

TRANSCRIPT OF THE PROCEEDINGS OF 49TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SUNIL HEALTHCARE LTD. HELD AND CONDUCTED ON WEDNESDAY, THE 27TH SEPTEMBER, 2023, SCHEDULED AT 12:30 P.M./IST THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM) FOR WHICH REGISTERED OFFICE OF THE COMPANY AT 38E/252A, VIJAY TOWER, 3RD FLOOR, PANCHSHEEL COMMERCIAL COMPLEX, SHAHPUR JAT, NEW DELHI-110049, WAS DEEMED AS VENUE FOR THE AGM. THE MEETING WAS STARTED AT 12:36 P.M. AND CONCLUDED AT 12:54 P.M. AND INSTAVOTE PORTAL WAS AVAILABLE FOR NEXT 30 MINUTES FROM THE CONCLUSION OF THE AGM FOR THOSE MEMBERS, WHO COULD NOT VOTE THROUGH REMOTE E-VOTING FACILITY

Moderator of Link Intime India Pvt. Ltd., Jyoti Singh said as follows:

Dear Members, Good Morning !

I Jyoti Singh, as moderator on behalf of Link Intime India Pvt. Ltd. welcome you all to the 49th Annual General Meeting of Sunil Healthcare Limited through our Instameet and other audio visual facilities. Before going to the proceeding, for the smooth conduct of the meeting, the members will be in mute mode and video will be open throughout the meeting. For members who have been pre-registered and have been confirmed them as Speaker to speak in the meeting, their audio and video will enable when Chairman Sir will invite them to speak. Now I invite Mr. Satyendu Pattnaik, Company Secretary & Compliance officer of the Company to go ahead with the proceedings.

Satyendu Pattnaik, Company Secretary & Compliance Officer informed/said as follows:

Dear Members – A very Good Afternoon and warm welcome to all of you, I, SATYENDU PATTNAIK, Company Secretary of SUNIL HEALTHCARE LIMITED will be assisting the Chairman in conducting this Annual General Meeting.

I welcome all the Members, Directors, Auditors and other dignitaries present at the meeting.

General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April, 13, 2020, 20/2020 dated May, 05, 2020, 02/2021 dated January, 13, 2021 and subsequent circulars issued in this regard, the latest being 2/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (MCA) and circular nos. 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 SEBI (“Circulars”) respectively permitted the Company for convening of Annual General Meeting (AGM) through video conferencing (VC)/ other audio visual means (OAVM), without physical presence of the members at a common venue. In pursuance with the MCA Circulars, provisions of the Companies Act, 2013, SEBI Circulars, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 49th AGM of the company is being convened through VC/OAVM. The registered office of the company shall be deemed to be venue of the AGM.

I will start by recording the attendance of Directors, Auditors and other Company officials who are present in this meeting.

1. Mr. ANIL KUMAR KHAITAN, Chairman & Managing Director of the Company attending the meeting from the Plant/office of the Company at Alwar,
2. Mr. Harish Pal Kumar, Independent Director & Chairman of Audit Committee attending the meeting from his office at Delhi,
3. Mr. Rakesh Mohan, Independent Director and Chairman of the Nomination Remuneration Committee attending the Meeting from his residence at Delhi,
4. Mr. K.V. Rajan, Director and Chairman of the Stakeholder Relationship Committee is attending the Meeting from his residence at Delhi.
5. Mrs. Mudita Chaturvedi, Independent Director attending the Meeting from her residence at New Delhi,
6. Mr. Sanjay Kaushik, Director and member of the Stakeholder Relationship Committee attending the meeting from his residence at Kolkata,
7. Mr. Ishan Khaitan, President and attending the meeting from his residence in Delhi,
8. Mr. Kahaan Khaitan, President attending the meeting from his residence in Delhi,
9. Mr. Bimal Kumar Sipani, Partner, M/s. Singhi & Co. Statutory Auditors attending the meeting from Noida office,
10. Mr. Tarachand Sharma, Secretarial Auditors & Scrutinizer attending meeting from Jaipur,
11. Mr. Pawan Rathi, CFO attending meeting from the registered office of Company in new Delhi, and
12. Myself, Satyendu Pattnaik, Company Secretary attending the meeting from the registered office of Company in New Delhi.

Since this AGM is being conducted through VC, I would like to draw your attention to certain relevant aspects of the meeting:

- a) Members attending the AGM through VC will be counted as present for the purpose of quorum.
- b) All Members who have joined the meeting have been placed on mute mode to avoid any disturbance and to ensure an orderly conduct of the meeting.
- c) There will be a question & answer session. Kindly note that as intimated in the Notice of AGM, only those Members who have registered themselves as speakers will be allowed to speak and raise questions. For this purpose, the Moderator will announce the names of such Member and the concerned Members will be unmuted by the moderator to ask

their questions. Speakers may choose to participate either by audio mode or by audio-video mode. Please note there is a restriction of 2 minutes per Member to speak to ensure an orderly conduct of the meeting.

d) All documents referred to in the Notice along with the Statutory Registers required for inspection during AGM are available for electronic inspection.

e) I will now brief you matter relating to your voting on the resolutions and will seek your attention.

→ As required by law, the Company had provided remote e-voting facility through Linkintime India Private Limited to eligible members starting from 9:00 am on 24th September, 2023 to 5:00 pm on 26th September, 2023. Members who have not casted their votes through remote e-voting facility and who are attending this meeting have an additional opportunity to cast their vote by electronic means on all or any of the resolutions placed before the meeting.

→ **Members may follow the process for e-voting as provided in the Notice of AGM. Members may cast their votes at AGM until 30 minutes after the conclusion of this AGM.**

f) In case of any issue regarding the VC facility or voting by electronic means, kindly contact at the helpline number provided in Notice of AGM.

g) Mr. Tarachand Sharma, the Scrutinizer, will scrutinize the votes cast at the meeting and through remote e-voting and will submit his report. The voting result on resolutions will be announced on receipt of consolidated report from him.”

Quorum of the Meeting

Mr. Satyendu Pattnaik, Company Secretary & Compliance Officer of the Company, confirmed about the requisite quorum of members present in the meeting through VC and handed over the proceedings of the meeting to the Chairman.

Mr. Anil Kumar Khaitan, Chairman and Managing Director of the meeting presided over the meeting and conducted the proceedings of the AGM as follows:

Chairman said as follows:

“Good Afternoon, warm welcome to all Members, my fellow Directors, the Auditors and Company Officials present today at this AGM. Since valid quorum is present, I now call the meeting to order.

For the sake of good order, I confirm that I have satisfied myself that all efforts feasible under the circumstances have been made by the Company to enable the Members to participate and vote on the items being considered at this AGM.

With the permission of members, I take the notice convening this AGM as read.

The Annual Report for FY 22-23 has been e-mailed to all shareholders whose e-mail ids were registered with the Company as on 25.08.2023. For those shareholders whose e-mail ids were not available with the Company, the Annual Report was uploaded on the website of the Company, the Stock Exchanges and our E-voting agency.

Please note that this time physical copies of Annual Reports have not been sent as per the permission granted by MCA and SEBI through its Circulars.

The Independent Auditors' Report on Standalone and Consolidated Financial Statements and Secretarial Audit Report which are circulated as part of the Annual Report, do not contain any qualification or adverse remark and with your kind permission, I take the said Reports as read.”

Chairman delivered the Address as follows:

“Dear Shareholders

I hope that you and your family are safe. As you are aware, FY 20 saw the onset of Covid-19 Pandemic at the closing stages of the Financial Year in India and still in FY 21, financial year 22 and starting of financial year 2023, India and most part of world were in third and fourth waves of the Covid-19 pandemic, caused much loss of life and economy. But Post-Covid situation improved, people have improved their immunity and taking care of the situation with the grace of God.

Further, Post-Covid, challenges of inclement Raw material pricing, coupled with increase in logistics cost due to increase in fuel price, inflation, demand side uncertainty is a deterrent on the earnings of the Company, however, the company has taken various steps to curb the cost and make its product more qualitative, affordable and competitive.

The physical and emotional wellbeing of employees of the company continues to be a top priority for your Company, the Company has taken several initiatives to support employees and their families during the difficult phase of pandemic and in post pandemic too.

The Company had attempted to mitigate the impact of the pandemic on its Operations through strict adoption of the prescribed Health and Safety Guidelines of the Honourable State and Central Governments.

Your Company reported Revenues from operation ₹ 111.83 Crores and EBITDA of ₹ 20.94 crores in the FY 2022-23.

During this challenging market condition/macro-economic challenges interalia with regard to recalibration of demand and supply, Inflation, higher input cost, i.e. raw material, power and finance cost, your Company has taken so many steps during the FY 2022-23 and thereafter, which will definitely result in improvement of performance in coming financial years. The Management of the Company is committed to improve the performance in the coming years to achieve better production, sales and profit by using the optimum product mix, cost control measures and explore new avenue to achieve overall growth of the Company. Your Company is emerging with strong potential for better performance in short, medium and long term.

Your Company shall continue to work tirelessly in the interest of its shareholders, customers, vendors, banks, employees and all other stakeholders. I would like to thank each one of you for your continuous faith in the Company and wish that we all emerge from this adversity much stronger and resilient. I would like to specially thank our shareholders who have supported us in all our endeavors to build a Company that each one of us should be proud of.

Thank you.”

Further Chairman said as follows:

“I now place the items mentioned in the Notice of AGM before the meeting.

Ordinary businesses to be passed through Ordinary Resolutions are

1	To consider and adopt the audited annual financial statements i.e. the Balance Sheet, Profit & Loss Account and Cash Flow Statement (both standalone and consolidated) of the Company for the financial year ended 31st March, 2023 together with report of the Board of Directors and Auditors’ thereon.
2	To consider and approve the re-appointment of Mr. Krishna Venkatachalam Rajan, (DIN: 02777067) as Non- Executive Director, who retires by rotation, and, being eligible, offers himself, for re-appointment.

“We will now proceed to the Question and Answer session. The Company Secretary will call the name of the Members one by one if they have any queries and have registered themselves as speakers and thereafter the Member will be unmuted by the moderator to enable him to speak.

I now request Company Secretary to state the name of member if any and unmute the Member-speaker.

Satyendu Pattnaik, Company Secretary & Compliance Officer informed/said as follows:

The queries as raised by certain shareholders were addressed properly through mail and telephonic conversation. So, there are no such queries and requests from member speakers, hence requesting the Chairman to proceed the meeting.

Thereafter the Chairman said as follows:

“There being no other business to transact, I now formally conclude the meeting.

I heartily thank all members, my fellow Directors, Auditors and Company Officials for attending and participating in the AGM through video conferencing.

I wish all of you a safe and healthy future. Thank you.”

Satyendu Pattnaik, Company Secretary & Compliance Officer informed to the Members that now E-voting window is open for those members, who could not participate through Remote e-voting for next 30 Minutes.