



SHL/SEC/Notice-Postal Ballot /2023

December 06, 2023

**The Bombay Stock Exchange Limited
Listing Department,
1st Floor, New Trading Ring,
Rotunda Building,
Phiroze JeeJeeBhoy Towers, Dalal Street, Fort
Mumbai – 400 001.**

**The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata - 700 001 India**

Company Code: **537253**

Dear Sir/Ma'am

Sub. : **Submission of Notice of Postal Ballot**

In continuation of our letter No. SHL/SEC/2023 dated November 09, 2023, pursuant to provisions of Regulation 30 of the SEBI (LODR) Regulations 2015 read with corresponding circulars and notifications thereunder, please find enclosed herewith Notice of 1st Postal Ballot of financial year 2023-24 of the Company dated December 05, 2023 being sent through electronic mode to the members of the Company, whose name(s) appears in the Register of Members/List of Beneficial Owners as received from NSDL and CDSL as on Friday, December 01, 2023 and who has registered their email(s) with our RTA/Company, for seeking the consent of the members of the Company by way of Special Resolution(s) through Postal Ballot only through remote e-voting.

The Notice of the 1st Postal Ballot of financial year 2023-24 is also available at website of the Company at <https://www.sunilhealthcare.com/postal-ballot> .

You are requested to take the same in your record and oblige.

Thanking you,
Yours sincerely,
for SUNIL HEALTHCARE LIMITED

**SATYENDU PATTNAIK
COMPANY SECRETARY & COMPLIANCE OFFICER
F-7736
New Delhi**

Encl.: Notice of 1st Postal Ballot of financial year 2023-24 of the Company dated December 05, 2023.

Sunil Healthcare Ltd.

38E/252-A, Vijay Tower, Opp Panchsheel Park Comm. Complex, New Delhi -110049

T: +91 -11-49435555/00, F: +91 -11-43850087 Email : info@sunilhealthcare.com, Web: www.sunilhealthcare.com

CIN No. : L24302DL1973PLC189662

SUNIL HEALTHCARE LIMITED**Regd. Office:** 38E/252-A, Vijay Tower, Shahpurjat, New Delhi-110049**CIN-** L24302DL1973PLC189662 / **Email:** info@sunilhealthcare.com / **Webiste:** www.sunilhealthcare.com**Tel:** +91-11-49435555/00 **Fax:** +91-11-43850087**NOTICE OF POSTAL BALLOT****[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Members,

Notice is hereby given that in compliance with the provisions of **Section 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), Secretarial Standard-2 on General Meetings (“SS-2”) issued by the Institute of the Company Secretaries of India, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated May 05, 2022, No. 10/2022 dated December 28, 2022, and No. 09/2023 dated September 25, 2023 (collectively referred to as the “MCA Circulars”) and Circular Nos. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/ CMD2/CIR/P/2022/62, dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India (“SEBI Circulars”), and other applicable laws, rules and regulations, if any, the Special Resolutions set forth below, being unavoidable in nature, is/are proposed to be passed by the members of Sunil Healthcare Limited (“the Company”) through Postal Ballot, **only by way of voting through electronics means (“remote e-voting”)**. Communication of assent / dissent of the members on the resolutions proposed in this Postal Ballot Notice (“Notice”) will only take place through the remote e-voting system.**

In accordance with the MCA Circulars and SEBI Circulars, this Postal Ballot Notice is being sent by email to all its shareholders who have registered their email addresses with the Company/ Registrar and Share Transfer Agent (“RTA”) or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the remote e-voting system. Accordingly, the Company is pleased to provide remote e-Voting facility to all its members to cast their votes electronically. For this purpose, the Company has engaged the services of M/s. Link Intime India Private Ltd., (LIPL) as the agency to provide e-Voting facility. If your e-mail address is not registered with the Company/ Depositories, please follow the process provided in the Notes to this Notice. Members are requested to read the instructions given in the Notes of this Postal Ballot Notice so as to cast their vote through remote e-voting process not later than **5:00 P.M. (IST) on Saturday January 06, 2024** (i.e. the last date to cast vote electronically). The remote e-voting module shall be disabled thereafter.

The Resolutions and the Explanatory Statement setting out the material facts and the reasons/ rationale thereof pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act and the Listing Regulations, are annexed hereto to this Postal Ballot Notice for your consideration.

The Notice shall also be uploaded on the website of the Company (www.sunilhealthcare.com), on the website of Link Intime India Private Ltd., the Company’s Agency for conducting Remote E-Voting at <https://instavote.linkintime.co.in>, and on the websites of BSE Limited (www.bseindia.com).

The detailed explanatory statement under Section 102 read with Section 110 of the Act setting out the material facts relating to the resolution(s) and instructions for remote e-voting are annexed to this Notice.

Special Business:**Item No. 1:**

1. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Sections 149, 152 of the Companies Act, 2013, and the Rules made thereunder including Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force, Dr. Harish Pal Kumar (DIN 01826010) who was appointed as an Independent Director of the Company by the members of the Company and who holds office as such upto February 14, 2024 is being eligible for re-appointment for a second term and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature to the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years, i.e. with effect from February 13, 2024 upto February 12, 2029 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors or to any executives / officers of the Company, to do all such acts, deeds, matters and things and execute such documentation as may be necessary to give effect to this Resolution.”

Item No. 2:

2. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Sections 149, 152 of the Companies Act, 2013, and the Rules made thereunder including Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 17(1A) and any other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force, Mr. Bejon Kumar Misra (DIN 01015633) who was appointed as an Independent Director of the Company by the members of the Company and who holds office as such upto August 13, 2024 is being eligible for re-appointment for a second term and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature to the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years, i.e. with effect from August 14, 2024 upto August 13, 2029, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors or to any executives / officers of the Company, to do all such acts, deeds, matters and things and execute such documentation as may be necessary to give effect to this Resolution.”

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

Sd/-
SATYENDU PATTNAIK
COMPANY SECRETARY & COMPLIANCE OFFICER
FCS-7736
Place - New Delhi
Dated - December 05, 2023
Email: cs@sunilhealthcare.com
Contact No. 011-49435541

Regd. 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
Web; www.sunilhealthcare.com

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 and 110 of the Act, setting out material facts in respect of the item nos. 1 and 2 are annexed hereto.
2. **Brief resume of Dr. Harish Pal Kumar (DIN 01826010) and Mr. Bejon Kumar Misra (DIN 01015633)**, who are proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships 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 as **Annexure 1 to the notice**.
3. In accordance with MCA Circulars and SS-2, this Notice along with explanatory statement and remote e-voting instructions are being sent only through electronic mode to all those Members whose e-mail address are registered with the Company/Registrar and Share Transfer Agent ("RTA") or Depository/Depository Participants and whose names appear in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, December 01, 2023 (the 'cut-off date')**.
4. Members may note that this Notice shall also be uploaded on the website of the Company (www.sunilhealthcare.com), on the website of Link Intime India Private Ltd., the Company's Agency for conducting Remote E-Voting at <https://instavote.linkintime.co.in>, and on the websites of BSE Limited (www.bseindia.com).
5. In accordance with the requirements of MCA Circulars, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members and accordingly, the Members are required to communicate their assent or dissent through remote e-voting system only.
6. The voting rights of Members shall be in proportion to the equity shares held by the members in the paid-up equity share capital of the Company as on Cut-off date i.e. **Friday, December 01, 2023**. A person, whose name is recorded in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast their vote through remote e-voting. A person who ceases to be a Member as on Cut-off date will not be entitled to vote and should treat this Notice for information purposes only.
7. To comply with the provisions of Sections 108 and 110 of the Act read with Rules, SS-2, MCA Circulars and Regulation 44 of SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by LIPL. Instructions for remote e-voting are provided in this Notice.
8. The remote e-voting period shall commence on **Friday December 08, 2023 from 09:00 A.M. (IST)** onwards and shall end on **Saturday, January 06, 2024 at 5:00 P.M. (IST)** (both days inclusive). During this period, Members of the Company holding equity shares either in physical or dematerialized form as on the Cut-off date, i.e. **Friday, December 01, 2023** (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants or RTA), may cast their vote electronically, in respect of the resolution as set out in this Notice only through remote e-voting. The remote e-voting module shall be disabled by LIPL thereafter. Once the vote on resolution is cast by a Member, no changes shall be allowed subsequently.
9. The Board of Directors of the Company has appointed Mr. Tara Chand Sharma, Proprietor of Jain Sharma & Associates, Company Secretaries (ICSI Membership No.: F-5749, C.P No. 4078), Company Secretary in Practice as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner who had also communicated his willingness to be appointed for the said purpose.
10. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. Upon completion of scrutiny of the remote e-voting, the **Scrutinizer shall submit his report within 2 working days or 3 days, whichever is earlier, from the end of the remote e-voting period, to the Chairman or any other person authorized by him**. The results of the

Postal Ballot will be announced by the Chairman or any other person authorized by the Chairman in writing for this purpose on or before **Tuesday, January 09, 2024** at the Registered Office of Company. The said result along with Scrutinizer's report would also be displayed at the Registered and Corporate Office of the Company. Additionally, the Results will also be uploaded on the Company's website of the Company www.sunilhealthcare.com as well as on LIPL website <https://instavote.linkintime.co.in>.

11. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form. The email addresses can be registered with the Depository Participant(s) ("**DP**") in case the shares are held in electronic form and with the RTA in case the shares are held in physical form.

Registration of Email Id:

- a) In case, the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent / Depositories, log in details for remote e-voting are being sent on the registered email address.
 - b) In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and/or not updated the Bank Account mandate, the following instructions to be followed:
 - (i) Members holding shares in physical mode and who have not updated their email address and bank account with the Company are requested to register/update the same by writing to the Company with details by providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) at cs@sunilhealthcare.com/ info@sunilhealthcare.com or to **M/s Alankit Assignment Limited at "4E/2, Alankit House, Jhandewalan Extension, New Delhi 110055", Contact no. 91-11-4254 1234 email id: rta@alankit.com, lalitap@alankit.com**
 - (ii) The members holding shares in electronic form may get their email id's updated with their respective Depository Participants.
 - c) The member may temporarily update their email id by dropping email along with signed request letter providing the email address, mobile number, self- attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in the case of physical folio to our E-voting Agency Link Intime India Pvt. Ltd., at delhi@linkintime.com or to the Company at cs@sunilhealthcare.com
12. The resolution(s), if passed by the requisite majority, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot i.e. remote e-voting, shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e. **Saturday, January 06, 2024**.
 13. All documents referred to in this Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the closure of the remote e-voting period. Members seeking to inspect such documents can send an email to cs@sunilhealthcare.com.

Instructions for remote e-voting are as below:

Pursuant to SEBI circular dated December 9, 2020, Individual members holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Members are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
I) Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
II) Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
III) Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

<p>IV) Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> • Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> • Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above • Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). • Click “confirm” (Your password is now generated). 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). 7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
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V) Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **‘Custodian / Mutual Fund / Corporate Body’**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF format in the **‘Custodian / Mutual Fund / Corporate Body’** login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on **‘Login’** under **‘SHARE HOLDER’** tab and further Click **‘forgot password?’**
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **‘Submit’**.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding remote e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or Contact Mr. Rajiv Ranjan of LIPL, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India or call at: - Tel: 022 –4918 6000.

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

Sd/-
SATYENDU PATNAIK
COMPANY SECRETARY & COMPLIANCE OFFICER
FCS-7736
Place - New Delhi
Dated - December 05, 2023
Email: cs@sunilhealthcare.com
Contact No. 011-49435541

Regd. 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
Web; www.sunilhealthcare.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying notice dated December 05, 2023.

Item No. 1

Dr. Harish Pal Kumar (DIN: 01826010) is an Independent Director on the Board of Sunil Healthcare Limited (“Company”). He joined the Board of Directors (the “Board”) of the Company on February 13, 2019. In terms of provision of sections 149, 152 and all other applicable provision of the Companies Act, 2013 (“Act”), read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the members of the Company, through a resolution passed at the the Extra-Ordinary General Meeting of the Company held on 28th June 2019, approved the appointment of Dr. Harish Pal Kumar as Non-executive & Independent Director of the company for a term of five consecutive years from February 13, 2019 upto February 12, 2024. The said term of 5 (five) years of Dr. Harish Pal Kumar as Non-executive & Independent Director of the company shall be expired on 12th February, 2024.

As per the provision of Section 149 of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution. The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Dr. Harish Pal Kumar for the office of Independent Director for a second term. The Company has received intimation in Form DIR-8 from Dr. Harish Pal Kumar that, he is not disqualified from being re-appointed/continue as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Act and Regulation 16(1)(b) of Listing Regulations and his consent to continue/re-appointment as an Independent Director of the Company.

Brief profile and disclosure of information of Dr. Harish Pal Kumar, nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationship between directors pursuant to Listing Regulations and pursuant to Secretarial Standard – 2 on General Meetings issued by the Council of the Institute of Company Secretaries of India (ICSI) and approved by the Central Government are given in the **Annexure 1 to the Notice**.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, on the basis of report of performance evaluation, skills, vast experience and expertise possessed by Dr. Harish Pal Kumar, has recommended re-appointment of Dr. Harish Pal Kumar, as Independent Director of the Company for a second term of 5 (five) consecutive years, w.e.f. 13.02.2024.

In the opinion of the Board, Dr. Harish Pal Kumar fulfils the conditions for re-appointment as an Independent Director of the Company as specified in the Act and Rules thereunder and Listing Regulations, he is not debarred from holding the office of director by virtue of any SEBI order and he is independent of the management.

The re-appointment of Dr. Harish Pal Kumar as Independent Director and their association would be of immense benefit to the Company as he has more than four decades of experience in finance, banking and MSME Sector. His re-appointment will continue to strengthen the Board’s knowledge, capability, experience and execution of the Company’s strategy and it is desirable to continue to avail his services as Independent Director. Based on the recommendation of the NRC and considering the performance, skills, vast experience and expertise possessed by Dr. Harish Pal Kumar, the Board of Directors at its meeting held on November 09, 2023, approved and recommends the re-appointment of Dr. Harish Pal Kumar as an Independent Director of the Company, not liable to retire by rotation, for second term of 5 (five) consecutive years from February 13, 2024 upto February 12, 2029 for the approval of members of the company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and Listing Regulations, re-appointment of Independent Director for the second term requires approval of Members by way of a Special Resolution. Accordingly, the approval of the Members of the Company is being sought by way of a Special Resolution.

The Board of Directors recommends the resolution as set out at Item no. 1 of this Notice to be passed as special resolution by members of the Company.

A copy of the draft letter of re-appointment of Dr. Harish Pal Kumar (DIN: 01826010) as Independent Director setting out the terms and conditions would be available for inspection by members at the Registered Office of the Company and is also available on the Company's website at www.sunilhealthcare.com.

Dr. Harish Pal Kumar, Independent Director (Non-Executive), is concerned or interested in the resolution as set out at Item No. 1 of the Notice, since it relates to his re-appointment.

None of the other Directors and Key Management Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 1

This explanatory statement along with the additional information as per Regulation 36 of the Listing Regulations and Secretarial Standard 2 on General Meetings issued by ICSI, as annexed herewith may also be regarded as disclosure under the provisions of the Act and Listing Regulations.

Item No. 2

Mr. Bejon Kumar Misra (DIN 01015633) is an Independent Director on the Board of Sunil Healthcare Limited ("Company"). He joined the Board of Directors (the "Board") of the Company on August 14, 2019. In terms of provision of sections 149, 152 and all other applicable provision of the Companies Act, 2013 ("Act"), read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the members of the Company, through a resolution passed at the the 45th Annual General Meeting of the Company held on 27th September 2019, approved the appointment of Mr. Bejon Kumar Misra as Non-executive & Independent Director of the company for a term of five consecutive years from August 14, 2019 upto August 13, 2024. The said term of 5 (five) years of Mr. Bejon Kumar Misra as Non-executive & Independent Director of the company shall be expired on 13th August, 2024.

As per the provisions of Section 149 of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution. Further as per Regulation 17 (1A) of Listing Regulations, a person who has attained the age of 75 years, can continue as non-executive director in a listed Company provided approval of members of the Company is obtained by way of special resolution and justification for appointing such person is indicated in the explanatory statement. The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Mr. Bejon Kumar Misra for the office of Independent Director for a second term. The Company has received intimation in Form DIR-8 from Mr. Bejon Kumar Misra that, he is not disqualified from being re-appointed/continue as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Act and Regulation 16(1)(b) of Listing Regulations and his consent to continue as an Independent Director of the Company.

Brief profile and disclosure of information of Mr. Bejon Kumar Misra, nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationship between directors pursuant to Listing Regulations and pursuant to Secretarial Standard – 2 on General Meetings issued by the Council of the Institute of Company Secretaries of India (ICSI) and approved by the Central Government are given in the **Annexure 1 to the Notice**.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, on the basis of report of performance evaluation, skills, vast experience and expertise possessed by Mr. Bejon Kumar Misra, has recommended re-appointment of Mr. Bejon Kumar Misra, as Independent Director of the Company for a second term of 5 (five) consecutive years, w.e.f. 14.08.2024.

In the opinion of the Board, Mr. Bejon Kumar Misra fulfils the conditions for re-appointment as an Independent Director of the Company as specified in the Act and Rules thereunder and Listing Regulations, he is not debarred from holding the office of director by virtue of any SEBI order and he is independent of the management.

The re-appointment of Mr. Bejon Kumar Misra as Independent Director and their association would be of immense benefit to the Company as he has Professional experience of around five decades in Business Management, Consumer affairs, Quality control and always available for cause of the consumers at large. His re-appointment will continue to strengthen the Board's knowledge, capability, experience and execution of the Company's strategy and it is desirable to continue to avail his services as Independent Director. Based on the recommendation of the NRC and considering the performance, skills, vast experience and expertise possessed by Mr. Bejon Kumar Misra, the Board of Directors at its meeting held on November 09, 2023, approved and recommends the re-appointment of Mr. Bejon Kumar Misra as an Independent Director of the Company, not liable to retire by rotation, for second term of 5 (five) consecutive years from August 14, 2024 upto August 13, 2029 for the approval of members of the company.

Mr. Bejon Kumar Misra would be attaining the age of 75 years on 02.01.2027 and is proposed to be re-appointed as an Independent Director of the Company, not liable to retire by rotation, for second term of 5 (five) consecutive years from August 14, 2024 upto August 13, 2029. Accordingly, approval of the Members of the Company is being sought by way of passing a Special Resolution for re-appointment of Mr. Bejon Kumar Misra for the aforesaid period in compliance to the provisions of the Sections 149, 152 of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and Regulation 17(1A) and any other applicable provisions of Listing Regulations for the time being in force.

Accordingly, the Board of Directors recommends the resolution as set out at Item no. 2 of this Notice to be passed as special resolution by members of the Company.

A copy of the draft letter of re-appointment of Mr. Bejon Kumar Misra (DIN 01015633) as Independent Director setting out the terms and conditions would be available for inspection by members at the Registered Office of the Company and is also available on the Company's website at www.sunilhealthcare.com.

Mr. Bejon Kumar Misra, Independent Director (Non-Executive), is concerned or interested in the resolution as set out at Item No.2 of the Notice, since it relates to his re-appointment.

None of the other Directors and Key Management Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 2 of the Notice.

The explanatory statement may also be regarded as a disclosure/justification under Regulation 17 (1A) and any other applicable Regulations of Listing Regulations. This explanatory statement along with the additional information as per Regulation 36 of the Listing Regulations and Secretarial Standard 2 on General Meetings issued by ICSI, as annexed herewith may also be regarded as disclosure under the provisions of the Act and Listing Regulations.

Annexure to the Notice

ANNEXURE: 1

Brief Details of Directors seeking/recommended for re-appointment as required under Regulation 36 of SEBI (LODR) Regulations, 2015 and as per Secretarial Standard on General Meetings (SS-2) of the ICSI as under:-

Name of Director	Dr. Harish Pal kumar	Mr. Bejon Kumar Misra
DIN	01826010	01015633
Date of Birth /Age	25.08.1954 69 years	02.01.1952 71 Years
Qualification	M.Com, a qualified Banker (C.A.I.I.B.), Fellow member of the Institute of Cost Accountant of India (ICAI), PHD in employment creation through Rural Industrialization.	Degree from Senior Cambridge Board and subsequently Degree in Business Management with Marketing as major from Banaras Hindu University (BHU) in the year 1971.
Brief Resume and Nature of Experience	<p>Dr. Harish Pal Kumar has a long career spanning more than four decades in finance, banking and MSME Sector. He has been the Chairman cum Managing Director of "The National Small Industries Corporation Ltd.", a public sector corporation of the Government of India for a period of 9 years until 2014 and has a rich experience in the promotion and development of Micro, Small and Medium Enterprises (MSME's) throughout the country.</p> <p>During his chairmanship, NSIC made a remarkable turnaround from a loss making sick PSU- to a vibrant' profit making, dividend paying Mini-Ratna company with a turnover of more than Rs'17'000 crore with Excellent MOU ratings.</p> <p>Dr. Kumar is the recipient of awards from national and international fraternity including the coveted Silver Plate Award for CSR from the President of India. Major awards include India Pride Award from the Union Petroleum Minister, Govt. of India, in recognition for creation of new employment opportunities for unemployed youth, an international council of Arab League Award' comprising 22 countries in recognition of his outstanding contribution in the field of MSME sector in the region, Gold Medal at India Pride Award for excellence in creating impact in the Indian economy and Society etc.</p>	<p>Mr. Mishra has professional experience of around five decades, starting from Kolkata as a Marketing Executive with TATA Steel in the year 1971 and subsequently became an entrepreneur in Jamshedpur in the Travel Industry & Leasing Business. At present he is the 'Fellow' of Institute Of Directors (IOD), India, Adviser and Consultant to several Industry Associations and Business Entities; Founder Director of HAMARA CONSUMER DOST Pvt. Ltd., Consultant Consumer Affairs to Amway India Limited & Advisory Board Member of Global Healer LLC, USA & Alliance for Safe Online Pharmacies (ASOP) Global USA. Senior Expert with European Business & Technology Centre, New Delhi. He is having more than 25 years of experience as an International Expert on User (Consumer) Focus and more than 35 years of experience in the consumer education and advocacy.</p> <p>At present Mr. Misra is the Adviser to the Government of Odisha, Department of Food Supplies and Consumer Welfare (FS&CW), Chairman of the Core Group of Experts for Insurance Sector constituted by Ministry of Ayush, Government of India. Executive Committee (EC) Member of General Insurance Council nominated by IRDAI, Advisory Committee Member, in accordance with Rule 19 of the Insurance Ombudsman Rules, 2017. Consumer Guidance Society of Jamshedpur (CGSJ) is a Member of the Zonal Railway Users' Consultative Committee (ZRUCC), South Eastern Railway and also a Member of the Divisional Railway Users' Consultative Committee (DRUCC) Chakradharpur Division (CKP), South Eastern Railways. Professor (Research & Development) North East</p>

		<p>Christian University, Dimapur, Nagaland. Chairman, Food Safety & Consumer Protection Committee, North East Regional Council of the Indian Chamber of Commerce (ICC), Chair, Health Insurance Vision 2030 of the Federation of Telangana Chambers of Commerce and Industry (FTCCI) Hyderabad, Board Member, National Accreditation Board for Hospitals & Healthcare Providers (NABH-QCI). Member of the Ethics Committee of National Dope Testing Laboratory (NDTL), Ministry of Youth Affairs & Sports, Government of India. Expert Member of the Core Training Panel, National Coordination Center, Pharmacovigilance Program of India (NCC-PvPI), Indian Pharmacopoeia Commission, Ministry of Health & Family Welfare, Government of India. Printer, Publisher and Editor of THE AWARE CONSUMER, English Monthly Consumer Magazine published from Delhi and registered with RNI.</p> <p>Mr. Misra was the Former Visiting Professor to the Institute of Management (IM) BHU and Former Adviser/Consultant to Institute of Medical Sciences (IMS) BHU. Former Member of the Planning & Monitoring Board of JSS Academy of Higher Education & Research (JSSAHER), MYSURU. Visiting Professor of National Law University Odisha, Former Governing Board Member, Quality Council of India (QCI), Former Member of Food Safety and Standards Authority of India (FSSAI) from 2008-2013.</p>
Terms and Conditions of Appointment	Independent Director for second term of 5 years with effect from 13.02.2024 upto 12.02.2029, not liable to retire by rotation and as per the resolution at item no. 1 of this Notice read with the explanatory statement thereto.	Independent Director for second term of 5 years with effect from 14.08.2024 upto 13.08.2029, not liable to retire by rotation and as per the resolution at item no. 2 of this Notice read with the explanatory statement thereto.
Remuneration last drawn (including sitting fees)	No remuneration is paid save and except the Sitting fees for attending the meetings of the Board of Directors and the Committees thereof of which he is a member. The Sitting fees paid was disclosed in the report of Corporate Governance and in all previous Annual Reports of the Company.	
Remuneration proposed to be paid	No remuneration will be paid except sitting fees.	No remuneration will be paid except sitting fees.
Date of first appointment on the Board	13.02.2019	14.08.2019

Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	NIL	NIL
Relationship with other Directors / Key Managerial Personnel	No relation	No relation
Number of meetings of the Board attended during the financial year (2022-23)	5	5
Directorships held in other public Companies [excluding foreign and private Companies]	NIL	NIL
Memberships / Chairmanships of Audit & Stakeholders Relationship Committees of other Public Companies	NIL	NIL
Listed entities from which the Director has resigned in the past three years	Marshal Machines Ltd.	NIL

Note:

- 1) **No directors, Key Managerial Personnel or their relatives except Dr. Harish Pal Kumar, being appointee for position of Director, are directly or indirectly concerned in the Resolution no. 1 proposing re-appointment of Dr. Harish Pal Kumar as Independent Director (Non-Executive), not liable to retire by rotation.**
- 2) **No directors, Key Managerial Personnel or their relatives except Mr. Bejon Kumar Misra, being appointee for position of Director, are directly or indirectly concerned in the Resolution no. 2 proposing re-appointment of Mr. Bejon Kumar Misra as Independent Director (Non-Executive), not liable to retire by rotation.**

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

Sd/-
SATYENDU PATNAIK
COMPANY SECRETARY & COMPLIANCE OFFICER
 FCS-7736
 Place - New Delhi
 Dated - December 05, 2023
 Email: cs@sunilhealthcare.com
 Contact No. 011-49435541

Regd. 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
 Web; www.sunilhealthcare.com