



SHL/SEC/48th AGM/2022

September 28, 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 of the 48th Annual General Meeting held on September 28, 2022 pursuant to Regulation 30 of the SEBI (LODR) Regulations 2015.**

We wish to inform you that the 48th Annual General Meeting (AGM) of the Company held on the Wednesday, 28th day of September, 2022 through Video Conferencing, which was started at scheduled time i.e. 12:30 p.m., concluded at 12.55 p.m., and instavote portal was enabled for next 30 minutes from the conclusion of the AGM for those members, who could not vote through Remote E-voting Facility.

In this regard, please find enclosed herewith the Proceedings of the 48th AGM in compliance with Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take the same on your record.

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

Thanking you,
Yours sincerely,

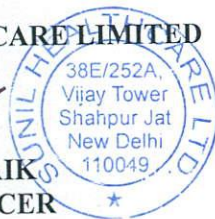
For **SUNIL HEALTHCARE LIMITED**


SATYENDU PATTNAIK

COMPLIANCE OFFICER

F-7736

New Delhi



Encl. a/a

Sunil Healthcare Limited

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

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CIN No.: L24302DL1973PLC189662

PROCEEDINGS OF THE 48TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SUNIL HEALTHCARE LTD. HELD ON WEDNESDAY, THE 28TH SEPTEMBER, 2022 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 12:55 P.M. AND INSTAVOTE PORTAL WAS AVAILABLE FOR NEXT 30 MINUTES FROM THE CONCLUSION OF THE AGM FOR THOSE MEMBERS, WHO COULD NOT VOTE THROUGH REMOTE E-VOTING FACILITY

**PRESENT THROUGH VIDEO
CONFRENCING MODE**

- | | |
|----------------------------|--|
| 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 Office in Delhi |
| 3. Mr. Rakesh Mohan | Independent Director & Chairman of Nomination and Remuneration Committee and member of the Stakeholder Relationship Committee attended meeting from his residence in New Delhi (authorized by Mr. K.V. Rajan, Director and Chairman of the Stakeholder Relationship Committee to address the queries of shareholders if any) |
| 4. Mr. Bejon Kumar Misra | Independent Director and Chairman of CSR Committee, attended AGM from Hyderabad |
| 5. Mrs. Mudita Chaturvedi | Non-Executive Director, attended AGM from her residence in New Delhi |
| 6. Mr Sanjay Kumar Kaushik | Independent Director, attended AGM from his residence at Kolkata |



INVITEES	
1. Mr. Ishan Khaitan	President, attended AGM from his residence in New Delhi
2. Mr. Kahaan Khaitan	Sr. Vice President, attended AGM from his residence in New Delhi
3. Mr. Sajal Goyal	Partner, M/s. JKVS & Co., Statutory Auditors, attended AGM from Delhi
4. Mr. Tara Chand Sharma,	Secretarial Auditors & Scrutinizer, attended AGM from Jaipur
5. Mr. Pawan Rathi	CFO, attended AGM from Registered office of the Company at New Delhi.

IN ATTENDANCE	
1. Mr. Satyendu Pattnaik	Compliance Officer, attended AGM from Registered office of the Company at New Delhi.

The Compliance Officer 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 Compliance Officer apprised that in view of the threat posed by covid-19 pandemic, the Ministry of Corporate Affairs (MCA), has vide its circular no. 02/2022, dated May, 05, 2022 read with its earlier issued circulars dated January 13, 2021, May 05, 2020, April 08, 2020, April 13, 2020 and June 15, 2020 and SEBI vide its circulars dated May, 13, 2022, read with earlier circulars dated January 15, 2021 and May 12, 2020, respectively 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, the 48th 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 Compliance Officer of all the Directors, Statutory Auditors and other dignitaries.

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

1. Members attending the AGM through VC were counted as present for the purpose of quorum.



2. All Members who had joined the meeting were placed on mute mode to avoid any disturbance and to ensure an orderly conduct of the meeting.
3. Question & answer session would be conducted, kindly note that as intimated in the Notice of AGM, only those Members who have registered themselves as speakers till September 21, 2022, would be allowed to speak and raise questions. Speakers were allowed to speak for two minutes per Speaker to ensure an orderly conduct of the meeting.
4. All documents referred to in the Notice along with the Statutory Registers required for inspection during AGM were available for inspection by the members, who has requested to the Company.
5. The Company had provided remote e-voting facility through Linkintime India Private Limited, to eligible members starting from 9:00 am on September 25, 2022 to 5:00 pm on September 27, 2022. 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 20, 2022, to scrutinize the votes cast at the meeting through Insta Vote and through remote e-voting and would submit his report. The Company would announce the voting result on resolutions after receipt of consolidated report from him within next 2 working days of the conclusion of the AGM.

Quorum of the Meeting

As confirmed by officials of M/s. Linkintime India Private Limited, an E-voting and Video Conferencing Agency of the Company to Mr. Satyendu Pattnaik, Compliance Officer of the Company, the requisite quorum of members as required under the Companies Act, 2013 were present in the meeting. Since the requisite quorum of members were present in the AGM, the Chairman called the meeting to order.

Chairman of the Meeting

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

Thereafter, he proceeded with the Annual General Meeting.

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

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

Sunil Healthcare Ltd.

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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 20-22 was dispatched through email to all shareholders whose e-mail ids were registered with the Company as on July 29, 2022. 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.

The Chairman informed to meeting that the Independent Auditors' Report on Standalone and Consolidated Financial Statements and Secretarial Audit Report which were circulated as part of the Annual Report, do not contain any qualification or adverse remark. With permission of the members, The Chairman took the said Reports as read.

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

The Chairman then addressed the Members. He apprised the Members on the economic scenario, performance of the Company during the financial year 2021-22 ended March 31, 2022 and unprecedented challenges faced by the Company, as the world came to a grinding halt and the basic existence of humankind came under severe threat due to the onset of Covid-19 Pandemic. FY 20 also saw the onset of Covid-19 Pandemic at the closing stages of the Financial Year in India and still in FY 21, financial year 22 and starting of financial year 2023, India and most part of world are in third and fourth waves of the Covid-19 pandemic, caused much loss of life and economy. The Company has taken various steps for mitigating those challenges.

Thereafter, the Chairman, placed the business items mentioned in the Notice of AGM before the Meeting for consideration and adoption of members by Ordinary Resolution/Special resolution, as the case may be:

Ordinary Businesses

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

1. Resolution No.1 : Ordinary Resolution

To consider and adopt the audited annual financial statements i.e. the Balance Sheet, Profit & Loss Account and Cash Flow Statement (both standalone and consolidated) of the Company for the financial year ended 31st March, 2022 together with report of the Board of Directors and Auditors' thereon.

2. Resolution No.2 : Ordinary Resolution

To consider and approve the re-appointment of Mrs. Mudita Chaturvedi (DIN: 02384403) as Non- Executive Director, who retires by rotation, and, being eligible, offers herself, for re-appointment.



3. Resolution No.3 : Ordinary Resolution

To consider and approve the appointment of M/s. Singhi & Co., (Firm registration no. 302049E), Chartered Accountants, as Statutory Auditors of the Company for a consecutive period of Five years from the conclusion of 48th AGM till the conclusion of 53rd AGM of the Company and to fix their remuneration.

Special Businesses

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

4. Resolution No.4 : Special Resolution

To consider and approve the change in the designation of Mr. Sanjay Kumar Kaushik (DIN: 00329013), from Independent Director to Non-Executive Director of the Company, liable to retire by rotation.

5. Resolution No.5 : Special Resolution

To consider and approve the appointment of Mrs. Mudita Chaturvedi (DIN: 02384403), as Non-Executive and Independent Director of the Company, not liable to retire by rotation for a term of Five consecutive years commencing from September, 28, 2022 upto September, 27, 2027.

Further, the Chairman invited for question and answer session with the help of the Compliance Officer and moderator.

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

Vote of Thanks:

After completion of question and answer session, there being no other business to transact, the Chairman formally concluded the meeting at 12.55 p.m. and expressed heartfelt thanks to all members, fellow Directors, Auditors and Company Officials for attending and participating the AGM through video conferencing.

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



SATYENDU PATTNAIK
AUTHORISED SIGNATORY

Authorized by the Chairman through email dated September 28, 2022

Date: 28.09.2022

Place: Delhi