

SUNIL HEALTHCRE LIMITED

REPORT ON CORPORATE GOVERNANCE:

In compliance with Corporate Governance requirements as prescribed by SEBI and inculcated in Clause 49 of the Listing Agreement with Stock Exchange, the Company's Report on Corporate Governance for the year ended 31st March, 2014 is set out below for information to stakeholders and investors of the Company.

The Management of the Company believes that the great companies are built on the foundation of good governance practices. Corporate governance is all about effective management of relationship among constituents of the system, i.e. shareholders, management, employees, customers, vendors, regulatory authorities and the community at the large. It strongly believes that this relationship can be built & strengthened through corporate fairness, transparency and accountability.

(A) Company's Philosophy on corporate Governance:

The Company's philosophy of Corporate Governance is to ensure transparency in all dealing and maintain highest standard of professionalism, integrity, accountability, social responsibility, fairness, and business ethics. We consider ourselves as trustees of our shareholders and relentlessly attempt to maximize long-term shareholder value.

Your Directors confirm the practice of good Corporate Governance codes by the Company in true spirit and are pleased to present below the report on it.

(B) Role of the Company Secretary in overall governance process

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to directors and to facilitate convening of meetings. He interfaces between the management and regulatory authorities for governance matters

(C) Board of Directors

The Board of Director's guide, direct and oversee the management and protect long term interests of stakeholders, employees and society at large. The Board also ensures compliance of the applicable provisions, code of ethical standards and accurate financial reporting.

The Board of Directors of the Company has an optimum combination of Executive and Non-executive Directors with not less than fifty percent of the Board of Directors comprising of Non-executive Directors. None of the Director is a member in more than 10 Committees or act as Chairman of more than 5 committees across all Companies in which he is Director.

(a) The Board of Directors of the Company consists of seven directors comprising one Executive Director and Six Non-Executive Independent Directors. The Independent Directors are eminent professionals with wide range of knowledge and experience in business, industry administration and finance Composition of the Board of Directors as at 31st March 2014 is as follows:

S. No.	Name of the Director	Category	Other Boards Particulars			
			Director Ships (A)	Chairman Ship (B)	Committee (s) (C) (Including SHL)	
					Chairman ship	Member ship
1	Mr. Anil Khaitan	Executive	1*	-	1	-
2	Mr.S.N.Balasubramanian	Independent / Non-Executive	--	-	--	2
3	Mr. Joginder Singh IPS (Retd)	Independent / Non-Executive	4	-	1	-
4	Mr. Rajat Kumar Niyogi IPS (Retd.)	Independent / Non-Executive	--	--	--	3
5	Mr. Sanjay Kumar Kaushik	Independent / Non-Executive	1	-	--	3
6	Mr. B. P. Srinivasan	Independent / Non-Executive	-	-	--	--
7	Mr. Ramesh C Khurana	Independent / Non-Executive	-**	-	1	--

Notes:

- Directorship in other companies.
- Chairmanship in other companies.
- Committee includes Shareholders/ Investors Grievance Committee, Audit Committee and Selection & Remuneration Committee.

D. None of the director is related to any other director.

*Mr. Anil Khaitan was appointed as a director in M/s Nada Vibronics Private Limited (formally known as Vidhi Vedika Heritage Private Limited) as on 25.02.2014.

** Mr. R C Khurana was appointed as Nominee Director on the behalf of Bank of India in Design Auto System limited and he has already retired from BOI but the name of his as a capacity of ND is still showing in the company and not deleted by the Company as on date.

(b) The Board of Directors of the Company meets at least four times a year, with a maximum gap of four months between the two meetings to consider amongst other business, the quarterly performance of the Company and financial results. The Board of Directors of the Company held 4 meetings during the financial year 2013-14 on 11.05.2013, 06.08.2013, 09.11.2013 and 11.02.2014.

The attendance of each Director at these meetings was as follows:

S No	Name of the Director	No. of Board Meeting Held	No. of Board Meetings Attended	Attendance at last AGM
1	Mr. Anil Khaitan(Chairman Cum Managing Director)	4	4	No
2	Mr. S N Balasubramanian	4	4	No
3	Mr. Joginder Singh IPS (Retd.)	4	4	No
4	Mr. Sanjay Kumar Kaushik	4	1	No
5	Mr. Rajat Kumar Niyogi IPS (Retd.)	4	4	No.
6	Mr. B. P. Srinivasan (Prof.)	4	4	No.
7	Mr. Ramesh C Khurana	4	4	Yes

(c) The Company places before the Board, all relevant and necessary information for seeking the necessary approvals and directions on the operation and plans of the Company.

(d) The information made available to the Board.

Among others, includes:

- ▼ Annual operating plans of business, capital budgets, and updates.
- ▼ Quarterly results of the Company and its operating divisions or business segments.
- ▼ Company's annual Financial Result, Financial Statement. Audit Report and Board Report.
- ▼ Minutes of meeting of the Audit Committee and other committees.
- ▼ Information on recruitment and remuneration of senior officers just below the board level.
- ▼ Materially important show cause, demand, prosecution and penalty notices.
- ▼ Serious accidents or dangerous occurrences if any.
- ▼ Any materially significant effluent or pollution problems.
- ▼ Any materially relevant defaults in financial obligations to and by the Company or substantial non-payment for goods sold by the Company.
- ▼ Any issue, which involves possible public or product liability, claims of a substantial nature.
- ▼ Details of any joint venture or collaboration agreement, if any.
- ▼ Transactions that involves substantial payment towards goodwill, brand equity, or intellectual property, if any.
- ▼ Significant developments in the human resources and industrial relation fronts.
- ▼ Sale of material nature, of investments, subsidiaries, assets, which is not in the normal course of business.
- ▼ Quarterly details of foreign exchange exposure and the steps taken by management to limit the risks of adverse exchange rate movement and,
- ▼ Non- compliance of any regulatory or statutory provisions or listing requirements as well as shareholder services such as non-payment of dividend and delays in share transfer.
- ▼ Litigation on or by the Company, if any.
- ▼ Show Cause notice of material significance, if any.
- ▼ Appointment , remuneration and resignation of Directors
- ▼ Formation/reconstitution of Board Committees
- ▼ Disclosure if Directors interest and their shareholding
- ▼ Appointment and removal of key managerial person (KMP) and officers one level below KMP
- ▼ Dividend declaration
- ▼ Statement of significant transactions, related party transactions and arrangements entered by unlisted subsidiary companies
- ▼ And other information as required.

The Chairman of the Board and Company Secretary, in consultation with other concerned members of the senior management, finalise the agenda for Board meetings.

- (e) All pecuniary relationship or transactions of the non-executive directors' viz. a viz. the Company should be disclosed in the Annual Report.
- (f) The brief details of director (s) retiring by rotation and seeking re-appointment under section 149, 152 and 160 of the Companies Act-2013, is appended to the notice convening the 40th Annual General Meeting.

The Company did not have any pecuniary relationship/ transaction with Non-Executive Directors during the year except the sitting fees paid to them for attending the Board Meeting and Committee Meeting.

- (G) The Board of Directors of the Company has laid down a Code of Conduct for all Board members and members of senior management of the company. The Board Members and senior management have affirmed compliance with the "Code of Conduct" for the year ended March 31, 2014

(D) BOARD COMMITTEES

Your Company's Board has three sub-committees: -

I Audit Committee.

II Nomination & Remuneration Committee (formerly known as Selection & Remuneration Committee, reconstitute on 24th May, 2014)

III Stakeholder Relationship Committee. (formerly known as Shareholders & Investor Grievance Committee, reconstitute on 24th May, 2014)

IV Corporate Social Responsibility Committee

(I) Audit Committee:-

Constitution

The Audit Committee seeks to ensure both corporate governance and provides assistance to the Board of Directors in fulfilling the Board's overall responsibilities. The Audit Committee of the Company is constituted, caring with the provisions of clause 49 of the Listing Agreement entered into with the Stock Exchanges read with Section 177 of the Companies Act-2013.

Composition & Role of Audit Committee

A qualified and independent Audit Committee shall be set up having a minimum of three independent non-executive directors as members. The Audit Committee presently comprises of four members viz. Mr. Ramesh Chander Khurana, Mr. S. N. Balasubramanian, Mr. Sanjay Kumar Kaushik and Mr. Rajat Kumar Niyogi IPS (Retd.). Mr. R C Khurana is the Chairman of the Audit Committee. All the members of the committee possess good knowledge of finance, accounts and basic elements of Company Law. In accordance with Section 177(1) of the Companies Act, 2013 and as per the requirements of SEBI Circular dated April 17, 2014 for amendment to Equity Listing Agreement (which is effective from October 1, 2014), the Board of Directors of the Company at their meeting held on May 24, 2014, have approved new terms of reference for the Audit Committee and thereupon the revised terms of reference of the Audit Committee are in conformity with the requirements of Clause 49 (III)(D) of the revised Listing Agreement and Section 177(1) of the Companies Act, 2013. Further the Audit Committee has been granted powers as prescribed under Clause 49 (III) (C) of the Listing Agreement.

Powers of the Audit Committee

- ❖ To investigate any activity within its terms of reference
- ❖ To seek information from any employee
- ❖ To obtain outside legal or other professional advice
- ❖ To secure attendance of outsiders with relevant expertise, if it considers necessary

The Role of Audit Committee includes the following:-

- a) Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient and credible:
- b) Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of statutory auditors, including cost auditors, internal auditor and fixation of audit fees and other terms of appointment and approval for payment of any other services;
- c) Reviewing with management the annual financial statement and auditor report thereon before submission to the Board for approval, focusing primarily on:
 - Any change in accounting policies and practices.
 - Major accounting entries based on exercise of judgment by management.
 - Qualification in draft Audit Report.

- Matters required to be included in the Directors' Responsibility Statement to be included in the Directors' Report in terms of sub-section (2AA) of Section 217 of the Companies Act, 1956.
 - Significant adjustment arising out of Audit.
 - The going concern assumption.
 - Compliance with Accounting Standards.
 - Compliance with Stock Exchange and Legal requirements concerning financial statements.
 - Any Related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large.
- d) Reviewing with the management, external and internal auditors, and the adequacy of internal control systems.
- e) Reviewing the adequacy of internal audit function,
- f) Reviewing the findings of any internal investigation by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of material nature and reporting the matter to the Board.
- g) Discussion with external auditors before the audit commences nature and scope of audit as well as has post audit discussion to ascertain any area of concern.
- h) Reviewing the Company's financial and risk management policies.
- i) Reviewing and monitoring auditor independence
- j) Approval of truncation with related parties
- k) Scrutiny of inter corporate loans
- l) Valuations and evaluations of internal financial control and risk management
- m) Monitoring the end use of funds raised by through public offers and related matters
- n) Valuation of undertaking or assets of the Company
- o) To look into the reasons for substantial default in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

The Audit Committee met 4 times during the financial year 2013-14 on 11.05.2013, 06.08.2013, 09.11.2013 and 11.02.2014.

The Composition of the Audit Committee of the Company and the attendance of each Director at these meeting was as follows:

S No	Members of Audit Committee	Category	No. of Meeting Held	No of Meeting attended	Whether last AGM attended
1	Mr. Ramesh Chander Khurana	Non-executive /Independent	4	4	Yes
2	Mr. S N Balsubramanian	Non-executive /Independent	4	4	no
3	Mr. Sanjay Kumar Kaushik	Non-executive /Independent	4	1	No
4	Mr. Rajat Kumar Niyogi IPS (Retd.)	Non-executive /Independent	4	4	No.

Note:-

There has been no change in the composition of Audit Committee since the last Annual general Meeting of the Company as stated above.

(II) Nomination & Remuneration Committee (formerly known as Selection & Remuneration Committee) Constitution

The Nomination & Remuneration Committee has been constituted in order to bring about objectivity in determining the final selection & remuneration package while striking a balance between the interest of the Company and the shareholders.

Composition

The Nomination & Remuneration Committee presently comprises of three members' viz. Mr. Joginder Singh IPS (Retd.), Mr. Sanjay Kumar Kaushik and Mr. Rajat Niyogi IPS (Retd.) Mr. Joginder Singh IPS (Retd) is the Chairman of the Committee.

During the year 2013-14 only one meeting of Committee was held on 11.05.2013 on the following matters:-

1. Renewal in the remuneration payable to Chairman Cum Managing Director of the Company.
2. Renewal cum Enhancement in the remuneration payable to Mr. Ishan Khaitan, President (Operation & Marketing) of the Company.
3. Appointment of Mr. Kahaan Khaitan as Sr Vice President Procurement
4. Appointment of Mrs. Aanchal Khaitan as a Manager -Business Development

Remuneration Policy.

Mr. Anil Khaitan, Chairman Cum Managing Director is being paid remuneration as stipulated in Part II of the Schedule XIII of the Companies Act, 1956 and other non-executive directors are paid sitting fees @ 8500/ from 11th May, 2013 for each meeting of the Board or any committee attended by them plus reimbursement of actual traveling and out of pocket expenses.

Remuneration to Directors

The details of remuneration paid to all the Directors during the year ended 31st March 2014 are given below:-

S No	Name	Salary	Perquisites & Allowances	Sitting Fees	Total
1	Mr. Anil Khaitan	1601712	1285409	---	2887121
2	Mr. Joginder Singh IPS (Retd. & former CBI Director)	-	-	42500	42500
3	Mr. Sanjay Kumar Kaushik	-	-	17000	17000
4	Mr. S.N. Balasubramanian	-	-	68000	68000
5	Mr. Rajat Kumar Niyogi (IPS Retd)	-	-	76500	76500
6	Mr. B. P. Srinivasan	-	-	34000	34000
7	Mr. R C Khurana	-	-	68000	68000

In accordance with Section 178 of the Companies Act, 2013 and as per the requirements of SEBI Circular dated April 17, 2014 for amendment to Equity Listing Agreement (which is effective from October 1, 2014) , the Board of Directors of the Company at their meeting held on May 24, 2014, have approved the change in nomenclature of the Remuneration Committee to Nomination and Remuneration Committee and have revised their role as under:

The revised role of the Nomination and Remuneration Committee, inter-alia, includes the following:

- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Devising a policy on Board diversity

(III) Stakeholder Relationship Committee (formerly known as Shareholders & Investor Grievance Committee

A Board Committee under the Chairmanship of Non-Executive Director is functioning to specifically look into the status of redressal of Shareholders and investors complaints and suggest measures to improve investor relations. The committee is authority for registration of transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, issue of duplicate shares certificate and dematerialization of shares etc. This committee shall be designated as 'Stakeholder Relationship Committee (formerly known as Shareholders & Investor Grievance Committee.

Board vide resolution dated 23rd May 2007, had Authorised to Managing Director and Secretary of the Company to give effect to the Share Transfers and report the same to Board Members in the subsequent Board Meetings. The transfer / transmission formalities are processed as and when they received. Mr. Virendra Kumar Garg, Company Secretary has been designated the Compliance Officer for the Stock Exchange as well for investor queries / complaints and the Insider Trading Code.

The Investors Grievance Committee consists of following Members:-

1. Mr. Sanjay Kumar Kaushik
2. Mr. Rajat Kumar Niyogi IAS (Retd.)

The Committee met 15 times during the financial year 2013-14 on 30.04.2013, 29.06.2013, 10.07.2013, 31.07.2013, 10.08.2013, 31.08.2013, 10.09.2013, 21.10.2013, 31.10.2013, 19.11.2013, 18.12.2013, 10.02.2014, 28.02.2014 and 20.03.2014.

During the financial year two investor grievances was received. The status of investor queries/complaints was nil mention as under:

S.No	No. of Investor Queries/Complaints received in the year 2013-14	Pending at the end of the year	No of Pending Share Transfers
1	2	Nil	Nil

In accordance with Section 178(5) of the Companies Act, 2013 and as per the requirements of SEBI Circular dated April 17, 2014 for amendment to Equity Listing Agreement (which is effective

from October 1, 2014), the Board of Directors of the Company at their meeting held on May 24, 2014, have approved the change in nomenclature of the Shareholders Grievances Committee to Stakeholders Relationship Committee and enhanced their role. Therefore the said Committee shall in addition to the above role, also consider and resolve the grievances of debenture holders, deposit holders and other security holders of the Company

(IV) Corporate Social Responsibility Committee

During the year the Board of Directors of the company has constituted a CSR committee under the Chairmanship of Mr. Joginder Singh Former CBI Director, along with two members, Mr. S N Balasubramaniam and Mr. R C Khurana, all are independent directors.

The CSR committee shall guide, approve & review CSR activity and recommend the amount to be expenditure to be incurred on the CSR activities to the board of directors of the company time to time.

The CSR policy of the Company for the next five Years shall be "to concentrate on Sanitation in the Alwar Dist., Rajasthan." The CSR project shall be known as "**Humara Sauchalaya**"

(E) General Meetings

1. The Annual General Meeting of the Company (AGMs) has been held at following places in the last three (3) years.

Financial Year	Venue	Day, Date & Time	Details of Special Resolution Passed
39 th AGM held for the FY 2012-13	38E/252-A, Vijay Tower, Shahpurjat, New Delhi-110049	Saturday, 20 th July, 2013	1. Renewal of Remuneration of Ishan Khaitan President -Operation & Marketing of the Company 2. Renewal of Remuneration of o Mr. Anil khaitan CMD of the Company
38 th AGM held for the FY 2011-12	38E/252-A, Vijay Tower, Shahpurjat, New Delhi-110049	Monday, 16 th July, 2012	1. Renewal of Remuneration of Ishan Khaitan President -Operation & Marketing of the Company 2. Reappointment and renewal of Remuneration of o Mr. Anil khaitan CMD of the Company
37 th AGM held for the FY 2010-11	38E/252-A, First Floor, Vijay Tower, Shahpurjat, New Delhi-110049	Friday, 16 th September, 2011	A. Renewal of Remuneration of Mr. Anil khaitan CMD of the Company B. Renewal of Remuneration of Ishan Khaitan President -Operation & Marketing of the Company C. remuneration to Mrs. Sarita Khaitan, Chief Strategic Officer of the Company D. increased the authorised share capital of the company

2. No Extra Ordinary General Meeting of the Company (EGMs) was held during the year
3. No special resolution was passed through postal ballot during the Financial Year 2013-14. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a special resolution through postal ballot

(F) Disclosures

- (a) Related Party Transactions have been disclosed under Note no. 29.2.6 in the "Notes to the Financial Statement" to the accounts for the year under review.
- (b) The Company has complied with all the requirements of the listing agreement with the Stock Exchanges as well as regulations and guidelines of SEBI, as applicable.
- (c) No penalties have been imposed or strictures have been issued by SEBI or any other Stock Exchange or any other Statutory Authorities on matters related to capital market.
- (d) The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement.
- (e) A certificate from CEO/CFO was placed before the board.

(G) Means of Communication

- All material information about the Company is promptly sent to the Stock Exchanges where the Shares of the Company are listed.
- The quarterly unaudited results and the annual audited financial results are published in prominent daily Newspaper "**The Pioneer**" in English, a leading National newspaper and in "**The Pioneer**" in Hindi, a regional newspaper.
- The Annual Reports are posted to every Shareholder of the Company.
- The Company's website contains a separate dedicated section "**Investors relation**" where information sought by shareholders is available. The Annual report of the

Company and quarterly / annually results of the Company apart from the details about the Company, Board of directors and Management, are also available on the website in a user friendly and downloadable form at www.sunilhealthcare.com/investors relation.

- The board of Directors are very glad to inform you that your Company has received the trading approval for listing its securities at Bombay Stock Exchange (BSE) vide their letter ref no DCS/DL/NP/TP/603/2013-14 Dated 22nd January, 2014 under its Direct Listing route and trading has been started on 23rd January, 2014. As you all are aware that before listing at BSE, the Company was listed at Calcutta, Delhi and Jaipur Stock Exchanges, where, unfortunately there was no trading for last many a years. The Company's scrip id on the BOLT system is **SUNLOC** and code no is 537253 and the abbreviated name is **SUNIL HEALTH**. A letter received from the BSE is put on the website of the company.

(H) Corporate Ethics

a) Code of Conduct for Prevention of Insider Trading

The Company has instituted a comprehensive code of conduct for its management, staff and directors for prevention of insider trading. The code lays down guidelines and procedures to be followed and disclosures to be made while dealing with the shares of the Company and cautioning them on the consequences of non-compliances. Mr. Virendra Kumar Garg, Company Secretary has been appointed as Compliance Officer and is responsible for adherence to 'Code for Prevention of Insider Trading'.

b) Combined Code of Corporate governance & Conduct

To be in sync with international standards of Corporate governance and to be in line with the needs of the dynamic market, the Company has adopted Combined Code of Corporate governance and Conduct which is being used as a tool to exceed and excel through better Corporate governance and fair and transparent practice.

(I) General Shareholder's Information

(a) Annual General Meeting :-

Date, Time and Venue : Saturday, 27 September, 2014 at 11:00 a.m.
: 38E/252A, Vijay Tower, Shahpurjat, New Delhi-110049

(b) Financial Calendar:- (Tentative)

Financial Year : 1st April, 2014 to 31st March, 2015
1st Quarterly Results : 4th week of July, 2014
2nd Quarterly Results : 4th week of October, 2014
3rd Quarterly Results : 4th week of January, 2015
4th Quarterly Results : 4th week of April, 2015

(c) Book Close Date : 20th September, 2014 to 27th September, 2014 (both days inclusive)

(d) Listing of Equity Shares on stock exchanges: Bombay, Delhi, Kolkata and Jaipur
Note" The Securities of the Company were delisted from the Jaipur Stock Exchange on dated 06th July, 2014 as per their letter reference no JSEL/2014/955 Dated 12th August, 2014

(e) Scrip Code: : 537253 (Bombay Stock Exchange , trading startedon 23.01.2014)

(f) Market Price Data: - High & Low during each month in the financial year 2013-14 as under:-

Month	Highest (Rs.)	Lowest (Rs.)	No of Trades	No of Share Traded	Total Volume (Rs.)
January-2014	33.60	22.55	59	14558	4,31,418
February-2014	22.65	15.15	284	48619	10,38,629
March -2014	25.50	18.10	379	40079	8,82,458

(g) There are no outstanding GDR's/ ADR's /Warrants or any Convertible instruments which would have any impact on the Equity.

(h) Registrar & Transfer Agent: -

M/s MCS Ltd. (Unit- Sunil Healthcare Ltd) Sri Venkatesh Bhavan, F-65, First Floor Okhla Industrial Area, Phase I, New Delhi- 110020 Ph. 011- 41406149-51 Fax-011-41409881

(i) Share Transfer System

Transfer of shares / debentures is processed and registered within the stipulated time, provided all the documents are valid and complete in all respect. The matter is reviewed by the Board in its quarterly meetings.

The Company has appointed M/s MCS Limited as its Registrar & Share Transfer Agent for both physical and Demat segment of equity shares.

(j) Distribution of Shareholding & shareholding pattern

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH 2014

No. of Shares Range	No. of Shareholders	% of Shareholders	Value of Shares Held	% of Shareholding
1 to 5,00	5726	94.86	626977	6.11
501 to 1,000	163	2.70	120452	1.17
1,001 to 2,000	75	1.24	108057	1.05
2,001 to 3,000	13	0.22	34261	0.33
3,001 to 4,000	13	0.22	44354	0.43
4,001 to 5,000	3	0.05	13703	0.13
5,001 to 10,000	19	0.31	126941	1.24
10,001 to 50,000	14	0.23	357969	3.49
50,001 to 100,000	3	0.05	191755	1.87
and above	7	0.12	8630281	84.16
Total	6036	100.00	10254750	100.00

SHAREHOLDING PATTERN AS ON 31ST MARCH 2014

Categories	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Shareholding
Promoters/ Directors & their relatives including associates Companies and Person acting in concert.	3	0.05	7083255	69.07
Banks/Financial Institutions/ Insurance Companies/Mutual Funds etc.	7	0.12	10476	0.102
NRI's and OCB's	10	0.17	2024	0.020
Other Bodies Corporate	78	1.29	1896032	18.49
Indian Public	5938	98.37	1262963	12.32
Total	6036	100.00	10254750	100.00

(k) Dematerialization of Shares

ISIN NO. INE 671C01016

91, 79,554 shares of the Company are being held in Demat form as on 31st March 2014 with NSDL /CDSL.

(L) Corporate Identity Number (CIN)

Our Corporate Identity Number (CIN), allotted by **Ministry of Company Affairs**, Government of India is **L24302DL1973PLC189662**.

(m) Compliance officer

Mr. Virendra Kumar Garg
AGM Legal cum Company Secretary
M/s Sunil Healthcare Limited

(n) Factory Location: - 17/18 Old Industrial Area, Alwar-301001

(o) Address for Correspondence:-

Works: 17/18 Old Industrial Area, Alwar-301001
Regd off 38E/252A, Vijay Tower, Shahpurjat, New Delhi- 110049
R & T Agent- **M/s MCS Ltd.** (Unit- Sunil Healthcare Ltd)
Sri Venkatesh Bhavan, F-65, First Floor
Okhla Industrial Area, Phase I, New Delhi- 110020
Ph. 011- 41406149-51 Fax-011-41409881

Compliance Certificate;

The Company has obtained a Certificate from its Statutory Auditors regarding compliance of the conditions of Corporate governance, as stipulated in Clause 49 of the Listing Agreement, which

together with this Report on Corporate Governance is annexed to the Directors' Report and shall be sent to all the members of the Company and the Stock Exchanges along with the Annual Report of the Company.

Brief resume of persons proposed to be Appoint / re-appointed as Director of the Company at the Annual general meeting

Name of Director & DIN	Date of Appointment, Birth & No. of share Held	Qualification	Nature of Experience	Directorship in other companies	Committee Chairmanship / Membership
Mr. Joginder Singh (IPS Retd) 00836395	29.01.2000/ 12.10.1939 and nil	MA in English	having more than 49 years' experience in the Indian Police Service and also he is a author	CMYK Printeck Ltd., TOPS Securities Ltd. Worldwide Immigration Consultancy Service Ltd. Crystal Corp Protection Pvt. Ltd.	Chairman of Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Company
Mr. Sanjay Kumar Kaushik 00329013	03.06.2003/ 01.01.1969 and NIL	B Com	Having more than 25 years' experience in own business	Kaneeka Trimurti Minerals Pvt. Ltd	Member of Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee of the Company
Mr. S N Balasubramaniam 01494383	29.09.2006/ 09.05.1933 and Nil	B.Com, & FICWA,	having more than 22 years' experience in various industries as a senior position & consultant	Nil	Member of Audit Committee, Corporate Social Responsibility Committee of the Company
Mr. R K Niyogi (IPS Retd.) 01823164	26.10.2007/ 12.05.1940 and Nil	MA in History	having more than 47 years' vast experience in the Indian Police Service	Nil	Member of Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee of the Company
Mr. B P Srinivasan 02543837	31.01.2009/ 26.08.1948 and Nil	Ph.D., M Sc. Drug Assay from AIIMS, B.pharmacy	having more than 37 years' experience in Teaching and Research	Nil	Nil
Mr. R C Khurana 00017354	09.02.2013/ 05.10.1952 and Nil	Bse, L.Lb	More than 43 year vast experience in banking sector	Nil	Chairman of Audit Committee and member of Corporate Social Responsibility Committee of the Company
Dr. Lata Singh (Retd IAS) 06947846	05.07.1937/ 13.08.2014 And Nil	Ph. D, I. I.T., B.A. and M.A.	Vast experience in Adviser of Govt. Of India on various matter and given her contribution in various capacities in Govt of India and Govt of UP	Nil	Nil

