



## SUNIL HEALTHCARE LIMITED

### SUNIL HEALTHCARE LIMITED

Regd. Office: 38E/252-A, Vijay Tower, Shahpurjat, New Delhi-110049  
CIN-L24302DL1973PLC189662/Email:- [info@sunilhealthcare.com](mailto:info@sunilhealthcare.com)/Webiste: [www.sunilhealthcare.com](http://www.sunilhealthcare.com)  
Tel:-+91-11-49435555/00, Fax; +91-11-43850087

#### NOTICE

Notice is hereby given that the 44<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Friday, the 31<sup>st</sup> August, 2018 at 3.00 P.M. at Modi Hall, Ground Floor, PHD Chamber of Commerce and Industry, PHD House, 4/2, SIRI Institutional Area, August Kranti Marg, New Delhi-110016, to transact the following business:-

#### Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements (Both Standalone and Consolidated) of the Company for the financial year ended 31<sup>st</sup> March, 2018 together with the report of Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. B.P. Srinivasan(DIN: 02543837), who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.

On behalf of the Board  
For SUNIL HEALTHCARE LIMITED

**SANTOSH KUMAR SHARMA**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**  
FCS-6817  
Place – Alwar  
Dated- 25<sup>th</sup> May, 2018  
Email: [cs@sunilhealthcare.com](mailto:cs@sunilhealthcare.com)  
Contact No. 011-49435541

#### Reg. Office:

38E/252A, Vijay Tower, Shahpurjat, New Delhi-110049  
CIN No: L24302DL1973PLC189662  
Phone No: +91-11-49435555/00 Fax no 011-43850087  
Email ID: [info@sunilhealthcare.com](mailto:info@sunilhealthcare.com)  
Web; [www.sunilhealthcare.com](http://www.sunilhealthcare.com)

#### Notes

1. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM), IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. IN ORDER TO BE VALID, THE DULY SIGNED AND COMPLETED PROXY MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.
2. ACCORDING TO SECTION 105 OF THE COMPANIES ACT-2013, A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. Corporate members intending to send their authorised representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act 2013 are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The Members who hold shares in the physical form and wish to make/change in nomination in respect of their shareholding in the Company, as permitted pursuant to the provisions of Section 72 of the Companies Act, 2013, may do so by submitting to the Company the prescribed Form SH-13 duly filled in to Company's Registrar and Share Transfer Agent.
5. The Register of Members and Share Transfer Books of the Company will remain close from **24.08.2018 to 31.08.2018** (both days inclusive)



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6. Brief resume of Mr. B.P. Srinivasan, Non-Executive retiring Director, who is proposed to be re-appointed as Non- Executive Director, the nature of his expertise in specific functional areas, names of companies in which he holds directorships and membership(s) / chairmanship(s) of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 (3) SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015, are provided in this report as **Annexure 1** to the notice.
7. The Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting. The *Members holding shares in dematerialized form to bring their Client ID and DP ID numbers for easy identification for attendance at the Meeting.*
8. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Relevant documents referred to in the accompanying Notice and the Statement, Register of contracts or arrangements in which directors are interested and other statutory Registers as required to be maintained by the company are open for inspection by the members at the registered office of the Company on all working days, except Saturdays, between 11:30 a.m. to 3:00 p.m. up to the date of the Meeting.
10. In compliance with the provisions of Section 129(3) of the Companies Act, 2013, (the Act), the Audited Financial Statements of the Company includes the Consolidated Financial Statements of the Company as defined in the Act for consideration and adoption by the Members of the Company.
11. **Members, who are holding shares in identical orders of names in more than one folio, are requested to write to the Company's Share Transfer Agents M/s Alankit Assignment Limited at "1E/13, Alankit Heights, Jhandewalan Extension, New Delhi 110055 for consolidation into one folio.**
12. **The Members are requested to notify** immediately any change of address:
  - i) To their Depository Participants (DPs) in respect of their electronic share accounts and
  - ii) To the Company's Registrar, **M/s Alankit Assignment Limited at "1E/13, Alankit Heights, Jhandewalan Extension, New Delhi 110055, Contact no. 91-11-4254 1234 email id: [rta@alankit.com](mailto:rta@alankit.com), [lalit@alankit.com](mailto:lalit@alankit.com)**, in respect of their physical share folios, if any, quoting their folio number. Further the queries related to the shares may be raised to RTA.
13. Members holding shares in physical form are requested to furnish their email id by post or by email to [cs@sunilhealthcare.com](mailto:cs@sunilhealthcare.com)/[info@sunilhealthcare.com](mailto:info@sunilhealthcare.com) along with their folio no for sending necessary communication / information in future. The members holding shares in electronic form may get their email id's updated with their respective Depository Participants.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / M/s Alankit Assignment Limited.
15. Pursuant to section 101 and 136 of the Companies Act-2013 read with relevant rules made thereunder, Companies can serve Annual Report, notice and other communications through electronic mode to those members who have registered their email address with the Company or with the Depository. The Notice of the Annual General Meeting long with Annual Report for the year ended 31<sup>st</sup> March, 2018 is being sent by electronic mode to those Members whose E-mail IDs are registered with the Company / Depositories, unless a Member has requested for a physical copy of the same. Physical copies of the Annual Report are being sent by the permitted mode to those Members who have not registered their E-mail IDs.



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16. Members may also note that the Notice of 44<sup>th</sup> Annual General Meeting and the Annual Report 2017-18 of the Company will also be available on the Company's website [www.sunilhealthcare.com](http://www.sunilhealthcare.com).
  17. A Route Map showing the directions to reach the venue of the Annual General Meeting is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on 'General Meeting.
  18. Non-Resident Indian Members are requested to inform our RTAM/s. Alankit Assignment Limited, immediately of:
    - I. Change in their residential status on return to India for permanent settlement.
    - II. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnish earlier.
  19. Pursuant to the provisions of the Section 124 and 125 of the Companies Act, 2013 read with the IEPF Authority (Accounting, audit, Transfer and Refund), Rule, 2016 ("The Rules") are required to be transferred by the Company to Investor Education & Protection fund (The IEPF) established by the Central Government after the completion of seven years. Further according to the Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years shall also be transferred to the demat account created by the IEPF Authority, However, the company did not declare dividend after 2008-09. The Company has transferred the unpaid or unclaimed dividend for the financial year 1999-2000 to 2008-09 as per the relevant provision of the Companies Act 2013. Thereafter, The Company did not declare any dividends.

Further, those shareholders, whose dividends were transferred in IEPF Account may still claim refund by filing refund application in form IEPF-5, after filing form printout of the same to be submitted alongwith indemnity bond, acknowledgment, self-attested form alongwith other necessary documents as mentioned in detailed procedures for claiming refund at IEPF portal <http://www.iepf.gov.in/IEPFA/refund.html>, for verification purpose to the Mr. Santosh Kumar Sharma, Company Secretary, The Nodal Officer, Vijay Tower, 38E/252-A, Shahpur Jat, Panchsheel Park Commercial Complex, New Delhi-110049, contact no. 011-49435555.
  20. **The Members are requested to note that pursuant to directions given by SEBI/Stock Exchanges, the Company has appointed M/s M/s Alankit Assignment Limited at "1E/13, Alankit Heights, Jhandewalan Extension, New Delhi 110055, Contact no. 91-11-4254 1234 email id: [rta@alankit.com](mailto:rta@alankit.com), [lalit@alankit.com](mailto:lalit@alankit.com), as Registrar and Transfer Agent to look after the work related to shares held in physical as well as demat mode.**
  21. **Pursuant to the directions of the Securities and Exchange Board of India (SEBI), trading in the shares of your Company is in compulsory dematerialized form. The Members who have not yet got their shares dematerialized are requested to opt for the same in their own interest and send their share certificates through Depository Participant(s) with whom they have opened the dematerialization account to the Share Transfer Agent of the Company. The promoters of the Company have already converted their 100% physical shareholding into demat form.**
  22. **The Members desirous of getting any information/clarification** relating to the accounts/operations of the Company under reference or intending to raise any query at AGM are requested to write to the Company Secretary at **least Seven days** before the Meeting so that the information required can be made readily available at the AGM.
- 20 Voting through electronic means:**
- a. In compliance with provisions of Section 108 of the Companies Act, 2013, rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification (s) or re-enactment thereof for the time being in force) and provision of Regulation 44 of SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 44<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting

system from a place other than venue of the Annual General Meeting (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

- b. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e voting shall be able to exercise their right at the meeting through ballot paper.
- c. The members who have cast their vote by remote e- voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- d. The remote e-voting period will commence at 9:00 A.M. on Tuesday, the 28<sup>th</sup> August, 2018 and will end at 5:00 P.M. on Thursday, the 30<sup>th</sup> August, 2018. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on cut-off date i.e. Friday, the 24<sup>th</sup> August, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- e. **The instructions for e-voting:** The instructions for e-voting are as under in question & Answer format for ease of convenience of our shareholders, which are under:

**Q. How to Vote electronically using NSDL e-Voting system?**

*Ans. The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL e services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log -in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN30 0*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number (Remote E-Voting Event Number ) followed by Folio Number registered with the company For example EVEN is 101456 and folio number is 001*** then user ID is 101456001***

1. **Your password details are given below:**
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) **If you are using NSDL e -Voting system for the first time** , you will need to retrieve the **'initial password'** which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) **How to retrieve your 'initial password'?**
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
2. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
3. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
4. Now, you will have to click on "Login" button.
5. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:****How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e -Voting. Click on e -Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" (E-Voting Event Number) of SUNIL HEALTHCARE LIMITED to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NR I etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to at [cstarachand@gmail.com](mailto:cstarachand@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of or call on toll free no.: 1800 -222-990 or send a request at

- f. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date of 24<sup>th</sup> August, 2018.
- g. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 24<sup>th</sup> August, 2018 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990
- h. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting /voting at the Annual General Meeting through ballot paper.
- i. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- j. Mr. Tara Chand Sharma, Practicing Company Secretary (Membership No.5749 and CP no is 4078) has been appointed as the Scrutinizer to scrutinize the e-voting and remote E voting process in a fair and transparent manner.
- k. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolution on which voting is to be held , allow voting with the assistances of Scrutinizer, by use of ballot paper for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e voting facility.
- l. The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unlock the votes cast through remote e voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman or a person authorise by him in writing, who shall countersign the same and declare the result of the voting.
- m. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.sunilhealthcare.com](http://www.sunilhealthcare.com) and on the website of NSDL immediately after the declaration of result by the chairman or a person authorise by him in writing. The result shall also be immediately uploaded at website of the BSE Limited and shall be forwarded to the Calcutta Stock Exchange Limited.

Annexure to the Notice

ANNEXURE: 1

**Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Details required as per Secretarial Standard (SS2) as under:-**

<b>Name of Director</b>	<b>Mr. B.P. Srinivasan</b>
<b>DIN</b>	02543837
<b>Date of Birth /Age</b>	26.08.1948
<b>Date of Appointment</b>	31.01.2009
<b>No. of share Held in the Company</b>	NIL
<b>Qualification</b>	Ph. D, M.Sc and B. Pharma
<b>Brief Resume and Nature of Experience</b>	Mr. Srinivasan has a vast experience of in teaching and research. He is a Professor of Pharmacology in Delhi Institute of Pharmaceutical Sciences and Research . He has served as Professor and Research Officer in various reputed institutions and is an author of various publications on Pharmacology and a lecturer at seminars.
<b>Directorships held in other public Companies [excluding foreign and private Companies]</b>	Nil
<b>Memberships / Chairmanships of Audit &amp; Stakeholders Relationship Committees of other Public Companies</b>	Nil



## SUNIL HEALTHCARE LIMITED

<b>Inter-se relationship with other Directors</b>	No relation with other director
<b>Terms &amp; Condition of appointment or re-appointment along with detail of remuneration sought to be paid</b>	Re-appointment after retire by rotation
<b>Last Remuneration Drawn</b>	Rs. 76,500/- (Sitting Fees)
<b>No. of Board meeting attended during the year</b>	4

**Note:** No directors, Key Managerial Personnel's or their relatives are directly or indirectly concerned in the resolution no. 2, proposing re-appointment of Mr. B.P. Srinivasan as Non-Executive Director

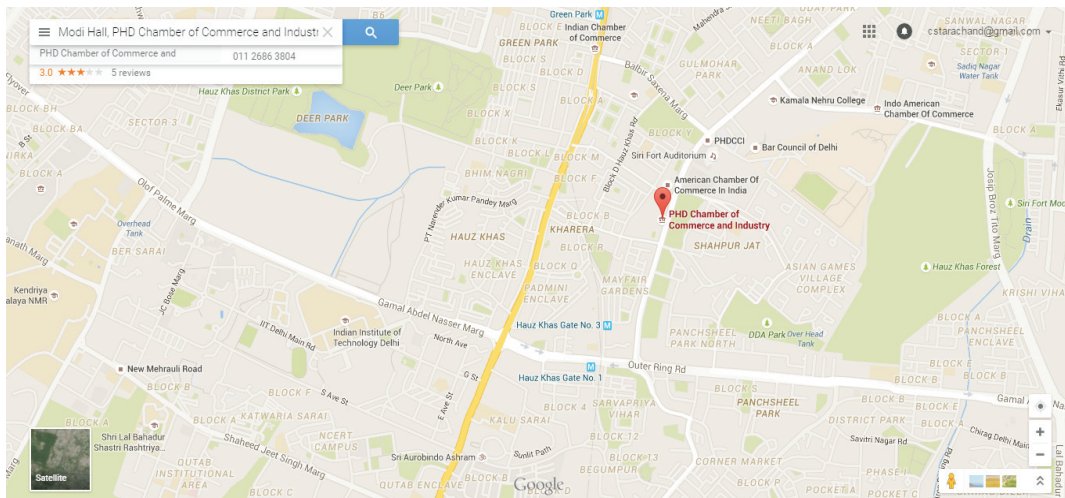
### Route Map of the Annual General Meeting

With reference to SS-2 for the easy convenience of recipients of notice, Route Map to the venue of Annual General Meeting of the Company is as under:

**Venue of the meeting:-** Modi Hall, Ground Floor, PHD Chamber of Commerce and, Industry PHD House, 4/2, SIRI Institutional Area, August Kranti, Marg, New Delhi -110016

**Landmark:-** Near Shree Ford Auditorium

### Route Map



**On behalf of the Board  
For SUNIL HEALTHCARE LIMITED**

**SANTOSH KUMAR SHARMA**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**  
FCS-6817  
Place – Alwar  
Dated- 25<sup>th</sup> May, 2018  
Email: [cs@sunilhealthcare.com](mailto:cs@sunilhealthcare.com)  
Contact No. 011-49435541

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