

SHL/SEC/1st Postal Ballot-2022-23

June 20, 2022

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'm,

Sub. : Proceedings cum declaration of results alongwith Scrutinizer Report of the 1st Ballot of financial year 2022-23 completed on June 18, 2022 pursuant to Regulation 44(3) read with Regulation 30 of the SEBI (LODR) Regulations 2015.

Pursuant to Regulation 44(3) of the SEBI (LODR) Regulations 2015 read with circular no. CIR/CFD/CMD/8/2015 dt. November04, 2015, Circular Nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ('SEBI Circulars') and Section 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, the result of postal Ballot conducted through Remote E voting only, for obtaining approval of the shareholders/ Members by way of Special resolution as mentioned in the Notice of Postal Ballot dated May 06, 2022, is enclosed herewith along with the report of the Scrutinizer.

The Voting on postal ballot was done through Remote E-voting starting from 9:00 a.m. on May 20, 2022 and opened till 5:00 p.m. on June 18, 2022.

Mr. Santosh Kumar Sharma, Company Secretary was authorized by Mr. Anil Kumar Khaitan, Chairman of the Annual General Meeting of Company via email dated June 20, 2022 for receiving of Scrutinizer Report and declaration of result.

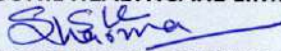
The resolution as mentioned in the Notice of Postal Ballot dated May 06, 2022 has been deemed to be approved and passed with requisite majority on June 18, 2022, which was last date for voting on postal ballot through Remote e-voting.

You are requested to take above informations in your record and oblige us.

Thanking you,

Yours sincerely,

For SUNIL HEALTHCARE LIMITED


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



Encl. 1. Proceeding of the 1st postal ballot cum voting results dated 20.06.2022 [Page 1 to 5]
2. Scrutinizer Report dated 20.06.2022 Page No. 6 onwards



PROCEEDINGS AND RESULTS OF THE 01ST/2022-23 EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF SUNIL HEALTHCARE LTD ON SATURDAY, THE 18TH DAY OF JUNE 2022 CONVENED THROUGH 01ST POSTAL BALLOT-REMOTE E-VOTING ONLY AT THE REGISTERED OFFICE AT 38E/252A, VIJAY TOWER, SHAHPUR JAT, NEW DELHI-110049.

Pursuant to provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015, Section 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of the Company Secretaries of India, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide 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 and 3/2022 dated May 05, 2022 (collectively referred to as the "MCA Circulars") and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ('SEBI Circulars'), and other applicable laws, rules and regulations, if any, the approval of the shareholders/Members through special resolution was sought by the postal ballot process.

The Notice of 1st Postal Ballot/2022-23 dated May 06, 2022 along with detailed annexures were sent to all the shareholders of the Company on 17.05.2022 through electronic mode only to those shareholders, who has registered their email id with RTA/Company for the proposal to approve **Re-appointment and payment of remuneration to Shri Anil Kumar Khaitan (DIN:-00759951) as Chairman & Managing Director of the Company** as Special Resolutions.

The remote e-voting facility on Postal Ballot for members was provided by Link Intime India Private Ltd.

The remote e-voting period was commenced on Friday, May 20, 2022 at 9:00 a.m.(IST) and ends on Saturday, June 18, 2022 at 5:00 p.m. (IST).

The Remote e-voting was blocked at 5:00 P.M. (IST) on Saturday, June 18, 2022 and the e-voting summary statement was downloaded from e-voting website of Link Intime India Private Ltd by the Scrutinizer.

The Company has appointed CS Tara Chand Sharma, Proprietor, M/s. Jain Sharma & Associates, Company Secretaries (FCS No.: 5749, COP 4078) having its office at O-10-11, 2nd Floor, Amber Tower, S.C. Road, Jaipur-302001, Rajasthan, as a Scrutinizer to receive, scrutinize and process the postal ballot process and the votes cast respect of the resolution set out in the Postal Ballot Notice dated May 06, 2022 in a fair and transparent manner. The Company has also complied the requirement of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015.

Sunil Healthcare Limited

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

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

CIN No.: L24302DL1973PLC189662



Result of Postal Ballot through Remote e-voting on the Special business as set out in the Postal Ballot Notice dated May 06, 2022

On the basis of the Scrutinizer's Report on Postal ballot process through remote e-voting dated June 20, 2022, the Authorized Signatory Mr. Santosh Kumar Sharma as authorized by Mr. Anil Kumar Khaitan, Chairman & Managing Director (DIN: 00759951, via email dated June 20, 2022, has today announced the results of the 01st Postal Ballot at the Registered Office of the Company, which were summarized as below:

Voting Results

Date of postal Ballot notice	May 06, 2022
Total number of shareholders on cutoff date/record date i.e. Friday, May 13, 2022	6789
Voting start date	Friday, May 20, 2022 at 9:00 a.m. (IST)
Voting end date	Saturday, June 18, 2022 at 5:00 p.m. (IST)
No. of shareholders who have voted through Postal Ballot through Remote e-voting:	100
- Promoters and Promoters Group	1
- Public	99
No. of Shareholders attended the meeting through Video Conferencing	
- Promoters and Promoters Group	Not Applicable
- Public	Not Applicable

Resolution no. 1. Re-appointment and payment of remuneration to Shri Anil Kumar Khaitan (DIN:-00759951) as Chairman & Managing Director of the Company.

Sunil Healthcare Ltd								
Resolution Required : (Special)			1. Re-appointment and payment of remuneration to Shri Anil Kumar Khaitan (DIN:-00759951) as Chairman & Managing Director of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={ [5]/[2]}*100
Promoter and Promoter	E-Voting	7540305	1327211	17.6016	1327211	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000

Group	Total		1327211	17.6016	1327211	0	100.000 0	0.0000
Public Institutions	E-Voting	10476	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	2703969	744581	27.5366	744284	297	99.9601	0.0399
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		744581	27.5366	744284	297	99.9601	0.0399
Total		10254750	2071792	20.2032	2071495	297	99.9857	0.0143

NOTE: NO INVALID VOTE CASTED IN POSTAL BALLOT PROCESS THROUGH REMOTE E-VOTING.

The aforesaid resolution was passed by requisite majority on June 18, 2022.

Special Resolution:-

- 1. Re-appointment and payment of remuneration to Shri Anil Kumar Khaitan (DIN:-00759951) as Chairman & Managing Director of the Company.**

“RESOLVED THAT pursuant to the provisions of section 196, 197 and 203 ,read with PART I and Para (A) of the Section II of the PART II of Schedule V of the Companies Act, 2013 and all other applicable provision, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), and recommendation of Nomination and Remuneration Committee and Board of Directors, the consent of the Shareholders/Members of the Company be and is hereby accorded for the re-appointment of Mr. Anil Kumar Khaitan (DIN:-00759951) as Chairman and Managing Director of the Company for a period of five years with effect from 01.04.2022 to 31.03.2027 at a remuneration to be paid to him for period of 3 years with effect from his reappointment 01.04.2022 to 31.03.2025 on the following terms and conditions:-

1. Emoluments:

Basic Salary: Rs 1,19,175/- (Rupees One Lacs Nineteen Thousand One Hundred Seventy Five only) per month to maximum in the range up to 3,30,000/- (Rupees three lakhs thirty thousand only) per month, as may be approved by the Board from time to time.

- 2. Bonus/Ex-Gratia-** Payable upto 20% of the Salary on an annualized basis.

Perquisites: In addition to salary, will be entitled to the following perquisites/benefits-

Part-A:

Housing.



Housing –1: The expenditure by the Company on hiring accommodation for him shall be subject to a Ceiling of 60% (sixty percent) of his salary over and above 10% (ten percent) payable by him.

Housing – II Where the Company does not provide accommodation to him, House Rent Allowance subject to the ceiling laid down in Housing –I, shall be paid to him.

Medical Benefits: Reimbursement of expenses actually incurred the total cost of which to the Company shall not exceed one month's salary in a year or three month's salary in a block of three years.

Leave Travel Concession: For him and his family, once in a year upto two months' salary shall be provided.

Personal Attendant: Reimbursement of expenses actually incurred, the total cost of which to the Company shall not exceed R 9,500/- (Rupee Nine Thousand Five Hundred Only) per month.

Part-B:

The Company's Contribution towards Provident Fund, Superannuation Fund or Annuity Fund: Such contribution to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

Gratuity:

Payable in accordance with the Gratuity Scheme of the Company, provided that this shall not exceed one-half month's salary for each completed year of his services with the Company, subject to a ceiling as per applicable Law.

Part-C:

Conveyance and Telephone: Free use of the Company's Car with Driver for the purpose of the Company's business and telephone facility at his residence, which shall not be considered as perquisites/benefits, but the use of car for private purpose and personal long distance calls on telephone shall be billed by the Company to him.

- 3. Earned/Privilege Leave:** He will also be entitled to earned/privilege leave on full pay and allowances, as per the rules of the Company, but not exceeding one month's leave for every eleven months' service under the Company.
- 4. Entertainment Expenses:** He will be entitled for entertainment expenses incurred by him in connection with the business of the Company as approved by the Board of Directors of the Company.
- 5. Termination:** Either party may terminate the appointment by giving three (3) months' notice in writing to the other, provided that the Company may in the alternative terminate the appointment by paying to Mr. Anil Khaitan three month's salary in lieu of



such notice.

Minimum remuneration in case of inadequate profits

In the absence or inadequacy of profits in any financial year, the remuneration as set out above shall be paid as minimum remuneration, provided however, that total remuneration by way of salary, allowances, perquisites and other benefits shall not exceed limit prescribed in proviso of Section II (A) of Part II of Schedule – V of the Companies Act, 2013 or such other limit as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT board of Directors of the Company be and is hereby authorized to take all such appropriate steps and to do all such acts, deeds and things to give effect to the above mentioned resolution.

RESOLVED FURTHER THAT the certified copy of this resolution duly certified by any of the Directors or the Chief Financial Officer or the Company Secretary be issued to the appropriate authorities”

Vote of thanks.

Thereafter, the proceeding of meeting through postal ballots conducted through remote e-voting were concluded with a vote of thanks.

S.K. Sharma
20/06/2022

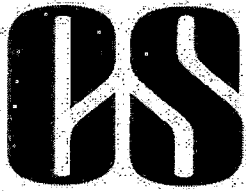
SANTOSH KUMAR SHARMA
AUTHORISED SIGNATORY

Authorized by the Chairman through email dated June 20, 2022

Date: 20.06.2022

Place: New Delhi





JAIN SHARMA & ASSOCIATES
COMPANY SECRETARIES

Insolvency Professional Registered Valuer
 (Securities or Financial Assets)

First Floor, A-2, Friends Colony, Near Ram

Mandir, Lal Kothi, Jaipur-302015 (Raj) Email: -

cstarachand@gmail.com

M. No. 9414078940

Report of Scrutinizer for voting through e-voting on Postal Ballot
[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of
the Companies (Management and Administration) Rules 2014]

To,
 Mr. Anil Kumar Khaitan,
 The Chairman & Managing Director
SUNIL HEALTHCARE LIMITED
 38E/252A, Vijay Tower, 3rd floor, Panchsheel Commercial Complex, Shahpur Jat, New Delhi-110049

Dear Sir,

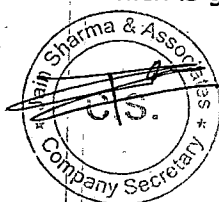
Scrutinizer report on Voting through e-voting for Postal Ballot in terms of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014

- A. Pursuant to the resolution passed by the Board of Directors of **SUNIL HEALTHCARE LIMITED** (hereinafter referred as "the Company") on May 06, 2022, I, CS Tara Chand Sharma, Proprietor, M/s. Jain Sharma & Associates, Company Secretaries having its office at First Floor, A-2, Friends Colony, Near Ram Mandir, Lal Kothi, Jaipur-302015 (Raj), have been appointed as a Scrutinizer to receive, scrutinize and process the postal ballot process and the votes cast respect of the resolution set out in the Postal Ballot Notice dated May 06, 2022 (hereinafter referred as "Notice").
- B. Member's approval was sought for approving the Special Business i.e. **Re-appointment and payment of remuneration to Shri Anil Kumar Khaitan (DIN:-00759951) as Chairman & Managing Director of the Company.**
- C. Pursuant to Section 108 and 110 of the Act and Rule 20 and 22 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). Company has confirmed that the electronic copy of the Notice and explanatory statement along with the process of e-voting were sent to the shareholders whose e-mail addresses were registered with the Depository Participant(s)/Registrar and Share Transfer Agent of the Company for communication purposes in compliance with the applicable MCA Circulars dated 5th May, 2020 read with 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 and



3/2022 dated May 05, 2022 (collectively referred to as the "MCA Circulars") and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI Circulars") and applicable provisions of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations"), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India. The Company completed dispatch of Notice along with explanatory statement through Electronic Mode on May 17, 2022 to those members whose name(s) appeared on the Register of Members/List of beneficiaries and had updated their registered Email ID as on Friday, May 13, 2022 ("Cut off Date"), also Company made the publication of completion of dispatch of the notice on May 18, 2022 in Pioneer Newspaper both Hindi and English version.

- D. The remote e-voting facility was provided by Link Intime India Private Ltd.
- E. Members were required to communicate their assent or dissent only through remote e- voting system in terms of the said MCA Circulars.
- F. The e-voting period commenced on Friday May 20, 2022 at 9.00 A.M. (IST) and ended on Saturday, June 18, 2022 at 5.00 P.M. (IST) for voting through e-voting.
- G. The e-voting was blocked at 5:00 P.M. (IST) on Saturday, June 18, 2022 and the e-voting summary statement was downloaded from e-voting website of Link Intime India Private Ltd.
- H. Total 6789 Members holding shares as on the "cut off" date i.e. Friday, May 13, 2022, were entitled to vote on the proposed resolution.
- I. The register, in accordance with Rule 20 and Rule 22 of the Companies (Management & Administration) Rules, 2015, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining of the list of shares with differential voting rights.
- J. The agenda for postal ballot is Re-appointment and payment of remuneration to Shri Anil Kumar Khaitan (DIN:-00759951) as Chairman & Managing Director of the Company as per section 196, 197 and 203 ,read with PART I and Para (A) of the Section II of the PART II of Schedule V of the Companies Act, 2013 and all other applicable provision, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Accordingly, we have reconciled the voting results which is given in below table.



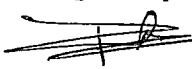
Result of the Postal Ballot through e-voting is as under:

Resolution Required: (Special)		1. Re-appointment and payment of remuneration to Shri Anil Kumar Khaitan (DIN:- 00759951) as Chairman & Managing Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	7540305	132721		132721			
	Poll		1	17.6016	1	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		132721	17.6016	132721	1	0	100.0000
Public Institutions	E-Voting	10476	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0	0.0000
Public Non Institutions	E-Voting	2703969	744581	27.5366	744284	297	99.9601	0.0399
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		744581	27.5366	744284	297	99.9601	0.0399
Total		10254750	2071792	20.2032	2071495	297	99.9857	0.0143

*No of votes polled does not include no. of votes abstained

K. The aforesaid resolution was passed by requisite majority
Thanking you

Yours faithfully,
For Jain Sharma and Associates
Practicing Company Secretaries


(Tara Chand Sharma)
CP. NO- 4078
FCS No.: 5749
Place: Jaipur
Date: 20.06.2022
UDIN: F005749D000509516

