

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, No. 09/2023 dated September 25, 2023 and No. 09/2024 dated September 19, 2024 (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, SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 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 MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (“MUGINTIME”) 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 Monday, March 24, 2025** (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 MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), 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:

Approval of payment of Remuneration to Mr. Anil Kumar Khaitan as Chairman & Managing Director of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 197 and 198, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to due recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for payment of following remuneration to **Mr. Anil Kumar Khaitan (DIN:-00759951) as Chairman and Managing Director of the Company** (who was re-appointed by the members of the Company by passing the special resolution through postal ballot on June 18, 2022 for a period of 5 years w.e.f. April 01, 2022 upto March 31, 2027) during the remaining period of his present tenure i.e. for the period from April 01, 2025 to March 31, 2027:

1. **Emoluments:**

Basic Salary:

Rs 1,19,175/- (Rupees One Lakh Nineteen Thousand One Hundred Seventy Five only) per month to maximum in the range up to Rs. 3,30,000/- (Rupees Three Lakhs Thirty Thousand only) per month, as may be approved by the Board from time to time.

2. **Bonus/Ex-Gratia-** Payable upto 20% of the Salary on an annualized basis.

Perquisites: In addition to salary, will be entitled to the following perquisites/benefits-

Part-A:

Housing.

Housing – I: The expenditure by the Company on hiring accommodation for him shall be subject to a Ceiling of 60% (sixty percent) of his salary over and above 10% (ten percent) payable by him.

Housing – II Where the Company does not provide accommodation to him, House Rent Allowance subject to the ceiling laid down in Housing –I, shall be paid to him.

Medical Benefits: Reimbursement of expenses actually incurred the total cost of which to the Company shall not exceed one month’s salary in a year or three month’s salary in a block of three years.

Leave Travel Concession: For him and his family, once in a year upto two months’ salary shall be provided.

Personal Attendant: Reimbursement of expenses actually incurred, the total cost of which to the Company shall not exceed Rs. 9,500/- (Rupee Nine Thousand Five Hundred Only) per month.

Part-B:

The Company’s Contribution towards Provident Fund, Superannuation Fund or Annuity Fund: Such contribution to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

Gratuity:

Payable in accordance with the Gratuity Scheme of the Company, provided that this shall not exceed one-half month’s salary for each completed year of his services with the Company, subject to a ceiling as per applicable Law.

Part-C:

Conveyance and Telephone: Free use of the Company’s Car with Driver for the purpose of the Company’s business and telephone facility at his residence, which shall not be considered as perquisites/benefits, but the use of car for private purpose and personal long distance calls on telephone shall be billed by the Company to him.

Earned/Privilege Leave: He will also be entitled to earned/privilege leave on full pay and allowances, as per the rules of the Company, but not exceeding one month's leave for every eleven months' service under the Company.

4. **Entertainment Expenses:** He will be entitled for entertainment expenses incurred by him in connection with the business of the Company as approved by the Board of Directors of the Company.
5. **Termination:** Either party may terminate the appointment by giving three (3) months' notice in writing to the other, provided that the Company may in the alternative terminate the appointment by paying to Mr. Anil Khaitan three month's salary in lieu of such notice.

Minimum remuneration in case of inadequate profits

In the absence or inadequacy of profits in any financial year, the remuneration as set out above shall be paid as minimum remuneration, provided however, that total remuneration by way of salary, allowances, perquisites and other benefits shall not exceed limit prescribed in proviso of Section II (A) of Part II of Schedule – V of the Companies Act, 2013 or such other limit as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT board of Directors of the Company be and is hereby authorized to take all such appropriate steps and to do all such acts, deeds and things to give effect to the above mentioned resolution.

RESOLVED FURTHER THAT the certified copy of this resolution duly certified by any of the Directors or the Chief Financial Officer or the Company Secretary be issued to the appropriate authorities"

Item No. 2:

Appointment of Mr. Jai Prakash Singh (DIN: 10824246) as a Non-Executive Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and in consonance with the recommendation of the Nomination and Remuneration Committee of the Company, **Mr. Jai Prakash Singh (DIN: 10824246)**, who was appointed as an Additional Director in the capacity of Non-Executive Independent Director with effect from February 13, 2025, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as Non-Executive Independent Director of the Company for a period of 5 (five) years till February 12, 2030, and that he shall not be liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors and/or Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things in this regard and take all such steps as may be necessary, proper, expedient or desirable to give effect to this Resolution."

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

**SATYENDU PATNAIK
COMPANY SECRETARY & COMPLIANCE OFFICER
FCS-7736**

Place – New Delhi

Dated- Feb 13, 2025

Email: 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

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. Pursuant to the provisions of Regulation 36 of SEBI LODR and Clause 1.2.5 of Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, prescribed details of **Mr. Anil Kumar Khaitan, Chairman & Managing Director** and **Mr. Jai Prakash Singh, Director** are annexed herewith 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, February 14, 2025 (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 MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), 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, February 14, 2025**. 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 “MUFGINTIME”. Instructions for remote e-voting are provided in this Notice.
8. The Written Memorandum under Section 190 of the Companies Act, 2013 setting out terms of payment of remuneration of Mr. Anil Kumar Khaitan, Chairman and Managing Director as Managerial Person of the Company, referred in this Notice is available for inspection electronically by the Members, without payment of any fee, on all business days (i.e. except Saturday, Sunday and Public holidays), from the date of dispatch of this Notice till the last date of e-voting i.e. Monday, March 24, 2025. Members desirous to inspect the same may send request from their registered email id, to the Company at cs@sunilhealthcare.com.
9. The remote e-voting period shall commence on **Sunday, February 23, 2025 from 09:00 A.M. (IST)** onwards and shall end on **Monday, March 24, 2025 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, February 14, 2025** (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 resolutions as set out in this Notice only through remote e-voting. The remote e-voting module shall be disabled by “MUFGINTIME” thereafter. Once the vote on resolution is cast by a Member, no changes shall be allowed subsequently.
10. 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.

11. 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 **Thursday, March 27, 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 "MUFGINTIME" website <https://instavote.linkintime.co.in>.
12. 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 MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) at delhi@linkintime.com or to the Company at cs@sunilhealthcare.com
13. 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. **Monday, March 24, 2025**.
14. 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.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

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

Individual Shareholders holding securities in demat mode with NSDL**METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility****Shareholders who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFGIN TIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFGIN TIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsd.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFGIN TIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL**METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility****Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFGINTIME, for voting during the remote e-voting period.
- e) Click on “MUFGINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR**Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “MUFGINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “MUFGINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFGINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode /**Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on **“Sign Up”** under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders 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.

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

***Shareholders 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).

- ❖ Enter Image Verification (CAPTCHA) Code

- ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on **“Login”** under ‘SHARE HOLDER’ tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click “Submit”

- d) Cast your vote electronically:

A. After successful login, you will be able to see the “Notification for e-voting”.

B. Select ‘View’ icon.

- C. E-voting page will appear.
- D. 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).
- E. 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.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section
- c) Map the Investor with the following details:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.
 - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.
**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
 - E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Votes Entry**" tab under the Menu section.
- c) Enter the "**Event No.**" for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "**16-digit Demat Account No.**" for which you want to cast vote.

- e) 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).
- f) 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.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “**View**” icon for “**Company’s Name / Event number**”.
- d) E-voting page will appear.
- e) Download sample vote file from “**Download Sample Vote File**” tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “**Upload Vote File**” option.
- g) Click on ‘Submit’ . ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

| 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 : 022 - 4886 7000 |
| 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 toll free no. 1800 22 55 33 |

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).

- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 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 has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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”.

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

SATYENDU PATTNAIK
COMPANY SECRETARY & COMPLIANCE OFFICER
FCS-7736
Place – New Delhi
Dated- February 13, 2025
Email: 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
Web; www.sunilhealthcare.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 1**

Pursuant to the provisions of section 196, 197 and 203, read with PART I and Para (A) of the Section II of the PART II of Schedule V of the Companies Act, 2013 and all other applicable provision, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), with the recommendation of Nomination and Remuneration Committee and Board of Directors, Mr. Anil Kumar Khaitan (DIN:-00759951) was re-appointed as Chairman & Managing Director of the Company for a period of five years with effect from 01.04.2022 to 31.03.2027 at a remuneration for period of 3 years with effect from his re-appointment 01.04.2022 to 31.03.2025 by Members of the Company by passing the special resolution through postal ballot process on June 18, 2022

Pursuant to Schedule V of Part I (c) read with Sec.196 of Companies Act, 2013, while approving the above re-appointment, Members of the Company also accorded their approval on being attainment of 70 years of age of Mr. Anil Kumar Khaitan in 4th year term of his above-said re-appointment.

The Members, while approving the above-said re-appointment and respective remuneration, had also approved that In the absence or inadequacy of profits in any financial year, the remuneration as approved shall be paid as minimum remuneration, provided however, that total remuneration by way of salary, allowances, perquisites and other benefits shall not exceed limit prescribed in proviso of Section II (A) of Part II of Schedule – V of the Companies Act, 2013 or such other limit as may be prescribed by the Central Government from time to time as minimum remuneration. The remuneration as approved by the Members of the Company as mentioned above for the period of 3 (three) years from 01.04.2022 to 31.03.2025 will come to an end on 31.03.2025.

It is submitted that due to the challenges of inclement Raw material pricing, coupled with increase in logistics cost due to increase in fuel price due to recent war which is going on between Russia, Ukraine and other countries since long period of time, challenging market condition/macro-economic challenges interalia with regard to recalibration of demand and supply, huge competition and thereby pressure on selling price etc. have adversely impacted the revenue and profitability of the Company in the FY 2023-24 and till the end of December 2024. It is likely that the situation of inadequacy of Net Profit will continue for some more time, accordingly, the managerial remuneration payable to Mr. Anil Kumar Khaitan Chairman & Managing Director of the Company during the remaining period of his present tenure of appointment, i.e. for the period from April 01, 2025 to March 31, 2027 may exceed the limits prescribed u/s 197 of the Act.

In terms of the provisions of Section 197 (as amended), read with Schedule V of the Act, the Company is required to obtain approval of the members by way of special resolution for payment of remuneration to Managerial Personnel in case of no profit/ inadequacy of profit.

In view of the above, approval of the Members is sought for remuneration payable to the Mr. Anil Kumar Khaitan Chairman & Managing Director of the Company as set out at Item nos. 1 of the Notice. It is clarified that no increase in remuneration of the Mr. Anil Kumar Khaitan Chairman & Managing Director is proposed in terms of the resolutions set out at Item nos. 1 of this Notice vis-à-vis the remuneration already approved by the Members of the Company in the year 2022 as mentioned above.

The Written Memorandum under Section 190 of the Act setting out the terms of payment of remuneration of Mr. Anil Kumar Khaitan Chairman & Managing Director of the Company, are available for inspection by the Members, on all business days (i.e. except Saturday, Sunday and Public holidays), from the date of sending this Notice till the last day of e-voting under this Postal Ballot process. Members desirous to inspect the same may send request from their registered email id, to the Company at cs@sunilhealthcare.com.

The Company, as on date, is not in default in payment of dues to any bank or public financial institution or to non-convertible debenture holders or to any other secured financial creditor, and accordingly their prior approval is not required for approving the proposed special resolution.

The Company has also received a declaration from Mr. Anil Kumar Khaitan in writing to the effect that he is not debarred from holding the office of Director and thereby position of Chairman & Managing Director of the Company by virtue of any Order issued by the Securities Exchange Board of India or any other such authority.

The Nomination & Remuneration Committee of Directors and the Board of Directors at their meetings held on February 13, 2025, have considered this proposal and approved/recommended the remuneration proposed to be paid to Mr. Anil Kumar Khaitan Chairman & Managing Director of the Company, subject to approval of the Members by way of Special Resolution.

Approval of the members by Special resolution is sought through Postal for the payment of remuneration to Mr. Anil Kumar Khaitan as Chairman and Managing Director of the Company as set out in the text of the resolution set out at Item No. 1 of the Notice in terms of applicable provision of the Act.

Mr. Anil Kumar Khaitan and Ms. Renu Modi (being relative of Mr. Anil Kumar Khaitan) (to the extent of their shareholding in the Company, if any) are interested in the resolution set out at Item No. 1 of the Notice. Save and except the above, none of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 1 of the Notice.

The Board of Directors recommends the Special Resolution set out at Item no.1 of this Notice for approval by the Members of the Company.

ANNEXURE

Information pursuant to Schedule V

I. General Information

1. **Nature of Industry:** The Company is the leading Hard Shell Capsule manufacturer In India and Pioneer in double lock and triple lock technology for capsules in India
2. **Date of Commencement of Commercial Production:-** The Company was incorporated on February 05, 1973 and obtained certificate for commencement of business on May 02, 1973. Thereafter, Company commenced its operating activities. The Company has increased the installed capacity from time to time and the present installed production capacity is 15.00 billion Capsules per annum.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable.
4. **Operational and financial performance of the Company for the last three financial years (Audited) and during the financial years 2024-25 (upto December 31, 2024) are as under:**

(In Lakhs)

| Particulars | FY 2021-22 (Audited) | FY 2022-23 (Audited) | FY 2023-24 (Audited) | FY 2024-25 (For 9 months Upto 31.12.2024) (Un-Audited) |
|---|-------------------------|-------------------------|-------------------------|---|
| Revenue from Operation | 11637.29 | 11182.95 | 8968.75 | 6221.75 |
| Earnings before Interest, Depreciation and Tax and exceptional items (from Continued operation) | 1936.56 | 2093.61 | 898.05 | 980.91 |
| Profit/(Loss) from Continued Operations before Tax and exceptional items | 957.11 | 975.86 | (288.04) | 23.08 |
| Profit/(Loss) before Tax after exceptional items | 957.11 | 975.86 | (288.04) | 23.08 |
| Profit/(Loss) after Tax | 677.68 | 697.69 | (210.78) | (4.89) |
| EPS (In Rs.) | 6.61 | 6.80 | (2.06) | (0.05) |

- i) **Foreign Investment or Collaboration, if any:** The Company do not have any foreign investment or foreign collaboration.

II. Information about appointees:

Mr. Anil Khaitan, Chairman & Managing Director of the Company, attended Vincent High School, Mussoorie and thereafter completed his B.Com Degree and joined family business in 1976. He qualified his MBA from IMI, Geneva in the year 1981.

Mr. Khaitan has diversified business experience of 46 years relating to Jute Industry, Paper Industry, Pharmaceutical Industry, Copper & Steel Industry, apart from our International Operations.

Mr. Khaitan over the years has gained expertise in strategic business planning, financial management and effective development of Human Resource.

Mr. Khaitan is past President of PHD CCI, member of Executive Committee, FICCI, member of Managing Committee, ASSOCHAM, Member of ICSI – ASB (Institute of Company Secretaries of India-Auditing Standards Board, Chairman of Governing Board, ICSI Registered Valuers Organization (RVO) and Chairman of Grievance Redressal Committee of ICSI RVO.

In addition to Business expertise; Mr. Anil Kumar Khaitan has always had a great zeal to learn and experience the nature and life around him. His FAVOURITE QUOTE “THE ONLY THING PERFECT IN THE WORLD IS NATURE” has been truly followed by him in his personal life and adventures. His hobbies of Athletics, Sports and Yoga keep a fit body, reading and quest for learning ensure an agile and open mind and meditation, and interest in Music and theatre bring about his creativity and calmness of temperament.

The remuneration of Rs. 119175/- as a monthly remuneration plus perquisites as applicable as per the rules of the Company was paid to him from 01.04.2022 which is valid upto 31.03.2025. Further, the Nomination and remuneration Committee and Board of Directors in its meeting held on 13.02.2025 has approved subject to further approval of shareholders/members by Special resolution, remuneration to Mr. Anil Khaitan Chairman & Managing Director of the Company of Rs 1,19,175- (Rupees One Lacs Nineteen Thousand One Hundred Seventy Five only) per month to maximum in the range up to 3,30,000/- (Rupees three lakhs thirty thousand only) per month, as may be approved by the Board from time to time plus perquisites as applicable as per the rules of the Company for the remaining period of his present tenure of appointment, i.e. for the period from April 01, 2025 to March 31, 2027.

Remuneration proposed: As set out in the Item Nos.1 of this Notice.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

There is no change in the base remuneration of Mr. Anil Kumar Khaitan. The remuneration paid by peer companies in the same genre as your Company to its Managerial Personnel are much higher than the proposed overall managerial remuneration payable by the Company. Thus, the proposed remuneration of Mr. Anil Kumar Khaitan commensurate with the size of the Company, his profile & responsibilities, and the managerial remuneration paid in the same industry.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Anil Kumar Khaitan do not have pecuniary relationship with the Company except remuneration paid/ payable to them in his capacity as Chairman and Managing Director & CEO of the Company.

III. Other information:**1) Reasons of loss or inadequate profits:**

Since the beginning of FY 2023 due to challenging market condition/macro-economic challenges interalia with regard to recalibration of demand and supply, huge competition and thereby pressure on selling price coupled with challenges of inclement Raw material pricing, increase in logistics cost due to increase in fuel price due to recent war which is going on between Russia, Ukraine and other countries since long period of time, inflation etc. revenue and profitability of the Company in the FY 2023-24 and till December 31, 2024 have been adversely impacted. It is likely that the situation of inadequacy of Net Profit will continue for some more time and there may be a situation of inadequacy of profit computed in the manner prescribed under Section 198 read with 197 of the Act.

2) Steps taken or proposed to be taken for improvement:

Your Company believes that it is well positioned to capture opportunities for growth and profitability, basis its competitive strengths. Following factors/ steps are contributing to further improvements in this regard:

- Rationalisation / reduction of direct cost/production cost and Productivity initiatives by proactive decision taken by the management by continuously adopting cost control measures including following initiatives:
 - Installation of new and advanced machinery in the plant in replacement of old machinery resulting into production of good quality product, good quantity of saleable products at a great speed of productivity.
 - positive impact of the installation of automated inspection machines
 - Installation of new DG sets to reduce the power cost
- Optimizing the product mix and by improving the efficiency and productivity
- Tight control and reduction of all indirect and discretionary spends
- Restructured ways of doing business to address the new environment
- Aggressively focusing both on the domestic and international market for supply of gelatin capsules for the Pharma Companies which will result into increase in capacity utilization, increase in revenue, reduction in production cost and thereby increase in profitability.
- Aggressively focusing on realization of outstanding from Debtors to cater the needs of working capital for the Company.

3) Expected increase in productivity and profits in measurable terms :

(A) The Company expects that even assuming current trend of revenue to remain for next one or two quarters till 30.06.2025, there should be revenue growth in the FY 2025-26 and increase in profitability due to various efforts being taken by the Company as mentioned above under the head "Steps taken or proposed to be taken for improvement".

(B) Other parameters under Section 200 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**1) Financial and operating performance of the Company during the three preceding financial years**

Details provided under the sub head (4) of "I-General Information" under the main head "Information pursuant to Schedule V" above.

2) Remuneration or commission drawn by individual concerned in any other capacity from the company

No remuneration or commission drawn by Mr. Anil Kumar Khaitan in any other capacity from the Company.

3) Remuneration or Commission drawn by Managerial Personnel from any other company: NIL

No Remuneration or Commission drawn by Mr. Anil Kumar Khaitan from any other company.

4) Professional qualification and experience

Please refer sub head "(II)-Information about Appointee") under the main head "Information pursuant to Schedule V" above

5) Relationship between remuneration and performance:

Mr. Anil Kumar Khaitan has drawn the remuneration since April 01, 2022 as approved by the Members of the Company in 2022, which taking into consideration the performance as Chairman and Managing Director of the Company is very reasonable.

6) The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receive remuneration and employees or executives of the company

Your Company has a strong performance management culture. Every employee undergoes evaluation of his or her performance against the goals and objectives for the year, and increase in compensation and

reward by the evaluation of individual's performance. Company is having Board-approved Remuneration Policy, which is followed and complied while determining the remuneration for the members of the Board, Senior Management and Key Managerial Personnel of the Company including remuneration for the Managing Director of the Company. Additionally, industry benchmarks are used to determine the appropriate level of remuneration, from time to time.

7) Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference

Your Company has a clearly laid out Board approved Remuneration Policy. This policy outlines, inter-alia, separate remuneration parameters for

- members of the Board including Managing Director;
- KMP and Senior Management; and
- Other Employees.

The principles of remuneration including 'reward for performance' are broadly uniform for all three categories mentioned above.

8) Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year

Please refer the details outlined in the table appearing at the end of this Notice giving details of Directors pursuant to the provisions of SEBI LODR & Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

9) Reasons and justification for payment of remuneration –

FY-2023-24 and current FY 2024-25 (till December 31, 2024) was unprecedented year(s). During these years, challenging market condition/macro-economic challenges inter-alia with regard to recalibration of demand and supply, huge competition and thereby pressure on selling price coupled with challenges of inclement Raw material pricing, increase in logistics cost, inflation etc. have adversely impacted the the revenue of your Company and consequently, profitability has been adversely affected. However, your Company has managed to take proactive cost control measures to soften the impact of the steep revenue decline on profitability. These actions have the positive impact of reducing various direct/production cost, fixed and variable costs and multiple steps to hold adequate liquidity to carry on its operations, while delivering quality products and services to its customers at domestic and international level.

Keeping in view the long experience and expertise of the Chairman and Managing Director to lead the business in crisis and achieve a fast recovery towards normalcy, it is proposed to pay the remuneration to the Chairman and Managing Director for the remaining period of his present tenure on the terms already approved by the Members.

Item No. 2

The Board of Directors of the Company, based upon the recommendation of the Nomination and Remuneration Committee, in its meeting held on February 13, 2025 and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') read with the Articles of Association of the Company, has appointed, **Mr. Jai Prakash Singh (DIN: 10824246)** as an Additional Director in the capacity of Non-Executive Independent Director on the Board of the Company, not liable to retire by rotation, with effect from February 13, 2025.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Director requires approval of the members of the Company. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective January 1, 2022, a listed entity is required to obtain approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of **Mr. Jai Prakash Singh** would require the approval of the members of the Company by May 12, 2025.

As per sub-regulation (2A) of Regulation 25 of the Listing Regulations, effective January 1, 2022, the appointment, re-appointment or removal of an independent director of a listed entity requires approval of shareholders by way of a special resolution. However, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2022 issued vide Notification No. SEBI/LAD-NRO/GN/2022/103 dated November 14, 2022, it has been provided that where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under sub-regulation (2A) of Regulation 25 of the Listing Regulations.

Accordingly, the approval of the members of the Company is sought by passing a Special Resolution through Postal Ballot by way of Remote e-Voting process, for the appointment of **Mr. Jai Prakash Singh** as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years with effect from February 13, 2025 to February 12, 2030.

Mr. Jai Prakash Singh has given his consent in writing to act as an Independent Director of the Company and has furnished necessary declaration(s) to the Board of Directors that he meets the criteria of independence as provided under Section 149 (6) of the Act and Regulation 16(1)(b) of the Listing Regulations. Further as per the declaration received by the Company, **Mr. Jai Prakash Singh** is not disqualified to be appointed as a Director in terms of Section 164(2) of the Act. The Company has also received a declaration from him in writing to the effect that he is not debarred from holding the office of director by virtue of any Order issued by the Securities Exchange Board of India or any other such authority.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Jai Prakash Singh is independent from the management and fulfils the conditions for appointment as an Independent Director as specified in the Act read with the Rules framed thereunder and the Listing Regulations. Mr. Jai Prakash Singh is a person of integrity and possess appropriate skills, experience, knowledge and qualification which would be beneficial to the interests of the Company. Accordingly, the Board of Directors recommends the Special Resolution as set out at Item No.2 of this Notice for the approval of members of the Company.

Brief profile and additional information in respect of Mr. Jai Prakash Singh including his nature of expertise are given in Annexure to this Postal Ballot Notice, pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of the draft letter of appointment of Mr. Jai Prakash Singh setting out the terms and conditions of appointment is available on the website of the Company, www.sunilhealthcare.com and shall also be available for inspection by the members electronically.

Save and except Mr. Jai Prakash Singh, none of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the said resolution.

On behalf of the Board
For SUNIL HEALTHCARE LIMITED

SATYENDU PATTNAIK
COMPANY SECRETARY & COMPLIANCE OFFICER
FCS-7736
Place – New Delhi
Dated- Feb 13, 2025
Email: 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
Web; www.sunilhealthcare.com

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) are as under:-

| Name of Director | Mr. Anil Kumar Khaitan | Mr. Jai Prakash Singh |
|---|---|---|
| DIN | 00759951 | 10824246 |
| Date of Birth /Age | 01-01-1956/69 Years | 28/09/1963/ 62 Years |
| Nationality | Indian | Indian |
| Date of Appointment/ Re-appointment | 31.10.1984, re-appointed on dated 01.08.2012, re-appointed w.e.f. 01.04.2017, re-appointed w.e.f. 01.04.2022 | First Appointment on the Board of Directors of the Company on February, 13. 2025 |
| No. of share Held in the Company | 5942494 No. of Equity Shares | NIL |
| Qualification | B.Com and MBA from IMI, Geneva | Honours in Botany from Banaras Hindu University with a first-class first Degree; M.Sc. in Botany from Banaras Hindu University with a first-class first Degree and M. Phil from Trinity College, University of Cambridge, U.K.. Principal Commissioner |
| Nature of Expertise in specific functional areas and experience | <p>Mr. Anil Khaitan, Chairman of SNK Corp., attended Vincent High School, Mussoorie and thereafter completed his B.Com Degree and joined family business in 1976. He qualified his MBA from IMI, Geneva in the year 1981.</p> <p>Mr. Khaitan has diversified business experience of 47 years relating to Jute Industry, Paper Industry, Pharmaceutical Industry, Copper & Steel Industry, apart from our International Operations.</p> <p>Mr. Khaitan over the years has gained expertise in strategic business planning, financial management and effective development of Human Resource.</p> <p>Mr. Khaitan is past President of PHD CCI, member of Executive Committee, FICCI, member of Managing Committee, ASSOCHAM, Member of ICSI – ASB (Institute of Company Secretaries of India-Auditing Standards Board, Chairman of Governing Board, ICSI Registered Valuers Organization (RVO) and Chairman of Grievance Redressal Committee of ICSI RVO.</p> | <p>Mr. Jai Prakash Singh is a Career bureaucrat (Retired) with a stellar track record of service in the Government of India's national Revenue Services. His expertise lies in interpretation and application of laws related to India's Customs and Indirect Taxes. He has held a broad range of administrative responsibilities including digital transformation in tax compliances and innovation in e-commerce. In addition to performing complex administrative responsibilities, he has performed quasi-judicial function under various federal laws. He is well versed with several minute technical aspects of Export and Import related matters. He has received several prestigious service and academic appreciations and awards, including a British government fellowship for MPhil at Trinity College Cambridge.</p> <p>During his service period he held various position at Government of India's national Revenue Services, including (i) as CGST Commissionerate, Alwar, Rajasthan, handling implementation of Central Goods & Service Tax Law Procedure from AUG 2021 to SEPT 2023; (ii) as Principal Commissioner CESTAT, (AR), R K Puram, New Delhi from JULY 2021 to AUG 2021 (iii) as Commissioner at CESTAT, (AR), R K Puram, New Delhi from OCT 2016 to JULY 2021</p> <p>He has obtained various scholarships and in his possession of various awards and have undergone various professional training and courses in his career at national and international level. He is also having various publications wherein he has given his expertise opinion in GST, Customs etc.</p> |

| | | |
|--|---|---|
| Directorships held in other Companies # | M/s ICSI Registered Valuers Organization and M/s Nada Vibronics Private Limited | M/s. JJS Productions Pvt. Ltd. |
| Memberships / Chairmanships of Audit & Stakeholders Relationship Committees of other Public Companies * | Nil | Nil |
| Listed entities from which Director resigned in past three years | Nil | Nil |
| Inter-se relationship with other Directors | No relation with other director | No relation with other director |
| Terms & Condition of appointment or re-appointment | Not Applicable | As per the resolution set out in the Item no. 2 of the Notice read with the Explanatory Statement hereto. |
| Skills and capabilities required for the role of an Independent Director and the manner in which the proposed person meets such requirement | Not Applicable | <p>I. Skills and capabilities required for the role of an Independent Director</p> <ul style="list-style-type: none"> • Knowledge of Regulatory, Legal and Compliance requirement. • Understanding of applicable laws, rules and regulations. • Corporate Governance. • Leadership. • Integrity and ethical standards. <p>II. Manner in which the proposed appointee meets the above requirement</p> <p>In the opinion of the Nomination and Remuneration Committee as well as the Board, Mr, Jai Prakash singh is a person of integrity and possess appropriate skills, qualification, knowledge with rich and wide experience (both in interpretation and implementation) in the field of India's customs, Indirect Tax laws and in Federal laws.</p> <p>He has got good understanding of legal and compliance requirement that will add value to the good Corporate Governance in the Company.</p> <p>He is also having rich experience in Administrative and Digitalisation which will add value to the Company.</p> <p>Overall his appointment will be beneficial and to the interest of the Company.</p> |

| | | |
|--|--|--|
| Last Remuneration Drawn in FY 2023-24 | Rs. 30. 00 Lacs | NIL |
| Remuneration Sought to be paid | Remuneration sought to be paid as per the detail mentioned in the resolution set out in the Item no. 1 of the Notice read with the Explanatory Statement hereto. | He shall be paid remuneration by way of Fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings as permissible to the Non- Executive Directors including Independent Directors of the Company. |
| No. of Board meeting attended during the financial year 2023-24 During the financial year 2024-25 (till the date of the notice) | 5 3 | Nil |

As per latest disclosure received from the Director

* In terms of SEBI LODR, only two Committees viz. Audit Committee and Stakeholders' Relationship Committee have been considered