

**SHL/SEC/50<sup>th</sup> AGM/2024**

**September 30, 2024**

**The Bombay Stock Exchange Limited  
Listing Department,  
1<sup>st</sup> 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'm,

**Sub. : Proceedings of the 50<sup>th</sup> Annual General Meeting held on September 30, 2024  
pursuant to Regulation 30 of the SEBI (LODR) Regulations 2015.**

We wish to inform you that the 50<sup>th</sup> Annual General Meeting (AGM) of the Company held on the Monday, 30<sup>th</sup> day of September, 2024 through Video Conferencing, scheduled at 12.30 pm, was started at 12:30 p.m. and concluded at 12.48 p.m., and instavote portal was enabled for next 30 minutes from the conclusion of the AGM for those members, who could not vote through Remote E-voting Facility.

In this regard, please find enclosed herewith the Proceedings of the 50<sup>th</sup> AGM in compliance with Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take the same on your record.

The Results of remote e-voting and e-voting/insta poll during/at the AGM along with the Scrutinizer's Report will be submitted to you separately.

Thanking you,

Yours sincerely,

**For SUNIL HEALTHCARE LIMITED**

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

**Encl. a/a**

PROCEEDINGS OF THE 50<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SUNIL HEALTHCARE LTD. HELD ON MONDAY, THE 30TH SEPTEMBER, 2024, 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 12:30 P.M., CONCLUDED AT 12:48 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

**PRESENT THROUGH VIDEO  
CONFRENCING MODE**

- |    |                               |  |
|----|-------------------------------|--|
| 1. | Mr. Anil Kumar Khaitan        | Chairman of the meeting, attended AGM from Registered office of the Company at Delhi   |
| 2. | Mr. Harish Pal Kumar          | Independent Director and Chairman of the Audit Committee, attended AGM from his Office in Delhi                                    |
| 3. | Mr. K.V. Rajan                | Non-Executive Director and Chairman of the Stakeholder Relationship Committee attended AGM from his residence at Greater Noida, UP |
| 4. | Mr. Rakesh Mohan              | Independent Director & Chairman of Nomination and Remuneration Committee attended AGM from his residence at New Delhi              |
| 5. | Prof. (Mr.) Bejon Kumar Misra | Independent Director, attended AGM from New Delhi  |
| 6. | Mr Sanjay Kumar Kaushik       | Non-Executive Director, attended AGM from his residence at Kolkata   |



<b>INVITEES</b>	
1. Mr. Ishan Khaitan	President, attended AGM from Registered office of the Company at New Delhi.
2. Mr. Kahaan Khaitan	President, attended AGM from Registered office of the Company at New Delhi.
3. Mr. Bimal Sipani	Partner, M/s. Singhi & Co., Statutory Auditors, attended AGM from Noida Office
4. Mr. Tara Chand Sharma,	Secretarial Auditors & Scrutinizer, attended AGM from Jaipur
5. Mr. Pawan Rathi	CFO, attended AGM from Registered office of the Company at New Delhi.

<b>IN ATTENDANCE</b>	
1. Mr. Satyendu Pattnaik	Company Secretary and Compliance Officer, attended AGM from Registered office of the Company at New Delhi.

The Company Secretary welcomed all the Members, Directors, Auditors and other dignitaries present in the meeting, and informed that he would be assisting to the Chairman of the Meeting for orderly conduct of the meeting.

The Company Secretary apprised that, 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, 2/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and subsequent circular issued in this regard, the latest being Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circulars, the 50<sup>th</sup> AGM of the company convened through VC/OAVM. The registered office of the company was deemed as the venue of the AGM.

Thereafter, roll call was checked by the Company Secretary of all the Directors, Statutory Auditors and other dignitaries present at the meeting.



**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

Further, the Company Secretary apprised to the Members on key aspects of Video conferencing meeting, remote E-voting and Insta voting, which were as under:

1. Members attending the AGM through VC were counted as present for the purpose of quorum.
2. All Members who had joined the meeting were placed on mute mode to avoid any disturbance and to ensure an orderly conduct of the meeting.
3. Question & answer session would be conducted, kindly note that as intimated in the Notice of AGM, only those Members who have registered themselves as speakers till September 23, 2024, would be allowed to speak and raise questions. Speakers were allowed to speak for two minutes per Speaker to ensure an orderly conduct of the meeting.
4. All documents referred to in the Notice along with the Statutory Registers required for inspection during AGM were available for inspection by the members, who has requested to the Company.
5. The Company had provided remote e-voting facility through Linkintime India Private Limited, to eligible members starting from 9:00 am on September 27, 2024 to 5:00 pm on September 29, 2024. Members who have not casted their votes through remote e-voting facility and who were attending the meeting have an additional opportunity to cast their vote by electronic means through insta poll on all or any of the resolutions placed before the meeting. The insta poll portal for voting in the meeting was enabled until 30 minutes after the conclusion of this AGM.
6. Mr. Tara Chand Sharma, Practicing Company Secretaries was appointed as the Scrutinizer by the Board in its meeting held on August 13, 2024, to scrutinize the votes cast at the meeting through Insta Vote and through remote e-voting and would submit his report. The Company would announce the voting result on resolutions after receipt of consolidated report from him within next 2 working days of the conclusion of the AGM.

### **Quorum of the Meeting**

After checking the attendance of the members of the Company at the 50<sup>th</sup> AGM of the Company, from the dashboard of M/s. Linkintime India Private Limited, an E-voting and Video Conferencing Agency of the Company, Company Secretary of the Company confirmed that, 64 members are present at the Meeting and thereby the requisite quorum of members as required under the Companies Act, 2013 were present in the meeting. Since the requisite quorum of members were present in the AGM, the Chairman called the meeting to order.

### **Chairman of the Meeting**

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

Thereafter, he proceeded with the Annual General Meeting.



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The Chairman welcomed all the members, Directors, Auditors and Company's officials present in the AGM.

The Chairman confirmed that he was satisfied 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 the members he took Notice of AGM as read.

The Chairman apprised to the members that the Annual Report for FY 2023-24 was dispatched through email to all shareholders whose e-mail ids were registered with the Company as on August 30, 2024. For those shareholders whose e-mail ids were not available with the Company, the Annual Report was uploaded on website of the Company, the Stock Exchanges and our E-voting agency. The Chairman also apprised to the Shareholders that physical copy of the Annual Report was not dispatched to shareholders of the Company, as per the permission granted by MCA and SEBI through its Circulars.

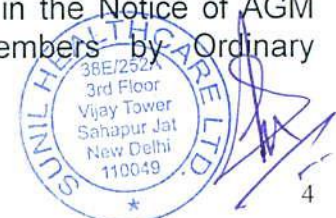
The Chairman informed to meeting that the Independent Auditors' Report on Standalone and Consolidated Financial Statements and Secretarial Audit Report which were circulated as part of the Annual Report, do not contain any qualification or adverse remark. With permission of the members, The Chairman took the said Reports as read.

The Proceedings of the AGM was then handed over to the Chairman.

The Chairman then addressed the Members. He apprised the Members on the economic scenario, performance of the Company during the financial year 2023-24 ended March 31, 2024. He apprised the members of the Company that, during the year under review, challenges of inclement Raw material pricing, coupled with increase in logistics cost due to increase in fuel price, inflation and subdued demand is a deterrent on the earnings of the Company, however, your company has taken various grass roots steps to curb the cost, to increase the efficiency and productivity of the machines installed for manufacturing of empty hard capsules and make its product more qualitative, affordable and competitive.

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 2023-24 and thereafter, which will definitely result in improvement of performance in this fiscal year 2024-25 and 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.

Thereafter, the Chairman, placed the business items mentioned in the Notice of AGM before the Meeting for consideration and adoption of members by Ordinary Resolution(s):



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## Ordinary Businesses

The following Ordinary businesses were taken up for consideration and approval by the members:

### 1. Resolution No.1 : Ordinary Resolution

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, 2024 together with report of the Board of Directors and Auditors' thereon.

### 2. Resolution No.2 : Ordinary Resolution

To consider and approve the re-appointment of Mr. Sanjay Kumar Kaushik (DIN: 00329013) as Non- Executive Director, who retires by rotation, and, being eligible, offers himself, for re-appointment.

Further, the Chairman invited for question and answer session with the help of the Company Secretary and moderator.


The Company Secretary reported that 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 the Chairman was requested to proceed the meeting.

### Vote of Thanks:

There being no other business to transact, the Chairman formally concluded the meeting at 12.48 p.m. and expressed heartfelt thanks to all members, fellow Directors, Auditors and Company Officials for attending and participating the AGM through video conferencing.

The Company Secretary informed to the Members that Insta vote portal would be opened for next 30 minutes to those members for e-voting, who could not participate in Remote e-voting process and expressed his heartfelt thanks to everyone, who were participated in the AGM.



  
**SATYENDU PATTNAIK**  
**AUTHORISED SIGNATORY**

Authorized by the Chairman through email dated September 30, 2024

Date: 30.09.2024

Place: Delhi