

Extract of resolution passed in the Annual General Meeting of the Shareholders of the company held on 16.09.2011 at 12.30 PM at 38E/252-A, First Floor, Vijay tower, Shahpurjat, New Delhi-110049

“RESOLVED THAT subject to the guidelines issued by the Securities and Exchange Board of India and subject to the approval of the Reserve Bank of India under the FEMA, 1999 for allotment an issue of new equity shares to the non-resident members and also subject to such terms, conditions, alterations, modifications, changes and variation as may be specified while according such approval for which the Board of Directors of the company (hereinafter referred to as the “Board”), be and is hereby authorized to accept, if it thinks fit, the consent of the Company be and is hereby accorded to capitalize Rs. 38,436,068/-, out of amount standing to the Profit and Loss Account of Rs. 93,22,500/-in the books of the company as on 31st March, 2011 such sum be set free for distribution among the holders of existing fully paid equity shares of Rs.10 each of the company, whose names will appear in the register of members of the company as on date to be decided by the Board in that behalf as Record Date, as an increase of the amount of share capital of the company held by each such member and not as income or in lieu of dividend credited as 9,32,250 fully paid-up equity shares as bonus shares in the proportion of new one equity shares for every ten existing fully paid equity shares held.”

“RESOLVED FURTHER THAT the above proposal will be subject to the following terms and conditions: -

- (i) The new equity shares to be allotted as bonus shares will be allotted subject to the terms of the Memorandum and Articles of Association of the company.
- (ii) The new equity shares shall rank pari passu in all respects with and carry the same rights as the existing fully paid-up equity shares of the company and notwithstanding the date or dates of allotment thereof shall be entitled to participate in full in any dividend to be declared in respect of the financial year in which the allotment of the new equity shares pursuant to this Resolution is made.
- (iii) No letter of allotment will be issued by the company in respect of new equity shares. However, the equity share certificates in respect thereof will be ready for delivery to the allottees within 2 months from the date of allotment thereof.
- (iv) If as a result of implementation of this resolution, any member become entitle to a fraction of new equity shares to be allotted as a Bonus Shares the company, shall not issue any certificate or coupon in respect of such fractional shares but the total no of such new equity shares representing such fraction shall be allotted by the board to the nominee to be selected by the board who would hold them as trustee for the equity shareholders who would have been entitled to such fractions, in case the same were issued. Such nominee will be soon as possible sell such equity shares allotted to him at the prevailing market rate and the net sale proceeds of such shares after adjusting the cost and expenses in respect thereof be distributed among such members who are entitled to such fractions in the proportion of their respective holding and allotment of fraction thereof.

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- (v) No allotment of Bonus shares of distribution of proceeds in respect of fractions to non-resident Indian members will be made till the approval of Reserve Bank of India is obtained by the company.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things whatsoever including settling any question, doubt or difficulty that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the company any conditions, modifications relating to the issue of bonus shares prescribed by the Reserve Bank of India or any other authority including Stock Exchanges where the shares of the Company are listed and which the Board in its discretion thinks fit and proper.

**CERTIFIED TRUE COPY
FOR SUNIL HEALTHCARE LIMITED**



**VIRENDRA GARG
COMAPANY SECRETARY**