

SHL/SEC/45<sup>th</sup> AGM/2019

September 28, 2019

The Bombay Stock Exchange Limited  
Listing Department,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
Phiroze JeeJeeBhoy Towers, Dalal Street, Fort  
Mumbai – 400 001.

The Calcutta Stock Exchange Ltd.  
7, Lyons Range  
Kolkata - 700 001 India

Company Code: 537253

Dear Sir,

Sub. : Proceedings cum declaration of results alongwith Scrutinizer Report of the Annual General Meeting held on September 27, 2019 pursuant to Regulation 44(3) read with Regulation 30 of the SEBI (LODR) Regulations 2015.

We wish to inform you that the 45<sup>th</sup> Annual General Meeting of the Company was started at Scheduled time i.e. 3:00 p.m. and concluded at 05:20 p.m. on September 27, 2019 at Shri Ram Hall, First Floor, PHD Chamber of Commerce and Industry PHD House, 4/2, SIRI Institutional Area, August Kranti, Marg New Delhi-110016.

The Voting was done through electronic voting starting from 9:00 a.m. on September 24, 2019 and opened till 5:00 p.m. on September 26, 2019, and through polling/Ballot Papers at the meeting on September 27, 2019.

Mr. Santosh Kumar Sharma, Company Secretary was authorized by Mr. Anil Kumar Khaitan, Chairman of the Annual General Meeting of Company via Letter of Authorization dated on September 27, 2019 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 28, 2019 at 7:15p.m.**, the result of agenda items transacted in the Annual General Meeting, Pursuant to Regulation 44 of the SEBI (LODR) Regulations 2015.

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

Thanking you,  
Yours sincerely,

For SUNIL HEALTHCARE LIMITED

*[Signature]*  
SANTOSH KUMAR SHARMA 28/09/2019  
COMPANY SECRETARY & COMPLIANCE OFFICER  
F-6817  
New Delhi  
7:25 PM  
*[Signature]*

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PROCEEDINGS AND RESULTS OF THE 45<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SUNIL HEALTHCARE LTD. HELD ON FRIDAY, THE 27<sup>ST</sup> DAY OF SEPTEMBER, 2019 AT SHRI RAM HALL, FIRST FLOOR, PHD CHAMBER OF COMMERCE AND INDUSTRY, PHD HOUSE, 4/2, SIRI INSTITUTIONAL AREA, AUGUST KRANTI MARG, NEW DELHI-110016 STARTED AT 3:00 P.M. AND CONCLUDED AT 05:20 P.M.

<b>PRESENT</b>	
1. Mr. Anil Kumar Khaitan	Chairman of the meeting
2. Mr. Rakesh Mohan	Independent Director & Chairman of Nomination and Remuneration Committee and Audit Committee

<b>INVITEES</b>	
1. Mr. Ishan Khaitan	President
2. Mr. Kahaan Khaitan	Sr. Vice President
3. Mr. Pawan Rathi	Chief Financial Officer
4. Mr. Tara Chand Sharma,	Scrutinizer

As informed by the Alankit Assignment Ltd, RTA, 653 numbers of Members were present in the meeting out of that 654 members were present in person and 8 members were present through Authorised Representative.

<b>IN ATTENDANCE</b>	
1. Mr. Santosh Kumar Sharma	Company Secretary

#### 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.

#### Quorum of the Meeting

As informed by the officials of M/s. Alankit Assignment Limited, Registrar and Transfer Agent of the Company to Mr. Santosh Kumar Sharma, Company Secretary

that 653 numbers of Members were present in the meeting out of that 645 members were present in person and 8 members were present through Authorised Representative. Since, the necessary quorum was present, the Chairman called the meeting to order.

The Chairman of the meeting informed the members that Mr. Sanjay Kaushik, Independent Director, Dr. (Mrs.) Lata Singh, Non-Executive Director, Mr. K.V. Rajan, Non-Executive Director, Mr. B.P. Srinivasan, Non-Executive Director, Mr. Bejon Kumar Misra, Additional Director (Independent), Mr. H.P. Kumar, Independent Director could not present due to pre-occupation.

Further, The Chairman informed that Mr. Ramesh Chander Khurana, who was appointed as Independent Director, was retired after completion of his term of five years on September 26, 2019.

Mr. Ramesh Chander Khurana, who was Chairman of the Audit Committee could not attend the meeting due to his pre-occupation.

Further, the Chairman informed to the Members that the Board had recommended the retirement of Dr. (Mrs.) Lata Singh, Non-Executive Director in this AGM keeping in view of her age.

Further, the Chairman informed to the Members that the Statutory Auditors could not attend the meeting due to his preoccupation.

The Chairman then addressed the Members. He apprised the Members on the economic scenario, performance of the Company during the financial year 2018-19 ended March 31, 2019 and future prospectus of the Company.

The Company Secretary apprised the members of the Company that Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company had provided remote e voting facility as well as voting by use of Polling/Ballot Paper at the Annual General Meeting to its Members for exercise their right to vote the businesses mentioned in the Notice of the 45<sup>th</sup> Annual General Meeting. The Company engaged the services of the National Securities Depository Limited (NSDL) as the agency for remote e-voting facility.

He further apprised that the e-voting period was commenced on Tuesday, 24<sup>th</sup> September, 2019 at 9:00 am and ended on Thursday, 26<sup>th</sup> September, 2019 at 5:00 pm. After that the e-voting module was disabled for voting. He further apprised that the Company has appointed Mr. Tara Chand Sharma, Practicing Company Secretary, Jaipur, to act as scrutinizer for conducting the remote e voting as well as voting process at the Annual General Meeting in a fair and transparent manner. He further apprised the members that voting at the meeting is allowed by use of Polling/Ballot Paper for all those members/ proxies who were present at the Annual General Meeting but have not casted their votes by availing the remote e voting at the end of discussion on the all the resolutions. He further explained in details the polling process for their better understanding and casting of votes.

With the permission of the members, present in the meeting, Notice convening the 45<sup>th</sup> Annual General Meeting along with Boards' Report and Auditors' Report and Financial Statements (both standalone and consolidated) were taken as read by the



Chairman.

The Company Secretary read complete Auditors Report before the members as required under SS-2. Further The Company Secretary invited special attention of the Members on Qualifications in Report of Secretarial Auditor at page no. 21 of the Annual Report that with management reply and read Complete Secretarial Auditors Report before them.

The Company Secretary informed to the Members that The documents as mentioned in Notice of the Annual General Meeting were kept at counter for inspection of members, if any members were willing to inspect they may inspect at the counter.

Thereafter, with the permission of the Chairman, the following Business items were taken up for consideration and adoption of members by Ordinary/ Special Resolution:

#### Ordinary Business

The Company Secretary put up before the Members the Proposal no. 1 of the Notice, for consideration and adoption of the **Annual Financial Statements (Both Standalone and Consolidated)** of the Company for the financial year 2018-19 alongwith necessary enclosures.

The Chairman invited the queries from the members arising out of the proposed Ordinary resolution for adoption of the **Annual Financial Statements**. The questions were answered to the member's satisfaction'

After necessary discussion, the Chairman allowed for voting with assistance of the Scrutinizer. Thereafter, the Scrutinizer conducted the voting through polling paper on proposal no. 1 in independent and transparent manner.

The Company Secretary put up before the Members the Proposal no. 2 of the Notice regarding the retirement of Mrs. (Dr.) Lata Singh(DIN: 06947846), Non-Executive Director, who retires by rotation in the Annual General Meeting with immediate effect.

The Chairman invited the queries from the members arising out of the proposed resolution for retirement of Mrs. (Dr.) Lata Singh(DIN: 06947846), as Non-Executive Director with effect from September 27, 2019. The questions were answered to the member's satisfaction.

After necessary discussion, the Chairman of the meeting allowed for voting with assistance of the Scrutinizer. Thereafter, the Scrutinizer conducted the voting through Ballot paper on proposal no. 2 in independent and transparent manner.

#### Special Business

The Company Secretary put up before the Members the Proposal no. 3 of the Notice the re-appointment of Mr. Sanjay Kumar Kaushik (DIN: 00329013) as an Independent Director of the Company for a second term of five consecutive years commencing from September 27, 2019 up to September 26, 2024, not liable to retire by rotation, through Special Resolution.



The Chairman invited the queries from the members arising out of the proposed resolution for approval of re-appointment of Mr. Sanjay Kumar Kaushik (DIN: 00329013) as an Independent Director.

After necessary discussion, the Chairman of the meeting allowed for voting with assistance of the Scrutinizer. Thereafter, the Scrutinizer conducted the voting through Ballot paper on proposal no. 3 in independent and transparent manner.

**The Company Secretary put up before the Members the Proposal no. 4** of the Notice to accord approval of appointment of Mr. Bejon Kumar Misra (DIN01015633), as an Independent Director of the Company for first term of five consecutive years commencing from August 14, 2019 up to August 13, 2024, not liable to retire by rotation.

The Chairman invited the queries from the members arising out of the proposed resolution for approval of appointment of Mr. Bejon Kumar Misra (DIN01015633), as an Independent Director.

After necessary discussion, the Chairman of the meeting allowed for voting with assistance of the Scrutinizer. Thereafter, the Scrutinizer conducted the voting through Ballot paper on proposal no. 4 in independent and transparent manner.

**After completion of the voting on resolution no. 4**, the Company Secretary informed that results of the Poll aggregated with results of remote e-voting will be submitted to the Bombay Stock Exchange Limited (BSE), Calcutta Stock Exchange (CSE) and National Securities Depositories Limited (NSDL), "the Agency", appointed by the Company for facilitating e-voting, and shall also be placed at the website of the company within 48 hours of the conclusion of the 45<sup>th</sup> Annual General Meeting.

#### Vote of Thanks

Mr. Pawan Rathi, Chief Financial Officer, presented the vote of thanks to the Chairman of the meeting, Directors, Members and invitees present in the meeting.

Thereafter, the 45<sup>th</sup> Annual General Meeting was concluded by the Chairman at 5:20P.M.

*SSK* 28/09/2019  
SANTOSH KUMAR SHARMA  
AUTHORISED SIGNATORY

Authorized by the Chairman through letter dated September 27, 2019

Date: 28.09.2019  
Place: New Delhi



Result of the electronic voting and poll/Ballot Paper on the Special business transacted at the 45<sup>th</sup> Annual General Meeting of the Company held on Friday, September 27, 2019.

*On the basis of the Consolidated Scrutinizer's Report and poll Report dated September 28, 2019, the Authorized Signatory Mr. Santosh Kumar Sharma as authorized by the Chairman of the 45<sup>th</sup> Annual General Meeting Mr. Anil Kumar Khaitan, Chairman & Managing Director (DIN:00759951, via letter dated September 27, 2019, declared the following results of voting on September 28, 2019 at 7:15 p.m.:*

#### Voting Results

Date of AGM	27 <sup>th</sup> September, 2019
Total number of shareholders on cutoff date/record date i.e. September 20, 2019	6939
No. of shareholders present in the meeting either in person or through proxy:	
- Promoters and Promoters Group	1
- Public	652
No. of Shareholders attended the meeting through Video Conferencing	
- Promoters and Promoters Group	Not Applicable
- Public	Not Applicable

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**Ordinary Business:**

**Agenda Item-1**

Resolution No -1. To receive, consider and adopt the Annual Financial Statements (both Standalone and consolidated) of the Company for Financial year ended 31st March ,2019 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 Poll	7540305	7540305	100.00	7540305	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
			N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>	<b>7540305</b>	<b>7540305</b>	<b>100.00</b>	<b>7540305</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting Poll	10476	0	0	0	0	0	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0.00
			N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>	<b>10476</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public Non Institutions	E-Voting Poll	2703969	728340	26.94	728340	0	100.00	0.00
	Postal Ballot (if applicable)		17956	0.66	17956	0	100.00	0.00
			N.A	N.A	N.A	N.A	N.A	N.A
	<b>Total</b>	<b>2703969</b>	<b>746296</b>	<b>27.60</b>	<b>746296</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>10254750</b>	<b>8286601</b>	<b>80.81</b>	<b>8286601</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

NOTE: 7 MEMBERS CASTED 330 NUMBERS OF INVALID VOTE IN POLL.



Agenda Item-2

Resolution No -2. To approve retirement of appoint Mrs. (Dr.) Lata Singh(DIN 06947846), as Non-Executive Director, who retires by rotation immediate effect.								
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		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		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	0.00
Public Non Institutions	E-Voting	2703969	728340	26.94	728340	0	100.00	0.00
	Poll		17956	0.66	17956	0	100.00	0.00
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total		2703969	746296	27.60	746296	0	100.00
<b>Total</b>		<b>10254750</b>	<b>10254750</b>	<b>8286601</b>	<b>80.81</b>	<b>8286601</b>	<b>0</b>	<b>100.00</b>

NOTE: 7 MEMBERS CASTED 330 NUMBERS OF INVALID VOTE IN POLL.





Special Business:

Agenda Item-3

Resolution No -3. To approve re-appointment of Mr. Sanjay Kumar Kaushik (DIN: 00329013) as an Independent Director of the Company for a second term of five consecutive years commencing from September 27, 2019 up to September 26, 2024, not liable to retire by rotation.								
Resolution required: Special 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		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		0	0	0	0	0.00	
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	
	Total		10476	0	0	0	0	0.00
Public Non Institutions	E-Voting	2703969	728340	26.94	728340	0	100.00	0.00
	Poll		17956	0.66	17956	0	100.00	0.00
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	
	Total		2703969	746296	27.60	746296	0	100.00
<b>Total</b>		<b>10254750</b>	<b>10254750</b>	<b>10254750</b>	<b>8286601</b>	<b>80.81</b>	<b>8286601</b>	<b>0</b>

NOTE: 7 MEMBERS CASTED 330 NUMBERS OF INVALID VOTE IN POLL.



Agenda Item-4

Resolution No -4. To approve appointment of Mr. Bejon Kumar Misra (DIN:01015633), as an Independent Director of the Company for a first term of five consecutive years commencing from August 14, 2019 up to August ,2024, not liable to retire by rotation.

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		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		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	728340	26.94	728340	0	100.00	0.00
	Poll		17956	0.66	17956	0	100.00	0.00
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total		2703969	746296	27.60	746296	0	100.00
<b>Total</b>		<b>10254750</b>	<b>10254750</b>	<b>10254750</b>	<b>10254750</b>	<b>8286601</b>	<b>80.81</b>	<b>8286601</b>

NOTE: 7 MEMBERS CASTED 330 NUMBERS OF INVALID VOTE IN POLL.

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

### Ordinary Business

1. Adopted the Annual Financial Statements (Both Standalone and Consolidated) of the Company for the financial year ended 31<sup>st</sup> March, 2019.

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

“RESOLVED THAT Audited Financial Statements (both standalone and consolidated) for the financial year ended March 31, 2019 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 Mrs. (Dr.) Lata Singh (DIN: 06947846), Non-Executive Director, retires by rotation in the Annual General Meeting.

The Retirement of Dr. (Mrs.) Lata Singh 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 Mrs. (Dr.) Lata Singh(DIN: 06947846), by rotation at this meeting be and is hereby approved with immediate effect.”

### Special Business

3. Approved the re-appointment of Mr. Sanjay Kumar Kaushik (DIN: 00329013) as an Independent Director of the Company for a second term of five consecutive years commencing from September 27, 2019 up to September 26, 2024, not liable to retire by rotation.

The re-appointment of Mr. Sanjay Kumar Kaushik was approved by passing the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Sanjay Kumar Kaushik (DIN: 00329013), who was appointed as an Independent Director of the Company for a term of five years up to September 26, 2019, by the members in the 40<sup>th</sup> Annual General Meeting held on September 27, 2014, in terms of Section 149 of the Companies Act, 2013, who is eligible for re-appointment and had submitted a declaration that he meets the criteria of Independence as provided in Act and the SEBI (LODR) Regulations, 2015 be and is hereby re-appointed as an Independent Director of



the Company for a second term of five consecutive years commencing from September 27, 2019 up to September 26, 2024, not liable to retire by rotation."

3. Approved the appointment of Mr. Bejon Kumar Misra (DIN01015633), as an Independent Director of the Company for a term of five consecutive years commencing from August 14, 2019 up to August 13, 2024, not liable to retire by rotation.

The appointment of Mr. Bejon Kumar Misra 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 Schedule IV and 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, Mr. Bejon Kumar Misra (DIN01015633), who was appointed by the Board as an Additional Director (Independent) of the company w.e.f August 14, 2019 ; and his terms of office will be up to the date of this Annual General Meeting of the company unless regularized by the shareholder, who had submitted a declaration that he meets the criteria of Independence as provided in Act and the SEBI (LODR) Regulations, 2015, be and is hereby appointed as an Independent Director, not liable to retire by rotation of the Company to hold office for a term of 5(Five) consecutive years up to August 13, 2024."

*S.K.S.*  
*28/07/2019*

Santosh Kumar Sharma  
AUTHORISED SIGNATORY

Authorized by the Chairman of the Annual General Meeting Mr. Anil Kumar  
Khaitan vide letter dated September 27, 2019

*7:15*  
*Pmr*  
*rwblw*

Date: 28.06.2019  
Place: New Delhi

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**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]*

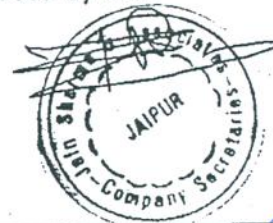
To,  
Mr. Anil Kumar Khaitan,  
The Chairman & Managing Director  
Annual General Meeting of the Equity Shareholders  
of **SUNIL HEALTHCARE LIMITED** held on **Friday, 27<sup>th</sup> September, 2019 at 03.00 P.M.**  
at **Modi Hall, Ground Floor, PHD Chamber of Commerce and Industry, PHD House,**  
**4/2, SIRI Industrial Area, August Kranti Marg, New Delhi- 110016**

Dear Sir,

I, Tara Chand Sharma, Proprietor of M/s. Jain Sharma & Associates, a Company Secretary Firm having its office at O-10-11, 2<sup>nd</sup> Floor, Amber Tower, S.C. Road, Jaipur-302001, Rajasthan was appointed as a scrutinizer of SUNIL HEALTHCARE LIMITED ("the Company") for the purpose of scrutinizing the Remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on Remote e-voting, carried out as per the provisions of Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Amendments Rules, 2015, and the poll taken on the resolutions, as set out in the Notice dated August 14, 2019 convening the Annual General Meeting of the Equity Shareholders of Sunil Healthcare Limited, held on Friday, 27<sup>th</sup> September, 2019 at 03.00 P.M. at Modi Hall, Ground Floor, PHD Chamber of Commerce and Industry, PHD House, 4/2, SIRI Industrial Area, August Kranti Marg, New Delhi- 110016.

We submit our Report as under:

1. The Remote e-voting remained open from September 24, 2019 at (09.00 A.M.) to September 26, 2019 at (05.00 P.M.).
2. The Shareholders holding shares as on the "cut off" date i.e. 20<sup>th</sup> September, 2019, were entitled to vote on the proposed resolutions (item no. 1 to 4 as set out in the Notice dated August 14<sup>th</sup>, 2019 convening the Annual General Meeting of Sunil Healthcare Limited.
3. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling were locked in my presence with due identification marks placed by me.



**O-11, IInd Floor, Amber Tower, S. C. Road, Jaipur**  
**Cell : 9414078940 Ph. : 0141-4016962, 0141-2378079**  
**E-mail:cstarachand@gmail.com**



4. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agent of the Company and the authorizations/proxies lodged with the company.
5. The poll papers, which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.
6. The remote e-voting was unblocked on 27<sup>th</sup> September, 2019 around 5.30 P.M. in the presence of two witnesses, Ms. Anshika Gupta R/o 4-E-432 Jai Narayan Vyas Colony, Bikaner and Ms. Komal Jain R/o 635, Vivek Vihar, New Sanganer Road, Sodala, Jaipur (who are not in the employment of the Company). They have signed below in confirmation of the votes being unblocked in their presence.

*Anshika Gupta*

Name: Anshika Gupta

*Komal Jain*

Name: Komal Jain

7. For further details on voting through poll kindly refer to my Scrutinizers report in Form MGT-13.
8. The overall result of Remote e-voting and Poll at AGM is as under :

**Resolution 1:** To receive, consider and adopt the Annual Financial Statements (Both Standalone and Consolidated) of the Company for the financial year ended 31st March, 2019 together with report of the Board of Directors and Auditors' thereon.

**Ordinary Resolution:**

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

Mode of Polling	Number of members voted through electronic voting system and poll	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote e-voting	20	8268645	100
Physical	44	17956	100
<b>Total</b>	<b>64</b>	<b>8286601</b>	<b>100</b>



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

Mode of Polling	Number of members voted through electronic voting system and poll	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote e-voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
<b>Total</b>	Nil	Nil	Nil

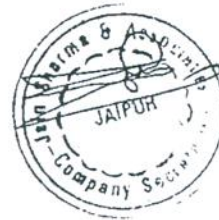
(iii) **Invalid votes:**

Mode of Polling	Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	Nil	Nil
Physical	7	330
<b>Total</b>	7	330

**Resolution 2:** To approve retirement of Mrs. (Dr.) Lata Singh(DIN: 06947846), Non-Executive Director, who retires by rotation in the Annual General Meeting.  
**Ordinary Resolution**

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

Mode of Polling	Number of members voted through electronic voting system and poll	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote e-voting	20	8268645	100
Physical	44	17956	100
<b>Total</b>	64	8286601	100



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

Mode of Polling	Number of members voted through electronic voting system and poll	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote e-voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
<b>Total</b>	Nil	Nil	Nil

(iii) **Invalid votes:**

Mode of Polling	Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	Nil	Nil
Physical	7	330
<b>Total</b>	7	330

**Resolution 3:** To approve re-appointment of Mr. Sanjay Kumar Kaushik (DIN: 00329013) as an Independent Director of the Company for a second term of five consecutive years commencing from September 27, 2019 up to September 26, 2024, not liable to retire by rotation.

**Special Resolution**

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

Mode of Polling	Number of members voted through electronic voting system and poll	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote e-voting	20	8268645	100
Physical	44	17956	100
<b>Total</b>	64	8286601	100





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

Mode of Polling	Number of members voted through electronic voting system and poll	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote e-voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
<b>Total</b>	Nil	Nil	Nil

(iii) **Invalid votes:**

Mode of Polling	Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	Nil	Nil
Physical	7	330
<b>Total</b>	7	330

**Resolution 4:** To approve appointment of Mr. Bejon Kumar Misra (DIN01015633), as an Independent Director of the Company for a second term of five consecutive years commencing from August 14, 2019 up to August 13, 2024, not liable to retire by rotation.

**Ordinary Resolution**

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

Mode of Polling	Number of members voted through electronic voting system and poll	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote e-voting	20	8268645	100
Physical	44	17956	100
<b>Total</b>	64	8286601	100



(ii) Voted against the resolution:

Mode of Polling	Number of members voted through electronic voting system and poll	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote e-voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
<b>Total</b>	Nil	Nil	Nil

(iii) Invalid votes:

Mode of Polling	Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	Nil	Nil
Physical	7	330
<b>Total</b>	7	330

The poll papers and relevant records relating to electronic voting and Poll at AGM were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

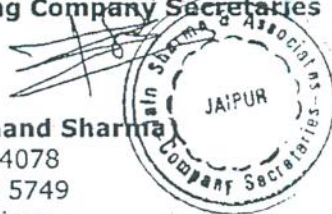
Note: Total no. of Members present in the Annual general Meeting was 653 and the no. of members voted through poll is 51 and through proxy is Nil.

Thanking you

Yours faithfully,

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

(Tara Chand Sharma)  
CP. NO- 4078  
FCS No.: 5749  
Place: Jaipur  
Date: 28.09.2019



*Received and acknowledged*  
*28/09/2019*  
*New Delhi*  
*Authorised Person*  
*on behalf of Chairman*

A circular stamp with the text "SUNIL HEETHCAR" around the top edge, "38E/252A, Vijay Tower, Shikhar, New Delhi" in the center, and "2019" around the bottom edge. There is a handwritten signature "S. S. C." and the date "28/09/2019" over the stamp.



**Jain Sharma & Associates**  
**COMPANY SECRETARIES**

**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,  
Chairman & Managing Director

Annual General Meeting of the Equity Shareholders

of **SUNIL HEALTHCARE LIMITED** held on **Friday, 27<sup>th</sup> September, 2019 at 03.00 P.M.**

at Modi Hall, Ground Floor, PHD Chamber of Commerce and Industry,

PHD House, 4/2, SIRI Industrial Area, August Kranti Marg, New Delhi- 110016

Dear Sir,

I, Tara Chand Sharma, Proprietor of M/s. Jain Sharma & Associates, a Company Secretary Firm having its office at 0-10-11, 2<sup>nd</sup> Floor, Amber Tower, S.C. Road, Jaipur-302001, Rajasthan appointed as a scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders held on Friday, 27<sup>th</sup> September, 2019 at 03.00 P.M. at Modi Hall, Ground Floor, PHD Chamber of Commerce and Industry, PHD House, 4/2, SIRI Industrial Area, August Kranti Marg, New Delhi- 110016, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were dillgently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agent of the Company and the authorizations/proxies lodged with the company.
3. The poll papers, which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.



O-11, IInd Floor, Amber Tower, S. C. Road, Jaipur  
Cell : 9414078940 Ph. : 0141-4018962, 0141-2378079  
E-mail: cstarachand@gmail.com



4. The result of the Poll is as under :

**Resolution 1:** To receive, consider and adopt the Annual Financial Statements (Both Standalone and Consolidated) of the Company for the financial year ended 31st March, 2019 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 (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	17956	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

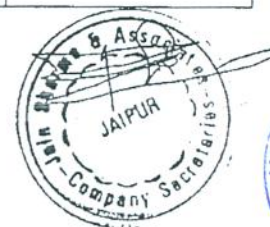
Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	330

**Resolution 2:** To approve retirement of Mrs. (Dr.) Lata Singh(DIN: 06947846), Non-Executive Director, who retires by rotation in the Annual General Meeting.

**Ordinary Resolution**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	17956	100



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	330

**Resolution 3:** To approve re-appointment of Mr. Sanjay Kumar Kaushik (DIN: 00329013) as an Independent Director of the Company for a second term of five consecutive years commencing from September 27, 2019 up to September 26, 2024, not liable to retire by rotation.

**Special Resolution**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	17956	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:



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Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	330

**Resolution 4:** To approve appointment of Mr. Bejon Kumar Misra (DIN01015633), as an Independent Director of the Company for a second term of five consecutive years commencing from August 14, 2019 up to August 13, 2024, not liable to retire by rotation.  
**Ordinary Resolution**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
44	17956	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	330

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed:  
**NA.**
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.



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Note: Total no. of Members present in the Annual general Meeting was 653 and the no. of members voted through poll is 51 and through proxy is Nil.

Thanking you

Yours faithfully,

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



(Tara Chand Sharma)  
CP. NO- 4078  
FCS No.: 5749  
Place: Jaipur  
Date: 28.09.2019



Received & Acknowledged  
by LSK  
on behalf of  
the Chairman  
23 on 28/09/2019

