



SHL/SEC/49<sup>th</sup> AGM/2023

September 27, 2023

The Bombay Stock Exchange Limited  
Listing Department,  
1<sup>st</sup> 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'm,

Sub. : Proceedings of the 49<sup>th</sup> Annual General Meeting held on September 27, 2023 pursuant to Regulation 30 of the SEBI (LODR) Regulations 2015.

We wish to inform you that the 49<sup>th</sup> Annual General Meeting (AGM) of the Company held on the Wednesday, 27<sup>th</sup> day of September, 2023 through Video Conferencing, scheduled at 12.30 pm, was started at 12:36 p.m. and concluded at 12.54 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 49<sup>th</sup> 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 Limited

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

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CIN No.: L24302DL1973PLC189662

PROCEEDINGS OF THE 49<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SUNIL HEALTHCARE LTD. HELD ON WEDNESDAY, THE 27<sup>TH</sup> SEPTEMBER, 2023, 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 12:36 P.M., CONCLUDED AT 12:54 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 CONFERENCING MODE**

1. Mr. Anil Kumar Khaitan
2. Mr. Harish Pal Kumar
3. Mr. K.V. Rajan
4. Mr. Rakesh Mohan
5. Mrs. Mudita Chaturvedi
6. Mr Sanjay Kumar Kaushik

Chairman of the meeting, attended AGM from Office of the Company at Alwar, Rajasthan

Independent Director and Chairman of the Audit Committee, attended AGM from his Office in Delhi

Non-Executive Director and Chairman of the Stakeholder Relationship Committee attended meeting from his residence in New Delhi

Independent Director & Chairman of Nomination and Remuneration Committee attended meeting from his residence in New Delhi

Independent Director, attended AGM from her residence in New Delhi

Non-Executive Director, attended AGM from his residence at Kolkata



**INVITEES**

- |                           |  |
|---------------------------|--|
| 1. Mr. Ishan Khaitan      | President, attended AGM from his residence in New Delhi                        |
| 2. Mr. Kahaan Khaitan     | President, attended AGM from his residence in New Delhi                        |
| 3. Mr. Bimal Sipani       | Partner, M/s. Singhi & Co., Statutory Auditors, attended AGM from Noida Office |
| 4. Mr. Tara Chand Sharma, | Secretarial Auditors & Scrutinizer, attended AGM from Jaipur                   |
| 5. Mr. Pawan Rathi        | CFO, attended AGM from Registered office of the Company at New Delhi.          |

**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 April 8, 2020, 17/2020 dated April, 13, 2020, 20/2020 dated May, 05, 2020, 02/2021 dated January, 13, 2021 and subsequent circulars issued in this regard, the latest being 2/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (MCA) and circular nos. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May, 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circulars, the 49<sup>th</sup> AGM of the company convened through VC/OAVM. The registered office of the company was deemed as the venue of the AGM.

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

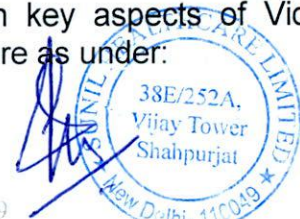
Further, the Company Secretary apprised to the Members on key aspects of Video conferencing meeting, remote E-voting and Insta voting, which were as under:

**Sunil Healthcare Ltd.**

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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 20, 2023, 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.
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 Linkintime India Private Limited, to eligible members starting from 9:00 am on September 24, 2023 to 5:00 pm on September 26, 2023. 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. Mr. Tara Chand Sharma, Practicing Company Secretaries was appointed as the Scrutinizer by the Board in its meeting held on August 11, 2023, 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 49<sup>th</sup> AGM of the Company, from the dashboard of M/s. Linkintime 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 2022-23 was dispatched through email to all shareholders whose e-mail ids were registered with the Company as on August 25, 2023. 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. 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 and Secretarial Audit Report which were circulated as part of the Annual Report, do not contain any qualification or adverse remark. With permission of the members, The Chairman took the said Reports as read.

The Proceeding 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 2022-23 ended March 31, 2023 and impact of Covid-19 Pandemic since the close of FY 20 till the beginning of financial year 2023 in different phases in India and in most part of world, which caused much loss of life and economy. But Post-Covid situation improved, people have improved their immunity and taking care of the situation with the grace of God. Further, Post-Covid, challenges of inclement Raw material pricing, coupled with increase in logistics cost due to increase in fuel price, inflation, demand side uncertainty is a deterrent on the earnings of the Company, however, the company has taken various steps to curb the cost 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 so many steps during the FY 2022-23 and thereafter, which will definitely result in improvement of performance in coming financial years. The Management of the Company is committed to improve the performance in the 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 consolidated) of the Company for the financial year ended 31st March, 2023 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 Mr. Krishna Venkatachalam Rajan, (DIN: 02777067) as Non- Executive Director, who retires by rotation, and, being eligible, offers himself, for re-appointment

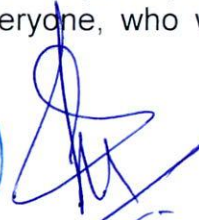
Further, the Chairman invited for question and answer session with the help of the Company Secretary and moderator.

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 12.54 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 PATTNAIK**  
**AUTHORISED SIGNATORY**

Authorized by the Chairman through email dated September 27, 2023

**Date: 27.09.2023**

**Place: Delhi**