

**41st ANNUAL REPORT
2014-15**



SUNIL HEALTHCARE LIMITED

(A WHO-GMP Certified Company)

Reg. Office: 38E/252A, Vijay Tower, Shahpurjat, New Delhi

CIN No: L24302DL1973PLC189662

Tel No: +91-11-49435555/00 Fax no - 01143850087

Email ID: info@sunilhealthcare.com/ Web; www.sunilhealthcare.com

**SUNIL HEALTHCARE LIMITED**

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38 E / 252-A, Vijay Tower, Shahpurjat New Delhi-110049, India		
Plant & Works		
17/18, Old Industrial Area, Alwar-301001 Rajasthan, India		
Bankers		
UCO Bank Pansari Bazar, Alwar-301001, Rajasthan, India		
Registrar & Share Transfer Agent		
M/s Alankit Assignment Limited		
RTA Division Alankit Height 1E/13 Jhandelwalan Extension New Delhi -110055, Tel: 91-114254 1234 Fax: 91 11 2794 7384		
Web;- www.alankit.com,		
Email Id: info@alankit.com/ jksingla@alankit.com		

NOTICE

Notice is hereby given that the 41st Annual General Meeting of the Members of the Company will be held at 3.00 P.M on Saturday the 26th September, 2015 at Modi Hall, Ground Floor, PHD Chamber of Commerce and, Industry PHD House, 4/2, SIRI Institutional Area, August Kranti, Marg New Delhi-110016, to transact the following business:-

Ordinary Business

1. To consider and adopt the Audited Financial statement of the Company for the financial year ended 31st March 2015 the report of Board of directors and Auditors thereon.
2. To elect a Director in place of Dr. Lata Singh DIN (06947846"") who retires by rotation at this Annual General Meeting and being eligible offers herself for re-election.
3. To rectify appointment of Auditors and fix their remuneration from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the company and in this regard, to consider and if thought fit, to pass the following resolution as ordinary resolution:

“**RESOLVED that** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, consent of the shareholders be and is hereby accorded for the rectification of appointment of M/s Singhi & Co., Chartered Accountants, New Delhi (Firm Registration No. 302049E), for the year 2015-16 who were appointed as the Auditors of the company in previous Annual General Meeting to hold office until the conclusion of the Forty Third AGM of the Company to be held in the year 2017, at such remuneration as shall be fixed by the Board of directors of the company.”

Special Business

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

“**Resolved that** pursuant to the provisions of section 196, 197 and 203 ,read with sub clause (A) of the Section II of the part II of Schedule V of the Companies Act-2013 and all other applicable provision 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) , approval of the Shareholder of the Company by means of ordinary resolution be and is hereby accorded , to pay remuneration of Rs. 1,19,175- (Rupees One Lacs Nineteen Thousand One Hundred Seventy Five Only) p.m. plus perquisites as applicable as per the rules of the Company from 1st April, 2015 to 31st March, 2016 to Mr. Anil Khaitan, Chairman-cum-Managing Director (DIN-00759951) as per following terms and conditions:-

Remuneration shall be for the period from 1st April, 2015 to 31st March, 2016.

1. Emoluments:

Salary: Rs 1, 19,175/- (Rupees One Lacs Nineteen Thousand One Hundred Seventy Five Only) per month.

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

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

Part-A:**1 Housing.****Housing –I**

The expenditure by the Company on hiring accommodation for him shall be subject to a ceiling of 40% (forty percent) of his salary.

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 medical 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 subject to a ceiling of 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 half month's salary for each completed year of his services with the Company, subject to a ceiling as per the Act.

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.

3. Earned/Privilege Leave:

He will also be entitled to earn/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. He will be reimbursed 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.

"Further resolved that Mr. Virendra Garg, AGM Legal cum Company Secretary 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."

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

"Resolved that pursuant to the section 188 (1) (f), 178 and other applicable provisions, if any of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to pay salary of Rs. 75625/-plus perquisites as applicable as per rule of the company per month to Mr. Kahaan Khaitan son of Mr. Anil Khaitan, Chairman cum Managing Director of the Company to hold and continue to hold office or place of profit under the Company as Sr. Vice President- Procurement together with the other facilities applicable to the other employee occupying similar post or posts within the same salary and grade, or with such other designation as directors may from time to time decide with effect from 01.04.2015 on the terms and condition as are stipulated in the letter of appointment."

"Further resolved that the allowance and perquisites referred to above be and are hereby authorised to be paid and allowed to Mr. Kahaan Khaitan in accordance with the relevant rules of the company with such variation /increase therein as may be in force from time to time."

"Further resolved that Mr. Virendra Garg, AGM Legal cum Company Secretary of the Company be and is hereby authorised to take all necessary steps in connection with the holding of General Meeting of the Shareholders of the

Company and to take all other steps as may be required in this matter.”

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

“**Resolved that** pursuant to the provisions of section 149, and 152 and other applicable provision if any , of the Companies Act-2013 and the companies (Appointment and Qualification of Directors) rules 2014, (including any statutory modifications (s) or re-enactment thereof, for the time being in force), read with Schedule IV to the said Act, Mr. R Bannerji DIN (07010089) a non-executive Independent Director of the Company who has submitted a declaration that he meets the criteria of Independence as provides in section 149 (6) of the Companies Act-2013 and who is eligible for appointment, and in respect of whom the company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 11.02.2015 and that he shall not be liable to retire by rotation.”

By the Order of the Board

**Place – New Delhi
Dated- 12th August, 2015**

**Anil Khaitan
Chairman cum Managing Director
DIN-00759951**

Notes :-

1. A member entitles to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself/ herself and the Proxy need not be a member.
2. The appointing the proxy should however be deposited at the Registered Office of the Company not less than 48 hours before the commencement of meeting.
3. According to section 105 of the Companies Act-2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in this report as Annexure 2 of the notice and also Corporate Governance Report forming part of the Annual Report.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
7. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 19.09.2015 to 26.09.2015 (both days inclusive)
9. An explanatory statement pursuant to the provisions of section 102 of the Companies Act 2013 relating to the special business to be transacted at the meeting is annexure hereto.
10. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the registered office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
11. Members, who are holding shares in identical orders of names in more than one folio, are requested to write to the

Company's Share Transfer Agents M/s Alankit Assignment Limited at "1E/13, Alankit Heights, Jhandewalan Extension, New Delhi 110055 for consolidation into one folio.

12. Members holding shares in physical form are requested to furnish their email id by post or by email to virendra.garg@sunilhealthcare.com along with their folio no for sending necessary communication / information in future. The members holding shares in electronic form may get their email id's updated with their respective Depository Participants.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / M/s Alankit Assignment Limited.
14. Pursuant to section 101 and 136 of the Companies Act-2013 read with relevant rules made thereunder, Companies can serve Annual Report, notice and other communications through electronic mode to those members who have registered their email address with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including annual Report, notices, Circulars etc from the company electronically.
15. Non-Resident Indian Members are requested to inform Alankit Assignment Limited, immediately of:
 - I. Change in their residential status on return to India for permanent settlement.
 - II. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnish earlier.
16. Pursuant to the provisions of the Section 124 and 125 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividend for the financial year 1999-2000 to 2006-07 from time to time on due dated to the Investor Education & Protection fund (The IEPF) established by the Central Government.

Dividend for the financial year ended March, 31, 2008 and thereafter which remains unpaid or unclaimed for a period of seven years from the date they become due for payment will be transferred by the company to IEPF. The last dates for the claiming of such unclaimed dividends are mention as per Annexure 1. of the notice Members who have not so far encashed dividend warrant(s) for the aforesaid years are requested to seek issue of duplicate warrant(s) by writing to the Company.

It may be noted that the Company had sent reminders to the members in this regards. Members are requested to note that no claims shall lie against the Company or the IEPF in respect of any amount which were unclaimed and unpaid for a period of seven years for the date they first became due for payment and no payment shall be made in respect of any such claims.

17. Voting through electronic means:

- a. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 41th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- b. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e voting shall be able to exercise their right at the meeting through ballot paper.
- c. The members who have cast their vote by remote e voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- d. The remote e-voting period commences at 10.00 A.M. on Wednesday the 23rd September, 2015 and will end at 5.00 P.M. on Friday, the 25th September, 2015. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on cut-off date i.e 19th September, 2015, may cast their vote by remote

e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

e. The instructions for e-voting are as under :-

In case the Member receives an email from NSDL (for members whose email IDs are registered with the Company/DP):

- i. Open the e-mail and then open the PDF file namely "**Shle-voting.pdf**" with your Client ID or Folio No. as password. The PDF file contains your user ID and password/PIN for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
- ii. Open the internet browser and type the following URL: <https://www.evoting.nsd.com>
- iii. Click on **Shareholder-Login**.
- iv. Put user ID and password as initial password/PIN provided in the PDF file and click Login.
- v. The password change menu will appear on your screen. Change to a new password of your choice with minimum 8 digit/ characters combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of remote e-voting appears. Clicks on remote e-voting: Active Voting Cycles.
- vii. Select "REVEN" (Remote E-Voting Event Number) of Sunil Healthcare Limited.
- viii. Now you are ready for remote e-voting as Cast Vote page opens
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when promoted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. Institutional shareholders (i.e other than individuals, HUF NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority Letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at cstarachand@gmail.com With a copy marked to evoting@nsdl.co.in

f In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participants):

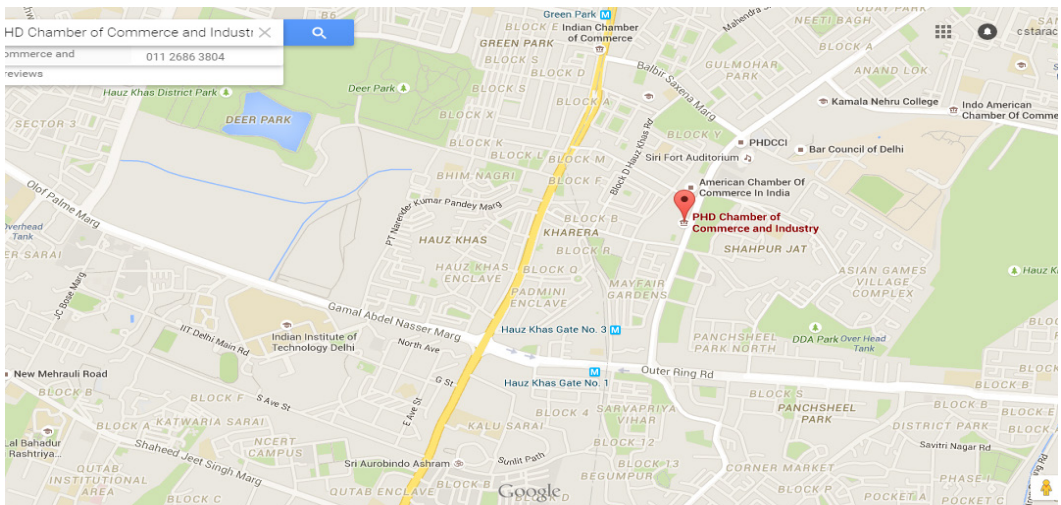
(i) Initial password is provided in the attached sheet on the 'Process and manner for e-voting'.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- g. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- h. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
- i. You can also update your mobile no and email id in the user profile details of the folio which may be used for sending future communication(s).
- j. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date of 19th September, 2015.
- k. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19th September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990

- I. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting /voting at the AGM through ballot paper
 - m. Mr. Tara Chand Sharma, Practicing Company Secretary (Membership No.5749 and CP no is 4078) has been appointed as the Scrutinizer to scrutinize the e-voting and remote E voting process in a fair and transparent manner.
 - n. The Chairman shall, at the AGM , at the end of discussion on the resolution on which voting is to be held , allow voting with the assistances of Scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e voting facility.
 - o. The Scrutinizer shall, after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unlock the votes cast through remote e voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later three days of the conclusion of the AGM , a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman or a person authorise by him in writing, who shall countersign the same and declare the result of the voting.
 - p. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sunilhealthcare.com and on the website of NSDL immediately after the declaration of result by the chairman or a person authorise by him in writing. The result shall also be immediately forwarded to the BSE Limited and Calcutta Stock exchange Limited.
 - q. The notice has been updated with the instructions for voting through electronics means as per Amended rules 2015.
- 18 With reference to SS-2 for the easy convenience of recipients of notice, Route Map to the venue of Annual General Meeting of the company is as under :-



Annexure to the Notice

Explanatory statement pursuant to the Section 102(1) of the Companies Act, 2013

Item No. 4

Mr. Virendra Garg, Company Secretary of the Company informed to the Board Members that the shareholders of the Company had re-appointed, Mr. Anil Khaitan, as Chairman Cum Managing Director of the Company for a period of Five years as on 1st August, 2012 in the Annual General Meeting held on 16th July, 2012 and it was also decided to continue to pay a sum of Rs. 1,19,175/- as a monthly remuneration plus perquisites as applicable as per the rules of the Company to him with effect from 1st

April, 2012 to 31st March, 2013 and the remuneration is subject to annual review and the company had duly received the consent of shareholders for continue to pay the remuneration to Mr. Anil Khaitan for the period of 1st April, 2014 to 31st March, 2015.

It was further informed that now for the financial year 2015-16 to continue to pay the remuneration, Mr. Virendra Garg, AGM Legal cum Company Secretary of the Company had approached to the Nomination and Remuneration Committee to pay a sum of Rs 119175/- plus perquisites as applicable as per the rules of the Company as a monthly remuneration to Mr. Anil Khaitan, Chairman cum Managing Director of the company with effect from 1st April, 2015 subject to approval of shareholders of company. The Nomination and Remuneration Committee approved the renewal in remuneration pay to Mr. Anil Khaitan and recommend the same to the board.

With the recommendation of the Nomination and Remuneration Committee, the Board Members after discussing all the provisions of the Companies Act, 2013 read with Schedule V and all other applicable provision 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) that the Company should pay the above remuneration to him for the period starting from 1st April, 2015 to 31st March, 2016 subject to the approval of the shareholders of the Company.

Approval of the members is sought at this Annual General Meeting for the payment of remuneration to Mr. Anil Khaitan as set out in the text of the resolution in terms of applicable provision of the Act.

Information pursuant to Clause-A of Part –II of Schedule V

General Information

Company is engaged in the manufacture of Hard Gelatin Capsules Shells, which is a pharmaceutical intermediary, since 1976. The Company has increased the installed capacity from time to time and the present installed production capacity is 8430 Million Capsules per annum. Operations of the company for the last three years are as under :-

Particulars	(Rs. in Lacs)		
	For Year 2012-13	For Year 2013-14	For Year 2014-15
Net Sales	4565.85	6088.65	7210.10
Profit before Tax (After exceptional items)	218.56	511.97	615.48
EPS (after exceptional items) (In R)	1.41	3.20	3.88
Export Sales (FOB)	2204.02	2941.40	2836.10

Interest of Directors

Except Mr. Anil Khaitan no other directors are concerned or interested in the proposed resolution.

Item No. 5

Mr. Kahaan Khaitan Son of Mr. Anil Khaitan Chairman Cum Managing Director of the Company was appointed in the Company as on 11th May, 2013 and he is presently holding a position in the Company as Sr. Vice President Procurement. Further he adds that in his guidance the performance of the Company was grown up and there will be tremendous chance for growth in future. Looking to his international networking, international exposure, talent, skills, hard work and dedication towards the Company, the Company has decided to increased his remuneration from Rs. 50500/- plus perquisites to Rs. 75625/- plus perquisites as a monthly remuneration as applicable as per the rules of the Company with effect from 1.04.2015 and subject to such terms and conditions as are stipulated in the letter of appointment issued to him or with such other designation as directors may decide on time to time.

Mr. Virendra Garg, AGM Legal cum Company Secretary of the Company approached to the Nomination and Remuneration Committee that company has decided to pay a sum of Rs 75625/- plus perquisites as applicable as per the rules of the Company as a monthly remuneration to Mr. Kahaan Khaitan Son of Mr. Anil Khaitan Chairman Cum Managing Director of the Company with effect from 1st April, 2015 subject to approval of shareholders of company. The Nomination and Remuneration Committee approved the renewal in remuneration pay to Mr. Kahaan Khaitan and recommend the same to the board.

Mr. Kahaan Khaitan has done his Business Administrative and Management Course from Babson College, office of International

Programs, Babson Park. He is relative of Mr. Anil Khaitan, Chairman cum Managing Director of the Company as per section 2 (77) of the Companies Act-2013 and therefore approval of the members under section 188 (1) (f) of the Companies Act-2013 is necessary for him to hold and continue to hold office or place of profit in the Company on the salary as proposed in the resolution.

The Board of Directors are being authorised to accept such modification / alteration or amendments as may be directed by the shareholders of the Company and accepted by Mr. Kahaan Khaitan.

Except Mr. Anil Khaitan no other director are concerned or interested in the proposed resolution.

Item No.6

In accordance with the provisions of Section 149 read with schedule IV of the Act, appointment of director requires approval of members. The company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Act proposing the candidature of Dr. Ranjet Bannerji for the office of the director of the company. Dr. Ranjeet Bannerji who was appointed as an Additional Director of the Company on dated 10.11.2014 and he has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Dr. R Bannerji was the Chief Secretary in the GoG at the time of retirement in January 2014 and his experienced included CEO GSDMA and i/c ACS (FIN) GoG, Director (PDR) IMF, Senior Advisor in International Monetary Fund, Joint Secretary (Fund-Bank, ADB, FII &Infra)-Department of Economic Affairs, Government of India, India's IMFC Deputy to the Finance Minister, India's G-20 Deputy, India's Deputy to the Development Council (DC), India's Representative at IDA-13, Joint Secretary (Plan Finance-1) in the Department of Expenditure, Government of India.2000 to 2002 looking after State Finance Reforms, VAT, power sector restructuring and reforms, Managing Director Gujarat Industrial Investment Company (GIIC)Ltd, Chairman Gujarat Venture Finance Ltd, MD Gujarat State Financial Corporation, Secretary (Economic Affairs) Deptt of Finance, Government of Gujarat, Specific Experience in the Infrastructure and Power Sector. Apart from the above, he also served as director of the various companies like, Kleinworth Perkins (personal capacity), Gujarat State Petrochemicals Ltd, Gujarat Heavy Chemicals Ltd, Gujarat Ambuja Cements, Gujarat Fluorocarbons Ltd, International Development Agency (IDA), IMF, Alternative, World Bank, ADB, IFAD, Bureau of International Settlements, Basle, Berkshire Hathaway, Gujarat Alkalis and Chemicals corporation, Gujarat States Fertilizer Company, GNFC, Gujarat Gas Pvt Ltd. He further told that Mr. Bannerji has done Post-Doctoral Fellowship at Nuffield, Oxford University from 1994-June 1995 with Sir James Mirleehis and PhD in 1992 and MSc in 1990 from the London School of Economics-1992 and he has done his Post Graduation and Graduation in Economics from Delhi University in 1976 and 1974 respectively.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1 April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Dr. Ranjeet Bannerji has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. The matter regarding appointment of Dr. Ranjeet Bannerji as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as an Independent Director for a period of Five years starting from 11th February, 2015.

For this appointment a recommendation of nomination and remuneration committee had also received by the company and in the opinion of the Board, Dr. Ranjeet Bannerji fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Dr. Ranjeet Bannerji as Independent Director is now being placed before the Members in general meeting for their approval. Copy of the draft letter for appointment of Dr. Ranjeet Bannerji would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

None of the Directors or key managerial personnel (KMP) or relatives of directors and KMP, except Dr. Ranjeet Bannerji, is concerned or interested in the Resolution at Item No. 7 of the Notice. Dr. Ranjeet Bannerji and his relatives are interested or concerned in the Resolution concerning his appointment proposed at agenda Item No. 6.

By the Order of the Board

Place – New Delhi
Dated- 12th August, 2015

Anil Khaitan
Chairman cum Managing Director
DIN-00759951

ANNEXURE: 1

Information in respect of unclaimed and unpaid dividends declared for year 2007-08 and thereafter:

S.N.	Financial Year	Date of Declaration of the Dividend	Last date for the Clamming of Unpaid Dividend
1	31.03.2008	25.09.2008	24.09.2015
2	31.03.2009	29.09.2009	28.09.2016

ANNEXURE; 2
PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHNAGES FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTOR BEING PROPOSED TO BE APPOINTED / RE-APPOINTED AT THE ANNUAL GENERAL MEETING:-

Name of Director & DIN	Dr. Lata Singh DIN- 06947846	Dr. Ranjeet Bannerji DIN-07010089
Date of Appointment , Birth & No. of share Held	13.08.2014/05.07.1937 And Nil	10.11.2014 and 11.02.2015/10.01.1954 and Nil
Qualification	PHD from I.I.T., Delhi and B.A. (Hons.), M.A. (Mathematics).	PHD, Nuffield, Oxford University MSc from London School of Economics- Post-Graduation in Economics from Delhi University
Nature of Experience	Dr. Lata Singh is a retired IAS Officer and had hold Government office in Finance, Industries Petroleum & Chemicals, Medical & Health, and Science & Technology Department of Uttar Pradesh and Central government. Dr. Singh is a member of National Resource Group, Mahila Samakhya Ministry of Education, and Government of India	Dr. Ranjeet Bannerji was the Chief Secretary in the GoG at the time of retirement in January 2014 and his experienced included CEO GSDMA and i/c ACS (FIN) GoG, Director (PDR) IMF, Senior Advisor in International Monetary Fund, Joint Secretary (Fund-Bank, ADB, FII &Infra)-Department of Economic Affairs, Government of India, India's IMFC Deputy to the Finance Minister, India's G-20 Deputy, India's Deputy to the Development Council (DC), India's Representative at IDA-13, Joint Secretary (Plan Finance-1) in the Department of Expenditure, Government of India.2000 to 2002 looking after State Finance Reforms, VAT, power sector restructuring and reforms, Managing Director Gujarat Industrial Investment Company (GIIC)Ltd, Chairman Gujarat Venture Finance Ltd, MD Gujarat State Financial Corporation, Secretary (Economic Affairs) Deptt of Finance, Government of Gujarat, Specific Experience in the Infrastructure and Power Sector. Apart from the above, he also served as director of the various companies like, Kleinworth Perkins (personal capacity), Gujarat State Petrochemicals Ltd, Gujarat Heavy Chemicals Ltd, Gujarat Ambuja Cements, Gujarat Flurocarbons Ltd, International Development Agency (IDA), IMF, Alternative, World Bank, ADB, IFAD, Bureau of International Settlements, Basle, Berkshire Hathaway, Gujarat Alkalis and Chemicals corporation, Gujarat States Fertilizer Company, GNFC, Gujarat Gas Pvt Ltd
Directorship in other companies	Nil	NIL
Committee Chairmanship / Membership	Nil	Membership in Risk Management Committee of the Company

By the Order of the Board

Anil Khaitan
Chairman cum Managing Director
 DIN-00759951
 Place – New Delhi
 Dated- 12th August, 2015

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

BOARD REPORT
**TO THE MEMBERS OF
SUNIL HEALTHCARE LIMITED**

Your Directors have great pleasure in presenting the 41st Annual Report on the business and operations together with the audited statement of accounts of your Company for the year ended 31st March 2015.

FINANCIAL RESULTS

(Rs in Lacs)

Particulars	2014-15	2013-14
Gross Revenue from operation	7634.82	6459.21
Less;-Excise Duty	371.21	293.24
Net Revenue from Operation	7263.61	6165.98
Other Income	82.67	52.49
Total Revenue	7346.28	6218.46
Total Expenditure (Excluding Depreciations & Interest)	6098.43	5049.45
Profit before depreciation and Finance Cost	1247.85	1169.01
Finance Cost	232.23	247.67
Depreciation	400.14	409.36
Profit before tax	615.48	511.98
Less: - Tax Expenses Net	217.47	183.96
Profit after Tax	398.01	328.02
Earning Per Shares	3.88	3.20

OPERATIONS AND STATE OF COMPANY AFFAIRS:

During the F.Y. 2014-15 the performance of Company has improved in all aspect. Gross Revenue from Operation is Rs. 7634.82 Lakhs in 2014-15 against Rs. 6459.21 Lakhs in the F.Y. 2013-14. Net Revenue increased by 17.8%, EBITDA increased by 6.74%, Profit before Tax increased by 20.22% and Profit after Tax increased by 21.34%. The revenue from food business is Rs. 1077.22 Lakh in 2014-15 against Rs. 277.54 Lakh in the FY 2013-14 and recorded growth of 288.13% in Food Business.

The Management of the Company is committed to further improve the performance in the coming year to achieve better production, sales and profit by using the optimum product mix and explore new avenue to achieve overall growth of the Company.

EXPANSION OF THE PROJECT

Director of the Company are pleased to inform to the stakeholders of the Company that Company has decided to increase the production capacity from 7.7 billion capsule p.a. to 10 billion capsule p.a. within the existing infrastructure of land and other utilities thereby, achieving economies of scale. With the expansion coming downstream soon, we expect the benefits of the increased capacity to kick in from the 3rd quarter 2016. The expansion strategy of the Company. has been planned keeping in mind its healthy order books from the Domestic and Export Customers. However, the root point is also the growth of the Pharmaceutical Industry at 20% CAGR.

PUBLIC DEPOSIT

Your Company has not accepted any public deposit within the meaning of provisions of section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and there is no outstanding deposit due for re-payment.

DIVIDEND

With a view to finance expansion from internal accrual for the growth of the company, the directors of the company do not recommended any dividend for the year ended 31.03.2015

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. Further the company had invested of Rs. 6000 in the government Securities I e National Saving Certificate since long time.

APPOINTMENT OF WOMEN DIRECTOR**Dr. Lata Singh (DIN: 06947846)**

During the year your company has appointed Dr. Lata Singh as Directors of the Company on dated 13th August, 2015 in compliance of section 149 of the Companies Act 2013 and Clause 49 of the Listing Agreement. Dr. Singh is a member of National Resource Group, Mahila Samakhya Ministry of Education, and Government of India. She holds qualification as PHD from I.I.T., Delhi and B.A. (Hons.), M.A. (Mathematics). Further Dr. Singh is a retired IAS Officer and has held Government office in Finance, Industries Petroleum & Chemicals, Medical & Health, and Science & Technology Department of Uttar Pradesh and Central government.

APPOINTMENT OF INDEPENDENT DIRECTOR

During the year your company has appointed five Independent Directors in the Company in compliance of section 149 of the Companies Act 2013 and Clause 49 of the Listing Agreement with Stock exchange are as under:-

MR. S. N. BALASUBRAMANIAN: - (DIN: 01494383)

Mr. S. N. Balasubramanian is a Professional Cost and Works Accountant. He is a graduate from Madras University and a fellow member of The Institute of Cost & Works Accountants of India. He has been visiting faculty at Institute of Management Technology and has held at various consultancy empanelments' such as:

- Grade A Consultant in the Asian Development Bank, Manila
- Included in the Roster by the common wealth secretariat, London for assignment in Common Wealth Countries
- Consultant in the African Development Bank
- Power Economist & Financial Evaluator to M/s. Water & Power Consultant (India) Limited, New Delhi
- Global Procurements Consultants, Mumbai

With expertise in the areas of steel, power, textile, chemical, coal, cement etc. industries he has served various companies such as Swadeshi Polytex Limited, Swadeshi Cement Limited, Southern Structural Limited, Jindal Saw Limited, Radico Khaitan Limited and Indo Rama Synthetics Limited. He had also been providing consultancy in Indonesia, Korea, Japan and Zimbabwe related to various works.

MR. JOGINDER SINGH (DIN: 00836395)

Mr. Joginder Singh is IPS (Retd.) Former Director, CBI, India and his experience includes the Superintendent of Police, Bihar, DIG and IG Police, Karnataka, Director of Youth Services, Karnataka, Special Home Secretary to the Government of Karnataka, Director, Ministry of Commerce, Director General, Narcotics Control Bureau, Director General, Indo-Tibetan Border Police Force, Special Secretary in the Union Home Ministry and many others.

He has led a number of Indian delegations to UK, USA, Germany, France, Japan, South Korea, Singapore, Indonesia, Australia, New Zealand, Iran, UAE, Hong Kong, Switzerland and a number of other countries. He is also an Honorary Visiting Professor in the Indian Institute of Finance, New Delhi. Apart from the above, he also an author and a writer and his publications includes "Ways of Success and Happiness", "50 days to Top", "Some untold tales Inside CBI", "Yes You Can", "Winning Ways", "Indian Monocracy", "Born to Win", "Be the Best" and many others. Mr. Joginder Singh keeps on contributing articles, features and columns on the subjects of terrorism, corruption, good governance to national dailies and has handled terrorism DIG CRP in Punjab and Kashmir, as the head of CBI. He has been conferred the award of Panth Rattan, Delhi Rattan and Punjabi DI Shan. He has also been conferred the Millennium Sikh Gold Award and Shaheed Bhagat Singh Sadbhavana Award and numerous others.

MR. SANJAY KUMAR KAUSHIK (DIN: 00329013)

Mr. Sanjay Kaushik is graduate from Rajasthan University. He has been working with Kaneeka Trimurti Minerals Pvt. Ltd and Kaushik Chemicals and has a vast experience of more than 25 years in the field of antifungus lotions.

MR. RAMESH CHANDER KHURANA (DIN: 00017354)

Mr. Ramesh Chander Khurana has a vast experience of about 44 years in Banking Sector. He is a Law Graduate from Delhi University and obtained CAIIB certification from Indian Institute of Bankers, Mumbai. He has vast experience in Credit Appraisal and Credit Monitoring area and has actively participated in formalizing Operational Matters, Control and Supervision Mechanism and Risk Management in various Banks and Financial Institutions. He headed North Region of Bank of India's National Banking Group and provided his various value added services by serving at different divisions of the Banks.

DR. RANJEET BANNERJI (DIN: 07010089)

Dr. Ranjeet Bannerji was the Chief Secretary in the GoG at the time of retirement in January 2014 and his experienced included CEO GSDMA and i/c ACS (FIN) GoG, Director (PDR) IMF, Senior Advisor in International Monetary Fund, Joint Secretary (Fund-Bank, ADB, FII &Infra)-Department of Economic Affairs, Government of India, India's IMFC Deputy to the Finance Minister, India's G-20 Deputy, India's Deputy to the Development Council (DC), India's Representative at IDA-13, Joint Secretary (Plan Finance-1) in the Department of Expenditure, Government of India.2000 to 2002 looking after State Finance Reforms, VAT, power sector restructuring and reforms, Managing Director Gujarat Industrial Investment Company (GIIC)Ltd, Chairman Gujarat Venture Finance Ltd, MD Gujarat State Financial Corporation, Secretary (Economic Affairs) Deptt of Finance, Government of Gujarat, Specific Experience in the Infrastructure and Power Sector. Apart from the above, he also served as director of the various companies like, Kleinworth Perkins (personal capacity), Gujarat State Petrochemicals Ltd, Gujarat Heavy Chemicals Ltd, Gujarat Ambuja Cements, Gujarat Fluorocarbons Ltd, International Development Agency (IDA), IMF, Alternative, World Bank, ADB, IFAD, Bureau of International Settlements, Basle, Berkshire Hathaway, Gujarat Alkalis and Chemicals corporation, Gujarat States Fertilizer Company, GNFC, Gujarat Gas Pvt Ltd. He hold qualification as under:-

1. PHD, Nuffield, Oxford University
2. MSc from London School of Economics-
3. Post-Graduation in Economics from Delhi University

DECLARATION BY INDEPENDENT DIRECTORS

All independent directors have given declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and clause 49 of Listing Agreement.

DIRECTORS AND KEY MANAGERIAL PERSONAL:

The changes in the constitution of Board / KMPs during the year and present directors as on 31.03.2015 are as follows:

S. No.	Name	Designation/ Change in Designation	Date of appointment/ Date of Change in Designation	Date of cessation & Mode of Cessation
1	Mr. Anil Khaitan	Chairman cum Managing Director	31/10/1984	N.A.
2	Mr. Ramesh Chander Khurana	Director/ Independent Director	09/02/2013 -27/09/2014	N.A.
3.	Mr. Sanjay Kumar Kaushik	Director/ Independent Director	03/06/2003- 27/09/2014	N.A.
4.	Mr. Joginder Singh (Retd. IPS)	Director/ Independent Director	29/01/2000 - 27/09/2014	N.A.
5.	Mr. S. N. Balasubramanian	Director/ Independent Director	29/09/2006 - 27/09/2014	N.A.
6.	Mr. Rajat Kumar Niyogi (Retd. IPS)	Director	26/10/2007	N.A.
7.	Mr. B. P. Srinivasan	Director	31/01/2009	N.A.

8.	Dr. Lata Singh (Retd. IAS)	Director	13/08/2014	N.A.
9.	Dr. Ranjit Bannerji	Director/ Independent Director	10/11/2014 - 11/02/2015	N.A.
10.	Mr. Dharman Gnanasekaran	Chief Executive Officer	06/06/2014	N.A.
11.	Mr. Pawan Rathi	Chief Financial Officer	24/05/2014	N.A.
12.	Mr. Virendra Kumar Garg	AGM Legal cum Company Secretary	14/09/2007	N.A.

In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, Dr. Lata Singh retire by rotation at the ensuing General Meeting, being eligible, offer herself for re appointment.

NUMBER OF MEETING OF BOARD OF DIRECTORS

During the Financial Year 2014-15, the Company held four meetings of the Board of Directors as per Section 173 of Companies Act, 2013 .The provisions of Companies Act, 2013 were adhered to while considering the time gap between two meetings. The dates of the meetings are 24.05.2014, 13.08.2014, 10.11.2014 and 11.02.2015. The details are mentioned in the Corporate Governance Report.

COMPOSITION OF SUB COMMITTEE OF THE BOARD

DETAILS OF THE COMMITTEE OF THE COMPANY					
Name of the Committee and Members of Committee					
A	Audit Committee	Nature of Directorship	B	Nomination & Remuneration Committee	Nature of Directorship
1	Mr. R C Khurana , Chairman of the Committee	Independent Director	1	Mr. Joginder Singh , Chairman of the Committee	Independent Director
2	Mr. S N Balasubramanian	Independent Director	2	Mr. Sanjay Kumar Kaushik	Independent Director
3	Mr. Sanjay Kumar Kaushik	Independent Director	3	Mr. S N Balasubramanian	Independent Director
C	Stakeholder Relationship Committee		D	Risk and Management Committee	
1	Mr. Sanjay Kumar Kaushik	Independent Director	1	Mr. R K Niyogi , Chairman of the Committee	Non-Executive Director
2	Mr. S N Balasubramanian :	Independent Director	2	Mr. R C Khurana	Independent Director
			3	Dr. Ranjeet Bannerji	Independent Director
E	Corporate Social Responsibility Committee		4	Mr. S N Balasubramanian	Independent Director
1	Mr. Joginder Singh , Chairman of the Committee	Independent Director	F	Independent Directors Committee	
2	Mr. R C Khurana	Independent Director	1	Mr. Joginder Singh , Chairman of the Committee	Independent Director
3	Mr. S N Balasubramanian	Independent Director	2	Mr. R C Khurana	Independent Director
			3	Mr. S N Balasubramanian	Independent Director
			4	Dr. Ranjeet Bannerji	Independent Director
			5	Mr. Sanjay Kumar Kaushik	Independent Director

The details of the above sub Committees are mentioned in the Corporate Governance Report.

INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY:

The Company does not have any Subsidiary, Joint venture or Associate Company.

**AUDITOR AND AUDITOR'S REPORT
STATUTORY AUDITOR**

M/s Singhi & Co, Chartered Accountants, (registration no 302049E) New Delhi, have been appointed as statutory auditors of the company at the last Annual General Meeting held on 27.09.2014 to hold office until the conclusion of the Forty Third AGM of the Company to be held in the year 2017 subject to ratification by members at every consequent Annual General Meeting. Therefore, ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM. The Company has received a certificate from the auditors to the effect that their re-appointment if made would be in accordance with the provisions of section 141 of the Companies Act, 2013. The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments

COST AUDITOR

During the year the M/s J Sandhya Murthy (Membership No 24235) Cost Auditor of the company has submitted their report for the financial year 2013-14 and the same was filed with the Ministry of Corporate Affairs (MCA) on dated 9th October 2014.

SECRETARIAL AUDIT:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed JAKS & Associates, a firm of company Secretaries in practice, Jaipur to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year ended March 31, 2015 is herewith marked as Annexure A to this Report. The Board has Re- appointed M/s JAKS & Associates, Practicing Company Secretary, as Secretarial Auditor of the Company for the financial year 2015-16. The Secretarial Audit Report contains some qualification, reservation or adverse remarks as mentioned below:

"The report on Annual general meeting was not properly signed and the company has not filed some forms within the prescribed period."

Reply of the above para is as under:

The same has been occurred due to inadvertence and the company will be taking care of the same in future.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure B" to this report.

CHANGE IN NATURE OF BUSINESS

There is no change in the nature of business of the company.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2015 was 10,25,47,500. During the year under the Company has not issued any shares with differential voting rights or granted stock options or sweat equity shares.

TRANSFER TO RESERVE

No amount has been transferred to General Reserves during the year.

HUMAN RESOURCES

The well-disciplined workforce which has served the company for 41 years lies at the very foundation of the company's major achievements and shall well continue for the years to come. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The company has always recognized talent and has judiciously followed the principle of rewarding performance. The Company maintained healthy, cordial and harmonious industrial relations at all levels. Despite severe competition, the enthusiasm and unstinting efforts of the employee have enabled the Company to remain

at the forefront of the industry. In today's comparative world where creativity and innovation are increasingly becoming important, development of Human Resource is the call of the day. The Company is taking various steps to develop the skills and enhance the knowledge of the human resource which include the following:

- a) Comprehensive and user friendly Performance Management System has been implemented to create a result oriented culture.
- b) Development needs have been identified through Performance Management System. These needs are being fulfilled through various training programmes and lectures by internal as well as external faculty.
- c) Regular Training programmes are conducted comprising behavioral and technical programme.

FRAUD REPORTING

There were no frauds found which have been reported to the Audit Committee / Board members as well as to the Central Government.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has proper and adequate systems of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transaction are authorized, recorded and reported correctly. The Company has effective systems in place for achieving efficiency in operations, optimum and effective utilization of resources, monitoring thereof and compliance with applicable laws. This is continually reviewed for effectiveness and is augmented by written policies and guidelines, the careful selection of qualified personal and a strong internal audit programme. Adherence to the internal controls and their adequacy is ensured through frequent management/internal audits. A qualified and independent Audit Committee of the Board of Directors also reviews the internal auditors' reports and the adequacy of internal controls at quarterly intervals

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board. The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

SIGNIFICANT MATERIAL CHANGES AFTER BALANCE SHEET DATE AFFECTING FINANCIAL POSITION

There are no change and commitments which affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate i.e 31.03.2015 and the date of report 12th August 2015.

CORPORATE SOCIAL RESPONSIBILITY

The director of the company are glad to inform you that the although the provision of section 135 of Companies Act-2013 is not applicable on the company but the company has decided to be pro-active in its CSR Activities and has formulated Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities. The CSR policy of the Company for the next five Years shall be "To concentrate on Sanitation in the Alwar Dist., Rajasthan." The CSR project shall be known as "Humara Swacch Sauchalaya." During the year, the Company has spent Rs 11.63 Lakh (around 5.24% of the average net profits of last three financial years) on CSR activities i.e on sanitation by making the toilet at various schools and villages of the Alwar District. The CSR policy of the Company is available on website of the company i.e www.sunilhealthcare.com

RISK MANAGEMENT

Risk Management is a key aspect of the "Corporate Governance Principles and Code of Conduct" which aims to improvise the

governance practices across the Company's activities. Risk management policy and processes will enable the Company to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities.

The purpose of the Board of Director's Risk Management Committee of Sunil Healthcare Limited is to approve and periodically review the primary risk-management policies of the company's global operations risk management framework and assist to the Board in fulfilling its Corporate Governance oversight responsibilities with regard to the identifications, evaluations and mitigations of operational, strategic Financial, Compliance and external environment risk. The Committee has overall responsibility for monitoring and approving the risk policies and associates practices of the Company. The risk Management Committee is also responsible for reviewing and approving risk disclosure statement in any public documents or disclosures. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. This policy is in compliance with the amended Clause 49 of the Listing Agreement which requires the Company to lay down procedure for risk assessment and procedure for risk minimization.

The Board of Directors of the Company and the Audit Committee shall periodically review and evaluate the risk management system of the Company so that the management controls the risks through properly defined network. Head of Departments shall be responsible for implementation of the risk management system as may be applicable to their respective areas of functioning and report to the Board and Audit Committee. The details of the risk Management are available on the website of the company ie www.sunilhealthcare.com

INDEPENDENT DIRECTOR'S COMMITTEE

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are discuss matters pertaining to the Company's affairs and put forth their views to the chairman of the Independent Director Committee Meeting. Pursuant to the provisions of the Companies Act, 2013 and the Listing Agreement, the Independent Directors met on March 25, 2015 to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole;
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The directors possess experience at policy making and operational level, and also possess the highest personal and professional ethics integrity and ethics that able to balance the legitimate interests and concerns of all stakeholders of the company. The directors have taken proper and sufficient care for all the stakeholders, particularly the minority stakeholders for safeguarding the interest of them and provide the mechanism for preventing and detecting fraud and other irregularities and the company has enjoyed healthy and cordial relations with the stakeholders throughout the year under review. Further that as per the Clause 49 of the Listed Agreement, all directors and senior management of the Company have affirmed compliance with the Code of Conduct of company and is derived from three interlinked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct in relation to the Company's business and reputation.

WHISTLE BLOWER POLICY/ VISIL MECHANISM

The directors of the Company in their meeting held on 13.08.2014 has implemented the Whistle Blower Policy pursuant to which Whistle Blowers can raise concerns relating to Reportable Matters (defined in the policy) such as breach of SHL Code of Conduct, fraud, bribery, corruption, employee misconduct, illegality, health & safety, environmental issues and wastage/ misappropriation of companies funds/assets, etc. . He further informed that during the year there was no case filed under this policy. The details of this Policy are stated in the Corporate Governance Report and also available on the website of the company ie www.sunilhealthcare.com.

RELATED PARTY TRANSACTIONS POLICY

The directors of the Company has implemented as Related Party Transaction Policy as per requirement of Section 188 of the Companies Act-2013 read with relevant Rules as well as the Clause 49 of the Listing Agreement entered by the Company with the Stock Exchanges and intended to ensure due and timely identification, approval, disclosure and reporting of transactions between the Company and any of its Related Parties in compliance with the applicable laws and regulations as may be amended from time to time. The policy also seeks to ensure that related party transactions are appropriately reported to the regulatory authorities and are also in compliance with other regulatory requirements like the Income Tax Act, 1961, the Accounting Standards, etc. The Audit Committee of Board ("Audit Committee"), shall review, approve and where permitted ratify Related Party Transactions based on this Policy in terms of the requirements under the above regulatory provisions as applicable. The details of this Policy are stated in the Corporate Governance Report and also available on the website of the company www.sunilhealthcare.com. The details of Related Party Transaction are in AOC -2 as annexed as Annexure C to this report.

SEXUAL HARASSMENT OF THE EMPLOYEE POLICY:

The Sunil Healthcare Limited is an equal employment opportunity company and is committed to creating a healthy working environment that enables employees to work without fear of prejudice, gender bias and sexual harassment. Sexual harassment violates an individual's fundamental rights and personal dignity, is unlawful, and will not be tolerated by the Company. The Company also believes that all employees of the Company have the right to be treated with dignity. Sexual harassment at the work place or other than work place if involving employees is a grave offence and is, therefore, punishable. None of the complaint has been received by the company during the year. The details of this Policy are stated in the Corporate Governance Report and also available on the website of the Company (www.sunilhealthcare.com).

NOMINATION & REMUNERATION POLICY

The Nomination & Remuneration Committee of the company formulated a criteria's for determining qualifications, positive attributes and independence of a director and other matters provided under Sub-section (3) of Section 178 of the Companies Act, 2013 and recommended to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees. The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of members of Board and Key Managerial Personnel and Senior Management Personnel and their remuneration. The Nomination & Remuneration Policy is stated in the Corporate Governance Report and also available on the website of the company ie www.sunilhealthcare.com.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement , the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the outcome of the evaluation process.

CODE OF CONDUCT:

The board of directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviours of any form and the Board has laid down the directives to counter such acts. The code laid down

by the Board is known as “code of conduct”. The Code has been posted on the Company’s website www.sunilhealthcare.com.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure. All the Board Members and the Senior Management and all employee have confirmed compliance with the Code and signed the said Code of Conduct. All Management Staffs were given appropriate training in this regard.

PREVENTION OF INSIDER TRADING:

In terms of the provisions of SEBI (Prohibition of Insider Trading) Regulation 2015, effective from 15.05.2015, the Board of Directors of the Company has adopted the Code of Practices and Procedure and Code of Conduct for fair disclosure of unpublished price sensitive information. The object of this code is to protect the interest of the shareholders at large, to prevent misuse of any price sensitive information and to prevent ant insider trading activity by dealing in shares of the company by the Directors, designated employees and other employees of the Company. The Board is responsible for implementation of the Code. All Board Directors and the designated and other employees have confirmed compliance with the Code. This code is strictly adhere to. The Insider Code is available on the companies’ website www.sunilhealthcare.com.

CHANGE OF REGISTRAR AND SHARE TRANSFER AGENT

The Directors of the Company are pleased to inform you that in the meeting held on 28th May, 2015, the members of the board has decided to change its existing Registrar & Share Transfer Agent (R&ST) ie M/s MCS Limited which is associated with the Company since 2003. He further informed that M/s Alankit Assignment was appointed as RTA of the company for providing the all services related to RTA activities with the consent of them. Alankit Assignment Limited who have a valid certificate of registration code no INR000002532 to work as Registrar to an issue and share transfer agent in category subject to the conditions in the rules and in accordance with the regulations to carry out the activities as specified therein issued by Securities and Exchange Board of India under (Registrar to an issue and Share Transfer Agent) Regulation 1993.

In this regards Company had moved an application to National Securities Depository Limited (NSDL), / Central Depository Services (I) Limited (CDSL) to admit the securities/ shares of Company as being eligible for being admitted on the depository system with the new RTA ie M/s Alankit Assignment Limited and do offer the Shareholders/ investors of the Company the choice/ option to hold the Shares of the Company in dematerialised form and trading in dematerialised form by opting to join NSDL/ CDSL . Further company had entered and executed a tripartite agreement with NSDL and CDSL.

DEMATING THE PHYSICAL SHARES

It is to be noted that the trading of shares at BSE shall be only in Demat mode. So, the Directors of the Company hereby make a request to all its valued Members, to have their shareholdings in the Company converted into Demat mode because the securities of the company now has been listed at BSE and trading has been commenced on 23rd January, 2014. For any assistance, the Compliance Officer, Mr. Virendra Garg, Company Secretary of Company and M/s Alankit Assignment Limited New Delhi, Registrar and Transfer Agents may be contacted.

DELISTING OF SECURITIES

The board of Directors of your company would like to inform to the stakeholders of the company that during the year the Listing / Delisting Committee of the Jaipur Stock Exchanges and Delhi Stock Exchange has approved the delisting of securities of the company from their exchanges. This was informed by the exchanges to the company. Copies of the Delisting of Securities letter of the Stock Exchanges are uploaded on the companies’ website www.sunilhealthcare.com. Further the company aggressively following from delisting its securities from Calcutta Stock Exchange, but till now no success even all the compliance has been complied with.

CORPORATE GOVERNANCE

The management of the Company believes that the great companies are built on the foundation of good governance practices. Corporate governance is all about effective management of relationship among constituents of the system, i.e. shareholders,

management, employees, customers, vendors, regulators and the community at the large. They strongly believe that this relationship can be built & strengthened through corporate fairness, transparency and accountability. At your Company, prime importance is given to reliable financial information, integrity, transparency, empowerment and compliance with law in letter & spirit.

The Securities & Exchange Board of India (SEBI) in its efforts to strengthen the Corporate Governance had revised the existing clause 49 of Listing Agreement. Your Company, following the spirit of market regulator and its endeavor to excel through corporate governance is complying with revised Clause 49. A separate section on corporate governance is given elsewhere in this Annual Report and the auditor's certificate on compliance with corporate governance norms is attached thereto.

PARTICULARS OF EMPLOYEES:

Your Company has not paid any remuneration in terms of Sub rule (2) & (3) of Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014. Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of Companies Act, 2013 and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been appended as Annexure D to this Report.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of the Section 124 and 125 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividend for the financial year 1999-2000 to 2006-07 from time to time on due dated to the Investor Education & Protection fund (The IEPF) established by the Central Government .

Dividend for the financial year ended March, 31, 2008 and thereafter which remains unpaid or unclaimed for a period of seven years from the date they become due for payment will be transferred by the company to IEPF. The last dates for the claiming of such unclaimed dividends are mention as under. Members who have not so far encashed dividend warrant(s) for the aforesaid years are requested to seek issue of duplicate warrant(s) by writing to the Company.

Information in respect of unclaimed and unpaid dividends declared for year 2007-08 and thereafter:

S.N.	Financial Year	Date of Declaration of the Dividend	Last date for the Claming of Unpaid Dividend
1	31.03.2008	25.09.2008	24.09.2015
2	31.03.2009	29.09.2009	28.09.2016

It may be noted that the Company had sent reminders to the members in this regards. Members are requested to note that no claims shall lie against the Company or the IEPF in respect of any amount which were unclaimed and unpaid for a period of seven years for the date they first became due for payment and no payment shall be made in respect of any such claims.

DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards had been followed alongwith the proper explanation relating to material departures.
- ii) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the that period.
- iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors had prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

Management Discussion and Analysis Report

In terms of Clause 49 of the Listing Agreement with the Stock Exchange and in compliance of the provision of Companies Act -2013 a Management Discussion and Analysis Report is appended to this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

INDUSTRIAL RELATION

Relation with the employees remain cordial and your Directors wish to place on record their appreciation of the co-operation and contribution made by the employees at all levels.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT AND FOREIGN EXCHANGE EARNINGS & OUTGO:

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are set out in a separate statement is given in the Annexure 'E' forming part of this report.

CAUTIONARY STATEMENT

The statements contained in the Board's Report and Management Discussion and Analysis contain certain statements relating to the future and therefore are forward looking within the meaning of applicable securities, laws and regulations. Various factors such as economic conditions, changes in government regulations, tax regime, other statutes, market forces and other associated and incidental factors may however lead to variation in actual results.

ACKNOWLEDGEMENTS:

Your Board takes this opportunity to thank all its employees for their dedicated service and firm commitment to the goals of the Company. Without their commitment and hard work, Company's consistent growth was not possible.

Your Board also wishes to place on record its sincere appreciation for the whole hearted support received from our Bankers, Shareholders, and all other business associates for their valuable assistance and co-operation.

For & On Behalf of the Board

Anil Khaitan
Chairman cum Managing Director
DIN-00759951
Place – New Delhi
Dated- 12th August, 2015

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 A to the Board Report**FORM NO. MR 3****SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31st March, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
SUNIL HEALTHCARE LIMITED
38E/252A, Vijay Tower,
Shahpurjat,
New Delhi- 110049

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sunil Healthcare Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Sunil Healthcare Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Sunil Healthcare Limited for the financial year ended on **31st March, 2015** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not applicable to the Company during the Audit Period**);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (**Not applicable to the Company during the Audit Period**);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the Audit Period**);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to**

the Company during the Audit Period);

- (vi) Other specific laws applicable to the company are:
- (a) Petroleum & Explosive Act
 - (b) Drugs & Cosmetic Act.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (**Not notified hence not applicable to the Company during the audit period**).
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange and Calcutta Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above except that the report on Annual general meeting was not properly signed and the company has not filed some forms within the prescribed period.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company was applied for the delisting of its Equity Shares from the Jaipur Stock Exchange, Delhi Stock Exchange and Calcutta Stock Exchange out of which the shares of the company has been delisted from Jaipur Stock Exchange, Delhi Stock Exchange and the application for Calcutta Stock Exchange is pending before the concerned authorities.

We further report that during the audit period the company has 3 legal cases pending against the company in the court of Law. This report is to be read with our letter of even date which is annexed as ANNEXURE 'A' and forms an integral part of this report.

Place: JAIPUR

Date: 08.08.2015

**FOR JAKS & ASSOCIATES
Practicing Company Secretaries**

**Tara Chand Sharma
[Partner]
FCS No. 5749
C P No.: 4078
ANNEXURE 'A'**

To,
The Members
SUNIL HEALTHCARE LIMITED

Our Report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these Secretarial records based on our audit.

2. We have followed the Audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company. We have relied upon the Report of Statutory Auditors regarding compliance of Companies Act, 2013 and Rules made thereunder relating to maintenance of Books of Accounts, papers and financial statements of the relevant Financial Year, which give a true and fair view of the state of the affairs of the company.
4. We have relied upon the Report of Statutory Auditors regarding compliance of Fiscal Laws, like the Income Tax Act, 1961 & Finance Acts, the Customs Act, 1962, the Central Excise Act, 1944 and Service Tax.
5. Where ever required, we have obtained the Management representation about the compliance of Laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: **JAIPUR**
Date: **08.08.2015**

FOR JAKS & ASSOCIATES
Practicing Company Secretaries

Tara Chand Sharma
[Partner]
FCS No. 5749
C P No.: 4078

ANNEXURE B OF THE BOARD REPORT
Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1)
of the Companies (Management and Administration) Rules, 2014]

1 REGISTRATION AND OTHER DETAILS:

1	CIN:-	L24302DL1973PLC189662
2	Registration Date	05.02.1973
3	Name of the Company	Sunil Healthcare Limited
4	Category / Sub-Category of the Company	Public Limited Company
5	Address of the Registered Office and contact details	38E/252A, Vijay Tower, Shahpurjat, New Delhi -110049 Tel ; +91 11 -49435555/00, F +91 11 43850087 E-mail-info@sunilhealthcare.com Web: www.sunilhealthcare.com
6	Whether listed company Yes / No	Yes
7	Name, Address and Contact details of Registrar	Alankit Assignments Limited -RTA Division, Alankit Height 1E/13 Jhandelwalan Extension New Delhi -110055, tel: 91-114254 1234 Fax: 91 11 2794 7384 Web : www.alankit.com/ Email : info@alankit.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the Total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to Total turnover of the company
1	EMPTY HARD GEALTIN CAPSULE	6186.39	85.17%
2	MARKETING OF FOOD PRODUCT	1077.22	14.83%

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - NOT APPLICABLE

Sl. No.	Name and address of the company	CIN/GLN	Holding/ subsidiary/ associates	% of shares held	Applicable section
1					
2.					

IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
I Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A) Promoters									
1) Indian									
a Individual/ HUF	5756044	0	5756044	56.13	6213094	0	6213094	60.59	4.46
b Central Govt	0	0	0	0	0	0	0	0.00	0.00
c Sate Govt (S)	0	0	0	0	0	0	0	0.00	0.00
d Bodies Corp	1327211	0	1327211	12.94	1327211	0	1327211	12.94	0.00
e Bank /FI	0	0	0	0	0	0	0	0.00	0.00
f Any Others	0	0	0	0	0	0	0	0.00	0.00
Sub-Total (A) (1):-	7083255	0	7083255	69.07	7540305	0	7540305	73.53	4.46
2) Foreign									
a NRIs - Individuals	0	0	0	0	0	0	0	0.00	0.00
b Other – Individuals	0	0	0	0	0	0	0	0.00	0.00
c Bodies Corp.	0	0	0	0	0	0	0	0.00	0.00
d Banks / FI	0	0	0	0	0	0	0	0.00	0.00
e Any Others	0	0	0	0	0	0	0	0.00	0.00
Sub-Total (A) (2):-	0	0	0	0	0	0	0	0.00	0.00

	"Total shareholding of Promoter (A) = (A)(1)+(A)(2)"	7083255	0	7083255	69.07	7540305	0	7540305	73.53	4.46
	B. Public Shareholding									
	1) Institutions									
a	Mutual funds	0	0	0	0	0	0	0	0	0.00
b	Banks / FI	741	9735	10476	0.10	741	9735	10476	0.10	0.00
c	Central Govt	0	0	0	0	0	0	0	0	0.00
d	State Govt (S)	0	0	0	0	0	0	0	0	0.00
e	Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
f	Insurance Companies	0	0	0	0	0	0	0	0	0.00
g	FIs	0	0	0	0	0	0	0	0	0.00
h	Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
i	Others (Specify)	0	0	0	0	0	0	0	0	0.00
	Sub-Total (B) (1):-	741	9735	10476	0.10	741	9735	10476	0.10	0.00
	2) Non- Institutions									
a	Bodies Corp									
	i) Indians	1391134	504898	1896032	18.49	1451119	1375	1452494	14.16	-4.33
	ii) Overseas	0	0	0	0	0	0	0	0.00	0.00
b	Individuals									
	I) Individual shareholders holding nominal share capital upto Rs. 1 lakh	492138	530473	1022611	9.97	530760	505725	1036485	10.11	0.14
	ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	210262	30090	240352	2.34	179937	30090	210027	2.05	-0.30
c	Others (Specify) Non Residential Individual	2024	0	2024	0.02	4963	0	4963	0.05	0.03
	Sub-Total (B) (2):-	2095558	1065461	3161019	30.82	2166779	537190	2703969	26.37	-4.46
	Total Public Shareholding (B)=(B)(1)+(B)(2)	2096299	1075196	3171495	30.93	2167520	546925	2714445	26.47	-4.46
	C) Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0.00
	Grand Total (A+B+C)	9179554	1075196	10254750	100	9707825	546925	10254750	100	0.00

II Shareholding of Promoters

SL NO	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No of Shares	% of Total Shares of the company	% of Shares Pledged / encumbered to Total Shares	No of Shares	% of Total Shares of the company	% of Shares Pledged / encumbered to Total Shares	
1	Mr. Anil Khaitan	5485444	53.49	0	5942494	57.95	0	4.46
2	Mrs.. Renu Modi	270600	12.94	0	270600	12.94	0	0
3	M/s Magnum Computers Private limited	1327211	2.64	0	1327211	2.64	0	0
	Total	7083255	69.07	0	7540305	73.53	0	4.46

III Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No		Shareholding at the beginning of the year/ End of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the company	No. of Shares	% of Total Shares of the company
	At the beginning of the year	70832855	69.07		
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat etc.)	#	#		
	At the End of the year	7540305	73.53		

Note : There are change in the total promoters shareholding between 01.04.2014 to 31.03.2015 due to 457050 (4.46%) share acquire by the promoter as under :-

share acquire by promoters

Sl. No	Name	Shareholding at the beginning of the year/ End of the year		Date	Increase Decrease in Share Holding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the company				No. of Shares	% of Total Shares of the company
1	Mr. Anil Khaitan	5485444	53.49	23.06.2014	361350	Transfer	5846794	57.02
				12.07.2014	95700	Transfer	5942494	57.95
		5942494	57.95					

IV Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No	Name	Shareholding at the beginning of the year/ End of the year		Date	Increase Decrease in Share Holding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the company				No. of Shares	% of Total Shares of the company
1	M/s SNk Executive Search Private Limited (Formally known as Kundan Financial Services Private Limited)	531810	5.18	01.04.2014				
				27.03.2015	11880	Conversion of physical to demat	543690	5.302
		543690	5.302	31.03.2015				
2	M/s Magadh Traders Limited	379170	3.690	01.04.2014	Nil movement during the year		379170	3.690
		379170	3.690	31.03.2015				
3	M/s Niharika India Limited *	361350	3.520	01.04.2014				
				23.06.2014	361350	Transfer	0	0.000
		0	0.000	31.03.2015				
4	M/s Esquiring Engiring Limited @	274696	2.680	01.04.2014	Nil movement during the year		274696	2.680
		274696	2.680	31.03.2015				
5	M/s Amit Commerical co Limited	57750	0.560	01.04.2014	Nil movement during the year		57750	0.560
		57750	0.560	31.03.2015				
6	Mr. Bakul R Sanghvi	43502	0.420	01.04.2014	Nil movement during the year		43502	0.420
		43502	0.420	31.03.2015				
7	Mr. Mahendea Girdharilala	68005	0.660	01.04.2014				
				30.06.2014	-1325	Transfer	66680	0.650
				11.07.2014	-200	Transfer	66480	0.648
				18.07.2014	-100	Transfer	66380	0.647

				25.07.2014	-743	Transfer	65637	0.640
				08.08.2014	-1170	Transfer	64467	0.629
				22.08.2014	-255	Transfer	64212	0.626
				29.08.2014	-1142	Transfer	63070	0.615
				14.11.2014	-89	Transfer	62981	0.614
				19.12.2014	-2500	Transfer	60481	0.590
				31.12.2014	-5985	Transfer	54496	0.531
				02.01.2015	-1750	Transfer	52746	0.514
				09.01.2015	-3212	Transfer	49534	0.483
				16.01.2015	-126	Transfer	49408	0.482
				06.02.2015	-4060	Transfer	45348	0.442
				20.03.2015	-4325	Transfer	41023	0.400
		41023	0.400	31.03.2015	0			
8	M/s Niharika India Limited *	66000	0.64	01.04.2014				
				12.07.2014	66000	Transfer	0	0
		0	0.000	31.03.2015				
9	M/s Sumangala Investment Co. Limited @	30771	0.300	01.04.2014	Nil movement during the year		30771	0.300
		30771	0.300	31.03.2015				
10	M/s Reliance Sheet Works Private limited # @	30360	0.296	01.04.2014	Nil movement during the year		30360	0.296
		30360	0.296	31.03.2015				
11	M/s Samtul investment Limited # @	29700	0.290	01.04.2014	Nil movement during the year		29700	0.290
		29700	0.290	31.03.2015				
12	M/s Agro Commerical and Fertilizers Limited # @	29700	0.290	01.04.2014	Nil movement during the year		29700	0.290
		29700	0.290	31.03.2015				

NOTE

- * Ceased from the list of top ten shareholders as on 31.03.2015 Due to transfer their full shareholding
Consider as a top ten shareholders due to remove the name of promoters from the list of top ten shareholders
@ Conversion of shares from physical to demat during the year

V Shareholding of Directors and Key Managerial Personnel:

Sl. No	Name	Shareholding at the beginning of the year/ End of the year		Date	Increase Decrease in Share Holding	Reason	Camulative Shareholding during the year	
		No. of Shares	% of Total Shares of the company				No. of Shares	% of Total Shares of the company
	Mr. Anil Khaitan (Director / KMP)	5485444	53.49	23.06.2014	361350	Transfer	5846794	57.02
				12.07.2014	95700	Transfer	5942494	57.95
		5942494	57.95					

NOTE Except Mr. Anil khaitan none of the directors and Key Managerial Personal hold any shares of the Company

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
	Indebtedness at the beginning of the financial year				
I	Principal Amount	1516.65	476.95	0.00	1993.6
II	Interest due but not paid	0.00	0.00	0.00	0.00
III	Interest accrued but not due	0.00	2.97	0.00	2.97
	Total (i+ii+iii)	1516.65	479.92	0.00	1996.57
	Change in Indebtedness during the financial year				
	Addition	533.11	0.00	0.00	533.11
	Reduction	0.00	13.06	0.00	13.06
	Net Change				
	Indebtedness at the end of the financial year				
I	Principal Amount	2049.76	466.86	0.00	2516.62
II	Interest due but not paid	0.00	0.00	0.00	0.00
III	Interest accrued but not due	0.00	0.60	0.00	0.60
	Total (i+ii+iii)	2049.76	467.46	0.00	2517.22

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Anil Khaitan	
1	Gross salary		
a	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2698122	2698122
b	Value of perquisites u/s 17(2) Income-tax Act, 1961	150522	150522
c	Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission		
	as % of profit		
	others, specify		
5	Others, please specify		
	Total (A)	2848644	2848644
	Ceiling as per the Act	42 00 000*	4200000

Note * The Ceiling limit as per the sub clause (A) of the Section II of the part II of Schedule V of the Companies Act-2013 in case of company have Inadequate profit

The remuneration given above is on paid basis. However, the calculation of median is made on the CTC basis.

B Remuneration to other directors

Sl. no.	Particulars of Remuneration	Name of Directors					Total Amount
1	Independent Directors	Mr. Joginder Singh	Mr. Sanjay Kumar Kaushik	Dr. Ranjeet Bannerji	Mr. R C Khurana	Mr. S N Balasubranamian	
	Fee for attending board committee meetings	68000	85000	8500	85000	85000	331500
	Commission						
	Others, please specify						
	Total (1)	68000	85000	8500	85000	85000	331500
	Other Non-Executive Directors						
		Mr. Rajat Kumar Niyogi	Mr. B P Srinivasan	Dr. Lata singh			

	Fee for attending board committee meetings	68000	25500	25500			119000
	Commission						
	Others, please specify						
	Total (2)	68000	25500	25500			119000
	Total (B)=(1+2)	136000	110500	34000	85000	85000	450500
	Total Managerial Remuneration	Including the remuneration of Managing Director and other non executive director of the Company					3299144
	Overall Ceiling as per the Act	Rs. 42 Lakh to MD as per schedule V of the Act and Rs. 1,00,000/- per meeting for sitting fees to non executive Directors.					

C REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	COMPANY SECRETARY	CFO	
1	Gross salary				
a	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	41,04,408	7,91,730	14,22,215	63,18,353
b	Value of perquisites u/s 17(2) Income-tax Act, 1961	5,56,704	25,224	13,667	5,95,595
c	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	0	0	0	0
	as % of profit	0	0	0	0
	others, specify	0	0	0	0
5	Others, please specify	0	0	0	0
	Total	46,61,112	8,16,954	14,35,882	69,13,948

Note : The remuneration given above is on paid basis. However, the calculation of median is made on the CTC basis.

VI PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NOT APPLICABLE

Type	Section of the Companies Act	Brief Discription	Details of Penalty / Punishment/ Compounding fees imposed	Authority (RD/ NCLT/Court)	Appeal Made If any (Give Details)
A	COMPANY				
	Penalty				
	Punishment '				
	Compounding				
A	DIRECTORS				
	Penalty				
	Punishment '				
	Compounding				
A	OTHER OFFICERS IN DEFAULT				
	Penalty				
	Punishment '				
	Compounding				

ANNEXURE C OF THE BOARD REPORT
Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

I	Details of material contracts or arrangement or transactions at arm's length basis:				
Sr. No	Particulars	Mrs. Sarita Khaitan	Mr. Ishan khaitan	Mr. Kahaan Khaitan	Mrs. Aanchal Khaitan
1	Name(s) of the related party and nature of relationship	Wife	Son	Son	Daughter In-Law
2	Nature of contracts/ arrangements/ transactions	Remuneration	Remuneration	Remuneration	Remuneration
3	Duration of the contracts / arrangements/ transactions	Ongoing	Ongoing	One Year	Ongoing

4	Salient terms of the contracts or arrangements or transactions including the value, if any:	Appointment as Chief Strategis Officer on 01.04.2011 at a monthly remuneration of Rs 1,17,625/- plus perquisites per month as applicabli As per rules of the Company and ammended time to time	Appointment as President Opretaion & Marketing on 01.04.2010 at a monthly remuneration of Rs 47,650/- (at present Rs. 1,22,000/-) plus perquisites per month as applicabli As per rules of the Company and ammended time to time	Appointment as Manager Business Process (at Present Sr. Vice President Procurement) on 01.05.2013 at a monthly remuneration of Rs 2,38,75/- (at present Rs. 50,500/-) plus perquisites per month as applicabli As per rules of the Company and ammended time to time	Appointment as Manager Business Development on 01.04.2013 at a monthly remuneration of Rs 2,38,75/- plus perquisites per month as applicabli As per rules of the Company and ammended time to time
5	Date(s) of approval by the Board, if any	06.08.2011	29.05.2010 first approval and last ammended on 11.05.2013	11.05.2013 first approval and last ammended on 24.05.2014	11.05.2013
6	Amount paid as advances, if any:	NIL	NIL	NIL	NIL

II Details of material contracts or arrangement or transactions not at arm's length basis: N.A

ANNEXURE D OF THE BOARD REPORT

"DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15, the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:"

S. NO.	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2014-15 (in Rupees)	% increase in Remuneration in the Financial Year 2014-15	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Mr Anil Khaitan Chairman Cum Managing Director	2955604	Nil	12.52	"Profit before Tax increased by 20.22 % and Profit After Tax increased by 21.34 % in financial year 2014-15"
2	Mr. D Gnanashekar Chief Executive Officer	4233026	14.37	17.93	

3	Mr Pawan Rathi Chief Financial Officer	1673839	17.92	7.09	
4	Mr. Virendra Garg Agm Legal Cum Company Secretary	937260	14.82	3.97	

- NOTE :**
1. The Non-Executive Directors of the Company are entitled for sitting fee as per the statutory provisions of the companies act 2013. The details of remuneration of Non-Executive Directors are provided in the Corporate Governance Report . The ratio of remuneration and percentage increase for Non-Executive Directors Remuneration is therefore not considered for the purpose above.
 2. The median was calculated on the CTC basis.
- (ii) The median remuneration of employees of the Company during the financial year was Rs. 236112.
 - (iii) The percentage increase in the median remuneration of the employees in the Financial Year; 8.06%
 - (iv) There were 190 permanent employees on the rolls of Company as on March 31, 2015;
 - (v) **Relationship between average increase in remuneration and company performance:-** The Profit before Tax for the financial year ended March 31, 2015 increased by 20.22 % whereas the increase in median remuneration was 8.06%. The average increase in median remuneration was in line with the performance of the Company. In order to ensure that remuneration reflects Company performance, the performance pay is also linked to organization performance and industry outlook.
 - (vi) **Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:** The total remuneration of Key Managerial Personnel increased by 10.2% from Rs.88,92,616 in 2013-14 to Rs.97,99,729 in 2014-15 whereas the Profit before Tax increased by 20.22% to Rs. 615.48 Lakhs in 2014-15 (Rs. 511.98 Lakhs in 2013-14)."
 - (vii)
 - a) **Variations in the market capitalisation of the Company :** The market capitalisation as on March 31, 2015 was Rs 38,81,42,287.50 (Rs.20,09,93,100/- as on March 31, 2014)
 - b) **Price Earnings ratio of the Company was** 9.76 as at March 31, 2015 and was 6.13 as at March 31, 2014.
 - c) **Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year-** The company was come out with IPO in the year 1975 of 180000 equity shares of Rs. 10 Each and got listed its securities at Delhi Stock Exchange at that time. Latter on the securities of the company were delisted from Delhi Stock Exchanges in September 2014 because the securities were not traded in Delhi Stock Exchange from last many years. In present the securities of the companies are listed at BSE and Calcutta Stock Exchanges and the market prices of the shares as on 31st March , 2015 is Rs. 37.85/- per shares at BSE."
 - viii) **Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 was** 11.83 % whereas the increase in the managerial remuneration for the same financial year was 10.2%.
 - (ix) **The key parameters for the variable component of remuneration availed by the directors :-** The key parameters for the variable component of remuneration availed by the directors: The remuneration was paid to the non-executive directors by way of sitting fees for attending the board meeting and committee meeting of the company. The boards of directors of the company are review and evaluate the performance of the each directors, Key Managerial personal of the company as per the Nomination & remuneration policy of Company for the members of board and key managerial personnel and senior management personnel.
 - (x) **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year –** Mr. D Gnanashekarana CEO of the company received remuneration in excess of the highest paid director Mr. Anil Khaitan , MD of the company in ratio of 0.69 during the financial year.
 - (xi) **It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.**

Annexure 'E' to Board Report
1 Conservation of Energy
(a) Energy Conservation measures taken.

Energy Conservation continues to receive due emphasis and is systematically monitored. Special attention is given on creating awareness about conservation of energy in all areas of productivity

(b) Additional Investment and proposal, if any, being implemented for the reduction of energy consumption.

The Company continues to explore measures which will help in conservation and saving of energy including monitoring of consumptions and improved operational methods

(c) Impact of measures at (a) & (b) above for reduction of energy consumption and consequent impact on the cost of production of goods.

The implementation of measures adopted for energy conservation has resulted in containing energy cost.

2 Technology Absorption:
A Research & development (R&D)

(a) Specified area in which R&D carried out by the Company

Continuous efforts made to improve the process

(b) Benefits derived as a result of the above R & D

Improvement in quality and production efficiency

(c) Future Plan of action

Continuous efforts will be done to improve the process and productivity.

(d) Expenditure in R & D

Debited to the respective heads of accounts

I) Capital

II) Recurring

III) Total

IV) R&D expenditure as a % of total turnover

B Technology Absorption, Adaptation & Innovation :

(a) Efforts, in brief, made towards Technology Absorption, Adaptation and Innovation

Not Applicable

(b) Benefits derived as a result of the above efforts

Not Applicable

(c) In case of Imported Technology(Imported during the last five years) reckoned from the beginning of the financial year.

The Company has not purchased or got any technology from abroad during the year.

I) Technology imported

Not Applicable

II) Year of Import

Not Applicable

III) Has the Technology fully been absorbed?

Not Applicable

IV) If not fully absorbed area where this has not taken place, reasons thereof and future plan of action.

Not Applicable

3 Foreign Exchange Earnings & Outgo:

A	Activities relating to exports initiative taken to increase exports, development of new export market for products and services, and export plans.		Company continues to work to improve its exports and develop new market for increasing the exports		
B	Total Foreign Exchange used and earned		2014-15	2013-14	
	(a)	Used	Rs. in Lacs	1728.66	1235.10
	(b)	Earned	Rs. in Lacs	2836.10	2941.40

MANAGEMENT DISCUSSIONS & ANALYSIS REPORT:**1. OVERVIEW:**

Sunil Healthcare limited, having plant at Alwar; Rajasthan for manufacture of Hard Gelatin Capsule Shells. The company was commenced its manufacturing operation in 1976 with installed capacity of 200 million Hard Gelatin Capsule Shell. With gradual expansion, now the installed capacity is 8430 million capsules p.a.

2. INDUSTRY OUTLOOK:

The product of the Company Hard Gelatin Capsule Shell is used by Pharmaceutical and Food supplement Companies as a container for administering medicines and food supplements. Therefore, the growth of the industry is dependent on the growth of pharmaceutical and food supplement companies domestically and globally.

“The Indian pharmaceutical industry is a success story providing employment for millions and ensuring that essential drugs at affordable prices are available to the vast population of this sub-continent.”

The Indian pharmaceuticals market is third largest in terms of volume and thirteen largest in terms of value, as per a pharmaceuticals sector analysis report by equity master. The market is dominated majorly by branded generics which constitute nearly 70 to 80 per cent of the market. Considered to be a highly fragmented industry, consolidation has increasingly become an important feature of the Indian pharmaceutical market. India has achieved an eminent global position in pharma sector. The country also has a huge pool of scientists and engineers who have the potential to take the industry to a very high level. The UN-backed Medicines Patents Pool has signed six sub-licences with Aurobindo, Cipla, Desano, Emcure, Hetero Labs and Laurus Labs, allowing them to make generic anti-AIDS medicine Tenofovir Alafenamide (TAF) for 112 developing countries. The Indian pharmaceutical industry is estimated to grow at 20 per cent compound annual growth rate (CAGR) over the next five years, as per India Ratings, a Fitch Group company. Indian pharmaceutical manufacturing facilities registered with US Food and Drug Administration (FDA) as on March 2014 was the highest at 523 for any country outside the US. We expect the domestic pharma market to grow at 10-12 per cent in FY15 as compared to 9 per cent in FY14, as per a recent report from Centrum Broking. The domestic pharma growth rate was 11.9 per cent in October 2014, highlighted the report.

The Union Cabinet has given its approval to amend the existing FDI policy in the pharmaceutical sector in order to cover medical devices. The Cabinet has allowed FDI up to 100 per cent under the automatic route for manufacturing of medical devices subject to specified conditions. The drugs and pharmaceuticals sector attracted cumulative foreign direct investment (FDI) inflows worth US\$ 12,813.02 million between April 2000 and December 2014, according to data released by the Department of Industrial Policy and Promotion (DIPP). The Addendum 2015 of the Indian Pharmacopoeia (IP) 2014 is published by the Indian Pharmacopoeia Commission (IPC) on behalf of the Ministry of Health & Family Welfare, Government of India. The addendum would play a significant role in improving the quality of medicines which in turn promote public health and accelerate the growth and development of pharma sector.

The Government of India has unveiled 'Pharma Vision 2020' aimed at making India a global leader in end-to-end drug manufacture. It has reduced approval time for new facilities to boost investments. Further, the government has also put in place mechanisms such as the Drug Price Control Order and the National Pharmaceutical Pricing Authority to address the issue of affordability and availability of medicines. As per the recent survey by MarketstandMarket™, USA, the Capsule Industry of world valued at \$1300 million in 2014 and is expected to grow at a CAGR of 7% from 2014 to 2019, of this main growth is expected in Asia Pacific at a CAGR of 12-13%. Keeping this growth rate in world as well as in Asia Pacific the company has enough scope to sale its product in the market.

References: Consolidated FDI Policy, Department of Industrial Policy & Promotion (DIPP), Press Information Bureau (PIB), Media Reports, Pharmaceuticals Export Promotion Council.

3. OPPORTUNITIES:

Even as the Indian Pharmaceutical Industry is groping with the product patent resume in force the domestic companies

could leverage the emerging opportunities in the changed scenario to evolve into the global Pharma outsourcing world capital in the near future. Domestic Pharma Companies will increasingly be looking to consolidate across the value chain by partnership or merging with companies that have complimentary strength. The thrust of the company is to increase its exports to the maximum extent and increase its market share in growing domestic market.

4. CHALLENGES:

Competition in the global market is a common phenomenon for any industry. The company is also facing the same but is quite competent to handle the competition successfully. In the domestic the numbers of players are increasing and the capacity is also increasing, but market demand is also gradually increasing. The major pressure is on the price.

5. COMPANY OUTLOOK:

With the increase of installed capacity and exports of the product of the company, the management is optimistic about the future outlook of the company in short, medium and long-term. The Company deals in Business segment of Manufacturing Hard Gelatin Capsule Shells. In this segment the company has reached to installed capacity of 8430 million capsules at the existing facility.

The Company has forayed into the Food Business with intention of setting up an integrated nut complex. Currently it is engaging in market survey and supply chain establishment by markets its products under the "Sunloc Foods" brand name. The Company has identified Raw Cashew nut, Dehydrated Vegetables, Cashew nuts, Saffron, cardamom, Almonds, Pistachio and Walnuts as major food item to generate the business under this division. The company has identified "Raw Cashew Nuts (RCN) as its major product as India is the third largest consumer of cashew nuts in world. Tanzania and Guinea-Bissau are the largest producers of cashew nuts in Africa, each accounting for 8% of the world's production. RCN is imported from West African Countries like Benin, Guinea Bissau, Ghana, and Indonesia etc. and is sold in India and other countries.

6. RISK CONCERNS:

Risk Management is a key aspect of the "Corporate Governance Principles and Code of Conduct" which aims to improvise the governance practices across the Company's activities. Risk management policy and processes will enable the Company to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities.

The purpose of the Board of Director's Risk Management Committee of Sunil Healthcare Limited is to approve and periodically review the primary risk-management policies of the company's global operations risk management framework and assist to the Board in fulfilling its Corporate Governance oversight responsibilities with regard to the identifications, evaluations and mitigations of operational, strategic Financial, Compliance and external environment risk. The Committee has overall responsibility for monitoring and approving the risk policies and associates practices of the Company. The Risk Management Committee is also responsible for reviewing and approving risk disclosure statement in any public documents or disclosures. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. This policy is in compliance with the amended Clause 49 of the Listing Agreement which requires the Company to lay down procedure for risk assessment and procedure for risk minimization. The Risk Management Policy of Company available on the website of the company ie www.sunilhealthcare.com.

The Board of Directors of the Company and the Audit Committee shall periodically review and evaluate the risk management system of the Company so that the management controls the risks through properly defined network. Head of Departments shall be responsible for implementation of the risk management system as may be applicable to their respective areas of functioning and report to the Board and Audit Committee. Detailed report on Risk Analysis is a part of this Annual Report.

7. INTERNAL CONTROL SYSTEM AND ADEQUECY:

The Company has proper and adequate systems of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transaction are authorized, recorded and reported correctly. The Company has effective systems in place for achieving efficiency in operations, optimum and effective utilization of resources,

monitoring thereof and compliance with applicable laws. This is continually reviewed for effectiveness and is augmented by written policies and guidelines, the careful selection of qualified personal and a strong internal audit programme.

Adherence to the internal controls and their adequacy is ensured through frequent management/internal audits. A qualified and independent Audit Committee of the Board of Directors also reviews the internal auditors' reports and the adequacy of internal controls at quarterly intervals. The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

8. DISCUSSIONS ON FINANCIAL PERFORMANCE:

(Rs. In Lakh)

Highlights	2014-15	2013-14	% Change
Total Production (Capsules In Millions)	6583	6444	2.16
Total Sales (Capsules in Millions)	6539	6459	1.24
Net Revenue from Operations	7264	6166	17.81
Profit before Interest, Dep. & Tax	1247	1169	6.67
Finance Cost	232	248	-6.45
Depreciation	400	409	-2.20
Profit before Tax	615	512	20.12
Profit After Tax	398	328	21.34
Earnings per share (In Rs.)	3.88	3.20	21.25

- Sales:** - There was increase in the net revenue from operation in the current year by 17.81%.
- Profit before interest, Depreciation and Tax:** - PBIDT increased by 6.67% for the year when compared to the last year.
- Finance Cost:** -There was decreased by 6.45% in the finance cost during the year mainly on account of repayment of Term Loan.
- Net Profit:** - The net profit has been increase from Rs 328 lacs in 2013-14 to Rs 398 lacs in 2014-15.

9. HUMAN RESOURCES:

The well-disciplined workforce which has served the company for 41 years lies at the very foundation of the company's major achievements and shall well continue for the years to come. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The company has always recognized talent and has judiciously followed the principle of rewarding performance.

The Company maintained healthy, cordial and harmonious industrial relations at all levels. Despite severe competition, the enthusiasm and unstinting efforts of the employee have enabled the Company to remain at the forefront of the industry.

In today's comparative world where creativity and innovation are increasingly becoming important, development of Human Resource is the call of the day. The Company is taking various steps to develop the skills and enhance the knowledge of

the human resource which include the following:

- a. Comprehensive and user friendly Performance Management System has been implemented to create a result oriented culture.
- b. Development needs have been identified through Performance Management System. These needs are being fulfilled through various training programmes and lectures by internal as well as external faculty.
- c. Regular Training programmes are conducted comprising behavioral and technical programme.

10. QUALITY INITIATIVE

Our Quality policy is:

“We shall produce capsules for customer’s delight by continual focused improvement plans”

We maintain a consistent quality of our product as per the norms of WHO-GMP. To maintain the stringent quality norms, we have modern quality Control Laboratory equipped with latest equipment’s and qualified persons operate them. Our Quality Assurance works hand in hand with our production to ensure products of customer’s requirement

The Company is registered with US FDA, which reflects standard of its quality. The company has also received ISO: 9001:2008, ISO 14001:2004 Environmental Management System, ISO 18001:2007 OH&S Management System, ISO 22000:2005, Food Safety Management System, TGA Certificate, Halal, Kosher & WHO-GMP certification which shows further, its quality standards.

During the year Company has successfully installed fully automatic capsules inspection machines to reduce the dependency on human quality checks and meet the world class quality standards to further expand our domestic as well as export markets. This Capital addition will further improve SHL’s Operating margin, thereby increasing its profit.

11. INFORMATION TECHNOLOGY

We are using modern technology available for improvement of Business processes across the functions by automating the routine administration tasks and creating various knowledge management databases. The Company also has its web site www.sunilhealthcare.com to provide all the details about the Company and its product. The Company has successfully migrated its operations on the SAP. Through strict vigilance aided by controls and alerts, the Company aims to further improve its operations, bring in greater efficiencies, and further tighten internal controls and systems

12. CAUTIONARY STATEMENT:

Statement in this Report, particularly those which relate to Management Discussion and Analysis, describing the Company’s objectives, protections, estimates and expectations may constitute “forward looking statement” within the meaning of applicable laws and regulations. Actual results might differ materially from those either.

RISK ANALYSIS: -

Risk Identification

Risk Management is a key aspect of the “Corporate Governance Principles and Code of Conduct” which aims to improvise the governance practices across the Company’s activities. Risk management policy and processes will enable the Company to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities. The probable material effects of an uncertain environment (both internal as well as external) on business goals are identified. The factors which could affect the performance vis-à-vis the stated objectives are determined.

Each and every activity is analyzed and the internal and external forces acting on them along with the negative resultant which could possibly surface is identified where internal factors are perceived to be the drivers, adequate policy – procedure checks are installed within the business processes for earlier recognition and corrective measures to overcome the same. In case of external drivers, a continuous cost benefit analysis is done to take a proactive approach and safe guard the business outcome on a substantial basis.

Risk Management and Control

It involves prioritization and assessment of risks, which hinder the achievement of the Company's goals and to devise appropriate controls to mitigate these risks, then evaluating and reviewing the control mechanism and redesigning it from time to time in the light of its effectiveness. The Company ensures sensitivity to detect risk, ensuring flexibility to respond to risk and ensuring capability of resources to mitigate risk.

Market related Risk

- **Competitors**

The Company is expecting to derive a good part of its revenues from outside India, by entering new overseas markets and by expanding its customers base in the countries which it already has its presence.

Within India, the Company' have an extensive marketing network and Company's Brand Name '**SUNLOC**' have significant goodwill among the customers.

The Company is optimistic that with its quality product and good customer relations will enable it to enhance its presence in its chosen markets.

- **Concentration Risk**

Dependence on few customers.

The Company is pursuing a two-pronged risk minimization strategy increasing revenues from key customers on an absolute basis but decreasing their proportion in the Company's overall revenues. Further the Company is trying to add some new customers.

The Company is concentrating on serving a rationalized customer base in the domestic market accompanied by higher satisfaction and retention levels as an effective counter to the new entrant in the business.

In the international market the Company intends to focus on select geographical areas to begin with leading to a disproportionate business concentration. The Company is moving to unserved geographies and would continue to explore new markets across the globe, with wider customer base. The proportion of a particular customer should not be more than 35% of the total revenue from Domestic or Exports business at any point of time.

- **Business segments**

The Company deals in Business segment of Manufacturing Hard Gelatin Capsule Shells. In this segment the company has reached to installed capacity of 8430 million capsules at the existing facility. The Company has forayed into the Food Business with intention of setting up an integrated nut complex. Currently it is engaging in market survey and supply chain establishment by markets its products under the "**Sunloc Foods**" brand name.

- **Geographical Concentration of business.**

Last year Exports accounts for about 45.58 % of the Company's revenues and during current fiscal the Company is expecting to increase its exports sales share in total company's revenue. During the year the Company is exploring new area for increasing their presence in global market.

Within India, the Company enjoys a major presence in all geographical segments; North and West India contributing a major part of the Company's revenues because of the sheer size of this market and logistics convenience.

Financial Risk

- **Business Process**

The Company's management reviews all the operational data on regular basis to assess and manage risks and controls related to business processes and financial disclosures. The database is regularly updated and data mining and continuous monitoring is done to mitigate the potential risks associated with financial behavior of business.

- **Foreign currency risk**

During the year about 51 % of the Company's revenue is expected from foreign exchange, any fluctuation in which could have an impact on the Company's top line as well as bottom line. The Company has laid down standard operating procedures to de-risk itself against currency volatility and out sources expert advice whenever required.

- **Receivables Management Risk**

The Company has a defined credit policy duly approved and reviewed by the Management from time to time, which

is strictly monitored. The policy categorically stipulates the extension of credit only on a selective basis after a thorough customer evaluation. In most of the cases, dispatch is made after adequate securitisation and any default is not likely to have a significant effect on the company's total profitability.

- **Payable Management Risk**

The Company has defined credit policy duly approved and reviewed by the Management from time to time which is strictly monitored for its suppliers. The Company is developing its new supplier/service providers on continuous basis so that for each item or service Company must have more than one supplier/customer to mitigate any risk associated therein. Contract for supply or material/service is also in place with supplier/service provider for short term to long term basis.

Strategic Risk

- **Proprietary risks/ contingencies**

The Company has initiated adequate insurance covers to hedge against natural risks in the business. These are assessed on a regular basis and the Company takes the best possible coverage of insurance from the well-established public and private sector insurance companies.

Operational Risks

- **Cost Competitiveness**

The Company has invested in large, world-class plants to encash economics of scale to enhance quality and reduce costs. Short term to long term contracts have been made with its suppliers/service provider to mitigate the risk of increasing inflation.

- **Manpower related risks**

The Company values its employees as main driver of sustainable growth. In view of this, it has instituted defined roles and responsibilities across various levels accompanied by robust systems to ensure appropriate information flow and better productivity.

Skilled manpower for the manufacturing and marketing functions is abundantly available. The Company enjoys a fair blend of youth and experience; it has a prudent mix of a competent and experienced Board as well as young and energetic operational team. Team building and motivation oriented activities are in place to build a highly motivated team with positive mindset.

- **Inventory Risk**

The Company has defined its inventory in three categories – Vital, Essential and Desirable (VED) with minimum inventory level of each item has been defined and duly placed in ERP software commensurate with the above mentioned three categories. Regular monitoring to keep the minimum inventory without effecting the business operation is also in place.

- **Raw Material & Energy Risk**

In the present competitive business scenario the risk of good quality and uninterrupted supply of raw material and energy within reasonable rate is vital. The Company has short term to long term contracts with raw material suppliers to ensure good quality and uninterrupted supply of material within in reasonable rate.

Compliance Risks

- **Contractual risks**

The Company is exposed to possible liabilities that could arise from the non-performance of certain contractual conditions. Presently the Company doesn't foresee any such risk as Company has established a review and documentation process for contracts.

Each contract to be executed by or on behalf of the Company requires vetting from the Company's legal and secretarial department before execution. While vetting contracts, the department evaluates the legal risk involved and ascertains legal responsibilities.

- **Compliance and Environmental risks**

The Company is committed to being a responsible corporate citizen and respects the laws and regulations of the

countries in which it operates. The Company has an informed and proactive legal cell, which ensures compliance with various statutes. Besides, it also takes advice from reputed law firms from time to time. The legal cell advises the Company on various compliance issues and ensures their alignment with the laws of jurisdiction as well as to the territory where the Company operates. The Board reviews the detailed Compliance Report on quarterly basis. The Board reviews the detailed Compliance Report on quarterly basis. The Company has cloud based compliance software where all the compliance related detail are in place to get the timely alert from the software perse to complete the compliance before the due dates.

The Company also recognizes the need for sustainability with a minimal impact on the ecology and environment. In view of this, the Company makes continuous investments in treating effluents. These investments result in compliance with the most progressive global standards.

Cautionary Statement

This report on risk management provides the details of the risk which may be faced by the Company. Risks detailed here are not exhaustive but are for information purposes only. The actual risks faced by the Company in future may vary substantially from those outlined herein. Some of the statements written herein are forward looking and should not be construed as a guarantee of performance. The readers must exercise their own due diligence before forming any opinion based on this report.

REPORT ON CORPORATE GOVERNANCE:

In compliance with Corporate Governance requirements as prescribed by SEBI and inculcated in Clause 49 of the Listing Agreement with Stock Exchange's, the Company's Report on Corporate Governance for the year ended 31st March, 2015 is set out below for information to stakeholders and investors of the Company.

The Management of the Company believes that the great companies are built on the foundation of good governance practices. Corporate governance is all about effective management of relationship among constituents of the system, i.e. shareholders, management, employees, customers, vendors, regulatory authorities and the community at the large. It strongly believes that this relationship can be built & strengthened through corporate fairness, transparency and accountability.

(A) Company's Philosophy on Corporate Governance:

The Company's philosophy of Corporate Governance is to ensure transparency in all dealing and maintain highest standard of professionalism, integrity, accountability, social responsibility, fairness, and business ethics. We consider ourselves as trustees of our shareholders and relentlessly attempt to maximize long-term shareholder value.

Your Directors confirm the practice of good Corporate Governance codes by the Company in true spirit and are pleased to present below the report on it.

(B) Role of the Company Secretary in overall governance process

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to directors and to facilitate convening of meetings. He interfaces between the management and regulatory authorities for governance matters.

(C) Board of Directors:-

The Board of Director's guide, direct and oversee the management and protect long term interests of stakeholders, employees and society at large. The Board also ensures compliance of the applicable provisions, code of ethical standards and accurate financial reporting.

The Board of Directors of the Company has an optimum combination of Executive and Non-executive Directors with not less than fifty percent of the Board of Directors comprising of Non-executive Directors. The number of Directorships, Committee Memberships/ Chairmanships of all Directors is within respective limits prescribed under the Companies Act, 2013 and Listing Agreement. The composition of the Board represents an optimal mix of professionalism, knowledge and

experience and enables the Board to discharge its responsibilities and provide effective leadership to the business. The positions of the Chairman of the Board and the Chief Executive Officer of the Company are held by separate individuals, where the Chairman of the Board is an Executive Chairman cum Managing Director. None of the Directors of the Company are related to each other.

- (a) The Board of Directors of the Company consists of nine directors comprising one Executive Director and five Non-Executive Independent Directors and three are Non-Executive Directors. The non-executive Directors are eminent professionals with wide range of knowledge and experience in business, industry administration and finance. Composition of the Board of Directors as at 31st March 2015 is as follows:

S. N.	Name of the Director	Category	Other Boards Particulars			
			Director Ships (A)	Chairman Ship (B)	Committee (s) (C) (Including SHL)	
					Chairman ship	Member-ship
1	Mr. Anil Khaitan	Executive	2	-	1	-
2	Mr. S. N. Balasubramanian	Independent / Non-Executive	--	-	-	6
3	Mr. Joginder Singh IPS (Retd)	Independent / Non-Executive	4	-	3	-
4	Mr. Rajat Kumar Niyogi IPS (Retd.)	Non-Executive	-	-	1	-
5	Mr. Sanjay Kumar Kaushik	Independent / Non-Executive	1	-	-	4
6	Mr. B. P. Srinivasan	Non-Executive	-	-	-	-
7	Mr. Ramesh C Khurana	Independent / Non-Executive	**	-	1	3
8	Dr. Lata Singh IAS (Retd)#	Non-Executive	-	-	-	-
9	Dr. Ranjeet Bannerji@	Independent /Non-Executive	-	-	-	2

Notes:

- A. Directorship in other companies.
- B. Chairmanship in other companies.
- C. Committee includes Stakeholder Relationship Committee, Audit Committee, Nomination and Remuneration Committee, CSR Committee, Risk Management Committee and Independent Director Committee.
- D. None of the director is related to any other director.

** Mr. R C Khurana was appointed as Nominee Director (ND) on the behalf of Bank of India in Design Auto System limited and he has already retired from BOI but the name of his as a capacity of ND is still showing in the company and not deleted by the Company as on date.

#Dr. Lata Singh was appointed as a Director on 13.08.2014.

@Dr. Ranjeet Bannerji was appointed as an additional director on 10.11.2014 and further he was re-appointed as an Independent Director on 11.02.2015 with subject to the approval of members of the company

- (b) The Board of Directors of the Company meets at least four times a year, with a maximum gap of four months between the two meetings to consider amongst other business, the quarterly performance of the Company and financial results. The Board of Directors of the Company held four meetings during the financial year 2014-15 on 24.05.2014, 13.08.2014, 10.11.2014 and 11.02.2015.

The attendance of each Director at these meetings was as follows:

S No	Name of the Director	No. of Board Meeting Held	No. of Board Meetings Attended	Attendance at last AGM
1	Mr. Anil Khaitan(Chairman Cum Managing Director)	4	4	Yes
2	Mr. S N Balasubramanian	4	4	No
3	Mr. Joginder Singh IPS (Retd.)	4	4	Yes
4	Mr. Sanjay Kumar Kaushik	4	4	No
5	Mr. Rajat Kumar Niyogi IPS (Retd.)	4	4	No.
6	Mr. B. P. Srinivasan (Prof.)	4	3	No.
7	Mr. Ramesh C Khurana	4	4	Yes
8	Dr. Lata Singh IAS (Retd)	4	3	No
9	Dr. Ranjeet Bannerji	4	1	No

- (c) The Company places before the Board, all relevant and necessary information for seeking the necessary approvals and directions on the operation and plans of the Company.
- (d) Board Independence: - Our definition of 'Independence' of Directors is derived from Clause 49 of the Equity Listing Agreement and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, all Non-Executive Directors other than the Chairman are Independent in terms of Clause 49 of the Listing Agreement and Section 149(6) of the Companies Act, 2013.
- (e) The information made available to the Board.

Among others, includes:

- Annual operating plans of business, capital budgets, and updates.
- Quarterly results of the Company and its operating divisions or business segments.
- Company's annual Financial Result, Financial Statement. Audit Report and Board Report.
- Minutes of meeting of the Audit Committee and other committees.
- Information on recruitment and remuneration of senior officers just below the board level.
- Materially important show cause, demand, prosecution and penalty notices.
- Serious accidents or dangerous occurrences if any.
- Any materially significant effluent or pollution problems.
- Any materially relevant defaults in financial obligations to and by the Company or substantial non-payment for goods sold by the Company.
- Any issue, which involves possible public or product liability, claims of a substantial nature.
- Details of any joint venture or collaboration agreement, if any.
- Transactions that involves substantial payment towards goodwill, brand equity, or intellectual property, if any.
- Significant developments in the human resources and industrial relation fronts.
- Sale of material nature, of investments, subsidiaries, assets, which is not in the normal course of business.
- Quarterly details of foreign exchange exposure and the steps taken by management to limit the risks of adverse exchange rate movement and,
- Non- compliance of any regulatory or statutory provisions or listing requirements as well as shareholder services such as non-payment of dividend and delays in share transfer.
- Litigation on or by the Company, if any.
- Show Cause notice of material significance, if any.
- Appointment , remuneration and resignation of Directors
- Formation/reconstitution of Board Committees

- Disclosure if Directors interest and their shareholding
- Appointment and removal of key managerial person (KMP) and officers one level below KMP
- Dividend declaration
- Statement of significant transactions, related party transactions and arrangements entered by unlisted subsidiary companies
- And other information as required.

The Chairman of the Board and Company Secretary, in consultation with other concerned members of the senior management, finalise the agenda for Board meetings.

- (f) The brief details of director (s) retiring by rotation and seeking re-appointment under section 149, 152 and 160 of the Companies Act-2013, is appended to the notice convening the 41th Annual General Meeting. The Company did not have any pecuniary relationship/ transaction with Non Executive Directors during the year except the sitting fees paid to them for attending the Board Meeting and Committee Meeting.
- (g) The Board of Directors of the Company has laid down a Code of Conduct for all Board members and members of senior management of the company. The Board Members and senior management have affirmed compliance with the "Code of Conduct" for the year ended March 31, 2015 by signing the respective Code of Conduct's.

(D) BOARD COMMITTEES

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate. The Board has currently established the following statutory and non-statutory Committees

- I. Audit Committee.
- II. Nomination & Remuneration Committee (formerly known as Selection & Remuneration Committee)
- III. Stakeholder Relationship Committee. (formerly known as Shareholders & Investor Grievance Committee)
- IV. Corporate Social Responsibility Committee
- V. Risk Management Committee
- VI. Independent Directors Committee

(I) Audit Committee:-

Constitution

The Audit Committee seeks to ensure both corporate governance and provides assistance to the Board of Directors in fulfilling the Board's overall responsibilities. The Audit Committee of the Company is constituted, caring with the provisions of clause 49 of the Listing Agreement entered into with the Stock Exchanges read with Section 177 of the Companies Act-2013.

Composition & Role of Audit Committee

A qualified and independent Audit Committee shall be set up having a minimum of three non-executive independent directors as members. The Audit Committee presently comprises of three members viz. Mr. Ramesh Chander Khurana, Mr. S. N. Balasubramanian, and Mr. Sanjay Kumar Kaushik. Mr. R C Khurana is the Chairman of the Audit Committee. Nomination of Mr. Rajat Kumar Niyogi was removed from the Audit Committee from 13.08.2014. All the members of the committee possess good knowledge of finance, accounts and basic elements of Company Law.

In accordance with Section 177(1) of the Companies Act, 2013 and as per the requirements of SEBI Circular dated April 17, 2014 for amendment to Equity Listing Agreement (which is effective from October 1, 2014) , the Board of Directors of the Company at their meeting held on May 24, 2014, have approved new terms of reference for the Audit Committee and thereupon the revised terms of reference of the Audit Committee are in conformity with the requirements of Clause 49 (III)

(D) of the revised Listing Agreement and Section 177(1) of the Companies Act, 2013. Further the Audit Committee has been granted powers as prescribed under Clause 49 (III) (C) of the Listing Agreement.

Powers of the Audit Committee

- To investigate any activity within its terms of reference
- To seek information from any employee
- To obtain outside legal or other professional advice
- To secure attendance of outsiders with relevant expertise, if it considers necessary

The Role of Audit Committee includes the following:-

- a) Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient and credible:
- b) Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of statutory auditors, including cost auditors, internal auditor and fixation of audit fees and other terms of appointment and approval for payment of any other services;
- c) Reviewing with management the annual financial statement and auditor report thereon before submission to the Board for approval, focusing primarily on:
 - Any change in accounting policies and practices.
 - Major accounting entries based on exercise of judgment by management.
 - Qualification in draft Audit Report.
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Directors' Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, .
 - Significant adjustment arising out of Audit.
 - The going concern assumption.
 - Compliance with Accounting Standards.
 - Compliance with Stock Exchange and Legal requirements concerning financial statements.
 - Any Related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large.
- d) Reviewing with the management, external and internal auditors, and the adequacy of internal control systems.
- e) Reviewing the adequacy of internal audit function,
- f) Reviewing the findings of any internal investigation by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of material nature and reporting the matter to the Board.
- g) Discussion with external auditors before the audit commences nature and scope of audit as well as has post audit discussion to ascertain any area of concern.
- h) Reviewing the Company's financial and risk management policies before submissions to the board for approval.
- i) Reviewing and monitoring auditor independence and performance, and effectiveness of audit process
- j) Approval of transaction with related parties
- k) scrutiny of inter corporate loans and investments
- l) Valuations and evaluations of internal financial control and risk management
- m) Monitoring the end use of funds raised by through public offers and related matters
- n) Valuation of undertaking or assets of the Company
- o) To review the functioning of the Vigil Mechanism and Whistle Blower mechanism
 - a) To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, Shareholders (in case of non-payment of declared dividends) and creditors
 - b) To look into the reasons for substantial default in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

The Audit Committee met four times during the financial year 2014-15 on 24.05.2014, 13.08.2014, 10.11.2014 and 11.02.2015. The Composition of the Audit Committee of the Company and the attendance of each Director at these meeting was as follows:

S. No	Members of Audit Committee	Category	No. of Meeting Held	No of Meeting attended	Whether last AGM attended
1	Mr. Ramesh Chander Khurana	Non-executive Independent Director	4	4	Yes
2	Mr. S N Balsubramanian	Non-executive Independent Director	4	4	No
3	Mr. Sanjay Kumar Kaushik	Non-executive Independent Director	4	4	No
4	Mr. Rajat Kumar Niyogi IPS (Retd.)*	Non-executive Director	4	1	No.

Note:-

*There has been one change in the composition of Audit Committee since the last Annual general Meeting of the Company as stated above that the board of directors of the Company in their meeting held on 13.08.2014 had decided to remove the name of Mr. Rajat Kumar Niyogi IAS (Retd.)

(II) Nomination & Remuneration Committee (formerly known as Selection & Remuneration Committee)

Constitution

The Nomination & Remuneration Committee has been constituted in order to bring about objectivity in determining the final selection & remuneration package while striking a balance between the interest of the Company and the shareholders.

Composition

The Nomination & Remuneration Committee presently comprises of three members' viz. Mr. Joginder Singh IPS (Retd.), Mr. Sanjay Kumar Kaushik and Mr. S N Balasubraminam. Mr. Joginder Singh IPS (Retd) is the Chairman of the Committee. The board of directors of the Company in their meeting held on 13.08.2014 had included the name of Mr. S N Balasubranamaian in place of Mr. Rajat Kumar Niyogi IAS (Retd.)

During the year 2014-15 only two meeting of Committee was held on 24.05.2014 and 13.08.2014 on the following matters:-

1. Renewal in the remuneration payable to Chairman Cum Managing Director of the Company.
2. Renewal of remuneration of Mr. Kahaan Khaitan – Sr. Vice President Procurement of the Company
3. Re-appointment of CEO of the Company
4. Recommend the Renewal in the Remuneration of CEO of the Company
5. Recommend the renewal of remuneration of Mr. Pawan Rathi, CFO of the Company
6. Recommend the promotion and renewal of remuneration of Mr. Virendra Garg, AGM legal cum Company Secretary of the Company
7. Recommend the re-appointment of Mr. R C Khurana Independent Director of the Company
8. Recommend the re-appointment of S. N. Balasubramanian Independent Director of the Company
9. Recommend the re-appointment of Mr. Joginder Singh Independent Director of the Company
10. Recommend the re-appointment of Mr. Sanjay Kaushik as an Independent Director of the Company
11. Recommend the appointment of Mrs. Lata Singh as a Women Additional Director of the Company
12. Regularization of Women (Additional) Director
13. Recommend the performance incentive to Mr. Ishan Khaitan President Operation & Marketing
14. To consider and approve the Nomination & Remuneration Policy

Remuneration Paid to Directors and Key Managerial Personal

The details of remuneration paid to all the Executive and Non -Executive Directors during the year ended 31st March 2015 are given below:-

S. No	Name	Salary & Allowances	Perquisites	Sitting Fees	Total
1	Mr. Anil Khaitan (CMD)	2698122	150522	---	2848644
2	Mr. Joginder Singh IPS (Retd. IPS)	-	-	68000	68000
3	Mr. Sanjay Kumar Kaushik	-	-	85000	85000
4	Mr. S.N. Balasubramanian	-	-	85000	85000
5	Mr. Rajat Kumar Niyogi (IPS Retd)	-	-	68000	68000
6	Mr. B. P. Srinivasan	-	-	25500	25500
7	Mr. R C Khurana	-	-	85000	85000
8	Dr. Lata Singh	-	-	25500	25500
9	Dr. Ranjeet Bannerji	-	-	8500	8500
10	Mr. D Gnanasekaran (CEO)	4104408	556704	-	4661112
11	Mr. Pawan Rathi (CFO)	1422215	13667	-	1435822
12	Mr. Virendra Garg (AGM Legal cum Company Secretary)	791730	25224	-	816954

In accordance with Section 178 of the Companies Act, 2013 and as per the requirements of SEBI Circular dated April 17, 2014 for amendment to Equity Listing Agreement (which is effective from October 1, 2014), the Board of Directors of the Company at their meeting held on May 24, 2014, have approved the change in nomenclature of the Remuneration Committee to Nomination and Remuneration Committee and have revised their role as under:

The revised role of the Nomination and Remuneration Committee, inter-alia, includes the following:

- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Devising a policy on Board diversity

Policy for selection and appointment of members of Board and Key Managerial Personnel and Senior Management Personnel and their remuneration

The Nomination and Remuneration Committee has adopted Policy for the members of Board and Key Managerial Personnel and Senior Management Personnel. The aims and objectives of this remuneration policy may be summarized as follows:

1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation
3. The remuneration policy aims to enable the company to attract, retain and motivate highly qualified members for the Board and Executive level.
4. The remuneration policy seeks to enable the company to provide a well-balanced and performance-related compensation package, taking into account shareholder interests, industry standards and relevant Indian corporate regulations.
5. The remuneration policy will ensure that the interests of Board members & Executives are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the company and will be consistent with the "pay-for-performance" principle.
6. The remuneration policy will ensure that remuneration to Directors and Executives involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Criteria of selection of Non-Executive Directors

The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management. In case of appointment of Independent Directors the Nomination & Remuneration Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

The Nomination & Remuneration Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013. The Nomination & Remuneration Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- i. Qualification, expertise and experience of the Directors in their respective fields:-
- ii. Personal, Professional or business standing;
- iii. Diversity of the Board.

In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

Remuneration**Remuneration to Non-Executive Directors**

The Non-executive Directors of the company are paid remuneration by way of sitting fees only for attending the meetings of the Board of Directors and its Committees. The sitting fees paid to the Non-executive Directors for attending meetings of Board of Directors and Committee of Board of Directors is Rs. 8,500/- per meeting. Beside the sitting fees they are also entitled to reimbursement of out of pocket expenses. The Non-executive Directors of the Company are not paid any other remuneration or commission. The sitting fees of the Non-executive Directors for attending meetings of Board of Directors and the Committees of Board of Directors may be modified or implemented from time to time only with the approval of the Board in due compliance of the provisions of Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

Remuneration to Executive Directors, Key Managerial Personnel(s) (KMPs) & Senior Management Personnel (s) (SMPs):

The Company has a credible and transparent framework in determining and accounting for the remuneration of the Managing Director / Whole Time Directors (MD/WTDs), Key Managerial Personnel(s) (KMPs) and Senior Management Personnel(s) (SMPs). Their remuneration shall be governed by the external competitive environment, track record, potential, individual performance and performance of the company as well as industry standards. The remuneration determined for MD/WTDs, KMPs and SMPs are subjected to the approval of the Board of Directors and Shareholders of the company in due compliance of the provisions of Companies Act, 2013. The remuneration for the KMP and the SMP at the time of the appointment has to be approved by the Board but any subsequent increments shall be approved by the Managing Director of the Company as per the HR policy of the Company and ratified by the Board. As a policy, the Executive Directors are neither paid sitting fee nor any commission. The details of the policy are available on the website of the company i.e. (www.sunilhealthcare.com)

(III) Stakeholder Relationship Committee (formerly known as Shareholders & Investor Grievance Committee)

The terms of reference of the Committee include reviewing and redressing complaints from various security holders such as shareholders, debenture holders and any other security holders such as non-receipt of dividend, non-receipt of interest on debentures, annual report, transfer of shares or debentures, issue of duplicate share / debenture certificates, etc.; to oversee and review all matters connected with transfers, transmissions dematerialization, rematerialization, splitting and consolidation of securities issued by the company; to oversee the performance of the Registrar and Transfer Agent of the Company and recommends measures for overall improvement in the quality of investor services; to review/take note of various investors presentations /communication with stakeholders; and to perform any other function, duty as stipulated by the Companies Act, Securities & Exchange Board of India, Stock Exchanges and any other regulatory authority or under any applicable laws, as amended from time to time. This committee shall be designated as 'Stakeholder Relationship Committee (formerly known as Shareholders & Investor Grievance Committee)'.

Board vide resolution dated 23rd May 2007, had Authorised to Managing Director and Secretary of the Company to give effect to the Share Transfers and report the same to Board Members in the subsequent Board Meetings. The transfer / transmission formalities are processed as and when they received. Mr. Virendra Kumar Garg, Company Secretary has been designated the Compliance Officer for the Stock Exchange as well for investor queries / complaints and the Insider Trading Code.

The Stakeholder Relationship Committee consists of following Members:-

1. Mr. Sanjay Kumar Kaushik
2. Mr. S N Balasubranamaian

Note:

The board of directors of the Company in their meeting held on 13.08.2014 had included the name of Mr. S N Balasubranamaian in place of Mr. Rajat Kumar Niyogi IAS (Retd.)

The Committee met 14 times during the financial year 2014-15 on 20.05.2014, 23.06.2014, 30.06.2014, 12.07.2014, 04.08.2014, 21.08.2014, 10.09.2014, 10.10.2014, 10.11.2014, 20.11.2014, 10.12.2014, 31.12.2014, 12.01.2015 and 10.03.2015

During the financial year only one investor grievance was received. The status of investor queries/complaints was nil mention as under:

S.No	No. of Investor Queries/Complaints received in the year 2014-15	Pending at the end of the year	No of Pending Share Transfers
1	1	Nil	Nil

(IV) Corporate Social Responsibility Committee

Constitution

Although it is not mandatory for the company to constitute the CSR Committee as per the provision of Section 135 of Companies Act-2013 but the company has decided to be pro-active in its CSR Activities. The terms of reference of the Committee include formulation and recommendation to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013; to recommend the amount of expenditure to be incurred on CSR activities as indicated in the CSR Policy; monitor the CSR Policy of the Company from time to time; institute a transparent monitoring mechanism for implementation of CSR projects or programs or activities undertaken by the company and perform any other function or duty as stipulated by the Companies Act, Securities and Exchange Board of India, Stock Exchanges and any other regulatory authority or under any applicable laws, as may be prescribed from time to time.

In this regards SHL trying to create awareness among the Masses about Girl and boys Child Education, Menstrual Hygiene, Sanitation and Safe Drinking Water and trying to relate how Girl & boys Child education is directly suffering due to bad sanitation facilities, unsafe drinking water and lack of knowledge to obtain the same. Also communicate and advocates for the need to address the fact that most of schools in Alwar District, Rajasthan does not have separate toilets for girls, some schools only have a single toilet that is so unclean and some of the toilet in schools are defunct and not used- and that carries not only the risk of disease but the risk of sexual harassment - that girls opt to drop out of school. This is particularly the case with adolescent girls, who may lack access to a vending machine at school with sanitary napkins during menstruation, and during menstruation days due to unavailability of toilets in the schools they skip the school every month for about 5 or 6 days and later on this results in dropping out of school due to absenteeism, and keeping a pace with studies. The CSR policy of the Company for the next five Years shall be "To concentrate on Sanitation in the Alwar Dist., Rajasthan." The CSR project shall be known as "HUMARA SWACCH SAUCHALYA"

Our CSR Objectives

- To developing toilets and sanitations
- To provide the better heath and lower morbidity rates in the population.

- Better school attendance and retention of the children in higher classes
 - A cleaner environment
 - Green Solutions- re-use / recycling of wastage
 - To Provide privacy & comfort to school children specially girl children and female teachers
 - To Act as a " demonstration model/learning tools" for school children and community
 - To include behavioral changes in the school children by using toilets and urinals
 - Increased awareness of the importance of sanitation and hygiene and the need to develop a more permanent strategy
- The CSR committee shall guide, approve & review CSR activity and recommend the amount to be expenditure to be incurred on the CSR activities to the board of directors of the company time to time.

Composition

The Corporate Social Responsibility Committee presently comprises of three members' viz. Mr. Joginder Singh IPS (Retd.), Mr. Ramesh Chandra Khurana and Mr. S N Balasubraminam. Mr. Joginder Singh IPS (Retd) is the Chairman of the Committee and all are independent directors. During the financial year a meeting of CSR Committee was conducted on dated 24.04.2014 to discuss and approved the draft CSR Policy of the Company. During the year, the Company has spent Rs 11.63 Lakh (around 5.24% of the average net profits of last three financial years) on CSR activities ie on sanitation by making the toilet at various schools and villages of the Alwar District. The details of the policy are available on the website of the company i.e. www.sunilhealthcare.com.

(V) RISK MANAGEMENT COMMITTEE**Constitution**

In accordance with the requirement of Listing Agreement, your Company constituted a Risk Management Committee during the year. Risk Management is a key aspect of the "Corporate Governance Principles and Code of Conduct" which aims to improvise the governance practices across the Company's activities. Risk management policy and processes will enable the Company to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities.

The purpose of the Board of Director's Risk Management Committee of company is to approve and periodically review the primary risk-management policies of the company's global operations risk management framework and assist to the Board in fulfilling its Corporate Governance oversight responsibilities with regard to the identifications, evaluations and mitigations of operational, strategic Financial, Compliance and external environment risk. The Committee has overall responsibility for monitoring and approving the risk policies and associates practices of the Company. The risk Management Committee is also responsible for reviewing and approving risk disclosure statement in any public documents or disclosures. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. This policy is in compliance with the amended Clause 49 of the Listing Agreement which requires the Company to lay down procedure for risk assessment and procedure for risk minimization. The details of the policy are available on the website of the company i.e. www.sunilhealthcare.com

The Board of Directors of the Company and the Audit Committee shall periodically review and evaluate the risk management system of the Company so that the management controls the risks through properly defined network. Head of Departments shall be responsible for implementation of the risk management system as may be applicable to their respective areas of functioning and report to the Board and Audit Committee.

The objectives and scope of the Risk Management Committee broadly comprise of:-

1. Oversight of risk management performed by the executive management;
2. Reviewing the Risk Management Policy and framework in line with local legal requirements and SEBI guidelines;
3. Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
4. Defining framework for identification, assessment, monitoring, and mitigation and reporting of risks.

Composition

The Risk Management Committee has constituted by the board of directors of the company in their meeting held on 11th

February, 2015 as per the requirement of the Companies Act-2013 and Clause 49 of the Listing Agreement. There are four members' of the company ie Mr. R K Niyogi, Mr. Ramesh Chandra Khurana, Mr. S N Balasubraminam and Dr. Ranjeet Bannerji. Mr. Rajat Niyogi is the Chairman of the Committee.

(VI) INDEPENDENT DIRECTOR MEETING

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession, and who can effectively contribute to the Company's business and policy decisions are considered by the Human Resources, Nomination and Remuneration Committee, for appointment, as Independent Directors on the Board. The Committee, inter alia, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons in accordance with the Company's Policy for Selection of Directors and determining Directors' independence. The Board considers the Committee's recommendation, and takes appropriate decision.

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as provided under law.

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are discuss matters pertaining to the Company's affairs and put forth their views to the chairman of the Independent Director Committee Meeting. Pursuant to the provisions of the Companies Act, 2013 and the Listing Agreement, the Independent Directors met on March 25, 2015, inter alia, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole;
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the independent Directors were present at the meeting except Mr. Sanjay Kaushik and Dr. Ranjeet Bannerji

Composition

The Independent Directors Committee presently comprises of five members' viz. Mr. Joginder Singh IPS (Retd.), Mr. Sanjay Kumar Kaushik and Mr. Mr. S N Balasubraminam, Mr. R C Khurana and Dr. Ranjeet Bannerji. Mr. Joginder Singh IPS (Retd) is the Chairman of the Committee.

Board Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement , the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the outcome of the evaluation process.

(E) General Meetings

1. The Annual General Meeting of the Company (AGMs) has been held at following places in the last three years as under:-

Financial Year	Venue	Day , Date & Time	Details of Special Resolution Passed
40 th AGM held for the FY 2013-14	38E/252-A, Tower, Shahpurjat, Delhi-110049	Vijay New Saturday, 27 th September, 2014	1. Adoption of new Article of Association of the Company as per Companies Act-2013. 2. Rectification of resolution of borrowing power of the board 3. Rectification of resolution of sale / dispose/mortgage power of the board 4. Approval of performance incentive to the relative of CMD
39 th AGM held for the FY 2012-13	38E/252-A, Tower, Shahpurjat, Delhi-110049	Vijay New Saturday, 20 th July, 2013	1. Renewal of Remuneration of Ishan Khaitan President -Operation & Marketing of the Company 2. Renewal of Remuneration of o Mr. Anil Khaitan CMD of the Company
38 th AGM held for the FY 2011-12	38E/252-A, Tower, Shahpurjat, Delhi-110049	Vijay New Monday, 16 th July, 2012	1. Renewal of Remuneration of Ishan Khaitan President -Operation & Marketing of the Company 2. Reappointment and renewal of Remuneration of o Mr. Anil Khaitan CMD of the Company

2. No Extra Ordinary General Meeting of the Company (EGMs) was held during the year.
3. No special resolution was passed through postal ballot during the Financial Year 2014-15. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a special resolution through postal ballot.

(F) Disclosures

- a) **Related Party Transactions:** The Company has implemented as Related Party Transaction Policy as per requirement of Section 188 of the Companies Act-2013 read with relevant Rules as well as the Clause 49 of the Listing Agreement entered by the Company with the Stock Exchanges and intended to ensure due and timely identification, approval, disclosure and reporting of transactions between the Company and any of its Related Parties in compliance with the applicable laws and regulations as may be amended from time to time. The policy also seeks to ensure that related party transactions are appropriately reported to the regulatory authorities and are also in compliance with other regulatory requirements like the Income Tax Act, 1961, the Accounting Standards, etc. The Audit Committee of Board ('Audit Committee'), shall review, approve and where permitted ratify Related Party Transactions based on this Policy in terms of the requirements under the above regulatory provisions as applicable. The details of RPT have been disclosed under Note no. 29.5 in the "Notes to the Financial Statement" to the accounts for the year under review. The details of Related Party Transaction Policy are available on the website of the company (www.sunilhealthcare.com).
- b) The Company has complied with all the requirements of the listing agreement with the Stock Exchanges as well as regulations and guidelines of SEBI, as applicable.
- c) No penalties have been imposed or strictures have been issued by SEBI or any other Stock Exchange or any other Statutory Authorities on matters related to capital market.
- d) The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement.
- e) **CEO and CFO Certification:** - The Chairman cum Managing Directors and the Chief Financial Officer of the

Company give annual certification on the financial reporting and internal control to the Board in terms of Clause 49 of the Listing Agreement and the same is published in this report.

- f) **Whistle Blower Policy/ Visil Mechanism** : The company has implemented the Whistle Blower Policy pursuant to which Whistle Blowers can raise concerns relating to Reportable Matters (defined in the policy) such as breach of SHL Code of Conduct, fraud, bribery, corruption, employee misconduct, illegality, health & safety, environmental issues and wastage/ misappropriation of companies funds/assets, etc. Further, the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provides for adequate safeguards against victimization of Whistle Blower who avail of such mechanism an also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The details of complaints received and the action taken are reviewed periodically by the Audit Committee. None of the Whistle Blowers have been denied access to the Audit Committee of the Board. The details of Whistle Blower Policy are available on the website of the company (www.sunilhealthcare.com).
- g) **Sexual Harassment of the employee policy**: The Sunil Healthcare Limited, (SHL), is an equal employment opportunity company and is committed to creating a healthy working environment that enables employees to work without fear of prejudice, gender bias and sexual harassment. Sexual harassment violates an individual's fundamental rights and personal dignity, is unlawful, and will not be tolerated by the Company. The Company also believes that all employees of the Company have the right to be treated with dignity. Sexual harassment at the work place or other than work place if involving employees is a grave offence and is, therefore, punishable. None of the complaint has been received by the company during the year. The details of Sexual Harassment of the employee Policy are available on the website of the company (www.sunilhealthcare.com).
- h) **The Secretarial Audit Report** :- The Company has also undertaken Secretarial Audit for the year 2014-15 which, inter alia, includes audit of compliance with the Companies Act, 2013, and the Rules made under the Act, Listing Agreement and Regulations and Guidelines prescribed by the Securities and Exchange Board of India and Foreign Exchange Management Act, 1999. The Secretarial Audit Report is part of this Annual Report.
- i) **Familiarization Programme**: All newly inducted non-executive directors on the Board are introduced to Company through appropriate orientation, presentations, made by executive director and senior management to provide an overview to the company's operation and to familiarise them with our operations. They are also introduced to our organisation structure, products, Board Procedures, matters reserved for Board, our major risks and risks management strategy.
- (G) Means of Communication**
- All material information about the Company is promptly sent to the Stock Exchanges where the Shares of the Company are listed.
 - The quarterly unaudited results and the annual audited financial results are published in prominent daily Newspaper 'The Pioneer' in English, a leading National newspaper and in "The Pioneer" in Hindi, a regional newspaper.
 - The Annual Report containing, inter alia, Audited Financial Statement, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report and is displayed on the Company's website (www.sunilhealthcare.com)
 - The Company's website contains a separate dedicated section "Investors relation" where information sought by shareholders is available. The Annual report of the Company and quarterly / annually results of the Company apart from the details about the Company, Board of directors and Management, are also available on the website in a user friendly and downloadable form at [www.sunilhealthcare.com/investors relation](http://www.sunilhealthcare.com/investors_relation).
 - **SEBI Complaints Redress System (SCORES)**: The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on

the complaint and its current status.

- **Reminder to Investors:** Reminders for unclaimed shares, unpaid dividend/unpaid interest or redemption amount on debentures are sent to shareholders/debenture holders as per records every year.

(H) Corporate Ethics

a) Code of Conduct for Prevention of Insider Trading

The Company has instituted a comprehensive code of conduct for its management, staff and directors for prevention of insider trading. The code lays down guidelines and procedures to be followed and disclosures to be made while dealing with the shares of the Company and cautioning them on the consequences of non-compliances. Mr. Virendra Kumar Garg, Company Secretary has been appointed as Compliance Officer and is responsible for adherence to 'Code for Prevention of Insider Trading'.

b) Combined Code of Corporate Governance & Conduct

To be in sync with international standards of Corporate governance and to be in line with the needs of the dynamic market, the Company has adopted Combined Code of Corporate governance and Conduct which is being used as a tool to exceed and excel through better Corporate governance and fair and transparent practice.

c) Code of Conduct

The Company has in place a comprehensive Code of Conduct (the Code) applicable to all the employees and Non-executive Directors including Independent Directors. The Code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code reflects the values of the Company viz. - Customer Value, Ownership Mind-set, Respect, Integrity, One Team and Excellence. A copy of the Code has been put on the Company's website (www.sunilhealthcarel.com). The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually. A declaration signed by the Company's Chairman cum Managing Director is published in this Report

(I) General Shareholder's Information

(a) Annual General Meeting :-

Date, Time and Venue : Saturday, 26 September, 2015 at 3:00 p.m.
 : Modi Hall, Ground Floor, PHD Chamber of Commerce and, Industry PHD House,
 4/2, SIRI Institutional Area, August Kranti, Marg New Delhi-110016

(b) Financial Calendar:- (Tentative)

Financial Year : **1st April, 2015 to 31st March, 2016**
 1st Quarterly Results : 4th week of July, 2015
 2nd Quarterly Results : 4th week of October, 2015
 3rd Quarterly Results : 4th week of January, 2016
 4th Quarterly Results : 4th week of April, 2016

(c) Book Close Date : 18th September, 2015 to 25th September, 2015 (both days inclusive)

(d) Listing of Equity Shares on stock exchanges: Bombay and Kolkata Stock Exchange

Note: During the year security of the company has been delisted from Jaipur & Delhi Stock exchanges

(e) Scrip Code: : 537253 at BSE Limited

(f) Market Price Data: - High & Low during each month in the financial year 2014-15 as Under:-

Month	High Price	Low Price	No. of Trades	No. of Shares	Total Turnover (Rs.)
Apr-14	22.50	18.50	154	9310	185056
May-14	23.85	17.30	320	20521	423725
Jun-14	31.90	20.90	718	117392	3352846

Jul-14	31.80	24.90	208	23852	701320
Aug-14	31.00	24.00	346	32591	940150
Sep-14	32.25	25.50	471	38241	1088986
Oct-14	35.00	24.80	482	35718	1041355
Nov-14	31.80	27.10	423	55635	1645206
Dec-14	31.90	27.00	673	87937	2618631
Jan-15	72.25	30.80	1858	133434	7049567
Feb-15	56.00	31.25	1223	81006	3388048
Mar-15	39.45	31.40	593	43204	1541341

(g) There are no outstanding GDR's/ ADR's /Warrants or any Convertible instruments which would have any impact on the Equity.

(h) **Registrar & Transfer Agent: -**

Alankit Assignments Limited -RTA Division, Alankit Height 1E/13 Jhandelwala Extension New Delhi -110055, Tel: 91-114254 1234 Fax: 91 11 2794 7384 www.alankit.com/info@alankit.com.

(i) **Share Transfer System**

Transfer of shares / debentures is processed and registered within the stipulated time, provided all the documents are valid and complete in all respect. The matter is reviewed by the Board in its quarterly meetings.

The Company has appointed M/s Alankit Assignment Limited as its Registrar & Share Transfer Agent for both physical and Demat segment of equity shares.

(j) **Distribution of Shareholding & shareholding pattern**

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH 2015

No. of Shares Range	No. of Shareholders	% of Shareholders	Value of Shares Held	% of Shareholding
1 to 5,00	5644	93.97	620699	6.05
501 to 1,000	200	3.33	152339	1.49
1,001 to 2,000	97	1.62	142717	1.39
2,001 to 3,000	13	0.22	32527	0.32
3,001 to 4,000	14	0.23	48395	0.47
4,001 to 5,000	5	0.08	22472	0.22
5,001 to 10,000	12	0.20	85921	0.84
10,001 to 50,000	14	0.23	354069	3.45
50,001 to 100,000	1	0.02	57750	0.56
and above	6	0.10	8737861	85.21
Total	6006	100.00	10254750	100.00

SHAREHOLDING PATTERN AS ON 31ST MARCH 2015

Categories	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Shareholding
Promoters/ Directors & their relatives including associates Companies and Person acting in concert.	3	0.05	7540305	73.53
Banks/Financial Institutions/ Insurance Companies/Mutual Funds etc.	7	0.12	10476	0.10
NRI's and OCB's	15	0.25	4963	0.05
Other Bodies Corporate	95	1.58	1452494	14.16
Indian Public	5886	98.00	1246512	12.16
Total	6006	100.00	10254750	100.00

(k) Dematerialization of Shares
ISIN NO. INE 671C01016

97,07,825 shares of the Company are being held in Demat form as on 31st March 2015 with NSDL /CDSL.

(L) Corporate Identity Number (CIN)

Our Corporate Identity Number (CIN), allotted by **Ministry of Company Affairs**, Government of India is **L24302DL1973PLC189662**.

(m) Compliance officer

Mr. Virendra Kumar Garg

AGM Legal cum Company Secretary

M/s Sunil Healthcare Limited

(n) Factory Location: - 17/18 Old Industrial Area, Alwar-301001
(o) Address for Correspondence:-

Works: 17/18 Old Industrial Area, Alwar-301001

Regd off 38E/252A, Vijay Tower, Shahpurjat, New Delhi- 110049

R & T Agent- Alankit Assignments Limited -RTA Division, Alankit Height 1E/13 Jhandelwala Extension New Delhi -110055, Tel: 91-114254 1234 Fax: 91 11 2794 7384 www.alankit.com/info@alankit.com

Compliance Certificate;

The Company has obtained a Certificate from its Statutory Auditors regarding compliance of the conditions of Corporate governance, as stipulated in Clause 49 of the Listing Agreement, which together with this Report on Corporate Governance is annexed to the Directors' Report and shall be sent to all the members of the Company and the Stock Exchanges along with the Annual Report of the Company.

Brief resume of persons proposed to be Appoint / re-appointed as Director of the Company at the Annual general meeting

Name of Director & DIN	Dr. Lata Singh DIN- 06947846	Dr. Ranjeet Bannerji DIN-07010089
Date of Appointment , Birth & No. of share Held	13.08.2014/05.07.1937 And Nil	10.11.2014 and 11.02.2015/10.01.1954 and Nil
Qualification	PHD from I.I.T., Delhi and B.A. (Hons.), M.A. (Mathematics).	PHD, Nuffield, Oxford University MSc from London School of Economics- Post-Graduation in Economics from Delhi University
Nature of Experience	<p>Dr. Lata Singh is a retired IAS Officer and had hold Government office in Finance, Industries Petroleum & Chemicals, Medical & Health, and Science & Technology Department of Uttar Pradesh and Central government. Dr. Singh is a member of National Resource Group, Mahila Samakhya Ministry of Education, and Government of India</p>	<p>Dr. Ranjeet Bannerji was the Chief Secretary in the GoG at the time of retirement in January 2014 and his experienced included CEO GSDMA and i/c ACS (FIN) GoG, Director (PDR) IMF, Senior Advisor in International Monetary Fund, Joint Secretary (Fund-Bank, ADB, FII &Infra)-Department of Economic Affairs, Government of India, India's IMFC Deputy to the Finance Minister, India's G-20 Deputy, India's Deputy to the Development Council (DC), India's Representative at IDA-13, Joint Secretary (Plan Finance-1) in the Department of Expenditure, Government of India.2000 to 2002 looking after State Finance Reforms, VAT, power sector restructuring and reforms, Managing Director Gujarat Industrial Investment Company (GIIC)Ltd, Chairman Gujarat Venture Finance Ltd, MD Gujarat State Financial Corporation, Secretary (Economic Affairs) Deptt of Finance, Government of Gujarat, Specific Experience in the Infrastructure and Power Sector. Apart from the above, he also served as director of the various companies like, Kleinworth Perkins (personal capacity), Gujarat State Petrochemicals Ltd, Gujarat Heavy Chemicals Ltd, Gujarat Ambuja Cements, Gujarat Fluorocarbons Ltd, International Development Agency (IDA), IMF, Alternative, World Bank, ADB, IFAD, Bureau of International Settlements, Basle, Berkshire Hathaway, Gujarat Alkalis and Chemicals corporation, Gujarat States Fertilizer Company, GNFC, Gujarat Gas Pvt Ltd</p>
Directorship in other companies	Nil	NIL
Committee Chairmanship / Membership	Nil	Membership in Risk Management Committee of the Company

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of Sunil Healthcare Limited

We have examined the compliance of the conditions of Corporate Governance by M/s Sunil Healthcare Limited for the year ended 31st March 2015 as stipulated in Clause 49 of The Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied, in all material respects, with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For SINGHI & CO.

Chartered Accountants

Firm Reg. No.302049E

B.K. Sipani

Partner

Membership No.088926

Place: New Delhi

Date: 12th August, 2015

DECLARATION OF COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

To,

Sunil Healthcare Limited

38E/252-A, Vijay Tower, Shahpurjat

New Delhi-110049

The Company has framed a specific Code of Conduct for the members of the Board of Directors and Seniors Management Personnel of the Company pursuant to the Clause 49 of the Listing Agreement with the Stock Exchange to further strengthen corporate governance practice in the Company.

All the members of the Board and Senior Management Personal of the Company have affirmed due observance of the said Code of Conduct in so far it is applicable to them and there is no non-compliance thereof during the year ended 31st March, 2015.

Place: New Delhi

Date: 12th August, 2015

Anil Khaitan

Chairman cum Managing Director

DIN-00759951

CEO/CFO CERTIFICATION UNDER CLAUSE 49 (IX)

To,

The Board of Directors

Sunil Healthcare Limited

We have examined the compliance of conditions of Corporate Governance of Sunil Healthcare Limited, having its registered office at 38 E/ 252-A, Vijay Tower, Shahpurjat, New Delhi-110049 for the year ended 31st March 2015 as stipulated in Clause 49 of the Listing Agreement of the Said Company with Stock Exchange.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the officials of the Company, We hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement of the Company for the year ended 31st March 2015 and to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) To the best of our knowledge and belief, no transactions entered into by the company during the year 31st March 2015 are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps have been taken to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee that:-
 - (i) There are no significant changes in internal control over financial reporting during the year;
 - (ii) There are no Significant changes in accounting policies during the year and
 - (iii) There are no Instances of fraud /significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Sunil Healthcare Limited
Mr. Anil Khaitan
CMD
DIN- 00759951
Dated: 12th August, 2015

For Sunil Healthcare Limited
Mr. Pawan Rathi
CFO

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF SUNIL HEALTHCARE LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of Sunil Healthcare Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the financial statements).

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies' (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statements on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of written representations received from the directors as on 31st March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 17A(a) to the financial statements.
 - II. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - III. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For SINGHI & CO.
Chartered Accountants
Firm Reg. No.302049E

B.K. Sipani
Partner

Place: New Delhi
Date: 28th May, 2015

Membership No.088926

**Annexure referred to in paragraph 1 of our report of even date on the other legal and regulatory requirements
(Re:Sunil Healthcare Limited)**

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed Assets of the Company have been physically verified by the management during the year. In our opinion, the frequency of physical verification is reasonable having regard to size of the company and nature of its assets. No material discrepancies were noticed on such verification.
- (ii) (a) As explained to us inventories (except stock in-transit) were physically verified during the year by the management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanation given to us, the Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) The Company has not granted any loan to companies, firm or other parties covered in the register maintained under section 189 of the Companies' Act, 2013.

- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods. The companies do not provide any service. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company in respect of these areas.
- (v) The company has not received any deposit during the year, accordingly clause 3 (v) of the Order is not applicable.
- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) a. According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues including provident fund, employee's state insurance, income-tax, sales-tax, service tax, wealth tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues accrued in the books of account with the appropriate authorities except delay in some cases. There were no undisputed outstanding statutory dues as at year end for a period of more than six months from the date they became payable.
- b. According to the records of the Company there are no dues outstanding after adjusting payments made under protest, of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess on account of any dispute.
- c. The amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under have been transferred to such funds within time.
- (viii) The Company has no accumulated loss at the end of the financial year and it has not incurred any cash loss in the current and immediately preceding financial year.
- (ix) Based on our audit procedures and on the basis of information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to financial institutions and banks. The Company has no dues payable to Debenture holders.
- (x) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) According to the information and explanations given to us, term loans obtained were applied for the purpose for which loans were obtained.
- (xii) Based on our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practice in India and according to the information and explanations given to us, no fraud on or by the company has been noticed and reported during the year.

For SINGHI & CO.
Chartered Accountants
Firm Reg. No.302049E

B.K. Sipani
Partner
Membership No.088926

Place: New Delhi
Date: 28th May, 2015

**SUNIL HEALTHCARE LIMITED
BALANCE SHEET
As at 31st March 2015**

		Rs. in Lakhs	
	Notes No	As at 31/03/2015	As at 31/03/2014
<u>EQUITY AND LIABILITIES</u>			
Shareholders' Funds			
Share Capital	1	1,025.48	1,025.48
Reserves and Surplus	2	1,561.64	1,287.05
		2,587.12	2,312.53
Non-Current Liabilities			
Long-term Borrowings	3	570.30	380.39
Deferred Tax Liabilities (Net)	4	152.33	216.87
Long-term Provisions	5	94.16	59.35
		816.79	656.61
Current Liabilities			
Short-term Borrowings	6	1,703.52	1,451.29
Trade Payables	7	704.26	628.30
Other Current Liabilities	8	440.91	322.73
Short-term Provisions	5	101.22	194.25
		2,949.91	2,596.57
TOTAL		6,353.82	5,565.71
<u>ASSETS</u>			
Non-Current Assets			
Fixed Assets			
Tangible Assets	9	2,713.56	2,679.82
Intangible Assets	9	17.24	21.82
Capital Work-in-Progress		76.50	25.97
Long-term Loans and Advances	10	210.70	61.73
		3,018.00	2,789.34
Current Assets			
Current Investments	11	0.06	0.06
Inventories	12	956.25	774.79
Trade Receivables	13	1,978.03	1,689.74
Cash and Bank Balances	14	248.35	155.37
Short-term Loans and Advances	15	94.72	77.55
Other Current Assets	16	58.41	78.86
		3,335.82	2,776.37
TOTAL		6,353.82	5,565.71
Contingent Liabilities and Commitment	17		
Significant Accounting Policies and Other Notes on Accounts	27 to 29		

Notes 1 to 29 form an integral part of the Financial Statements

As per our Report Annexed

For SINGHI & CO.

Chartered Accountants

Firm Reg. No. 302049E

(B K SIPANI)

PARTNER

M. No. 088926

New Delhi

The 28th May 2015

Chairman Cum Managing Director

Directors

Chief Financial Officer

Agm -Legal Cum Company Secretary

For And On Behalf of Board Of Directors

Mr. Anil Khaitan

Mr. S N Balasubramanian

Mr. R.C. Khurana

Dr. Ranjeet Bannerji

Mr. R K Niyogi

Mr. B P Srinivasan

Dr. Lata Singh

Mr. Pawan Rathi

Mr. Virendra Garg

SUNIL HEALTHCARE LIMITED
STATEMENT OF PROFIT & LOSS
For the year ended on 31st March 2015

		Rs. in Lakhs	
	Notes	Year ended	Year ended
	No	31/03/2015	31/03/2014
REVENUES			
Net Revenue from Operations	18	7263.61	6,165.97
Other Income	19	96.06	52.49
Total Revenues (I)		7359.67	6,218.46
EXPENSES			
Cost of Materials Consumed	20	2264.58	1,920.04
Purchases of Stock in Trade		1010.55	273.44
Changes in Inventories of Finished goods, Work-in-progress and Stock-in-trade	21	(83.17)	(52.00)
Employee Benefits Expense	22	862.49	712.87
Finance Costs	23	245.62	247.67
Depreciation and Amortization	24	400.14	409.36
Other Expenses	25	2043.98	2,195.11
Total Expenses (II)		6744.19	5706.49
Profit before Tax	(I-II)	615.48	511.97
Tax Expenses:	26		
Current Tax		237.66	212.52
Deferred Tax		(20.19)	(28.56)
Profit for the year		398.01	328.01
Earnings per Equity Share of Rs. 10/-Per share			
Basic	29.4	3.88	3.20
Diluted		3.88	3.20
Significant Accounting Policies and Other Notes on Accounts	27 to 29		

Notes 18 to 28 form an integral part of the Financial Statements

As per our Report Annexed
For SINGHI & CO.

Chartered Accountants
Firm Reg. No. 302049E

(B K SIPANI)
PARTNER
M. No. 088926

New Delhi
The 28th May 2015

Chairman Cum Managing Director

Directors

Chief Financial Officer
Agm -Legal Cum Company Secretary

For And On Behalf of Board Of Directors

Mr. Anil Khaitan

Mr. S N Balasubramanian
Mr. R.C. Khurana
Dr. Ranjeet Bannerji
Mr. R K Niyogi
Mr. B P Srinivasan
Dr. Lata Singh

Mr. Pawan Rathi
Mr. Virendra Garg

SUNIL HEALTHCARE LIMITED
CASH FLOW STATEMENT

For the year ended 31st March 2015

Rs. in Lakhs

	Year ended 31/03/2015	Year ended 31/03/2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Tax	615.48	511.97
Adjustment for :		
Finance Costs	245.62	247.67
Depreciation and Amortization Expenses	400.14	409.36
(Profit)/Loss on Sales/Discarded of Fixed Assets	1.76	14.40
Interest Income	(13.78)	(10.37)
Operating profit before working capital changes	1249.22	1,173.03
Changes in working Capital:		
(Increase)/Decrease in Inventories	(181.46)	(8.25)
(Increase)/Decrease in Trade and other Receivables	(278.71)	(308.26)
(Increase)/Decrease Loan and advances	(19.41)	(15.84)
Increase /Decrease in Current Liabilities & Provision	141.58	65.23
Cash generation from Operation	911.22	905.91
Payment of Direct Taxes	(323.05)	(88.05)
Net Cash generated/ (used) - Operating Activities	588.17	817.86
B. CASH FLOW FROM INVESTMENT ACTIVITIES		
Purchase of Fixed Assets	(785.93)	(305.90)
Sale of Fixed Assets	5.07	11.34
Movement in Margin Money	(78.25)	10.59
Interest Received	11.23	12.51
Net Cash Generated/ (Used) - Investing Activities	(847.88)	(271.46)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Long-term Borrowings (Net)	362.49	(87.15)
Proceeds/ Repayment of Short-term Borrowings (Net)	160.53	(163.73)
Finance Cost Paid	(247.99)	(248.89)
Net Cash Generated/ (Used) - Financing Activities	275.03	(499.77)
Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)	15.32	46.63
Add : Opening Cash and Cash Equivalents	85.73	39.11
Closing Cash and Cash Equivalents	101.05	85.74
Components of Cash & Cash equivalents		
Cash in hand	3.46	2.57
Balances with Schedule Banks		
In Current Accounts	48.36	83.16
Unclaimed Dividend Accounts	1.18	1.77
Fixed and Call Deposits Accounts	195.35	67.87
	248.35	155.37
Less: Fixed Deposits considered in Investing Activity & Unclaimed		
dividend lying with Bank	147.30	69.64
	101.05	85.73

Notes: 1. The Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard (AS) 3 "Cash Flow Statement".

2. Figures have been regrouped / rearranged wherever necessary.

As per our Report Annexed

For SINGHI & CO.

Chartered Accountants

Firm Reg. No. 302049E

(B K SIPANI)

PARTNER

M. No. 088926

New Delhi

 The 28th May 2015

Chairman Cum Managing Director

Directors

Chief Financial Officer

Agm -Legal Cum Company Secretary

For And On Behalf of Board Of Directors

Mr. Anil Khaitan

Mr. S N Balasubramanian

Mr. R.C. Khurana

Dr. Ranjeet Bannerji

Mr. R K Niyogi

Mr. B P Srinivasan

Dr. Lata Singh

Mr. Pawan Rathi

Mr. Virendra Garg

SUNIL HEALTHCARE LIMITED
Notes to the Financial Statements

	As at 31-03-2015	Rs. in Lakhs As at 31-03-2014
1. Share Capital:		
A. Authorized, Issued, Subscribed and Paid-up Share Capital		
Authorized:		
10800000 (Previous year 10800000) Equity Shares of Rs. 10/-each	1,080.00	1,080.00
20000 (Previous year 20000) Redeemable Cumulative Preference Shares of Rs. 100/- each	20.00	20.00
	1,100.00	1,100.00
Issued :		
10254750 (Previous year 10254750) Equity Shares of Rs. 10/-each.	1,025.48	1,025.48
	1,025.48	1,025.48
Subscribed and Paid-up:		
10254750 (Previous year 10254750) Equity Shares of Rs. 10/- each fully paid-up	1,025.48	1,025.48
	1,025.48	1,025.48

B. Reconciliation of Shares outstanding at the beginning and at the end of year are given below:

	2014-15		2013-14	
	Numbers	Rs in Lakhs	Numbers	Rs in Lakhs
Equity Shares outstanding at the beginning of the year	1,02,54,750	1,025.48	1,02,54,750	1,025.48
Equity Shares outstanding at the end of the year	1,02,54,750	1,025.48	1,02,54,750	1,025.48

C. Terms/Right attached to equity shares

Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company the holder of equity share will be entitled to receive remaining assets of the Company after preferential distribution. The distribution will be in proportion to the number of equity shares held by the share holders. There is no restriction on distribution of dividends. However same is subject to the approval of the shareholders in the Annual General Meeting.

D. Number of Shares issued for consideration other than cash

	2014-15	2013-14	2012-13	2011-12	2010-11
- Bonus shares	-	-	-	9,32,250	4661250
	-	-	-	9,32,250	46,61,250

E. Detail of shareholder holding more than 5 percent shares of the Company as on reporting date are given below:

Name of shareholder	As at 31-03-2015		As at 31-03-2014	
	Numbers of Shares held	Percentage of Holding	Numbers of Shares held	Percentage of Holding
Mr. Anil Kumarr Khaitan	5942494	57.95%	5485444	53.49%
M/S Magnum Computer Private Limited	1327211	12.94%	1327211	12.94%
M/S SNK Executive Search Pvt Ltd (Formally Known as Kundan Financial Services Private Limited	543690	5.30%	531810	5.19%

SUNIL HEALTHCARE LIMITED
Notes to the Financial Statements

		Rs. in Lakhs	
		As at 31-03-2015	As at 31-03-2014
2	Reserves and Surplus:		
(i)	Capital Reserve		
	Balance as per last financial statements	15.17	15.17
		15.17	15.17
(ii)	Capital Redemption Reserve		
	Balance as per last financial statements	7.50	7.50
		7.50	7.50
(iii)	Revaluation of Fixed Assets Reserve		
	Balance as per last financial statements	33.61	35.00
	Less: Transfer to Statement of Profit & Loss	-	1.39
	Less.Reversal of Revaluation transfer to fixed assets (Note 9 (ii))	33.61	-
		-	33.61
(iv)	General Reserve		
	Balance as per last financial statements	250.40	250.40
	Less: Adjustment of carrying amount of fixed assets (after retaining the residual value),whose remaining useful life have been reassessed to be NIL as at April' 1st,2014 (Net of deferred tax of Rs.44.35)	89.81	-
		160.59	250.40
(v)	Surplus in Statement of Profit & Loss		
	Balance as per last financial statement	980.37	652.34
	Add: Profit for the year	398.01	328.03
		1,378.38	980.37
	Total Reserve and Surplus (i to v)	1,561.64	1,287.05

3 Long-term Borrowings

	Non-Current Portion		Current Maturities	
	As at		As at	
	31-03-2015	31-03-2014	31-03-2015	31-03-2014
Secured				
Term Loans From a Bank (a)	174.89	259.48	84.00	84.00
Vehicle Loan from Bank (b)	21.86	39.85	35.56	27.63
Vehicle Loans from other (c)	-	1.00	1.00	2.94
Loan from Bodies Corporate (d)	265.53	-	50.38	-
	462.28	300.33	170.94	114.57
Unsecured				
Loans from Chairman Cum Managing Directors (e)	-	-	-	5.40
Loan from Bodies Corporate (f)	108.02	80.06	71.86	41.95
	108.02	80.06	71.86	47.35
	570.30	380.39	242.80	161.92

- (a) Term Loans are Secured by specific Plant & Machineries and other immovable or movable fixed Assets, purchased against specific loan and carries interet rate of 14.70% p.a.(Previous year 14.70% p.a.) The same is also personally guaranteed by Chairman cum Managing director and a relative. Payment terms of Term loans of non-current portion is as follows:

SUNIL HEALTHCARE LIMITED
Notes to the Financial Statements

S. No.	Current Year			Previous Year		
	As at 31st March 2015	No. of Installments	Periodicity	As at 31st March 2014	No. of Installments	Periodicity
1	168.00	24	Monthly	252.00	36	Monthly
	6.89	1		7.48	1	
	174.89			259.48		

- (b) Vehicle loan from Banks are secured against hypothecation of specific vehicle acquired and carries interest rate of 9.75% to 11.25 % p.a.(Previous year 9.75% to 11.00% p.a.) Payment terms of non-current portion is as follows :-

S.No.	Current Year			Previous Year		
	As at 31st March 2015	No. of Installments	Periodicity	As at 31st March 2014	No. of Installments	Periodicity
1	10.83	9	Monthly	24.21	21	Monthly
2	-	-	Monthly	0.24	1	Monthly
3	1.24	1	Monthly	15.40	13	Monthly
4	1.93	16	Monthly	-		
5	7.86	13	Monthly	-		
	21.86			39.85		

- (c) Vehicle loan from other is secured against hypothecation of specific vehicle acquired and carries interest rate of nil (Previous year 6.61% p.a.). Payment terms of non-current portion is as follows :-

S. No.	Current Year			Previous Year		
	As at 31st March 2015	No. of Installments	Periodicity	As at 31st March 2014	No. of Installments	Periodicity
1	-	-		1	4	Monthly
	-			1		

- (d) Loan from Bodies Corporate are secured against hypothecation of specific assets acquired and carries interest rate of 13.10% to 13.95% p.a. Payment terms of non-current portion is as follows :-

S. No.	Current Year			Previous Year		
	As at 31st March 2015	No. of Installments	Periodicity	As at 31st March 2014	No. of Installments	Periodicity
1	80.89	51	Monthly	-	-	-
2	157.27	47	Monthly	-	-	-
3	27.37	54	Monthly	-	-	-
	265.53					

SUNIL HEALTHCARE LIMITED
Notes to the Financial Statements

(e) Loan from bodies corporate carries interest rate of 18.26% to 19.67% p.a. (Previous year 19.29% to 19.67% p.a.) and -payment terms of non-current portion are as follow :-

S. No.	Current Year			Previous Year		
	As at 31st March 2015	No. of Installments	Periodicity	As at 31st March 2014	No. of Installments	Periodicity
1	-	-	-	22.69	11	Monthly
2	18.49	12	Monthly	33.72	24	Monthly
3	11.79	10	Monthly	23.65	22	Monthly
4	32.77	12	Monthly	-	-	-
5	27.96	35	Monthly	-	-	-
6	17.01	15	Monthly	-	-	-
	108.02			80.06		

		Rs. in Lakh	
4	Deferred Tax Liabilities (Net)	As at 31-03-2015	As at 31-03-2014
	Deferred Tax Liabilities		
	Depreciation and Amortisation Expenses	201.10	245.43
		201.10	245.43
	Deferred Tax Assets		
	Provision for Employee Benefits Allowable on payment basis	48.77	28.56
		48.77	28.56
	Deferred Tax Liabilities (Net)	152.33	216.87

5	Provisions	Long-term		Short-term	
		As at 31-03-2015	As at 31-03-2014	As at 31-03-2015	As at 31-03-2014
	Employee Benefits #	94.16	59.35	53.35	47.56
	Provision for Current Tax (Net of Advance Tax)	-	-	47.87	146.69
		94.16	59.35	101.22	194.25

Refer Note No. 29.3

6	Short-term Borrowings		
	Secured		
	Loans repayable on demand		
	Cash Credit From Bank (a)	1,416.54	1,101.75
	from a body Corporate (b)	91.70	-
	Unsecured		
	Buyer's Credit from a Bank in Foreign Currency	195.28	349.54
		1,703.52	1,451.29

SUNIL HEALTHCARE LIMITED
Notes to the Financial Statements

- (a) Cash Credit is Secured by first charge by way of hypothecation on the entire stock of inventories, receivables, bills, and other chargeable current assets of the company (both present and future) and extension of first mortgage / hypothecation charge on the entire fixed assets of the company. The same is also personally guaranteed by Chairman cum Managing director and a relative.
- (b) Secured under Key Man Insurance Policy taken for Key Management Personnels in earlier years.

		Rs. in Lakhs	
		<u>As at</u>	<u>As at</u>
		<u>31-03-2015</u>	<u>31-03-2014</u>
7	Trade Payables		
	Payable to Micro, Small and Medium Enterprises (a)		
	Others (b)	704.26	628.30
		<u>704.26</u>	<u>628.30</u>

- (a) The Company has not received any intimation from its suppliers being registered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSME). Hence the necessary disclosure required under MSME-Act-2006 can not be made.
- (b) Trade payable includes acceptance Rs. 100.14 Lacs (Previous year Nil).

8 Other Current Liabilities

Current maturities of long-term debts	242.80	161.92
Interest accrued but not due on borrowings	0.60	2.97
Unpaid Dividends	1.18	1.78
Customers' Credit Balances and Advances against orders	42.16	30.79
Capital Liabilities	15.24	-
Liabilities for Employees	59.60	58.24
Statutory dues Payables	79.33	67.03
	<u>440.91</u>	<u>322.73</u>

SUNIL HEALTHCARE LIMITED
Notes to the Financial Statements

9 Fixed Assets												
A. Tangible Assets												
Description of Assets	Gross Block				Depreciation				Net Block			
	As at 31st March 2014	Additions/ Adjustments	Deduction/ Adjustments	As at 31st March 2015	Up to 31st March 2014	For the year	Deduction/ Adjustments	Up to 31st March 2015	As at 31st March 2015	As at 31st March 2014		
Leasehold Land	31.17		30.43	0.74	11.44	0.01	11.18	0.27	0.47	19.74		
Buildings	626.56	49.89	43.29	633.16	199.65	31.23	28.94	201.94	431.22	428.91		
Plant and Equipment	4,733.96	479.80	216.68	4,997.08	2,993.13	353.56	214.80	3,131.89	1,865.20	1,757.55		
Electric Installations	338.10	24.22	3.08	359.24	93.88	91.08	3.08	181.88	177.36	228.58		
Furniture and Fixtures and Improvement on Rented Premises	130.84	12.44	0.26	143.02	41.53	15.66	0.24	56.95	86.07	82.40		
Office Equipment	64.85	2.04	3.14	63.75	45.95	10.60	2.98	53.57	10.18	24.72		
Vehicles	193.19	35.49	11.46	217.22	53.27	27.58	6.69	74.16	143.06	139.92		
Tools & Dies	1.44			1.44	1.44	-		1.44	-	-		
Other Assets	-		-	-		-		-	-	-		
Previous Year	5,824.68	369.86	74.43	6,120.11	3,079.59	409.40	48.70	3,440.29	2,679.82	2,745.09		
B. Intangible Assets												
Description of Assets	Gross Block				Depreciation				Net Block			
	As at 31st March 2014	Additions/ Adjustments	Deduction/ Adjustments	As at 31st March 2015	Up to 31st March 2014	For the year	Deduction/ Adjustments	Up to 31st March 2015	As at 31st March 2015	As at 31st March 2014		
Software	18.54	-	-	18.54	16.77	1.05	-	17.82	0.72	1.77		
Software-SAP	21.15	-	-	21.15	1.10	3.53	-	4.63	16.52	20.05		
	39.69	-	-	39.69	17.87	* 4.58	-	22.45	17.24	21.82		
Previous Year	18.54	21.15	-	39.69	16.52	1.35	-	17.87	21.82	2.02		

* includes Rs 134.16 lakhs carrying amount of fixed assets (after retaining the residual value), whose remaining useful life have been reassessed to be nil as at April 1st 2014 has been adjusted with General Reserve.

Notes: (i) Vehicle Includes Rs 143.76 (Previous Year Rs 140.00) Under Finance Scheme

(ii) The Company has reversed balance amount of revaluation as on 1st April, 2014 on Leasehold Land Rs. 19.26, Buildings Rs. 14.35.

(iii) Gross block as on 01.04.2014 has been regrouped in line with the requirement of Schedule II to the Companies Act 2013.

SUNIL HEALTHCARE LIMITED
Notes to the Financial Statements

	As at	Rs. in Lakhs
	31-03-2015	As at
		31-03-2014
10 Long-term Loans and Advances:		
(Unsecured, considered good)		
Capital Advances	154.31	7.54
Security Deposits	55.87	53.15
Prepaid Expenses	0.52	1.04
	210.70	61.73
11 Current Investments		
(Valued at the lower of cost and fair value)		
Investments in Government Securities	0.06	0.06
(National Saving Certificates)	0.06	0.06
12 Inventories:		
(As taken ,valued and certified by the Management)		
(Valued at cost or Net Realisable value whichever is lower except		
Capsules Scrap at net realisable value)		
Raw Materials	158.87	187.25
Raw Materials in Transits	100.14	-
Work-in-Progress	101.49	78.68
Finished Goods	418.61	356.70
Capsules Scrap	1.97	3.52
Stores and Spares	175.17	148.64
	956.25	774.79
13 Trade Receivables:		
(Unsecured, Considered Good)		
Outstanding for a period exceeding six months (from the due date)	323.92	178.80
Outstanding for a period less than six months	1,654.11	1,510.94
	1,978.03	1,689.74
14 Cash and Bank Balances:		
Cash and Cash Equivalents		
Cash on hand	3.46	2.57
Balance with Banks:		
Current Accounts	48.36	83.16
Deposits against Guarantee/Margin (original maturity within 3 months)	49.23	-
	101.05	85.73
Other Balances		
Balance with Banks		
Earmarked Balances (Unpaid Dividend)	1.18	1.77
Deposits against Guarantee/Margin original maturity for more than 3 months		
but within 12 months	146.12	67.87
	147.30	69.64
	248.35	155.37

SUNIL HEALTHCARE LIMITED
Notes to the Financial Statements

		Rs. in Lakhs	
		As at	As at
		31-03-2015	31-03-2014
15	Short-term Loans and Advances		
	(Unsecured and considered good)		
	Prepaid Expenses	21.38	25.53
	Advance to Suppliers	20.81	21.19
	Excise Duty & Service Tax Receivable	39.03	20.39
	Others	13.50	10.44
		94.72	77.55
16	Other Current Assets		
	(Unsecured and considered good)		
	Accrued Export and Other Incentives	45.19	54.77
	Accrued Other Income	6.19	3.64
	Income Tax Refundable	6.17	19.59
	Income Tax paid under Protest	0.85	0.85
	Others	0.01	0.01
		58.41	78.86
17	Contingent Liabilities and Commitments		
	A. Contingent Liabilities		
	(a). Claims against the company not acknowledged as debt:		
	Demand for Octroi under disputes	8.47	8.47
	Income Tax and Wealth Tax	0.85	0.85
	(Paid under Protest Rs. 0.85 Previous year Rs. 0.85)		
	(b) Liability for Customs duty on capital Goods imported under EPCG Scheme, against which export obligation is to be fulfilled.	7.45	NIL
	(c) Liability for Customs duty on Raw Materials imported under Advance License, against which export obligation is to be fulfilled.	347.28	453.64
	B. Commitments		
	(a). Estimated amount of contracts remaining to be executed on capital account and not provided for	301.75	10.95
	"(Advances paid Rs. 154.31 Previous Year Rs. 7.54)"		
18	Revenue from Operations:		
		For the Year ended	
		31-03-2015	31-03-2014
	Sale of Products		
	Empty Hard Gelatin Capsules	6,504.09	6,104.35
	Traded Goods	1,077.22	277.54
	Other Operating Revenue		
	Export and Other Incentives	53.51	77.32
	Gross Revenue from Operations	7,634.82	6,459.21
	Less: Excise Duty	371.21	293.24
	Net Revenue from Operations	7,263.61	6,165.97

SUNIL HEALTHCARE LIMITED
Notes to the Financial Statements

		Rs. in Lakhs	
		For the Year ended	
		31-03-2015	31-03-2014
19	Other Income:		
	Interest Income	13.78	10.37
	Liabilities/ Provisions no longer required written back	23.51	34.40
	Gain on foreign currency transactions and translation (Net)	42.62	-
	Claim received	13.89	6.97
	Miscellaneous Receipts	2.26	0.75
		<u>96.06</u>	<u>52.49</u>
20	Cost of Materials Consumed:		
	Raw Material		
	Gelatin	2,163.00	1,837.79
	Colour & Chemical	104.78	82.25
		2,267.78	1,920.04
	Less: Transfer to Capital Work-in-Progress/Capitalised	3.20	-
		<u>2,264.58</u>	<u>1,920.04</u>
21	Changes in Inventories of Finished goods, Work-in-progress and Stock-in-trade		
	Opening Inventories		
	Work-in-Progress (EHG Capsules)	78.68	60.23
	Finished Goods	356.70	324.57
	Capsule Scrap	3.52	2.10
		<u>438.90</u>	<u>386.90</u>
	Less: Closing Inventories		
	Work-in-Progress (EHG Capsules)	101.49	78.68
	Finished Goods	418.61	356.70
	Capsule Scrap	1.97	3.52
		<u>522.07</u>	<u>438.90</u>
		<u>(83.17)</u>	<u>(52.00)</u>
22	Employee Benefits Expenses:		
	Salaries and Wages	706.94	593.85
	Contribution to Provident and other Funds	82.77	57.39
	Employee Welfare	72.92	61.63
		<u>862.63</u>	<u>712.87</u>
	Less: Transfer to Capital Work-in-Progress/Capitalised	0.14	-
		<u>862.49</u>	<u>712.87</u>
23	Finance Costs:		
	Interest Expenses	239.46	223.33
	Other Borrowing Costs	21.99	-
	Net (Gain) /Loss on foreign currency transactions and translation (considered as finance cost)	16.00	24.34
		<u>277.45</u>	<u>247.67</u>
	Less: Transfer to Capital Work-in-Progress/Capitalised	31.83	-
		<u>245.62</u>	<u>247.67</u>

SUNIL HEALTHCARE LIMITED
Notes to the Financial Statements

	Rs. in Lakhs	
	For the Year ended	
	31-03-2015	31-03-2014
24 Depreciation and Amortization Expenses:		
Depreciation and Amortization Expenses:	400.14	410.75
Less: Transfer from Revaluation of Fixed Assets Reserve	-	1.39
	400.14	409.36
25 Other Expenses:		
Consumption of Stores and Spares	29.50	47.93
Power and Fuel	483.84	517.70
Job Work charges	95.97	87.69
Packing Materials	130.00	120.81
Repairs to Buildings	14.87	23.06
Repairs to Machinery	259.33	295.81
Repairs to Others	23.02	25.63
Travelling & Conveyance including Directors' Travelling	147.12	124.34
Legal & Professional Charges	58.84	45.71
Rates and Taxes	4.91	4.92
Rent	42.54	43.48
Insurance	26.03	19.48
Auditors' Remuneration - (a)	3.95	2.25
Freight and Forwarding Expenses (Net)	405.85	383.66
Commission on Sales	16.36	38.91
Advances and Bad debts written off	29.02	46.25
Donation	0.87	0.10
Directors' Fees & Expenses	4.51	3.06
Loss on foreign currency transactions and translation (Net) (Other than considered as finance cost)	-	71.91
Loss on sale/Discarded of Fixed Assets	1.76	14.40
Increase/ Decrease of Excise Duty on closing stock	13.40	2.86
Miscellaneous Expenses	278.34	275.15
	2,070.03	2,195.11
Less: Transfer to Capital Work-in-Progress/Capitalised	26.05	-
	2,043.98	2,195.11
(a). Details of Auditors' Remuneration are as follows:		
Statutory Auditors:		
For Audit	1.50	1.20
For Tax Audit	0.45	0.30
For Quaterly Review	0.75	0.45
For Company Law matters	0.25	0.10
For Certificates	0.75	-
Reimbursement of expenses	0.25	0.20
	3.95	2.25

SUNIL HEALTHCARE LIMITED
Notes to the Financial Statements

	Rs. in Lakhs	
	For the Year ended	
	31-03-2015	31-03-2014
(b). Miscellaneous Expenses include :		
Postage, Telegram & Telephone Expenses	28.74	30.14
Bank Chages	39.69	70.88
Sales Promotion	52.07	31.99
CSR activities (including for Capital expenses of Rs.11.63)	11.63	-
Other Expenses	146.21	142.15
	<u>278.34</u>	<u>275.16</u>
26 Tax Expenses		
Current Tax		
Current Tax for the year	225.00	204.00
Tax relating to earlier years	12.66	8.52
	<u>237.66</u>	<u>212.52</u>
Deferred Tax		
Deferred Tax for the year	(20.19)	(28.56)
	<u>(20.19)</u>	<u>(28.56)</u>

SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES ON ACCOUNTS
27 Nature of Operation

The Company has manufacturing facility at Alwar (Rajasthan) for 8430 Million (Previous year 7700 Million) of Hard Gelatin Capsule Shells. Comapany is also doing Trading of Food items.

28 Significant Accounting Policies
a) Basis of Accounting

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards referred to section 133 and relevant provisions of the Companies Act 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention. All the Income and Expenditure are accounted on accrual basis except claims, being uncertainty in realization, are accounted for as and when realized/ settled. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

b) Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

c) Classification of Assets and Liabilities as Current and Non-Current

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, twelve months has been considered by the Company for the purpose of current/ non-current classification of assets and liabilities.

d) Fixed Assets:

"Fixed Assets are stated at their cost, less accumulated depreciation and impairment loss (if any). Cost includes

SUNIL HEALTHCARE LIMITED**Notes to the Financial Statements**

expenditure incurred in the acquisition and construction/installation and other related expenses, in respect of setting up of new projects, are also capitalised and included in costs. The carrying amount of assets are reviewed at each balance sheet date, if there is any indication of impairment based on internal / external factors, an impairment loss is recognised whenever the carrying amount of assets exceeds its recoverable amount. The recoverable amount is the greater of the asset's Net Selling Price and Value in Use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital."

e) Depreciation:

Depreciation on Building and Plant and Machinery have been charged on straight line method on the following economic useful life as determined by technical assessment and evaluation :

Buildings (all type)	60 years
Plant and Machinery	30 years

"In case of other assets, depreciation has been provided on straight line method on the economic useful life prescribed by schedule II to the Companies Act, 2013. Depreciation on additions due to machinery spares is provided retrospectively from the date the related assets are put to use. Depreciation on additions to or on disposal of assets is calculated on pro-rata basis. Leasehold land is amortised over the period of the lease. Improvement in rented premises and attached furniture etc. thereon is depreciated over the lease period. Depreciation of intangible assets is allocated on systematic basis over the best estimate of their useful life and accordingly softwares are amortised on straight line basis over the period of six year or license period which ever is lower."

f) Investments:

Long Term Investments are stated at cost. Diminution in value of investment is not provided wherever the diminution is temporary in nature. Current investment are carried at lower of cost and fair value

g) Inventories:

Inventories other than capsule scrap are valued at lower of cost or net realizable value. Stock of capsule scrap is valued at net realizable value. Cost is determined on FIFO basis and wherever required appropriate overheads are taken into account. Materials and other items held for use in the production of inventories are not written down below costs, if finished goods in which they will be incorporated are expected to be sold at or above cost. Excise Duty payable on finished goods lying within the factory premises is also considered in valuation of Finished Goods.

In view of substantially large number of items in work-in-progress, it is not feasible to maintain the status of movement of each item at shop floor on perpetual basis. The company, however, physically verifies such stocks at the end of every year and valuation is made on the basis of such physical verification.

h) Retirement Benefit

Year end liability in respect of Gratuity benefits to the Employees of the Company has been determined on the basis of actuarial valuation. Gratuity up to certain amount per employee is covered under an Irrevocable Gratuity Fund under the Group Gratuity cum Life Assurance Scheme of the Life Insurance Corporation of India. The contribution towards the premium of the policy paid to the fund is treated as revenue expenditure. Excess of liability determined as per actuarial valuation over the reimbursement from Gratuity Fund is provided in the accounts

Year end liability on account of unavailed leave has been provided in the accounts on actuarial basis.

i) Foreign Currency Transaction:**"Initial recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency prevailing on the date of the transaction.

Conversion

Foreign currency monetary items are translated in rupees at rates prevailing on the date of balance sheet.

SUNIL HEALTHCARE LIMITED**Notes to the Financial Statements****Exchange Difference**

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the year, are recognized as income or as expenses in the year in which they arise."

j) Sales and Services:

Sales are recognised when all significant risks and rewards of ownership are transferred to the customers and are net of returns, claims and discount etc.

k) Taxation:

Current tax is measured at the amount expected to be paid to the Revenue Authorities, using the applicable tax rates and laws. Deferred tax for timing differences between the book and taxable income for the year is accounted for using the tax rates and laws that have been enacted or substantively enacted as of the Balance Sheet date. Deferred tax assets arising from temporary timing differences are recognized to the extent there is reasonable certainty that the assets can be realized in future and the same is reviewed at each Balance Sheet date.

l) Borrowing costs:

Borrowing cost are recognised as expenses in the period in which they are incurred except for borrowings for acquisition of qualifying assets which are capitalised upto the date, the asset is ready for its intended use.

m) Operating Lease:

Assets acquired on leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals are expensed with reference to lease terms and other considerations.

n) Provisions:

Provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best management estimates.

o) Contingent Liabilities:

A disclosure is made for possible or present obligations that may but probably will not require outflow of resources or where a reliable estimate cannot be made, as a contingent liability in the financial statements.

p) Segment Reporting:

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Primary Segments are identified based on the nature of products and services, the different risks and returns and the internal business reporting system. Revenue, Expense, Assets and Liabilities, which relate to the Company as a whole and could not be allocated to segments on a reasonable basis, have been classified as unallocated. Secondary segment is identified based on geography by location of customers i.e. in India and outside India. Inter-segment revenue have been accounted for based on the transaction price agreed to between the segments, which is primarily market based.

q) Cash and Cash Equivalents:

Cash and cash equivalents in the balance sheet comprise cash at bank and on hand and short-term investments with an outstanding maturity of three months or less on reporting date.

29 Other Notes on Accounts

29.1 Some of the Trade Receivable , Payable, Borrowing and Loans & Advances are Subject to Confirmation

29.2 In the opinion of the management ,the Current Assets, Loans and Advances are approximately of the value stated,if realised in the ordinary course of business.

SUNIL HEALTHCARE LIMITED
Notes to the Financial Statements
29.3 Disclosure required by Accounting Standard (AS) 15 (Revised) on "Employee Benefits":

	2014-2015	2013-2014
A. Gratuity - Defined Benefit Scheme (based on actuarial valuation):		
(a). Change in Defined Benefit Obligations:		
Present value of Defined Benefit Obligations at the beginning of the year	102.34	93.49
Current Service Cost	10.38	7.89
Interest Cost	9.31	7.48
Actuarial Gain/ (Loss)	15.04	(1.12)
Benefits Paid	(6.04)	(5.40)
Present value of Defined Benefit Obligations at year end	131.03	102.34
(b). Change in Fair value of Plan Assets:		
Fair value of Plan Assets at the beginning of the year	66.37	54.82
Expected return on Plan assets	5.81	5.01
Actuarial Gain/ (Loss)	0.91	0.39
Contributions	12.05	11.55
Benefits Paid	(6.04)	(5.40)
Fair value of Plan Assets at the year end	79.10	66.37
(c). Amount recognised in Balance Sheet:		
Fair value of Plan Assets at the year end	(79.10)	(66.37)
Present value of Defined Benefit Obligations at year end	131.03	102.34
Amount recognised in Balance Sheet at year end	51.93	35.97
(d). Expenses recognised in Statement of Profit and Loss:		
Current Service Cost	10.38	7.89
Interest Cost	9.31	7.48
Actuarial Gain/ (Loss)	14.14	(1.51)
Expected return on Plan assets	(5.81)	(5.01)
Expenses recognised in Statement of Profit and Loss during the year	28.02	8.84
(e). Break-Up of the defined benefit obligations		
Funded	(79.10)	(66.37)
Unfunded	51.93	35.97
Total Obligation as at Balance Sheet date	(27.17)	(30.40)
(f). Investments details of Plan Assets for funded defined benefit obligations:		
Qualifying Insurance Policy	100%	100%
(g). Principal Actuarial Assumptions:		
Discount rate based on market yields available on Government bonds	7.80%	9.15%
Expected rate of return on assets	9.00%	8.75%
Service cost increases taking into account inflation, seniority, promotion and other relevant factors.	4.00%	4.00%

SUNIL HEALTHCARE LIMITED
Notes to the Financial Statements

(h) **Disclosure as required under Para 120(n):**

The amounts for the current and previous four periods in respect of gratuity are as follows

	2014-15	2013-14	2012-13	2011-12	2010-11
Present Value of defined benefit obligation	131.03	102.34	93.49	78.12	62.21
Fair value of plan assets	79.10	66.37	54.82	48.40	46.82
Surplus / (Deficit) in the plan	(51.93)	(35.97)	(38.67)	(29.72)	(15.39)
Experience adjustments on plan Liabilities Gain / (Loss)	15.04	(1.12)	10.23	16.89	8.42
Experience adjustments on plan assets Gain / (Loss)	0.91	0.39	-	-	-

The estimates of the future salary increases, considered in actuarial valuation, taken account of inflation, seniority, promotion and other relevant factors. Gratuity upto certain amount per employee is covered under an irrevocable Gratuity Fund under the Group Gratuity cum Life Assurance Scheme of the Life Insurance Corporation of India.

B. "Disclosure relating to Provident Funds

The Company recognised Rs. 42.66 (Previous year Rs. 37.95) for provident fund contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes. "

29.4 Earning per Share (EPS) of Rs. 10/- each

	Year ended	
	31/3/2015	31-03-2014
Profit for the year	398.01	328.01
Weighted average number of shares used in the calculation of EPS:	10254750	10254750
Face value of per share (in Rs.)	10.00	10.00
Basic and Diluted EPS	3.88	3.20

29.5 Related Party Disclosures:

Transactions for the year ended 31st March 2015		31st March 2015	31st March 2014
Mr. Anil Khaitan (Key Management Personal)			
1	Unsecured Loan Taken	-	14.18
2	Unsecured Loan Repayment	5.40	21.41
3	Salary and Allowances *	28.49	28.87
	Closing Balance Payable		
	Loan	-	5.40
	Salary and Allowances	2.39	3.14
Mrs. Sarita Khaitan (Wife of Key Management Personal)			
1	Lease rent paid	23.60	23.60
2	Salary & Allowance *	26.18	27.18
	Closing Balance Payable	0.76	0.74

SUNIL HEALTHCARE LIMITED
Notes to the Financial Statements

	Mr. Ishan Khaitan (Son of Key Management Personal)		
1	Salary & Allowance *	47.22	27.79
2	Closing Balance Payable	-	1.49
	Mr. Kahaan Khaitan (Son of Key Management Personal)		
1	Salary *	11.34	5.60
	Closing Balance Payable	-	0.46
	Mrs. Anchal Khaitan (Daughter -in- law of Key Management Personal)		
1	Salary & Allowance *	5.44	5.44
2	Closing Balance Payable	0.14	0.34
	Total	150.96	165.64

* Excluding Gratuity and Leave Encashment provision on actuarial basis.

29.6 Segment Informations

- a As of March 31, 2015, there are two business segments i.e. Empty Hard Gelatin Capsule and Marketing of Food Product. A description of the types of products by each reportable segment is as follows:
 Empty Hard Gelatin Capsule – the Company deals in manufactures of EHG Capsule Shells
 Marketing of Food Product includes trading activities carried out on high sea sales basis.
- b **Segment Reporting (by business segment):**
 The following table presents revenue and profit information regarding business segments for the years ended March 31, 2015 and March 31, 2014 and certain assets and liability information regarding business segments at March 31, 2015 and March 31, 2014.

Particulars	Empty Hard Gelatin Capsule		Marketing of Food Product		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Revenue						
Turnover (Net of Excise duty)	6,186.39	5,888.44	1,077.22	277.53	7,263.61	6,165.97
Results						
Segment results Profit/(Loss)	936.96	827.77	4.71	(5.52)	941.67	822.25
Unallocated Corporate (Income) (Net)					326.19	310.28
Profit before Tax					615.48	511.97
Current Income Tax					237.66	212.52
Deferred Tax (Charge)					(20.19)	(28.56)
Profit after Tax					398.01	328.01
Other Information						
Segment Assets	6,047.68	5,463.33	96.34	8.61	6,144.02	5,471.94

SUNIL HEALTHCARE LIMITED
Notes to the Financial Statements

Unallocated Corporate Assets					209.80	93.77
Total Assets					6,353.82	5,565.71
Segment Liabilities	1,043.63	887.76	2.96	2.31	1,046.59	890.07
Unallocated Corporate Liabilities					203.49	369.51
Borrowings					2,516.62	1,993.60
Total Liabilities					3,766.70	3,253.18
Capital Expenditure	654.41	-	-	-	654.41	-
Depreciation & Amortisation	400.13	409.35	0.01	0.01	400.14	409.36

c Segment Reporting (by Geographical demarcation):

- (a). The segment is based on geographical demarcation i.e. India and Rest of the World.
(b). The Company's revenue from external customers and information about its assets and others by geographical location are follows:

	2014-15			2013-14		
	India	Rest of World	Total	India	Rest of World	Total
Operating Revenue (Net)	4,146.33	3,117.28	7,263.61	2,986.39	3,179.58	6,165.97

The Company has common fixed assets in India for providing goods for domestic as well as overseas market except export debtors Rs. 848.77 (Previous year Rs. 780.27).

29.7
A. C.I.F. value of imports by the Company (Excluding imported items purchased locally):

	(Rs. in Lakh)	
	<u>2014-15</u>	<u>2013-14</u>
Raw Materials	596.15	912.20
Stores and Spares	10.09	11.35
Capital Goods	145.30	24.09
Traded Goods	948.13	206.78

B. Expenditure in foreign currency during the year:

Travelling Expenditure	14.67	35.94
Commission on Sales	14.14	35.03
Others	0.18	9.71

SUNIL HEALTHCARE LIMITED
Notes to the Financial Statements

- C. Value of Raw Materials, Coal and Fuel and Stores and Spares consumed during the year ended (including debited to other head of accounts)

	(Rs. in Lakh)			
	Amount		Percentage (%)	
	2014-15	2013-14	2014-15	2013-14
Raw Materials:				
Imported	541.42	902.80	23.87%	47.02%
Indigenous	1,726.36	1,017.24	76.13%	52.98%
	2,267.78	1,920.04	100%	100%
Stores and Spares				
Imported	2.87	12.87	0.02	8.65%
Indigenous	131.36	135.94	0.98	91.35%
	134.23	148.81	100%	100%

E. Earnings in Foreign Exchange:

Export of Goods on F.O.B. basis *	2014-15	2013-14
	2,836.10	2,920.58
Other Income	Nil	20.82

* excluding sale to SEZ units in Inda Rs. 1.89 (Previous year Rs. NIL) and Sales against Form 'H' Rs. 10.59 (Previous Year Rs. NIL).

29.8 a) Foreign currency exposure that are not hedged by derivative instruments or otherwise-

Particulars	As at 31.03.2015		As at 31.03.2014	
	In USD (in Lakhs)	In Equivalent Rs.	In USD (in Lakhs)	In Equivalent Rs.
Receivable	5.69	356.39	12.94	777.9
Payable	4.87	304.98	7.57	455.06
	In GBP (in Lakhs)	In Equivalent Rs.	In GBP (in Lakhs)	In Equivalent Rs.
Receivable	0	0	0.02	2.37

29.8 b) Outstanding forward cover contracts in respect of foreign currencies for hedging purposes are as follows:

Particulars	As at 31.03.2015		As at 31.03.2014	
	In USD (in Lakhs)	In Equivalent Rs.	In USD (in Lakhs)	In Equivalent Rs.
Receivable (Sell)	15.00	965.29	-	-

29.9 The previous year figure has been reclassified /regrouped to conform current year figures.

As per our Report Annexed
For SINGHI & CO.
Chartered Accountants
Firm Reg. No. 302049E

(B K SIPANI)
PARTNER
M. No. 088926

New Delhi
The 28th May 2015

For And On Behalf of Board Of Directors
Chairman Cum Managing Director

Directors

Chief Financial Officer
Agm -Legal Cum Company Secretary

Mr. Anil Khaitan
Mr. S N Balasubramanian
Mr. R.C. Khurana
Dr. Ranjeet Bannerji
Mr. R K Niyogi
Mr. B P Srinivasan
Dr. Lata Singh
Mr. Pawan Rathi
Mr. Virendra Garg

SUNIL HEALTHCARE LIMITED

Regd. Off; - 38E/252-A, Vijay Tower, Shahpurjat, New Delhi-110049, Tel;+91-11-49435555/00, Fax; +91-11-43850087
 Email: info@sunilhealthcare.com/ Website: www.sunilhealthcare.com, CIN-L24302DL1973PLC 189662

41st Annual General Meeting -26th September, 2015

ATTENDANCE SLIP

Venue of Meeting: - Modi Hall, Ground Floor, PHD Chamber of Commerce and, Industry PHD House, 4/2, SIRI Institutional Area, August Kranti, Marg New Delhi-110016

Day, Date & Time: - Saturday 26th September, 2015 at 3.00 PM

Please fill attendance slip and hand it over at the entrance of the meeting venue

Name	
Registered Address & Email Id :-	
Re. Folio No / Client ID no*	
D P ID No*	
No of Share held	

- I. *Applicable to all investors/ shareholders holding shares in Electronic Mode.
- II. I certify that I am the registered shareholders/proxy for the registered shareholder of the Company.
- III. I hereby record my presence at the 41st Annual General Meeting of the Members of the Company will be held at 3.00 p. m. on Saturday the 26.09.2015 at Modi Hall, Ground Floor, PHD Chamber of Commerce and, Industry PHD House, 4/2, SIRI Institutional Area, August Kranti, Marg New Delhi-110016

Member's / Proxy's Signature _____

Note:

1. Electronic copy of the Annual Report for 2015 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Annual Report for 2015 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email ids are not registered with the Company or have requested for a hard copy.

SUNIL HEALTHCARE LIMITED

Regd. Off; - 38E/252-A, Vijay Tower, Shahpurjat, New Delhi-110049, Tel;+91-11-49435555/00, Fax; +91-11-43850087
 Email: info@sunilhealthcare.com/ Website: www.sunilhealthcare.com, CIN-L24302DL1973PLC 189662

Form No. MGT 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of Companies (Management and Administration) Rules, 2014]

Venue of Meeting: - Modi Hall, Ground Floor, PHD Chamber of Commerce and, Industry PHD House, 4/2, SIRI Institutional Area, August Kranti, Marg New Delhi-110016

Day, Date & Time: - Saturday, 26th September, 2015 at 3.00 PM

Name	
Registered Address & Email Id :-	
Re. Folio No / Client ID no*	
D P ID No*	
No of Share held	

*Applicable for investors holding shares in Electronic form.

I/We _____ of _____ being a member/
members of Sunil Healthcare Limited hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the 41th Annual General Meeting of the Company to be held on 26th September, 2015 at 3.00 PM and at any adjournment thereof) in respect of such resolutions as are indicated below;

1. Name _____ Address _____
E mail id _____ signature _____ or falling him
2. Name _____ Address _____
E mail id _____ signature _____ or falling him

Sr. No	Resolution	Ordinary / Special	For	Against
	Ordinary Business			
1	To consider and adopt the Audited Financial statement of the Company for the financial year ended 31st March 2015 the Report of Board of Directors and Auditors thereon.	Ordinary		
2	To elect a Director in place of Dr. Lata Singh DIN (06947846") who retires by rotation at this Annual General Meeting and being eligible offers herself for re-election.	Ordinary		
3	To rectify appointment of Auditors and fix their remuneration from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the company.	Ordinary		
	Special Business			
4	Renewal of Remuneration of Mr. Anil Khaitan , Chairman cum managing Director	Ordinary		
5	Renewal of remuneration of Mr. Kahaan Khaitan Relative of CMD	Ordinary		
6	Appointment of Dr. Ranjeet Bannerji as an Independent Director	Ordinary		

This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution

Signed this _____ day on _____ 2015

Signature of Shareholders _____

Signature of Proxy holder(s) _____

Affix One Rupees Stamp

Notes:

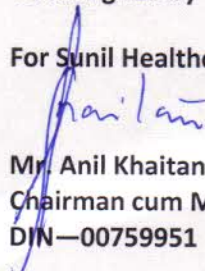
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than the 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. In case of joint holders, the signature of any holder will be sufficient, but name of all the joint holders should be stated.
4. For the Resolution, Explanatory Statement and notes, please refer to the Notice of 41th Annual General Meeting.
5. It is optional to put a "✓" in the appropriate column against the resolutions indicated in the Box. If you leave the For or Against column blank against any or all resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
7. Please complete all details including details of member(s) in the above box before submission.

(Pursuant to Clause 31 (a) of the Listing Agreement)

1	Name of the Company	M/s Sunil Healthcare Limited
2	Annual financial statements for the year ended	31 st March, 2015
3	Type of Audit Observation	Un-qualified
4	Frequency of observation	Not Applicable

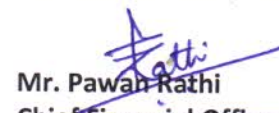
To be signed by

For Sunil Healthcare Limited




Mr. Anil Khaitan
Chairman cum Managing Director
DIN—00759951

For Sunil Healthcare Limited



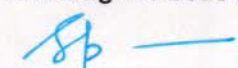
Mr. Pawan Rathi
Chief Financial Officer

For Sunil Healthcare Limited



Mr. R C Khurana
Chairman of Audit Committee

For SINGHI & CO.
Chartered Accountants
Firm Reg. No.302049E



B.K. Sipani
Partner
Membership No.088926

(Auditor of the company)
Dated:-

**Sunil Healthcare Limited**

Vijay Tower, 38E/252, - A, Shahpur Jat, Panchsheel Park Commercial Complex, New Delhi-110049
T: +91 11 49435555/00 F: +91 11 43850087 e-mail: info@sunilhealthcare.com Web.: www.sunilhealthcare.com
CIN No. L24302DL1973PLC189662