

SHL/SEC/
04.04.2017

To,
The Manager,
Bombay Stock Exchange Ltd.
Dept. of Corporate Service
P J Towers, Dalal Street,
Mumbai-400001

Scrip Code: - 537253

Sub: Submission of Quarterly Compliance Report on Corporate Governance for the year and quarter ended 31.03.2017 in pursuant to Regulation 27 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 (Listing Regulation)

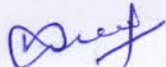
Dear Sir,

Please find enclosed the Yearly as well as Quarterly Compliance Report on Corporate Governance of the Company for the year and quarter ended 31.03.2017 in pursuant to Regulation 27 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 (Listing Regulation).

The same may please be taken on record.

Thanking you

Yours Faithfully
For SUNIL HEALTHCARE LIMITED



Virendra Garg
AGM Legal cum Company Secretary

Encl: a/a

CC: Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata- 700 001.

Sunil Healthcare Limited

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

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CIN No. L24302DL1973PLC189662

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: SUNIL HEALTHCARE LIMITED
 2. Year Ending: - 31st March, 2017

1 Disclosure on website in terms of Listing Regulations		
ITEMS	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Given in Annual Report of the previous year and for current year will be given in the Annual Report for the FY 2016-17	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes (only Sitting Fees has been paid to the Non-Executive Directors)
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes (necessary certificate had been obtained in the year 2015-16 and will be obtained for the year 2016-17 at the time of approval of Financial Statement)
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes



Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	NA
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

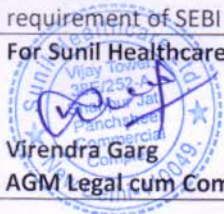
III Affirmations:

The company does not have any Indian subsidiary accordingly the provisions of Corporate Governance relating to subsidiary are not applicable on the company. Although company had made the policy for determination of material subsidiary as per the requirement of SEBI (LODR) Regulation, 2015.

For Sunil Healthcare Limited

Virendra Garg

AGM Legal cum Company Secretary



COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : Sunil Healthcare Limited
2. Quarter Ending : 31st March, 2017

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non- Executive/ independent/ Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee() including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
1	2	3	4	5	6	7	8	9
Mr.	Anil Khaitan	AFCPK7921H/00759951'	Chairperson/Executive Director (Chairman cum Managing Director)	01.08.2012*		1	Nil	Nil
Mr. **	Joginder Singh	ABPPS3356K/00836395'	Non-Executive /Independent Director	27.09.2014 & 03.02.2017	28 month	1	Nil	Nil
Mr.	Sanjay Kaushik	AFXPK4243F/00329013'	Non-Executive /Independent Director	27.09.2014	30 month	1	2	Nil
Mr.	S. N. Balasubramaniam	AAAPI3101Q/01494383'	Non-Executive /Independent Director	27.09.2014	30 month	1	1	1
Mr.	B. P. Srinivasan	AYQPS6922H/02543837'	Non-Executive Director	31.01.2009		1	1	NIL
Mr.	R. C. Khurana	AAAPK3707C/00017354'	Non-Executive /Independent Director	27.09.2014	30 month	1		1



Dr.	Lata Singh	AASPS011 1N/06947 846'	Non-Executive Director	13.08.2014		1	Nil	Nil
Mr. ***	Rakesh Mohan	AAAPM17 73G /0735291 5	Non-Executive /Additional Independent Director	11.11.2016	Approx. 5 month	1	Nil	Nil

NOTE:-

- I. The independent Directors were appointed for the period of five years from the date mentioned in the Coolum no 5.
- II. * Mr. Anil Khaitan was originally appointed as director of the Company as on 31.10.1984 and further re-appointed as the Chairman & Managing Director on 01.08.2012
- III. ** Mr. Joginder Singh, Independent Director of the Company died on 3rd February, 2017 therefore he ceased to hold office as director in the company. He was appointed as an Independent Director as on 27.09.2014
- IV. *** Mr. Rakesh Mohan was appointment as an Additional Independent Director in the meeting of Board of Directors on 11.11.2016 subject to the approval of the shareholders.

II. Composition of Committees		
Name of Committee	Name of Committee Member	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Mr. R C Khurana,	Chairperson, Non-Executive Independent Director
	Mr. B P Srinivasan	Non-Executive Director
	Mr. Sanjay Kaushik	Non-Executive Independent Director
	Mr. S N. Balasubranamaian	Non-Executive Independent Director
2. Nomination and Remuneration Committee	Mr. Rakesh Mohan	Chairperson, Non-Executive Independent Director
	Mr. Sanjay Kaushik	Non-Executive Independent Director
	Mr. S N Balasubranamaian	Non-Executive Independent Director
	Dr. Lata Singh	Non-Executive Director
3. Stakeholder Relationship Committee	Mr. S N Balasubranamaian	Chairperson, Non-Executive Independent Director
	Mr. Sanjay Kaushik	Non-Executive Independent Director
4. Corporate Social Responsibility Committee	Mr. Rakesh Mohan	Chairperson, Non-Executive Independent Director ##
	Mr. R C Khurana,	Non-Executive Independent Director
	Mr. S N Balasubranamaian	Non-Executive Independent Director
	Dr. Lata Singh	Non-Executive Director
	Mr. B P Srinivasan	Non-Executive Director

- 1 Mr. Joginder Singh, Independent Director of the Company died on 3rd February, 2017, therefore he ceased to hold chairmanship cum membership in the subcommittee of the Company.
- 2 Mr. Rakesh Mohan, Independent Additional Director was nominated as member cum chairman of the aforesaid subcommittee in place of Mr. Joginder Singh.
- 3 Mr. B P Srinivasan was nominated as member of Audit committee and CSR Committee by the board members in their meeting held on 27.05.2016
- 4 Dr. Lata Singh was nominated as member of Nomination & Remuneration committee and CSR Committee by the board members in their meeting held on 27.05.2016



