



SHL/SEC/46th AGM/2020

September 29, 2020

**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 cum declaration of results alongwith Scrutinizer Report of the Annual General Meeting held on September 28, 2020 pursuant to Regulation 44(3) read with Regulation 30 of the SEBI (LODR) Regulations 2015.

We wish to inform you that the 46th Annual General Meeting held on the Monday, 28th day of September, 2020 through Video Conferencing, which was started at scheduled time i.e. 12:30 p.m., concluded at 1:02 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.

The Voting was done through Remote E-voting starting from 9:00 a.m. on September 25, 2020 and opened till 5:00 p.m. on September 27, 2020, and through Poll/e-voting/insta poll at the meeting date on September 28, 2020 for 30 minutes after the conclusion of the AGM at 1:02 p.m..

Mr. Santosh Kumar Sharma, Company Secretary was authorized by Mr. Anil Kumar Khaitan, Chairman of the Annual General Meeting of Company via email dated September 28, 2020 for receiving of Scrutinizer Report and declaration of result.

Based upon the consolidated Scrutinizer's Report on Remote e-voting conducted pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 made there under Regulation 44(3) of the SEBI (LODR) Regulations, 2015, and poll on agenda items conducted in said Annual General Meeting, The Authorized person on behalf of the Chairman of the Annual General Meeting had declared today i.e. **September 29, 2020 at 6:20p.m.**, the result of agenda items transacted in the Annual General Meeting, Pursuant to Regulation 44 of the SEBI (LODR) Regulations 2015.

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



In this regard, please find enclosed Proceeding of the Meeting, results as declared by the Authorized person along with the Scrutinizer Report on Remote e-voting and Poll/e-voting/insta poll and oblige us.

Thanking you,
Yours sincerely,

For SUNIL HEALTHCARE LIMITED

A rectangular box containing a handwritten signature in blue ink that reads "Sic Sharma".

SANTOSH KUMAR SHARMA
COMPANY SECRETARY

F6817

Date:29.09.2020

Place: Gurugram

Enclosure:

1. Proceeding of AGM cum voting results
2. Scrutinizer Report dated 29.09.2020

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 AND RESULTS OF THE 46TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SUNIL HEALTHCARE LTD. HELD ON MONDAY, THE 28TH SEPTEMBER, 2020 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 12:30 P.M., CONCLUDED AT 01:02 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	Chairman of the meeting, attended AGM from his residence in New Delhi
2. Mr. Harish Pal Kumar	Independent Director and Chairman of the Audit Committee, attended AGM from his residence in Faridabad
3. Mr. Rakesh Mohan	Independent Director & Chairman of Nomination and Remuneration Committee attended meeting from his residence in New Delhi
4. Mr. K.V. Rajan	Non-Executive Director and Chairman of the Stakeholder Relationship Committee, attended AGM from his residence in New Delhi
5. Mr. Bejon Kumar Misra	Independent Director and Chairman of CSR Committee, attended AGM from his residence in New Delhi
6. Mrs. Mudita Chaturvedi	Non-Executive Director, attended AGM from her residence in New Delhi
7. Mr Sanjay Kumar Kaushik	Independent Director, attended AGM from his residence at Ratangarh, Rajasthan

INVITEES

1. Mr. Ishan Khaitan
2. Mr. Kahaan Khaitan
3. Mr. Kuldeep Maloo
4. Mr. Tara Chand Sharma,
5. Mr. Pawan Rathi

President, attended AGM from his residence in New Delhi
Sr. Vice President, attended AGM from his residence in New Delhi
Partner, M/s. JKVS & Co., Statutory Auditors, attended AGM from Udaipur
Secretarial Auditors & Scrutinizer, attended AGM from Jaipur
CFO, attended AGM from Registered office of the Company in New Delhi.

IN ATTENDANCE

1. Mr. Santosh Kumar Sharma

Company Secretary & Compliance Officer, attended AGM from Registered office of the Company in 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 in view of the threat posed by covid-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its various MCA Circulars dated May 05, 2020, April 08, 2020, April 13, 2020 and June 15, 2020 permitted convening of Annual General Meeting (AGM) through video conferencing (vc)/ other audio visual means (OAVM), without physical presence of the members for ensuring the social distancing norms. In pursuance with the MCA circulars, provisions of the companies act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Therefore, the 46th 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:

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 would be allowed to speak and raise questions. Speakers were allowed to speak for

three 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.
5. The Company had provided remote e-voting facility through Linkintime India Private Limited, to eligible members starting from 9:00 am on September 25, 2020 to 5:00 pm on September 27, 2020. 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 July 25, 2020, 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 48 hours of the conclusion of the AGM.

Quorum of the Meeting

As informed by the officials of M/s. Linkintime India Private Limited, an E-voting and Video Conferencing Agency of the Company to Mr. Santosh Kumar Sharma, Company Secretary that 107 numbers of Members were present in the meeting. Since, the necessary quorum was present, 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 19-20 was dispatched through email to all shareholders whose e-mail ids were registered with the Company as on July 24, 2020. 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 in this pandemic situation, Physical copy of the Annual Report was not dispatched, as permitted by the MCA and SEBI.

Further, the Chairman informed to the Members that the Board had recommended the retirement of Professor (Mr.) B.P. Srinivasan, Non-Executive Director in this AGM.

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 except one qualification on Secretarial Auditors Report. The Company Secretary would read the qualification and with permission of the members, The Chairman took rest Reports as read.

Thereafter, The Company Secretary read the Secretarial Auditors Qualification and response of the Management, which were as under:

Observation of Secretarial Auditors:

1. *During the period under review Corporate governance Report, Statement on Investor Complaints and Share Holding Pattern for the 4th quarter ended 31st March 2020 were filled with delay with BSE.*

Management Secretarial Auditors' Observation:

The management noted it, as Due to lockdown several restrictions were imposed on free movement and opening of office, there was unintentional delay happened. We had filed application to BSE Ltd. for waiver of late fees.

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 2019-20 ended March 31, 2020 and challenges faced by the Company, due to the onset of Covid-19 Pandemic at the closing stages of the Financial Year in India and necessary steps taken by the Company for mitigating those challenges.

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

Ordinary Business

The following Ordinary businesses were taken up for consideration and approval by the members by passing as an Ordinary Resolution:

1. To consider and adopt the audited annual financial statements (both standalone and consolidated) of the Company for the financial year ended 31st March, 2020 together with report of the Board of Directors and Auditors' thereon.
2. To approve retirement of Mr. B.P. Srinivasan (DIN:02543837) Non- Executive Director, who retires by rotation in this Annual General Meeting.

Special Business

The following special business was taken up for consideration and approval by the members by passing as an Ordinary resolution:

3. To appoint Mrs. Mudita Chaturvedi (DIN: 02384403) as Non-Executive Director, who shall liable to retire by rotation, w.e.f. November 01, 2019

The Chairman apprised that item no. 3 in the Special Business was explained in detail in the Explanatory Statement attached to the Notice of AGM

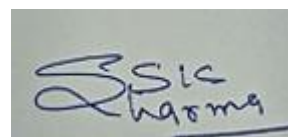
Further, the Chairman invited for question and answer session with the help of the Company Secretary and moderator.

Thereafter, the questions and answer session was organized and well replied by the Chairman, President and CFO of the Company.

Vote of Thanks:

After completion of question and answer session, there being no other business to transact, and the Chairman formally concluded the meeting at 1:02 p.m. and expressed heartfelt thanks 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 the 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.



SANTOSH KUMAR SHARMA
AUTHORISED SIGNATORY

Authorized by the Chairman through email dated September 28, 2020

Date: 29.09.2020,

Place: Gurugram

Result of the Remote e-voting and insta poll on the businesses transacted at the 46th Annual General Meeting of the Company held on Monday, September 28, 2020.

On the basis of the Consolidated Scrutinizer's Report and Insta poll Report dated September 29, 2020, the Authorized Signatory Mr. Santosh Kumar Sharma, as authorized by the Chairman of the 46th Annual General Meeting Mr. Anil Kumar Khaitan, Chairman & Managing Director (DIN:00759951), via email dated September 28, 2020, declared the following results of voting on September 29, 2020 at 6:20 p.m.:

Voting Results

Date of AGM	28th September, 2020
Total number of shareholders on cutoff date/record date i.e. September 21, 2020	6880
No. of shareholders present in the meeting either in person or through proxy:	
- Promoters and Promoters Group	0
- Public	0
No. of Shareholders attended the meeting through Video Conferencing	
- Promoters and Promoters Group	1
- Public	106

Ordinary Business:

Agenda Item-1

Resolution No -1. To consider and adopt the audited annual financial statements (both standalone and consolidated) of the Company for the financial year ended 31st March, 2020 together with report of the Board of Directors and Auditors' thereon.								
Resolution required: Ordinary Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution? : No								
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	7540305	100.00	7540305	0	100.00	0.00
	Poll/e-voting /Insta Poll		0	0	0	0	0	0.00
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total		7540305	7540305	100.00	7540305	0	100.00
Public Institutions	E-Voting	10476	0	0	0	0	0	0.00
	Poll/e-voting /Insta Poll		0	0	0	0	0	0.00
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total		10476	0	0	0	0	0
Public Non Institutions	E-Voting	2703969	748935	27.70	728340	0	100.00	0.00
	Poll/e-voting /Insta Poll		13508	0.50	13507	1	99.999	0.001
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total		2703969	762443	28.20	762442	1	99.9999
Total		10254750	8302748	80.96	8302747	1	99.9999	0.0001

Invalid votes: Nil, Result: The resolution was passed with requisite majority

Agenda Item-2

Resolution No -2. To approve retirement of Mr. B.P. Srinivasan (DIN:02543837) Non- Executive Director, who retires by rotation in this Annual General Meeting.								
Resolution required: Ordinary Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution? : No								
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	7540305	100.00	7540305	0	100.00	0.00
	Poll/e-voting /Insta Poll		0	0	0	0	0	0.00
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total		7540305	7540305	100.00	7540305	0	100.00
Public Institutions	E-Voting	10476	0	0	0	0	0	0.00
	Poll/e-voting /Insta Poll		0	0	0	0	0	0.00
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total		10476	0	0	0	0	0
Public Non Institutions	E-Voting	2703969	748935	27.70	728340	0	100.00	0.00
	Poll/e-voting /Insta Poll		13508	0.50	13507	1	99.999	0.001
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total		2703969	762443	28.20	762442	1	99.9999
Total		10254750	8302748	80.96	8302747	1	99.9999	0.0001

Invalid votes: Nil, Result: The resolution was passed with requisite majority

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

Resolution No -3. To appoint Mrs. Mudita Chaturvedi (DIN: 02384403) as Non-Executive Director, who shall liable to retire by rotation, w.e.f. November 01, 2019.								
Resolution required: Ordinary Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution? : No								
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	7540305	100.00	7540305	0	100.00	0.00
	Poll/e-voting /Insta Poll		0	0	0	0	0	0.00
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total		7540305	7540305	100.00	7540305	0	100.00
Public Institutions	E-Voting	10476	0	0	0	0	0	0.00
	Poll/e-voting /Insta Poll		0	0	0	0	0	0.00
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total		10476	0	0	0	0	0
Public Non Institutions	E-Voting	2703969	748935	27.70	728340	0	100.00	0.00
	Poll/e-voting /Insta Poll		13508	0.50	13507	1	99.999	0.001
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total		2703969	762443	28.20	762442	1	99.9999
Total		10254750	8302748	80.96	8302747	1	99.9999	0.0001

Invalid votes: Nil, Result: The resolution was passed with requisite majority

The following Ordinary/Special business(es) were transacted and passed as Ordinary/Special Resolution(s):

Ordinary Business

1. Adopted Audited Annual Financial Statements (both standalone and consolidated) of the Company for the financial year ended 31st March, 2020 together with report of the Board of Directors and Auditors' thereon.

The Financial Statements were adopted by passing the Ordinary Resolution, which was as under:

“RESOLVED THAT the audited annual financial statements (both standalone and consolidated) for the financial year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon, have already been circulated to the members and produced at the meeting be and are hereby received, approved and adopted.”

2. Approved the retirement of Mr. B.P. Srinivasan (DIN: 02543837) Non- Executive Director, who retires by rotation in this Annual General Meeting.

The Retirement of **Mr. B.P. Srinivasan (DIN: 02543837)**, Non-Executive Director, was approved by passing the following resolution as an **Ordinary Resolution**:

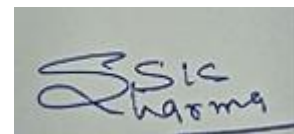
“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force retirement of Mr. B.P. Srinivasan (DIN:02543837), by rotation at this meeting be and is hereby approved with immediate effect.”

Special Business

3. Approved the appointment Mrs. Mudita Chaturvedi (DIN: 02384403) as Non-Executive Director, who shall liable to retire by rotation

The appointment/regularization of **Mrs. Mudita Chaturvedi** as Non-Executive Director was approved by passing the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provision of Section 149, 152 and 161 read with all other applicable provision, if any, of the Companies Act, 2013 and the Companies (Appointment and qualification of Director) Rules, 2014 (including any statutory modification(s) or re- enactment thereof for the time being in force) and Regulation 17 of the SEBI (LODR) Regulations, 2015, Mrs. Mudita Chaturvedi (DIN: 02384403), who was appointed by the Board of Directors upon recommendation of the Nomination and Remuneration Committee, as an Additional Director (Non-Executive) of the company w.e.f. November 01, 2019 ; and her terms of office will be up to the date of this 46th Annual General Meeting of the company unless regularized by the shareholder, be and is hereby appointed as Non-Executive Director, liable to retire by rotation.”



SANTOSH KUMAR SHARMA



AUTHORISED SIGNATORY
Authorized by the Chairman through email dated September 28, 2020

Date: 29.09.2020,

Place: Gurugram



Consolidated Scrutinizer's Report

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Amendments Rules, 2015 and 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Anil Kumar Khaitan,
The Chairman & Managing Director
Annual General Meeting of the Equity Shareholders
of **SUNIL HEALTHCARE LIMITED** held on **Monday, 28th September, 2020 at 12.30 P.M.** 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, shall be deemed as the venue for the meeting

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on e-voting done by members of the Company through "Remote E- Voting process" and "e-voting process/ Insta Poll" at 46th Annual General Meeting held on 28th September, 2020.

I, CS Tara Chand Sharma, Proprietor, M/s. Jain Sharma & Associates, Company Secretaries having its office at O-10-11, 2nd Floor, Amber Tower, S.C. Road, Jaipur-302001, Rajasthan was appointed as a scrutinizer of **SUNIL HEALTHCARE LIMITED** ("the Company") in its meeting held on 25th July, 2020 for the purpose of scrutinizing the voting done through remote e-voting process and the e - voting process/ Insta Poll at the 46th Annual General Meeting (AGM) of the Company held on 28th September, 2020, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 for passing of the resolutions as mentioned under item numbers 1 to 3 in the Notice of the 46th Annual General Meeting (AGM) of the members of the Company dated 25th July, 2020.

We submit our Report as under:

1. As per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 20/2020 dated 5th May, 2020 and SEBI Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 ('Circulars'), the 46th AGM was held through Video Conferencing (VC) / Other Audio Visual Means (OAVM).



2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and the e-voting/ Insta Poll at the 46th AGM on the resolutions contained in the said notice of 46th AGM of the members of the Company. My responsibility as Scrutinizer for the remote e-voting process and e-voting/ Insta Poll conducted at the 46th AGM is restricted to make the Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions stated in the said notice based on the report generated from the e-voting system provided by the **Link Intime India Pvt Ltd (LIPL)**, the agency engaged by the Company to provide e-voting facility i.e. remote e-voting facility and e-voting/ Insta Poll facility during the 46th AGM.

3. The Notice of the 46th AGM dated 25th July, 2020 along with the statement setting out material facts under Section 102 of the Act was sent to the members through e-mail which started on September 05, 2020 completed on September 06, 2020. The said notice was dispatched on the basis of Register of Members / List of Beneficial Owners of the Company as on 24th July, 2020.

4. Pursuant to the General Circular No. 20/2020 dated May 05, 2020 issued by the Ministry of Corporate Affairs, the Company has published the Notice in the Pioneer newspaper (both Hindi and English edition) on 29.08.2020 informing to the shareholders that Company has enabled a process for limited purpose for receiving the Annual Report and Notice of the 46th Annual General Meeting (including remote e-voting/ e-voting/ Insta Poll instructions) electronically and the member may temporarily update their email id by dropping an email along with signed request letter.

5. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 and as required under said Circulars, the Company has published advertisement about having dispatch of the notice and providing remote e-voting facility and e-voting/ Insta Poll facility at the 46th AGM in the Hindi newspaper "Pioneer" and in the English newspaper "Pioneer" on 07th September, 2020.

6. The voting rights of members were considered in proportion to their share in the paid up equity share capital of the Company as on cut-off date i.e. Monday, 21st September, 2020.

7. In terms of the aforesaid Notice, the remote e-voting was kept open for 3 (three) days i.e. from Friday, 25th September, 2020 (09:00 a.m.) to Sunday, 27th September, 2020 (5:00 p.m.). The members cast their votes electronically on remote e-voting platform provided by **Link Intime India Pvt Ltd. (LIPL)**. The shareholders who were present at the 46th AGM of the Company through VC / OAVM and had not voted through remote e-voting process were allowed to cast their votes through e-voting/ Insta Poll system provided by the **Link Intime India Pvt Ltd (LIPL)** during the 46th AGM.

8. For further details on voting through E-Voting/ Insta Poll at 46th AGM kindly refer to my Scrutinizers report in Form MGT-13.

9. The summary of the voting through remote e-voting facility and e-voting/ Insta Poll process at 46th AGM are as under:



Resolution (1)

Resolution Required: (Ordinary)

To consider and adopt the audited annual financial statements (both standalone and consolidated) of the Company for the financial year ended 31st March, 2020 together with report of the Board of Directors and Auditors' thereon.

Whether promoter/promoter group are interested in the agenda/resolution?

No

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	75,40,305	75,40,305	100%	75,40,305	0	100%	0
	Poll/E-Voting/Insta Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		75,40,305	75,40,305	100%	0	0	100%
Public-Institutions	E-Voting	10,476	0	0	0	0	0	0
	Poll/E-Voting/Insta Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10,476	0	0	0	0	0
Public- Non Institutions	E-Voting	27,03,969	7,48,935	27.70%	7,48,935	0	100%	0
	Poll/E-Voting/Insta Poll		13,508	0.50%	13,507	1	99.99%	0.001%
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		27,03,969	7,62,443	28.2%	7,62,442	1	99.9999%
Total		1,02,54,750	83,02,748	80.96%	83,02,747	1	99.9999%	0.0001%

Invalid votes: NIL

Result: The resolution is passed with requisite majority.



Resolution (2)

Resolution Required: (Ordinary)

To approve retirement of Mr. B.P. Srinivasan (DIN:02543837) Non-Executive Director, who retires by rotation in this Annual General Meeting.

Whether promoter/promoter group are interested in the agenda/resolution?

No

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	75,40,305	75,40,305	100%	75,40,305	0	100%	0
	Poll/E-Voting/Insta Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		75,40,305	75,40,305	100%	0	0	100%
Public- Institutions	E-Voting	10,476	0	0	0	0	0	0
	Poll/E-Voting/Insta Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10,476	0	0	0	0	0
Public- Non Institutions	E-Voting	27,03,969	7,48,935	27.70%	7,48,935	0	100%	0
	Poll/E-Voting/Insta Poll		13,508	0.50%	13,507	1	99.99%	0.001%
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		27,03,969	7,62,443	28.2%	7,62,442	1	99.9999%
Total		1,02,54,750	83,02,748	80.96%	83,02,747	1	99.9999%	0.0001%

Invalid votes: NIL

Result: The resolution is passed with requisite majority.



Resolution (3)

Resolution Required: (Special)				To appoint Mrs. Mudita Chaturvedi (DIN: 02384403) as Non-Executive Director, who shall liable to retire by rotation and in this regard.				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
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	75,40,305	75,40,305	100%	75,40,305	0	100%	0
	Poll/E-Voting/Insta Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		75,40,305	75,40,305	100%	0	0	100%
Public-Institutions	E-Voting	10,476	0	0	0	0	0	0
	Poll/E-Voting/Insta Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10,476	0	0	0	0	0
Public- Non Institutions	E-Voting	27,03,969	7,48,935	27.70%	7,48,935	0	100%	0
	Poll/E-Voting/Insta Poll		13,508	0.50%	13,507	1	99.99%	0.001%
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		27,03,969	7,62,443	28.2%	7,62,442	1	99.9999%
Total		1,02,54,750	83,02,748	80.96%	83,02,747	1	99.9999%	0.0001%

Invalid votes: NIL

Result: The resolution is passed with requisite majority.

Kindly Note that 144 member voted through remote e-voting facility and 107 members were present in 46th AGM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) and out of them only 9 members voted through e-voting/ Insta pole after 46th AGM.



The relevant records relating to Remote E-voting and E-Voting/Insta Poll at AGM shall remain in my safe custody until the Chairman Considers, approves and signs the minutes of the aforesaid meeting and same will be handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you

Yours faithfully,

**For Jain Sharma and Associates
Practicing Company Secretaries**



(Tara Chand Sharma)

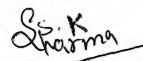
CP. NO- 4078

FCS No.: 5749

Place: Jaipur

Date: 29.09.2020

UDIN: F005749B000805790



SANTOSH KUMAR SHARMA
AUTHORISED SIGNATORY
Authorized by the Chairman through
email dated September 28, 2020
Date:29.09.2020 place: Gurugram
Time:6:15p.m.



Form No. MGT-13

Report of scrutinizer(s)

[Pursuant to Rule Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Anil Kumar Khaitan,
The Chairman & Managing Director
Annual General Meeting of the Equity Shareholders
of **SUNIL HEALTHCARE LIMITED** held on **Monday, 28th September, 2020 at 12.30 P.M.** 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, shall be deemed as the venue for the meeting

Dear Sir,

Sub.: Scrutinizer's Report on e-voting/ Insta Poll done by members of the Company through "e-voting process/ Insta Poll" at 46th Annual General Meeting held on 28th September, 2020.

I, CS Tara Chand Sharma, Proprietor, M/s. Jain Sharma & Associates, Company Secretaries having its office at O-10-11, 2nd Floor, Amber Tower, S.C. Road, Jaipur-302001, Rajasthan was appointed as a scrutinizer of **SUNIL HEALTHCARE LIMITED** ("the Company") in its meeting held on 25th July, 2020 for the purpose of scrutinizing the voting done through the e-voting/ Insta Poll at the 46th Annual General Meeting (AGM) of the Company held on 28th September, 2020, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 for passing of the resolutions as mentioned under item numbers 1 to 3 in the Notice of the 46th Annual General Meeting (AGM) of the members of the Company dated 25th July, 2020, submit my report as under:

1. As per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 20/2020 dated 5th May, 2020 and SEBI Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 ("Circulars"), the 46th AGM was held through Video Conferencing (VC) / Other Audio Visual Means (OAVM).
2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to the e-voting/ Insta Poll at the 46th AGM on the resolutions contained in the said notice of 46th AGM of the members of the Company. My responsibility

1



as Scrutinizer for the e-voting/ Insta Poll conducted at the 46th AGM is restricted to make the Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions stated in the said notice based on the report generated from the e-voting system provided by the **Link Intime India Pvt Ltd (LIPL)**, the agency engaged by the Company to provide e-voting facility during the 46th AGM.

3. The Notice of the 46th AGM dated 25th July, 2020 along with the statement setting out material facts under Section 102 of the Act was sent to the members through e-mail which started on September 05, 2020 completed on September 06, 2020. The said notice was dispatched on the basis of Register of Members / List of Beneficial Owners of the Company as on 24th July, 2020.

4. Pursuant to the General Circular No. 20/2020 dated May 05, 2020 issued by the Ministry of Corporate Affairs, the Company has published the Notice in the Pioneer newspaper (both Hindi and English edition) on 29.08.2020 informing to the shareholders that Company has enabled a process for limited purpose for receiving the Annual Report and Notice of the 46th Annual General Meeting (including remote e-voting/e-voting instructions) electronically and the member may temporarily update their email id by dropping an email along with signed request letter.

5. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 and as required under said Circulars, the Company has published advertisement about having dispatch of the notice and providing remote e-voting facility and e-voting/ Insta Poll facility at the 46th AGM in the Hindi newspaper "Pioneer" and in the English newspaper "Pioneer" on 07th September, 2020.

6. The voting rights of members were considered in proportion to their share in the paid up equity share capital of the Company as on cut-off date i.e. Monday, 21st September, 2020.

7. In terms of the reference for the shareholders present at 46th AGM who were present through VC / OAVM the e-voting/ Insta Poll at 46th AGM remained open from the end of 46th AGM i.e 01:02 P.M. (End Time of AGM) till 1:32 P.M. (i.e. for Half an hour from the end of AGM) on 28th September, 2020. The members casted their votes electronically on <https://instameet.linkintime.co.in> platform provided by **Link Intime India Pvt Ltd. (LIPL)**.

8. The summary of the voting through e-voting/ Insta Poll process at 46th AGM are as under:



1. The result of the e-voting/ Insta Poll is as under :

Resolution 1: To consider and adopt the audited annual financial statements (both standalone and consolidated) of the Company for the financial year ended 31st March, 2020 together with report of the Board of Directors and Auditors' thereon.

Ordinary Resolution:

(i) Voted **in favour** of resolution:

Number of members present and voting through VC / OAVM	Number of votes cast by them	% of total number of valid votes cast
8	13507	100

(ii) Voted **against** the resolution:

Number of members present and voting through VC / OAVM	Number of votes cast by them	% of total number of valid votes cast
1	1	Nil

(iii) **Invalid** votes:

Number of members present and voting through VC / OAVM	Total number of votes cast by them
0	0

Resolution 2: To approve retirement of Mr. B.P. Srinivasan (DIN:02543837) Non-Executive Director, who retires by rotation in this Annual General Meeting.

Ordinary Resolution

(i) Voted **in favour** of resolution:

Number of members present and voting through VC / OAVM	Number of votes cast by them	% of total number of valid votes cast
8	13507	100



(ii) Voted **against** the resolution:

Number of members present and voting through VC / OAVM	Number of votes cast by them	% of total number of valid votes cast
1	1	Nil

(iii) **Invalid** votes:

Number of members present and voting through VC / OAVM	Total number of votes cast by them
0	0

Resolution 3: To appoint Mrs. Mudita Chaturvedi (DIN: 02384403) as Non-Executive Director, who shall liable to retire by rotation and in this regard.

Special Resolution

(i) Voted **in favour** of resolution:

Number of members present and voting through VC / OAVM	Number of votes cast by them	% of total number of valid votes cast
8	13507	100

(ii) Voted **against** the resolution:

Number of members present and voting through VC / OAVM	Number of votes cast by them	% of total number of valid votes cast
1	1	Nil

(iii) **Invalid** votes:

Number of members present and voting through VC / OAVM	Total number of votes cast by them
0	0



Kindly Note that 107 members were present in 46th AGM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) and out of them only 9 members voted through e-voting/ Insta Poll after 46th AGM.

The relevant records relating to Remote E-voting and E-Voting at AGM shall remain in my safe custody until the Chairman Considers, approves and signs the minutes of the aforesaid meeting and same will be handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you

Yours faithfully,

**For Jain Sharma and Associates
Practicing Company Secretaries**



(Tara Chand Sharma)

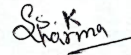
CP. NO- 4078

FCS No.: 5749

Place: Jaipur

Date: 29.09.2020

UDIN: F005749B000805944



SANTOSH KUMAR SHARMA
AUTHORISED SIGNATORY
Authorized by the Chairman
through email dated September 28,
2020

Date: 29.09.2020

Place: Gurugram

Time: 6:15 p.m.