

**SUNIL HEALTHCARE LIMITED**

Regd. Office: 38E/252-A, Vijay Tower, Shahpurjat, New Delhi-110049

[CIN-L24302DL1973PLC189662/Email:- info@sunilhealthcare.com/Website: www.sunilhealthcare.com](mailto:info@sunilhealthcare.com)

Tel;+91-11-49435555/00, Fax; +91-11-43850087

**NOTICE OF POSTAL BALLOT**

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Members,

Notice is hereby given that in compliance with the provisions of **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, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) 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 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> 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 Special Resolution set forth below, being unavoidable in nature, is/are proposed to be passed by the members of Sunil Healthcare Limited (“the Company”) through Postal Ballot, **only by way of voting through electronics means (“remote e-voting”)**. Communication of assent / dissent of the members on the resolutions proposed in this Postal Ballot Notice (“Notice”) will only take place through the remote e-voting system.**

**In view of the current circumstances prevailing due to COVID-19 pandemic and in furtherance to the above said MCA Circulars and SEBI Circulars, the Company will send Postal Ballot Notice only by email to all its shareholders who have registered their email addresses with the Company/ Registrar and Share Transfer Agent (“RTA”) or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the remote e-voting system.** If your e-mail address is not registered with the Company/ Depositories, please follow the process provided in the Notes to this Notice. This Postal Ballot process is accordingly being initiated in compliance with the abovementioned MCA Circulars and SEBI Circulars.

The Resolutions and the Explanatory Statement setting out the material facts and the reasons/ rationale thereof pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act and the Listing Regulations, are annexed hereto to this Postal Ballot Notice for your consideration.

Members are requested to cast their vote through remote e-voting process not later than **5:00 P.M. (IST) on Friday June 18, 2022** (i.e. the last date to cast vote electronically). The remote e-voting module shall be disabled thereafter.

The Notice shall also be uploaded on the website of the Company ([www.sunilhealthcare.com](http://www.sunilhealthcare.com)), on the website of Link Intime India Private Ltd., the Company’s Agency for conducting Remote E-Voting at <https://instavote.linkintime.co.in>, and on the websites of BSE Limited ([www.bseindia.com](http://www.bseindia.com)).

**The detailed explanatory statement under Section 102(1) of the Act setting out the material facts relating to the resolution(s) and instructions for remote e-voting are annexed to this Notice.**

## Special Business

### Item No. 1:

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

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“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 –I:** 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”

**On behalf of the Board  
For SUNIL HEALTHCARE LIMITED**

**Sd/-  
SANTOSH KUMAR SHARMA  
COMPANY SECRETARY & COMPLIANCE OFFICER  
FCS-6817  
Place – New Delhi  
Dated- May 06, 2022  
Email: [cs@sunilhealthcare.com](mailto:cs@sunilhealthcare.com)  
Contact No. 011-49435541**

**Reg. Office:**  
38E/252A, Vijay Tower, Shahpurjat, New Delhi-110049  
CIN No: L24302DL1973PLC189662  
Phone No: +91-11-49435555/00 Fax no 011-43850087  
Email ID: [info@sunilhealthcare.com](mailto:info@sunilhealthcare.com)  
Web; [www.sunilhealthcare.com](http://www.sunilhealthcare.com)

## NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 and 110 of the Act, setting out material facts in respect of the item no. 1 is annexed hereto.
2. **Brief resume of Mr. Anil Kumar Khaitan**, Chairman & Managing Director, who is proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 (3) SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015, are provided as **Annexure 1** to the notice.
3. In view of the continuing COVID-19 pandemic and in accordance with MCA Circulars and SS-2, this Notice along with explanatory statement and remote e-voting instructions are being sent only through electronic mode to all those Members whose e-mail address are registered with the Company/Registrar and Share Transfer Agent ("RTA") or Depository/Depository Participants and whose names appear in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, May 13, 2022 (the 'cut-off date')**.
4. Members may note that this Notice shall also be uploaded on the website of the Company ([www.sunilhealthcare.com](http://www.sunilhealthcare.com)), on the website of Link Intime India Private Ltd., the Company's Agency for conducting Remote E-Voting at <https://instavote.linkintime.co.in>, and on the websites of BSE Limited ([www.bseindia.com](http://www.bseindia.com)).
5. In accordance with the requirements of MCA Circulars, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members and accordingly, the Members are required to communicate their assent or dissent through remote e-voting system only.
6. The voting rights of Members shall be in proportion to the equity shares held by the members in the paid- up equity share capital of the Company as on Cut-off date i.e. **Friday, May 13, 2022**. A person, whose name is recorded in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast their vote through remote e-voting. A person who ceases to be a Member as on Cut-off date will not be entitled to vote and should treat this Notice for information purposes only.
7. To comply with the provisions of Sections 108 and 110 of the Act read with Rules, SS-2, MCA Circulars and Regulation 44 of SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by LIPL. Instructions for remote e-voting are provided in this Notice.
8. The remote e-voting period shall commence on **Friday May 20, 2022 from 09:00 A.M. (IST)** onwards and shall end on **Saturday, June 18, 2022 at 5:00 P.M. (IST)** (both days inclusive). During this period, Members of the Company holding equity shares either in physical or dematerialized form as on the Cut-off date, i.e. **Friday, May 13, 2022** (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants or RTA), may cast their vote electronically, in respect of the resolution as set out in this Notice only through remote e-voting. The remote e-voting module shall be disabled by LIPL thereafter. Once the vote on resolution is cast by a Member, no changes shall be allowed subsequently.
9. The Board of Directors of the Company has appointed Mr. Tara Chand Sharma, Proprietor of Jain Sharma & Associates, Company Secretaries (ICSI Membership No.: F-5749, C.P No. 4078), Company Secretary in Practice as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner who had also communicated his willingness to be appointed for the said purpose.

10. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. Upon completion of scrutiny of the remote e-voting, the **Scrutinizer shall submit his report within 2 working days or 3 days, whichever is earlier, from the end of the remote e-voting period, to the Chairman or any other person authorized by him.** The results of the Postal Ballot will be announced by the Chairman or any other person authorized by the Chairman in writing for this purpose on or before **Tuesday, June 21, 2022** at the Registered Office of Company. The said result along with Scrutinizer's report would also be displayed at the Registered and Corporate Office of the Company. Additionally, the Results will also be uploaded on the Company's website of the Company [www.sunilhealthcare.com](http://www.sunilhealthcare.com) as well as on LIPL website <https://instavote.linkintime.co.in>.
11. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form. The email addresses can be registered with the Depository Participant(s) ("**DP**") in case the shares are held in electronic form and with the RTA in case the shares are held in physical form.

**Registration of Email Id:**

- a) In case, the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent / Depositories, log in details for remote e-voting are being sent on the registered email address.
- b) In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and/or not updated the Bank Account mandate, the following instructions to be followed:
- (i) Members holding shares in physical mode and who have not updated their email address and bank account with the Company are requested register/update the same by writing to the Company with details of Folio number and attaching self-attested copy of a PAN card at [cs@sunilhealthcare.com](mailto:cs@sunilhealthcare.com)/[info@sunilhealthcare.com](mailto:info@sunilhealthcare.com) or to **M/s Alankit Assignment Limited at "4E/2, Alankit House, Jhandewalan Extension, New Delhi 110055", Contact no. 91-11-4254 1234 email id: [rta@alankit.com](mailto:rta@alankit.com), [lalit@alankit.com](mailto:lalit@alankit.com)**
  - (ii) The members holding shares in electronic form may get their email id's updated with their respective Depository Participants
- c) The member may temporarily update their email id by dropping email along with signed request letter providing the email address, mobile number, self- attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in the case of physical folio to our E-voting Agency Link Intime India [delhi@linkintime.com](mailto:delhi@linkintime.com) or to the Company at [cs@sunilhealthcare.com](mailto:cs@sunilhealthcare.com)
12. The resolution(s), if passed by the requisite majority, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot i.e. remote e-voting, shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e. **Saturday, June 18, 2022.**
13. All documents referred to in this Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the closure of the remote e-voting period. Members seeking to inspect such documents can send an email to [cs@sunilhealthcare.com](mailto:cs@sunilhealthcare.com).

**Instructions for remote e-voting are as below:**

Pursuant to SEBI circular dated December 9, 2020, Individual members holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9<sup>th</sup> June, 2021.

Members are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
<b>I) Individual Shareholders holding securities in demat mode with NSDL</b>	<ul style="list-style-type: none"> <li>• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.</li> <li>• After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
<b>II) Individual Shareholders holding securities in demat mode with CDSL</b>	<ul style="list-style-type: none"> <li>• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>• After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>• Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</li> </ul>

<p>III) <b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></p>	<ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
<p>IV) <b>Individual Shareholders holding securities in Physical mode &amp; evoting service Provider is LINKINTIME.</b></p>	<ol style="list-style-type: none"> <li>Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> <ul style="list-style-type: none"> <li>Click on “<b>Sign Up</b>” under ‘<b>SHARE HOLDER</b>’ tab and register with your following details: - <ul style="list-style-type: none"> <li><b>User ID:</b> Shareholders/ members holding shares in <b>physical form shall provide</b> Event No + Folio Number registered with the Company.</li> <li><b>PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li><b>DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li><b>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</li> </ul> </li> <li>Shareholders/ members holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</li> </ul> </li> <li>Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>Click “confirm” (Your password is now generated).</li> <ol style="list-style-type: none"> <li>Click on ‘Login’ under ‘<b>SHARE HOLDER</b>’ tab.</li> <li>Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘<b>Submit</b>’.</li> <li>After successful login, you will be able to see the notification for e-voting. Select ‘<b>View</b>’ icon.</li> <li>E-voting page will appear.</li> <li>Refer the Resolution description and cast your vote by selecting your desired option ‘<b>Favour / Against</b>’ (If you wish to view the entire Resolution details, click on the ‘<b>View Resolution</b>’ file link).</li> <li>After selecting the desired option i.e. Favour / Against, click on ‘<b>Submit</b>’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘<b>Yes</b>’, else to change your vote, click on ‘No’ and accordingly modify your vote.</li> </ol> </ol>

#### V) Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.



**Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:**

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.

- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**[Helpdesk for Individual Shareholders holding securities in demat mode:](#)**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

**[Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.](#)**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding remote e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Contact Mr. Rajiv Ranjan of LIPL, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India or call at: - Tel: 022 –4918 6000.

**On behalf of the Board  
For SUNIL HEALTHCARE LIMITED**

**SANTOSH KUMAR SHARMA  
COMPANY SECRETARY & COMPLIANCE OFFICER**  
FCS-6817  
Place – New Delhi  
Dated- May 06, 2022  
Email: [cs@sunilhealthcare.com](mailto:cs@sunilhealthcare.com)  
Contact No. 011-49435541

**Reg. Office:**  
38E/252A, Vijay Tower, Shahpurjat, New Delhi-110049  
CIN No: L24302DL1973PLC189662  
Phone No: +91-11-49435555/00 Fax no 011-43850087  
Email ID: [info@sunilhealthcare.com](mailto:info@sunilhealthcare.com)  
Web; [www.sunilhealthcare.com](http://www.sunilhealthcare.com)



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 1

The present term of Mr. Anil Kumar Khaitan, as Chairman & Managing Director is valid upto 31.03.2022. The board of directors of the Company in their meeting held on 31.01.2022 on the recommendation of the nomination of remuneration committee of the Company re-appointed him as a Chairman Cum Managing Director of the Company for further period of five years starting from 1<sup>st</sup> April, 2022 to March 31, 2027 at the remuneration as mentioned in the item no. 1 resolution, subject to the approval from the shareholders of the Company through special resolution.

Mr. Anil Kumar Khaitan is 66 years old and will attain the age of 70 years in 4th year term of his appointment, hence members approval by way of Special Resolution is obtained in advance to comply with the provisions of Schedule V of Part I (c) read with Sec.196 of Companies Act, 2013.

#### **Information pursuant to Schedule V**

##### General Information

- i) **Nature of Industry and Date of Commencement of Commercial Production:**-The Company is the leading Hard Shell Capsule manufacturer In India and Pioneer in double lock and triple lock technology for capsules in India, since 1976. The Company has increased the installed capacity from time to time and the present installed production capacity is 13.80 billion Capsules per annum.
- ii) **Operations and financial performance (Audited) of the Company for the last three years are as under:**

Particulars	2019-20	2020-21	2021-22
Revenue from Operation (In Lakhs)	7025.19	8988.53	11637.29
Profit before Tax (In Lakhs)(continued operation)	(221.83)	34.94	957.11
EPS (In INR)	(4.06)	0.27	6.61
Net Profit	(156.83)	27.53	677.68

- iii) **Foreign Investment or Collaboration, if any:** The Company do not have any foreign investment or foreign collaboration.

#### **Information about appointees:**

Mr. Anil Khaitan, Chairman & Managing Director of the Company, attended Vincent High School, Mussoorie and thereafter completed his B.Com Degree and joined family business in 1976. He qualified his MBA from IMI, Geneva in the year 1981.

Mr. Khaitan has diversified business experience of 44 years relating to Jute Industry, Paper Industry, Pharmaceutical Industry, Copper & Steel Industry, apart from our International Operations.

Mr. Khaitan over the years has gained expertise in strategic business planning, financial management and effective development of Human Resource.

Mr. Khaitan is past President of PHD CCI, member of Executive Committee, FICCI, member of Managing Committee, ASSOCHAM, Member of ICSI – ASB (Institute of Company Secretaries of India-Auditing Standards Board, Chairman – Grievance Redressal Committee, ICSI RVO, Independent Director of Governing Body, ICSI Registered Valuers Organization.

In addition to Business expertise; Mr. Anil Kumar Khaitan has always had a great zeal to learn and experience the nature and life around him. His FAVOURITE QUOTE “THE ONLY THING PERFECT IN THE WORLD IS NATURE” has been truly followed by him in his personal life and adventures. His hobbies of Athletics, Sports and Yoga keep a fit body, reading and quest for learning ensure an agile and open mind and meditation, and interest in Music and theatre bring about his creativity and calmness of temperament.



The remuneration of Rs. 119175/- as a monthly remuneration plus perquisites as applicable as per the rules of the Company was paid to him from 01.04.2021 to 31.03.2022. Further, the Nomination and remuneration Committee and Board of Directors in its meeting held on 31.01.2022 has approved subject to further approval of shareholders/members by Special resolution in General Meeting, re-appointment of Mr. Anil Khaitan as Chairman & Managing Director for a period of five years starting from 01.04.2022 to 31.03.2027 with a remuneration of 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 plus perquisites as applicable as per the rules of the Company.

Approval of the members by Special resolution is sought through Postal for the reappointment of Mr. Anil Khaitan, Chairman cum Managing Director of the Company and payment of remuneration to him as set out in the text of the resolution in terms of applicable provision of the Act.

The Board of Directors of the Company recommends the Special Resolution(s) set out at Item Nos. 1 for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out in item nos. 1 except Mr. Anil Kumar Khaitan, who is Chairman & Managing Director.

**On behalf of the Board**

**For SUNIL HEALTHCARE LIMITED**

**Sd/-**

**SANTOSH KUMAR SHARMA**

**COMPANY SECRETARY & COMPLIANCE OFFICER**

FCS-6817

Place – New Delhi

Dated- May 06, 2022

Email: [cs@sunilhealthcare.com](mailto:cs@sunilhealthcare.com)

Contact No. 011-49435541

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**ANNEXURE; 1**

Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Details required as per Secretarial Standard (SS2) are as under:-

<b>Name of Director</b>	<b>Mr. Anil Khaitan</b>
<b>DIN</b>	00759951
<b>Date of Birth /Age</b>	01-01-1956/66 Years
<b>Nationality</b>	Indian
<b>Date of Appointment/Re-appointment</b>	31.10.1984, re-appointed on dated 01.08.2012, re-appointed w.e.f. 01.04.2017
<b>No. of share Held in the Company</b>	5942494 No. of Equity Shares
<b>Qualification</b>	B.Com and MBA from IMI, Geneva
<b>Brief Resume and Nature of Experience</b>	<p>Mr. Anil Khaitan, Chairman SNK Corp., attended Vincent High School, Mussoorie and thereafter completed his B.Com Degree and joined family business in 1976. He qualified his MBA from IMI, Geneva in the year 1981.</p> <p>Mr. Khaitan has diversified business experience of 44 years relating to Jute Industry, Paper Industry, Pharmaceutical Industry, Copper &amp; Steel Industry, apart from our International Operations.</p> <p>Mr. Khaitan over the years has gained expertise in strategic business planning, financial management and effective development of Human Resource.</p> <p>Mr. Khaitan is past President of PHD CCI, member of Executive Committee, FICCI, member of Managing Committee, ASSOCHAM, Member of ICSI – ASB (Institute of Company Secretaries of India-Auditing Standards Board, Chairman – Grievance Redressal Committee, ICSI RVO, Independent Director of Governing Body, ICSI Registered Valuers Organization.</p>
<b>Directorships held in other public Companies [excluding foreign and private Companies]</b>	M/s ICSI Registered Valuers Organization and M/s Nada Vibronics Private Limited
<b>Memberships / Chairmanships of Audit &amp; Stakeholders Relationship Committees of other Public Companies</b>	Nil
<b>Listed entities from which Director resigned in past three years</b>	Nil
<b>Inter-se relationship with other Directors</b>	No relation with other director
<b>Terms &amp; Condition of appointment or re-appointment along with detail of remuneration sought to be paid</b>	Re-appointment for a period of five years starting from 01.04.2022 to 31.03.2027 with a remuneration of 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 plus perquisites as applicable as per the rules of the Company.
<b>Last Remuneration Drawn in FY 2021-22</b>	Rs. 2963267/-
<b>No. of Board meeting attended during the financial year 2021-22</b>	4