



June 28, 2019

SHL/SEC/01ST EGM/2019

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,

Sub. : **Proceedings cum declaration of results alongwith Scrutinizer Report of the Extra Ordinary General Meeting held on June 28, 2019 pursuant to Regulation 44(3).**

We wish to inform you that the 01st Extra Ordinary General Meeting of the Company was started at Scheduled time i.e. 3:00 p.m. and concluded at 05:00 p.m. on June 28, 2019 at **Modi Hall, Ground 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 June 25, 2019 and opened till 5:00 p.m. on June 27 2019, and through polling/Ballot Papers at the meeting on June 28, 2019.

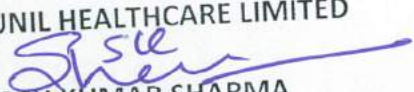
Mr. Santosh Kumar Sharma, Company Secretary was authorized by Mr. Anil Kumar Khaitan, Chairman of the Extra Ordinary General Meeting of Company via Letter of Authorization dated on June 28, 2019 for receiving of Scrutinizer Report and declaration of result.

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 Extra Ordinary General Meeting, The Authorized person on behalf of the Chairman of the Extra Ordinary General Meeting had declared today i.e. **June 28, 2019 at 11:49 p.m.**, the result of agenda items transacted in the Extra Ordinary 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


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

Sunil Healthcare Limited

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

T: +91 11 49435555/00 F: +91 11 43850087 E-mail: info@sunilhealthcare.com Web.: www.sunilhealthcare.com

CIN No.: L24302DL1973PLC189662

1/26

PROCEEDINGS AND RESULTS OF THE 01st/2019-20 EXTORDINARY GENERAL MEETING OF THE MEMBERS OF SUNIL HEALTHCARE LTD. HELD ON FRIDAY, THE 28ST DAY OF JUNE, 2019 AT MODI HALL, GROUND 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 05:00 P.M.

PRESENT

- | | |
|---------------------------|-------------------------|
| 1. Mr. Anil Kumar Khaitan | Chairman of the meeting |
| 2. Mr. Harish Pal Kumar | Independent Director |

INVITEES

- | | |
|-------------------------|--------------------------|
| 1. Mr. Ishan Khaitan | President |
| 2. Mr. Kahaan Khaitan | Sr. Vice President |
| 3. Mr. Pawan Rathi | Chief Financial Officer |
| 4. Mr. Lokesh Aggarwal, | Representing Scrutinizer |

As informed by the Alankit Assignment Ltd, RTA, 202 numbers of Members were present in the meeting out of that 193 members were present in person and 9 members were present through Proxy.

IN ATTENDANCE

- | | |
|-----------------------------|-------------------|
| 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 EGM.

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 **202** numbers of Members were present in the meeting out of that 193 members were present in person and 9 members were present through Proxy. Since, the necessary quorum was present, the Chairman called the meeting to order.

The Chairman of the meeting informed the members that Mr Rakesh Mohan, Independent Director, Mr. Sanjay Kaushik, Independent Director, Mr. Ramesh Chander Khurana, Independent Director, Mr. K.V. Rajan, Director, Dr. Lata Singh, Non-Executive Director, Mr. B.P. Srinivasan, Non-Executive Director could not present due to pre-occupation.

The Chairman then addressed the Members. He apprised the Members the purpose of calling the meeting and briefed about prospect 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 Extra Ordinary General Meeting to its Members for exercise their right to vote the businesses mentioned in the Notice of the 01st Extra Ordinary 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, 25th June, 2019 at 9:00 am and ended on Thursday, 27th June, 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 at the Extra Ordinary General Meeting process 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 Extra Ordinary 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 01st Extra Ordinary General Meeting were taken as read by the Chairman.

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

The Company Secretary put up before the Members the Proposal no. 1 of the Notice, for appointment of Mr. (Dr.) Harish Pal Kumar (DIN: 01826010), as an Independent Director for period of 5 years starting from 13.02.2019 to 12.02.2024.

The Chairman invited the queries from the members arising out of the proposed resolution for appointment of Mr. Harish Pal Kumar. The questions were answered to the member's satisfaction'

After necessary discussion, the Chairman allowed for voting with assistance of the representative 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 appointment of Mr. (Amb.) Krishna Venkatachalam Rajan (DIN 02777067), as Non-Executive Director, liable to retire by rotation, beyond the age of 75 years.

The Chairman invited the queries from the members arising out of the proposed resolution for appointment of Mr. Krishna Venkatachalam Rajan. 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.

The Company Secretary put up before the Members the Proposal no. 3 of the Notice to approve the reclassification of 20000 Preference share from Cumulative to Non-Cumulative and Non-Participatory Preference Shares.

The Chairman invited the queries from the members arising out of the proposed resolution for approval of reclassification of 20000 Preference share from Cumulative to Non-Cumulative and Non-Participatory Preference Shares.

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 for increase in Authorised Capital of the Company from Rs.11,00,00,000 Rs.17,00,00,000 (Rupees seventeen crores only)and amendment in clause V of the MOA.

The Chairman invited the queries from the members arising out of the proposed resolution for approval of increase in Authorised Capital of the Company.

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.

The Company Secretary informed that Mr. Anil Kumar Khaitan, Chairman of the meeting being interested in resolution no. 5, hence he cannot participate and chair the meeting, thereafter, he left the meeting and Mr. Harish Pal Kumar, Director Chaired the meeting for resolution no. 5.

The Company Secretary put up before the Members the Proposal no. 5 of the Notice to accord approval for issue of 600000 numbers 0.01% Redeemable Non-cumulative and Non-participatory preference Shares (RPS) of Rs.100/- each at issue price of Rs.200/- each on Private Placement



basis and offer letter cum application form.

The Chairman invited the queries from the members arising out of the proposed resolution for approval of issue of 0.01% **Redeemable Non-cumulative and Non-participatory preference Shares (RPS)** of Rs.100/- each at issue price of Rs.200/- each on Private Placement basis.

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. 5 in independent and transparent manner.

After completion of the voting on resolution no. 5, the Company Secretary requested the Chairman to Come inside and participate in the meeting, thereafter, Mr. Anil Kumar Khaitan, resumed as Chairman of the rest of the meeting.

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 01st Extra Ordinary 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 01st Extra Ordinary General Meeting was concluded by the Chairman at 5:00P.M.


SANTOSH KUMAR SHARMA
AUTHORISED SIGNATORY

Authorized by the Chairman through letter dated June 28, 2019

Date: 28.06.2019
Place: New Delhi



Result of the electronic voting and poll/Ballot Paper on the Special business transacted at the 01st Extra Ordinary General Meeting of the Company held on Friday, June 28, 2019.

On the basis of the Consolidated Scrutinizer's Report and poll Report dated June 28, 2019, the Authorized Signatory Mr. Santosh Kumar Sharma as authorized by the Chairman of the Extra Ordinary General Meeting Mr. Anil Kumar Khaitan, Chairman & Managing Director(DIN:00759951, via letter dated June 28, 2019, declared the following results of voting on June 28, 2019 at 11:49 p.m.:

Voting Results

Date of EGM	28 th June, 2019
Total number of shareholders on cutoff date/record date i.e. June 21, 2019	6637
No. of shareholders present in the meeting either in person or through proxy:	
- Promoters and Promoters Group	0
- Public	201
No. of Shareholders attended the meeting through Video Conferencing	
- Promoters and Promoters Group	Not Applicable
- Public	Not Applicable



Special Business:
Agenda Item-1

Resolution No -1. To appoint Mr. (Dr.) Harish Pal Kumar (DIN: 01826010), as an Independent Director for period of 5 years starting from 13.02.2019 to 12.02.2024.								
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 Poll	7540305	7540305	100.00	7540305	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0.00
			N.A	N.A	N.A	N.A	N.A	N.A
	Total	7540305	7540305	100.00	7540305	0	100.00	0.00
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
	Total	10476	0	0	0	0	0	0.00
Public Non Institutions	E-Voting Poll	2703969	738914	27.33	737184	1730	99.77	0.23
	Postal Ballot (if applicable)		1875	0.07	1875	0	100.00	0.00
			N.A	N.A	N.A	N.A	N.A	N.A
	Total	2703969	740789	27.40	739059	1730	100.00	0.23
Total		10254750	8281094	80.75	8279364	0	99.98	0.00

NOTE: NO INVALID VOTE CASTED EITHER IN E-VOTING OR IN POLL.



Agenda Item-2

Resolution No -2. To appoint Mr. (Amb.) Krishna Venkatachalam Rajan (DIN 02777067), as Non-Executive Director, liable to retire by rotation, beyond the age of 75 years.

Resolution required: SPECIAL

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	738914	27.33	737184	1730	99.77	0.23
	Poll		1875	0.07	1875	0	100.00	0.00
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total		2703969	740789	27.40	739059	1730	100.00
Total		10254750	8281094	80.75	8279364	1730	99.98	0.02

NOTE: NO INVALID VOTE WAS CASTED EITHER IN E-VOTING OR IN POLL.



Agenda Item-3

Resolution No -3. To approve reclassification of 20000 Preference share from Cumulative to Non-Cumulative and Non-Participatory Preference Shares.								
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	0.00
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	0.00
Public Non Institutions	E-Voting	2703969	738914	27.33	737184	1730	99.77	0.23
	Poll		1875	0.07	1875	0	100.00	0.00
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	2703969	740789	27.40	739059	1730	100.00	0.23
Total		10254750	8281094	80.75	8279364	0	99.98	0.00

NOTE: NO INVALID VOTE WAS CASTED EITHER IN E-VOTING OR IN POLL.



Agenda Item-4

Resolution No -4. To approve for increase in Authorised Capital of the Company from Rs. 11,00,00,000 Rs. 17,00,00,000 (Rupees seventeen crores only)and amendment in clause V of the MOA

Resolution required: SPECIAL

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	0.00
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	0.00
Public Non Institutions	E-Voting	2703969	738914	27.33	737184	1730	99.77	0.23
	Poll		1875	0.07	1875	0	100.00	0.00
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	2703969	740789	27.40	739059	1730	100.00	0.23
Total		10254750	8281094	80.75	8279364	1730	99.98	0.02

NOTE: NO INVALID VOTE WAS CASTED EITHER IN E-VOTING OR IN POLL.



Agenda Item-5

Resolution No -5. To approve for issue of 600000 numbers 0.01% Redeemable Non-cumulative and Non-participatory preference Shares (RPS) of Rs. 100/- each at issue price of Rs. 200/- each on Private Placement basis and offer letter cum application form.

Resolution required: SPECIAL

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

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)'	(2)'	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7540305	0	0.00	0	0	0.00	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	0	0.00	0	0	0.00
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	738914	27.33	737184	1730	99.77	0.23
	Poll		1875	0.07	1875	0	100.00	0.00
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total		2703969	740789	27.40	739059	1730	100.00
Total		10254750	740789	7.22	739059	1730	99.77	0.23

NOTE: E-VOTING 7540305 CASTED BY THREE PROMOTER MEMBERS VIZ. MR. ANIL KUMAR KHAITAN, MRS. RENU MODI AND M/S MAGNUM COMPUTERS PRIVATE LIMITED, WERE TREATED AS INVALID AS THEY WERE INTERESTED IN THE AFORESAID RESOLUTION.

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

Special Business

1. Approved the appointment of Mr. (Dr.) Harish Pal Kumar (DIN: 01826010), as an Independent Director for period of 5 years starting from 13.02.2019 to 12.02.2024.

“RESOLVED THAT pursuant to the provision of section 149, 152 and 161 read with Schedule IV and all other applicable provision 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. (Dr.) Harish Pal Kumar (DIN 01826010), who was appointed by the Board of Directors as an Additional Director(Independent) of the company w.e.f 13.02.2019; and whose term of appointment will be expired in ensuing the 45th Annual General Meeting, 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 February 12, 2024.

2. **Approved the appointment of Mr. (Amb.) Krishna Venkatachalam Rajan (DIN 02777067), as Non-Executive Director, liable to retire by rotation, beyond the age of 75 years.**

“RESOLVED THAT pursuant to the provision of section 149, 152 and 161 read with Schedule IV and all other applicable provision of the Companies Act, 2013 and the company (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 (1A) of the SEBI (LODR) Regulations, 2015**, Mr. (Amb.) Krishna Venkatachalam Rajan (DIN 02777067), age of more than 75 years, who was appointed by the Board as an Additional Director (Non- executive Director) of the company w.e.f 13.02.2019; and whose continuation of office as Director beyond 75 years be and is hereby approved and his terms of office as will be expired ensuing the 45th Annual General Meeting of the company unless regularized by the shareholder, be and is hereby appointed as Non-Executive Director, retire by rotation.”

3. **Approved the reclassification of 20000 Preference share from Cumulative to Non-Cumulative and Non-Participatory Preference Shares.**

“RESOLVED THAT pursuant to Sections 13, 61 of the Companies Act, 2013, and the rules made thereunder, the existing Authorised Share Capital of the Company is Rs.11,00,00,000/- (Rupees Eleven Crores only) divided into 1,08,00,000 (One Crore Eight lakhs) equity shares of Rs.10/- (Rupees Ten) each and 20,000 (Twenty thousand only) Redeemable Cumulative Preference shares of Rs.100/- (Rupees Hundred) each be and is hereby reclassified as Rs.11,00,00,000/- (Rupees Eleven Crores only) divided into 1,08,00,000 (One Crore Eight lakhs) equity shares of Rs.10/- (Rupees Ten) each and 20,000 (Twenty thousand only) Redeemable Non- Cumulative and non-participatory Preference shares of Rs.100/- (Rupees Hundred) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby amended by substituting the existing Clause V thereof by the following new Clause V as under:

“The Authorised Share Capital of the Company is Rs.11,00,00,000/- (Rupees Eleven Crores only) divided into 1,08,00,000 (One Crore Eight lakhs) equity shares of Rs.10/- (Rupees Ten) each and 20,000 (Twenty thousand only) Redeemable Non- Cumulative and Non-Participatory Preference shares of Rs.100/- (Rupees Hundred) each.”



4. Approved the increase in Authorised Capital of the Company from Rs. 11,00,00,000 to Rs.17,00,00,000 (Rupees seventeen crores only)and amendment in clause V of the MOA.

RESOLVED THAT Pursuant to provisions of section 13, 61 and 64 of the Company Act 2013 **and other applicable provisions, if any, and rules made thereunder**, the consent of the shareholders of the Company be and is hereby accorded to increase in the authorized share capital of the company from Rs.11,00,00,000/- (Rupees Eleven Crores only) divided into 1,08,00,000 (One Crore Eight lakhs) equity shares of Rs.10/- (Rupees Ten) each and 20,000 (Twenty thousand only) Redeemable Preference shares of Rs.100/- (Rupees Hundred) each **to Rs. 17,00,00,000 (Rupees Seventeen crores)** divided into 1,08,00,000 (One Crore Eight Lacs) equity shares of Rs.10/- (Rupees Ten) each and 6,20,000 (Six lakhs and twenty thousands) **Redeemable Non-cumulative and Non-participatory preference Shares** of Rs.100/- (Rupees Hundred) each ranking pari passu with the existing shares in the company and that **in Clause V of the Memorandum of Association of the company, for the words and figures,**

"The Authorized Share Capital of the company is Rs.11,00,00,000 (Rupees Eleven Crores) divided into 1,08,00,000 (One Crore Eight Lacs) equity shares of Rs.10/- (Rupees Ten) each and 20,000 (Twenty thousand only) Redeemable Preference shares of Rs.100/- (Rupees Hundred) each" the following shall be substituted with,

"The Authorized Share Capital of the company is Rs.17,00,00,000 (Rupees Seventeen crores) divided into 1,08,00,000 (One Crore Eight Lakhs) equity shares of Rs.10/- (Rupees Ten) each and 620000 (Six lakhs and twenty thousands) Redeemable Non-cumulative and Non-participatory preference Shares of Rs.100/- (Rupees Hundred) each."

5. Approved the issue of 600000 numbers 0.01% Redeemable Non-cumulative and Non-participatory preference Shares (RPS) of Rs.100/- each at issue price of Rs.200/- each on Private Placement basis and offer letter cum application form.

RESOLVED THAT pursuant to the provisions of Sections 42, 55 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules, regulations, guidelines, notification and circulars made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and in accordance with Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to create, offer, issue, and allot up to 600000 (Six Lakhs) 0.01% **Redeemable Non-cumulative and Non-participatory preference Shares (RPS)** of Rs.100/- each to be issued at an Issue price of Rs.200/- per Redeemable **Non-cumulative and Non-participatory preference Shares (RPS)** (Including Rs.100/- per Preference share as Security premium) on such further terms and conditions, as approved or finalized by the Board of Directors to the following persons:

List of Proposed Allottees:



S. No.	Name of the Proposed Allottees	PAN	Address of Proposed Allottees.	No. of Redeemable Cumulative Preference shares to be allotted	Occupation
1.	Magnum Computers Private Limited	AABCM 0101C	Vijay Tower, First Floor, 252A Shahpur Jat, Opp. Panchsheel Park Commercial Complex, New Delhi	300000	Business
2.	Anil Kumar Khaitan	AFCPK7 921H	Satyaa, 221, Church Road, Vasant Kunj, New Delhi 110070	300000	Business
TOTAL				600000	



Santosh Kumar Sharma
AUTHORISED SIGNATORY

Authorized by the Chairman of the Extra Ordinary General Meeting Mr. Anil Kumar Khaitan through vide letter dated June 28, 2019

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
Extra Ordinary General Meeting of the Equity Shareholders
of **SUNIL HEALTHCARE LIMITED** held on **Friday, 28th June 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, 2nd 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 May 30, 2019 convening the Extra Ordinary General Meeting of the Equity Shareholders of Sunil Healthcare Limited, held on Friday, 28th June 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 June 25, 2019 at (09.00 A.M.) to June 27, 2019 at (05.00 P.M.).
2. The Shareholders holding shares as on the "cut off" date i.e. 21st June, 2019, were entitled to vote on the proposed resolutions (item no. 1 to 5 as set out in the Notice dated June 28th, 2019 convening the Extra Ordinary 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.



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 28th June 2019 around 6.00 P.M. in the presence of two witnesses, Ms. Anshika Gupta R/o 4-E-432 Jai Narayan Vyas Colony, Bikaner and Mr. Anil Gupta R/o 97, Green Town, Near Talent Public School, Dadi Ka Phatak, Jaipur (who are not in the employment of the Company). They have signed below in confirmation of the votes being unblocked in their presence.

.....
Name: Anshika Gupta

.....
Name: Anil Gupta

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 EGM is as under :

Resolution 1: To appoint Mr. (Dr.) Harish Pal Kumar (DIN: 01826010), as an Independent Director for period of 5 years starting from 13.02.2019 to 12.02.2024.
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	14	8279219	100
Physical	75	1875	100
Total	89	8281094	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	1	1730	0.028
Physical	Nil	Nil	Nil
Total	1	1730	0.028

(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	Nil	Nil
Total	Nil	Nil

Resolution 2: To appoint Mr. (Amb.) Krishna Venkatachalam Rajan (DIN 02777067), as Non-Executive Director, liable to retire by rotation, beyond the age of 75 years. 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	14	8279219	100
Physical	75	1875	100
Total	89	8281094	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	1	1730	0.028
Physical	Nil	Nil	Nil
Total	1	1730	0.028

(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	Nil	Nil
Total	Nil	Nil

Resolution 3: To approve reclassification of 20000 Preference share from Cumulative to Non-Cumulative and Non-Participatory Preference Shares. 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	14	8279219	100
Physical	75	1875	100
Total	89	8281094	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	1	1730	0.028
Physical	Nil	Nil	Nil
Total	1	1730	0.028

(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	Nil	Nil
Total	Nil	Nil

Resolution 4: To approve for increase in Authorised Capital of the Company from Rs. 11,00,00,000 Rs. 17,00,00,000 (Rupees seventeen crores only)and amendment in clause V of the MOA. 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	14	8279219	100
Physical	75	1875	100
Total	89	8281094	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	1	1730	0.028
Physical	Nil	Nil	Nil
Total	1	1730	0.028

(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	Nil	Nil
Total	Nil	Nil

Resolution 5: To approve for issue of 600000 numbers 0.01% Redeemable Non-cumulative and Non-participatory preference Shares (RPS) of Rs. 100/- each at issue price of Rs. 200/- each on Private Placement basis and offer letter cum application form. Special Resolution

(i) Voted in favour of resolution:

Mode of Polling	Number of members voted through electronics voting system and poll	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote e-voting	11	738914	100
Physical	75	1875	100
Total	86	740789	100



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

Mode of Polling	Number of members voted through electronics voting system and poll	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote e-voting	1	1730	0.23
Physical	Nil	Nil	Nil
Total	1	1730	0.23

(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	3	7540305
Physical	Nil	Nil
Total	3	7540305

Note: E- voting 7540305 done by 3 numbers of Promoter shareholders was treated as Invalid as they were being interested in the aforesaid resolution no. 5.

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

Note: Total no. of Members present in the Extra Ordinary general Meeting was 202 and the no. of members voted through poll is 66 and through proxy is 9.

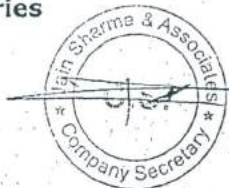
Thanking you

Yours faithfully,

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



(Tara Chand Sharma)
CP. NO- 4078
FCS No.: 5749
Place: Jaipur
Date: 28.06.2019



Received on behalf of the
38E/252A,
Vijay Tower
Shahpurjat
New Delhi 110049
Mr. Santosh Kumar
Kheitan
Chairman.
For Sunil Healthcare Limited
Santosh Kumar Sharma
AGM Company Secretary & L



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
Extra Ordinary General Meeting of the Equity Shareholders
of **SUNIL HEALTHCARE LIMITED** held on **Friday, 28th June 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, 2nd 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 Extra Ordinary General Meeting of the Equity Shareholders held on Friday, 28th June 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 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.
3. The poll papers, which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.



O-11, 1st Floor, Amber Tower, S. C. Road, Jaipur
Cell : 9414078940 Ph. : 0141-4016962, 0141-2378079
E-mail:cstarachand@gmail.com



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4. The result of the Poll is as under :

Resolution 1: To appoint Mr. (Dr.) Harish Pal Kumar (DIN: 01826010), as an Independent Director for period of 5 years starting from 13.02.2019 to 12.02.2024. 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
75	1875	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
Nil	Nil

Resolution 2: To appoint Mr. (Amb.) Krishna Venkatachalam Rajan (DIN 02777067), as Non-Executive Director, liable to retire by rotation, beyond the age of 75 years. 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
75	1875	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
Nil	Nil

Resolution 3: To approve reclassification of 20000 Preference share from Cumulative to Non-Cumulative and Non-Participatory Preference Shares. 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
75	1875	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



Nil	Nil
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Resolution 4: To approve for increase in Authorised Capital of the Company from Rs. 11,00,00,000 Rs. 17,00,00,000 (Rupees seventeen crores only)and amendment in clause V of the MOA. 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
75	1875	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
Nil	Nil

Resolution 5: To approve for issue 600000 numbers 0.01% Redeemable Non-cumulative and Non-participatory preference Shares (RPS) of Rs. 100/- each at issue price of Rs. 200/- each on Private Placement basis and offer letter cum application form. 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
75	1875	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
Nil	Nil

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.

Note: Total no. of Members present in the Extra Ordinary general Meeting was 202 and the no. of members voted through poll is 66 and through proxy is 9.

Thanking you.

Yours faithfully,

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


(Tara Chand Sharma)
CP. NO- 4078
FCS No.: 5749
Place: Jaipur
Date: 28.06.2019



*Received on behalf
of the Chairman*
For Sunil Healthcare Limited
S.S.C.
Santosh Kumar Sharma
AGM Company Secretary & Legal



*Duly Authorised
by Chairman on
28.06.2019*