ordinary Businesses

The following Ordinary businesses were taken up for consideration and approval by the members:

1. Resolution No.1 : Ordinary Resolution

To consider and adopt the audited annual financial statements i.e. the Balance Sheet, Profit & Loss Account and Cash Flow Statement (both standalone and

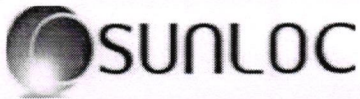
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consolidated) of the Company for the financial year ended 31st March, 2025 together with report of the Board of Directors and Auditors' thereon.

2. Resolution No.2 : Ordinary Resolution

To consider and approve the re-appointment of Sh. Krishna Venkatachalam Rajan, (DIN: 02777067) as Non- Executive Director, who retires by rotation, and, being eligible, offers himself, for re-appointment.

Special Business

The following Special business was taken up for consideration and approval by the members:

3. Resolution No.3 : Ordinary Resolution

To consider and approve the appointment of M/s ATCS & Associates, Peer Reviewed Practicing Company Secretaries, (ICSI Unique Identification No. P2017RJ063900) as Secretarial Auditors of the Company for a term of five consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30.

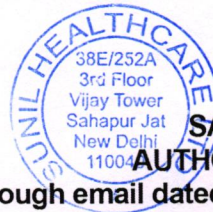
Further, the Chairman invited for question and answer session with the help of the Company Secretary and moderator.

The Company Secretary reported that the queries as raised by certain shareholders were addressed properly through mail and telephonic conversation. So, there are no such queries and requests from member speakers, hence the Chairman was requested to proceed the meeting.

Vote of Thanks:

There being no other business to transact, the Chairman formally concluded the meeting at 01.04 p.m. and expressed heartfelt thanks to all members, fellow Directors, Auditors and Company Officials for attending and participating the AGM through video conferencing.

The Company Secretary informed to the Members that Insta vote portal would be opened for next 30 minutes to those members for e-voting, who could not participate in Remote e-voting process and expressed his heartfelt thanks to everyone, who were participated in the AGM.



SATYENDU PATNAIK
AUTHORISED SIGNATORY

Authorized by the Chairman through email dated September 29, 2025

Date: 29.09.2025

Place: Delhi

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