

SHL/SEC/
04.10.2017

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 quarter and half year ended 30.09.2017 in pursuant to Regulation 27 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 (Listing Regulation)

Dear Sir,

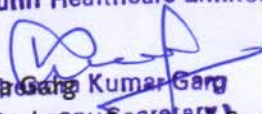
Please find enclosed the Quarterly Compliance Report on Corporate Governance of the Company for the quarter and half year ended 30.09.2017 in pursuant to Regulation 27 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 (Listing Regulation).

The same may please be taken on record.

Thanking you

Yours Faithfully

For **SUNIL HEALTHCARE LIMITED**
For Sunil Healthcare Limited



Virendra Kumar Gang
AGM Legal and 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. Quarter Ending : 30th Septembe, 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 | AFCPK792 1H/007599 51' | Chairperson/Executive Director (Chairman cum Managing Director) | 01.04.2017* | | 1 | Nil | Nil |
| Mr. | Sanjay Kaushik | AFXPK424 3F/003290 13' | Non-Executive /Independent Director | 27.09.2014 | 36 month | 1 | 2 | Nil |
| Mr. | S. N. Balasubramaniam | AAAPI3101 Q/0149438 3' | Non-Executive /Independent Director | 27.09.2014 | 36 month | 1 | 1 | 1 |
| Mr. | R. C. Khurana | AAAPK370 7C/000173 54' | Non-Executive /Independent Director | 27.09.2014 | 36month | 1 | | 1 |
| Mr. | Rakesh Mohan | AAAPM17 73G /07352915 | Non-Executive / Independent Director | 11.11.2016 | 11 month Approx. | 1 | Nil | Nil |
| Mr. | B. P. Srinivasan | AYQPS692 2H/025438 37' | Non-Executive Non -Independent Director | 31.01.2009 | | 1 | 1 | NIL - |
| Dr. | Lata Singh | AASPS011 1N/069478 46' | Non-Executive Non Independent Director | 13.08.2014 | | 1 | Nil | Nil |



NOTE:-

- I. The independent Directors were appointed for the period of five years from the date mentioned in the Column 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 01.04.2017.

| 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 Non Independent 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 Non Independent 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 Non Independent Director |
| | Mr. B P Srinivasan | Non-Executive Non Independent Director |

| III. Meeting of Board of Directors | | |
|--|--|--|
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
| 18 th May, 2017 | 23 rd August, 2017 | 96 Days |

| IV. Meeting of Committee | | | |
|--|--|--|--|
| Date(s) of Meeting of the committee in the relevant quarter | Whether requirement of quorum met (Details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive (in number of days) |
| Audit Committee Meeting | | | |
| 23 rd August, 2017 | Yes (4 out of 4) | 18 th May, 2017 | 96 Days |

| V. Related Party Transaction | |
|--|--------------------------------------|
| Subject | Compliance status (Yes/No/NA) |
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | NA |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA |



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Corporate Social Responsibility Committee
 - e. Risk Management Committee (not applicable)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. The report submitted in the previous quarter has been placed before Board of Directors. There were no comments /observations/advice of Board of Directors on the said report.

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 : 30th September, 2017

| I Affirmations | | |
|--|--------------------------------------|---|
| Broad heading | Regulation Number | Compliance status (Yes/No/NA) |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes (Preparation of Business Responsibility Report are not applicable on the Company) |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes (Chairman has authorised other members of the committee to attend the AGM) |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | YES |
| For Sunil Healthcare Limited | | |
|  Virendra Garg AGM Legal cum Company Secretary | | |