



SHL/SEC/
28th Sept, 2016

To,
The Manager
Bombay Stock Exchange Ltd
Dept. of Corporate Service
P J Towers, Dalal Street
Mumbai-400001

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

(Scrip Code; 537253)

Dear Sir,

Sub: Annual Report 2015-16

Please find enclosed Annual Report for the Financial Year 2015-16 as required under Regulation 34 of SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015 duly approved and adopted by the members of the Company in the Annual General Meeting was held on 28th September, 2016.

Please take and keep the above in your record and disseminate the same for the information of Investors.

Thanking You,
For Sunil Healthcare Limited

Virendra Garg
AGM Legal cum Company Secretary
Enclosed: - as above

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

42nd ANNUAL REPORT 2015-16



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

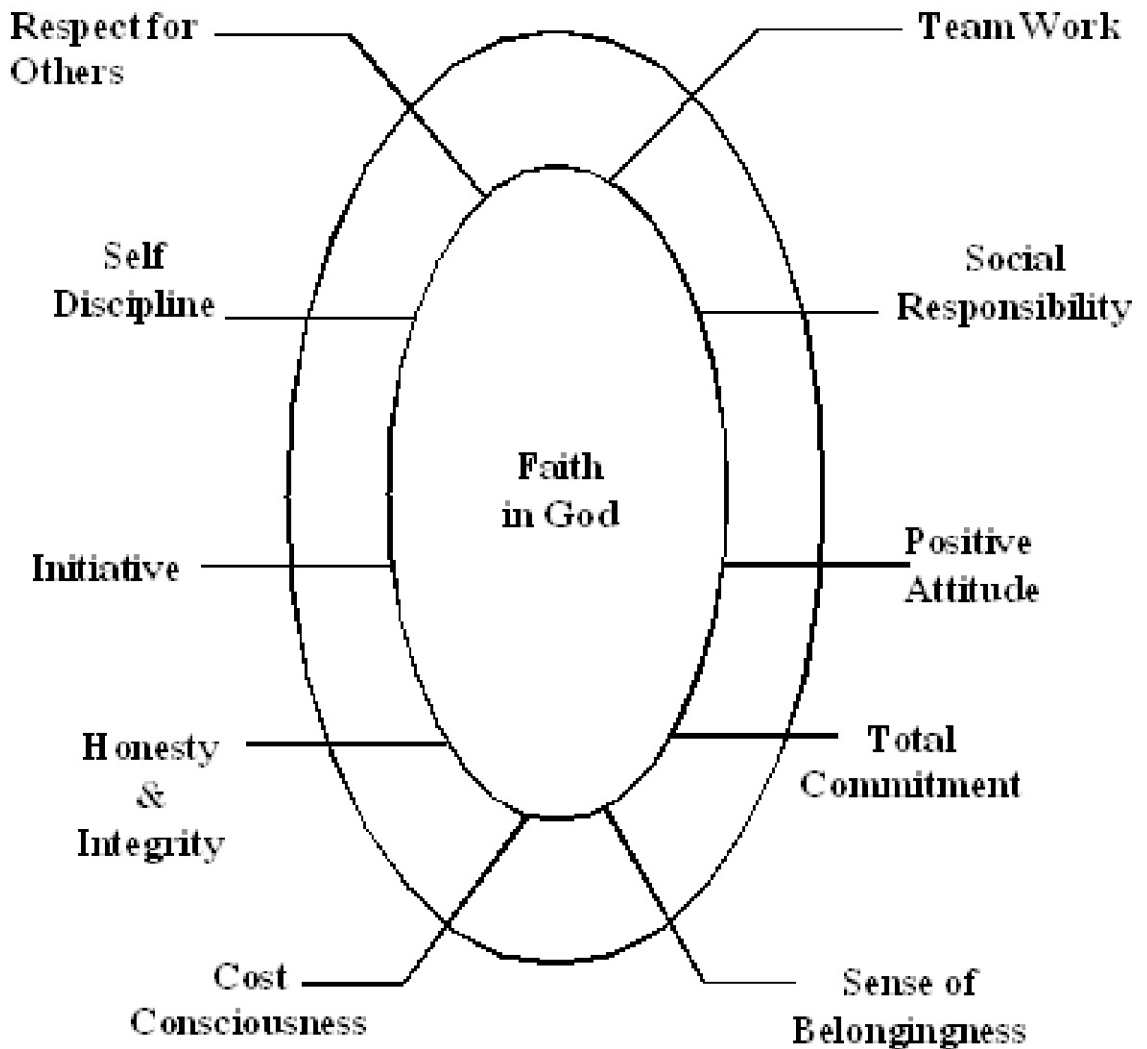
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Bankers		
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Parliament Stree , New Delhi India		
Registrar & Share Transfer Agent		
M/s Alankit Assignment Limited		
RTA Division		
Alankit Height 1E/13 Jhandelwala Extension		
New Delhi -110055,		
Tel: 91-114254 1234 Fax: 91 11 2794 7384		
Web ; -www.alankit.com,		
Email Id : info@alankit.com/ jksingla@alankit.com		



**Our beloved founder Chairman
Shri S.N. Khaitan
(1922-1999)**

'He Lives in the heart of tomorrow'

CORPORATE CULTURE



SUNIL HEALTHCARE LIMITED

Regd. Office: 38E/252-A, Vijay Tower, Shahpurjat, New Delhi-110049
CIN-L24302DL1973PLC189662/Email:- info@sunilhealthcare.com/Webiste: www.sunilhealthcare.com
Tel:+91-11-49435555/00, Fax; +91-11-43850087

NOTICE

Notice is hereby given that the 42nd Annual General Meeting of the Members of the Company will be held on Wednesday the 28th September 2016 at 3.00 P.M. 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 2016 the report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. B. P. Srinivasan DIN (02543837) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To ratify, the appointment of Auditors and to 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 ratification of appointment of M/s Singhi & Co., Chartered Accountants, New Delhi (Firm Registration No. 302049E), for the financial year 2016-17 who were appointed as the Auditors of the company in the Annual General Meeting held on 27.09.2014 to hold office until the conclusion of the Forty Third Annual General Meeting 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 if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), approval of the Shareholder of the Company 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 to Mr. Anil Khaitan, Chairman-cum-Managing Director (DIN-00759951) w.e.f from 1st April, 2016 to 31st March, 2017 as per following terms and conditions:-

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 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 provision of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with rules made thereunder, a documents as may be required to serve on any member by the company, under the provisions of Companies Act, 2013 by post or registered post or speed post or by courier at his address registered with the Depository Participant or by electronic means, the consent of members be and is hereby accorded to charge from such member the fee in advance equivalent to the estimated expenses of delivery of documents, pursuant to any request made by member for delivery of such documents to him, through a particular mode of service mentioned above."

"Further resolved that the purpose of giving effect to this resolution, the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matter and thing as may be necessary, proper or desirable or expedient to give effect to this resolution."

By the Order of the Board

Anil Khaitan
Chairman cum Managing Director
DIN-00759951
Place - New Delhi
Dated- 11th August, 2016

Reg. Office: .

38E/252A, Vijay Tower, Shahpurjat, New Delhi-110049
CIN No: L24302DL1973PLC189662
Phone No: +91-11-49435555/00 Fax no 011-43850087
Email ID: info@sunilhealthcare.com
Web; www.sunilhealthcare.com

Notes

1. 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.
2. A MEMBER ENTITLED 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.
3. The proxy form should however be deposited at the Registered Office of the Company not less than 48 hours before the commencement of meeting.
4. 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.
5. 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.
6. 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 Regulation 36 (3) SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015, are provided in this report as Annexure 2 to the notice.
7. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
8. 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.
9. The Register of Members and Share Transfer Books of the Company will remain close from 21st September, 2016 to 28th September, 2016 (both days inclusive)
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/info@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

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. The Notice of the Annual General Meeting along with Annual Report for the year ended 31st March, 2016 is being sent by electronic mode to those Members whose E-mail IDs are registered with the Company / Depositories, unless a Member has requested for a physical copy of the same. Physical copies of the Annual Report are being sent by the permitted mode to those Members who have not registered their E-mail IDs. The Annual Report for the year ended 31st March, 2016 and Notice convening Annual General Meeting is available on the Company's website www.sunilhealthcare.com
15. Route map of the Annual General Meeting Venue is annexed.
16. 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.
17. 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 2007-08 from time to time on due date to the Investor Education & Protection fund (The IEPF) established by the Central Government. Dividend for the financial year ended March, 31, 2009 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 and unpaid dividends are mention as per Annexure 1. 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.
18. **Voting through electronic means:**
 - a. In compliance with provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (Including any statutory notification (s) or re-enactment thereof for the time being in force) and provision of Regulation 44 of SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 42nd 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 Annual General Meeting ("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 will commence at 10 A.M. on Sunday the 25th September, 2016 and will end at 5 P.M. on Tuesday the 27th September, 2016. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on cut-off date i.e 21st September, 2016, 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.nsdl.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'.

Remote 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 downloads section of www.evoting.nsdl.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 21st September, 2016.

- 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. 21st September, 2016 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.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990
- l. 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 Annual General Meeting 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 Annual General Meeting , at the end of discussion on the resolution on which voting is to be held , allow voting with the assistance of Scrutinizer, by use of ballot paper for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e voting facility.
- o. The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting, 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 than forty eight hours of the conclusion of the Annual General meeting , 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.

Annexure to the Notice

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

Item No. 4

Information pursuant to 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 10930 Million Capsules per annum. Operations of the company for the last three years are as under:

(₹in Lakh)

Particulars	For Year 2013 -14	For Year 2014 -15	For Year 2015 -16
Net Revenue from Operation	6165.97	7263.61	8162.37
Profit before Tax (After exceptional items)	511.97	615.48	803.05
EPS (after exceptional items) (In Rs.)	3.20	3.88	5.10
Export Sales (FOB)	2941.40	2836.10	2576.15

Mr. Anil Khaitan, Chairman cum Managing Director of the Company, attended Vincent High School, Mussoorie and thereafter completed his B.Com Degree and joined family business in 1976. He qualified his MBA from IMI, Geneva in the year 1981. Mr. Khaitan has diversified business experience more than 39 years relating to Jute Industry, Paper Industry, Pharmaceutical Industry, Copper & Steel Industry, apart from our International Operations. He hold various office like Vice President, PHD CCI, Member of WPO, Institutional member of AIMA & DMA etc.

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

At the AGM held on, 16th July, 2012, Mr. Anil Khaitan, was re-appointed as Chairman Cum Managing Director of the Company for a period of five years starting from 1st August, 2012 to 31st July, 2017 at a remuneration of Rs. 1,19,175/- as a monthly remuneration plus perquisites as applicable as per the rules of the Company and the remuneration is subject to annual review. The Nomination and Remuneration Committee of the company has approved the remuneration of Rs. 1,19,175/- as a monthly remuneration plus perquisites as applicable as per the rules of the Company to Mr. Anil Khaitan and recommended 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) approve the said remuneration to him for the period starting from 1st April, 2016 to 31st March, 2017 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. Your director recommend the resolution for your approval. None of the director, key managerial personnel of the company and their relatives except Mr. Anil Khaitan and his relative is concerned or interested in the resolution.

Interest of Directors

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

Item no -5

As per provision of sub-section (2) of section 20 of the Companies Act, 2013, a member of the Company may request for serving of any document through a particular mode i.e. by post or by registered post or by speed post or by courier at his address registered with the Depository Participant or by electronics means, for which the member shall pay such fees as may be determined by the Company in its Annual General Meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destinations etc. it is therefore proposed the estimated expenses born by the Company for such dispatch will be paid in advance by member of the Company. Accordingly, the Ordinary Resolution seeking approval of members for serving of documents in set of forth in the Item no. 5 of the Notice.

None of Directors Key Managerial Personnel and relative thereof has any concern or interest or financial or otherwise in the resolution.

ANNEXURE: 1

Information in respect of unclaimed and unpaid dividends declared for year 2008-09 are as under:

S.N.	Financial Year	Date of Declaration of the Dividend	Last date for the Claiming of Unpaid Dividend
1	31.03.2009	29.09.2009	28.09.2016

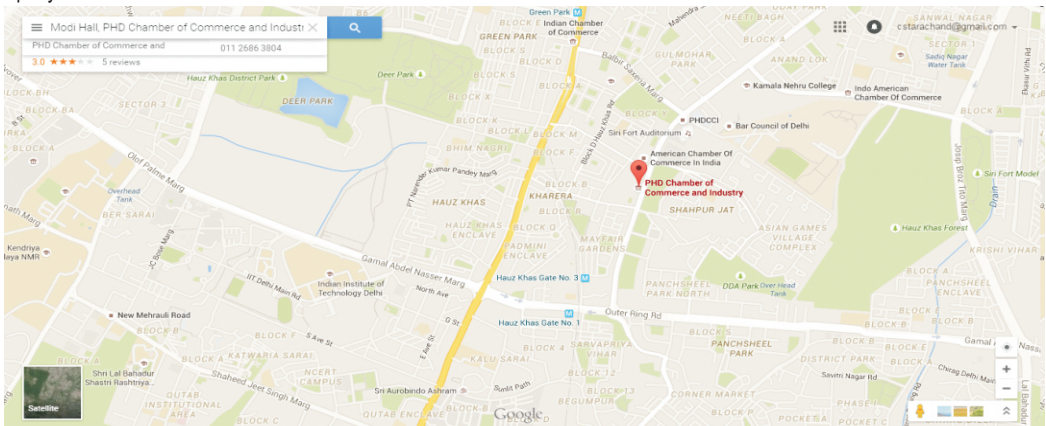
ANNEXURE: 2

Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015

Name of Director	Mr. B P Srinivasan
DIN	02543837
Date of Birth	26.08.1948
Date of Appointment	31.01.2009
No. of share Held in the company	NIL
Qualification	Ph. D, M.Sc and B. Pharma
Brief Resume and Nature of Experience	Mr. Srinivasan has a vast experience of in teaching and research. He is a Professor of Pharmacology in Delhi Institute of Pharmaceutical Sciences and Research. He has served as Professor and Research Officer in various reputed institutions and is an author of various publications on Pharmacology and a lecturer at seminars.
Directorships held in other public Companies [excluding foreign and private Companies]	Nil
Memberships / Chairmanships of Audit & Stakeholders Relationship Committees of other Public Companies	Nil
Inter-se relationship with other Directors	No relation with other director

Route Map of the Annual General Meeting

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:



By the Order of the Board

Anil Khaitan
 Chairman cum Managing Director
 DIN-00759951
 Place - New Delhi
 Dated- 11th August, 2016

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

**TO THE MEMBERS OF
SUNIL HEALTHCARE LIMITED**

Your Directors have great pleasure in presenting the 42nd Annual Report on the business and operations together with the audited statement of accounts of your Company for the year ended 31st March 2016.

(Rs. in Lacs)

	2015-16	2014-15
Net Revenue from Operation	8162.37	7263.61
Other Income	132.55	96.06
Total Revenue	8294.92	7359.67
Total Expenditure (Excluding Depreciations & Interest)	6728.62	6098.42
Profit before depreciation and Finance Cost	1566.30	1261.25
Finance Cost	381.30	245.62
Depreciation	381.95	400.14
Profit before tax	803.05	615.49
Less: - Tax Expenses Net	280.53	217.47
Profit after Tax	522.52	398.02
Earning Per Shares	5.10	3.88

OPERATIONS AND STATE OF COMPANY AFFAIRS:

During the F.Y. 2015-16 the performance of Company has improved in all aspect. Gross Revenue from Operation is Rs. 8688.53 Lakhs in 2015-16 against Rs. 7634.82 Lakhs in the F.Y. 2014-15. Net Revenue increased by 12.37%, EBITDA increased by 24.19%, Profit before Tax increased by 30.57 % and Profit after Tax increased by 31.16%. 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 that your company has decided to increase the production capacity of manufacturing of Empty Hard Gelatin Capsule from 10 billion to 11 billion (appox) p.a. in the financial year 2016-17 within the existing infrastructure of land and other utilities thereby, achieving economies of scale.

Awards / Recognitions

1. **“BUSINESS EXCELLENCE AWARD IN 2015:-** It gives us immense pleasure in sharing with you that your Company has been awarded the prestigious “Business Excellence Award 2015 for Excellence in Manufacturing, Research & Distribution for Empty Hard Gelatine Capsules “in “Indian Pharma Expo” held on 24th-25th October 2015.
2. **BEST USE OF SIX SIGMA IN HEALTHCARE AWARD:-** It is with great pleasure to inform you that that your company has been awarded “The Best Use of Six Sigma in Healthcare” by ABP news channel at Healthcare Leadership Awards on 26th November 2015 at Taj Lands' End, Mumbai.
3. **ONE STAR EXPORT HOUSE CERTIFICATE :-** Directors of the company are pleased to informe you that your company has being recognized as 'One Star Export house' by the Directorate General of Foreign Trade in accordance with the provisions of Foreign Trade Policy 2015-20 with effect from 17-02-2016 which is valid for five years.

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 March 31, 2016.

SHARE CAPITAL

The paid up Equity Share Capital of the company as on March 31, 2016 was Rs. 10,25,47,500. During the year under review the Company has neither issued any shares nor granted any stock options.

CREDIT RATING

Directors of the Company are pleased to inform you that ICRA has reaffirmed the long-term rating at [ICRA]BBB (pronounced as ICRA triple B) and the short term rating at [ICRA]A3+ (pronounced as ICRA A three plus).

DIRECTORS AND KEY MANAGERIAL PERSONNEL:**CESSATION****RANJEET BANNERJI**

The Board of Directors of the Company on behalf of SHL family expressed their deep sorrow for the untimely death of Dr. Ranjeet Bannerji on 05.03.2016. The Board Members also expressed their appreciation of the valuable contribution made by Dr. Ranjeet Bannerji towards the operation & growth of the Company in the capacity as an Independent Director of the Company.

RAJAT KUMAR NIYOGI

Mr. Rajat Kumar Niyogi Director was associated with the Company from the year 2007 and has played a vital role in the growth of the Company. However, owing to his personal reason, he expressed to the Board that he shall not be in a position to devote his full time to manage the affairs of the Company and hence resigned from the position of Director of the Company w.e.f. 15th June, 2016. The Board placed its appreciation for valuable contributions made by him during his long association as a Board Member with the Company.

B. P. SRINIVASAN

Pursuant to the provisions of Section 152 of Companies Act 2013, Mr. B. P. Srinivasan, Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for the re-appointment. The Board recommends his re-appointment.

As required under the provisions of SEBI (LODR) Regulations, 2015 and the Companies Act, 2013, brief profile and other details of Directors being appointed /re-appointed are provided in the Notice of Annual General Meeting

DECLARATION BY INDEPENDENT DIRECTORS

All independent directors have given declaration that they meet the criteria of independence as laid down under Section 149(7) of the Companies Act, 2013 and Regulation 16 and 25 of SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015.

NUMBER OF MEETING OF BOARD OF DIRECTORS

During the Financial Year 2015-16, the Board of Directors met out four times on 28.05.2015, 12.08.2015, 06.11.2015 and 06.02.2016. The details of attendance of each director at the Board Meeting are provided in the Corporate Governance Report.

MEETING AND COMPOSITION OF COMMITTEES OF THE BOARD

The details of meetings, composition and attendance of each member of the committee at the committee meetings are provided in the Corporate Governance Report.

WHOLLY OWNED SUBSIDIARY IN USA

Director of the company are glad to inform you that to foray into the US market, Sunil Healthcare Ltd has set up its Wholly Owned Subsidiary in the United States of America by the name of "Sunil Healthcare North America LLC" on 26th July, 2016 as per Certificate of Formation.

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 Annual General Meeting held on 27.09.2014 to hold office until the conclusion of the Forty Third Annual General Meeting of the

Company to be held in the year 2017 subject to ratification by members at every consequent Annual General Meeting. Therefore, as per Section 139 of Companies Act, 2013, the appointment of M/s Singhi & Co., Chartered Accountants for the period from conclusion of ensuring Annual General Meeting till the conclusion of Next Annual General Meeting is required to be ratified by the members of the Company. 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 139 and 141 of the Companies Act, 2013.

The Auditors' Report on standalone and consolidated financial statements forms part of the Annual Report. The Auditors' Report does not contain any qualifications, reservations, adverse remarks, disclaimer or emphasis of matter. Notes to the Financial Statements are self-explanatory and do not call for any further comments.

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, 2016 is annexed herewith and marked as **Annexure A** to this Report. The Secretarial Audit Report does not contain any qualification, reservation, disclaimer or adverse remark. The Board has re-appointed M/s JAKS & Associates, Practicing Company Secretary, as Secretarial Auditor of the Company for the financial year 2016-17.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith and marked as **Annexure B**.

FRAUD REPORTING

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

CORPORATE GOVERNANCE

In terms of Regulation 34 and other applicable regulation of SEBI (LODR) Regulations, 2015, a report on Corporate Governance along with Statutory Auditors' Certificate confirming its compliance with the corporate governance requirement are appended to this report.

PARTICULAR OF RELATED PARTY TRANSACTIONS

During the year under review, no related party transaction as referred under Section 188 of the Companies Act, 2013 were entered except the transaction on an arm's length basis and in the ordinary course of business. Particulars of all such contracts and arrangements with related parties are given in the prescribed Form AOC-2 as appended as **Annexure C** to this Report. There was no related party transaction which is in conflict with the interest of the Company. The policy on the Related Party Transaction are available on the website of the company ie www.sunilhealthcare.com

PARTICULARS OF EMPLOYEES:

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of Companies Act, 2013 and Rule 5(1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been appended as **Annexure D** to this Report.

Having regard to the provisions of the first proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

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.

RISK MANAGEMENT

The Regulation 21 (5) of the SEBI (Listing Obligation & Disclosure Requirement), Regulation, 2015, relating to constitution of Risk Management Committee is not applicable on the company but the company has already constituted a Risk Management Committee In

accordance with the erstwhile Listing Agreement. The Company has in place Risk Management System which takes care of risk identification, assessment and mitigation. There are no risks which in the opinion of the Board threaten the existence of the Company. Risk factors and its mitigation are covered extensively in the Management Discussion and Analysis Report forming part of this Board's Report.

CORPORATE SOCIAL RESPONSIBILITY

Although the provision of Section 135 of the Companies Act 2013 are not applicable on the company in the financial year 2015-16 but the company has decided to be pro-active in its CSR Activities and had constituted the CSR committee and made the CSR policy in 2014-15 for sanitation work which is the need of the hour and the vision of the Government of India to clean and healthy environment for healthy life of the people of the India particularly for the person who are living below the poverty line as well as the needy girls School of India. The Company's CSR initiatives involve to build-up the toilet in the surrounding area of District of Alwar, Rajasthan under Sanitation Activities specifically in the girls' schools. The CSR project shall be known as "Humara Swacch Sauchalaya." The composition of the details are mentioned in the Corporate Governance Report which is part of this Annual Report.

The company had spent of Rs. 4,86,911/- in the Financial Year 2015-16 which was Approx 1.07 % of the average net profit of last three preceding financial years. The CSR policy of the Company is available on website of the company ie www.sunilhealthcare.com.

In addition, as a part of the ongoing CSR Activities to the benefit of society, the company has spent of Rs. 2.04 Lakh on donation for School Education activities, Rs. 1.80 Lakh on donation for Old Age Home and Rs. 1.80 Lakh on donation for medicines which were not covered under the CSR Policy of the Company. Further it was decided by the committee and approved by the Board of Directors that approx Rs. 13 Lakh to be spent in the financial year 2016-17 on account of CSR Activities of the Company.

WHISTLE BLOWER POLICY/ VISIL MECHANISM

The Directors of the Company are please to inform to you 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 i e www.sunilhealthcare.com.

PREVENTION OF SEXUAL HARASSMENT OF THE EMPLOYEE AT WORK PLACE:

The Directors of the Company are pleased to inform to you that during the year no complaint has been received by the company. 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.

PERFORMANCE EVALUATION OF DIRECTORS

The Nomination and Remuneration Committee of the Company has laid down the criteria of performance evaluation of the Board of Directors including Independent Directors. Pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of the entire Board, Committees and all the Directors based on the said criteria as laid down by the Nomination and Remuneration Committee.

INDEPENDENT DIRECTOR'S MEETING

During the year under review, one meeting of the Independent Directors of your Company was held on 15.03.2016 without the presence of any member of Management. The Meeting are conducted in an informal and flexible manner to enable the Independent Directors to discuss matters pertaining to, inter alia, review of performance of Non-Independent Directors and the Board as a whole, review the performance of

the Chairman of the Company (taking into account the views of the Executive and Non-Executive Directors), review the performance of the Company, assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

INTERNAL FINANCIAL CONTROLS WITH RESPECT TO THE FINANCIAL STATEMENTS

The Company maintains adequate internal control system and procedures commensurate with its size and nature of operations. The internal control systems are designed to provide a reasonable assurance over reliability in financial reporting, ensure appropriate authorisation of transactions, safeguarding the assets of the Company and prevent misuse/ losses and legal compliances.

The internal control system includes a well-defined delegation of authority and a comprehensive Management Information System coupled with quarterly reviews of operational and financial performance, a well-structured budgeting process with regular monitoring of expenses and Internal audit. The Internal Audit reports are periodically reviewed by the management and the Audit Committee and necessary improvements are undertaken, if required.

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.

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.

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 31.03.2016 and the date of report 11th August 2016.

CHANGE OF REGISTRAR AND SHARE TRANSFER AGENT

We are pleased to inform to you that during the year the Board of Directors of the company has appointed M/s Alankit Assignment Limited as a Registrar and Share Transfer Agent of the Company in place of M/s MCS Limited 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.

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 2007-08 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, 2009 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 2008-09

S.N.	Financial Year	Date of Declaration of the Dividend	Last date for the Claiming of Unpaid Dividend
1	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 Provision of Regulation 34 of SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015 and in compliance of the provision of Companies Act -2013 a Management Discussion and Analysis Report is appended to this report.

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 financial year under review:

- I. Issue of equity shares with differential rights as to dividend, voting or otherwise.
- II. Cost Audit
- III. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.
- IV. 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.
- V. No amount has been transferred to General Reserves during the year.
- VI. There is no change in the nature of business of the company.

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 statues, 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.

By the Order of the Board

Anil Khaitan
Chairman cum Managing Director
DIN-00759951
Place - New Delhi
Dated- 11th August, 2016

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, 2016

[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, 2016** 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, 2016 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; (repealed w.e.f. 15th May, 2015)
 - (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.
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the Company during the Audit Period**);
 - (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 - (j) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.
- (vi) The 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 (Notified w.e.f. 01.07.2015)
- (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.

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.

All the decisions were taken through majority in the meetings and no dissenting views were observed in 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 the company was applied for the delisting of its Equity Shares from the Jaipur Stock Exchange, Delhi Stock Exchange and Calcutta Stock Exchange in previous financial year which is also mentioned in the previous report, 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 4 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.

**FOR JAKS & ASSOCIATES
Practicing Company Secretaries**

**Place: J A I P U R
Date: 08.08.2016**

**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: 08.08.2016

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 31.03.2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
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 Id:- 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	24295	88.31%							
2	Marketing of food Product	1513	11.69%							
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	NOT APPLICABLE									
2										
3										
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	6213094	0	6213094	60.59	6213094	0	6213094	60.59	0.00
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):-	7540305	0	7540305	73.53	7540305	0	7540305	73.53	0.00

	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	0.00
	Total shareholding of Promoter (A) = (A)(1)+(A)(2)	7540305	0	7540305	73.53	7540305	0	7540305	73.53	0.00
	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	1451119	1375	1452494	14.16	815494	1375	816869	7.97	-6.20
	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	530760	505725	1036485	10.11	790858	486770	1277628	12.46	2.35
	ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	179937	30090	210027	2.05	545875	30090	575965	5.62	3.57
c	Others (Specify) Non Residential Individual	4963	0	4963	0.05	33507	0	33507	0.33	0.28
	Sub-Total (B) (2):-	2166779	537190	2703969	26.37	2185734	518235	2703969	26.37	0.00

		Total Public Shareholding (B)=(B)(1)+ (B)(2)	2167520	546925	2714445	26.47	2186475	527970	2714445	26.47	0.00
		C) Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0.00
		Grand Total (A+B+C)	9707825	546925	10254750	100.00	9726780	527970	10254750	100.00	0.00
	II	Shareholding of Promoters									
SL NO	Shareholders'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	5942494	57.95	0	5942494	57.95	0	0			
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	7540305	73.53	0	7540305	73.53	0	0			

III	Change in Promoters' Shareholding (please specify, if there is no change)Shareholding at the			
Sl. No	beginning of the year/ End of the year		Camulative 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		7540305	73.53
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat etc.)		nil	nil
	At the End of the year		7540305	73.53
Note: There are no change in the total promoters shareholding between 01.04.2015 to 31.03.2016.				

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	Camulative 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	543690	5.30	01.04.2015	Nil movement during the year		543690	5.30	
		543690	5.302	31.03.2016					
2	M/s Magadh Traders Limited	379170	3.698	01.04.2015					
				11.09.2015	-21119	Sale	358051	3.492	
				18.09.2015	-5000	Sale	353051	3.443	
				25.09.2015	-27000	Sale	326051	3.180	
				30.09.2015	-16129	Sale	309922	3.022	
				09.10.2015	-37071	Sale	272851	2.661	
				16.10.2015	-47785	Sale	225066	2.195	
				06.11.2015	-12000	Sale	213066	2.078	
				18.12.2015	-40000	Sale	173066	1.688	
				31.12.2015	-15000	Sale	158066	1.541	
				01.01.2016	10000	Purchase	168066	1.639	
				08.01.2016	-10000	sale	158066	1.541	
		158066	1.541	31.03.2016					
3	KANCHAN SUNIL SINGHANIA	0	0.000	01.04.2015					
				18.09.2015	102592	Purchase	102592	1.000	
				25.09.2015	191937	Purchase	294529	2.872	
		294529	2.872	31.03.2016					
4	JAPAN MAHESH VYAS	0	0.000	01.04.2015					
				11.09.2015	110000	Purchase	110000	1.073	
				31.12.2015	-5000	Sale	105000	1.024	
				01.01.2016	5000	Purchase	110000	1.073	
				08.01.2016	-5000	Sale	105000	1.024	
		105000	1.024	31.03.2016					

	5	ESQUIRE ENGINEERING LTD.	274696	2.679	01.04.2015				
					18.09.2015	-274696	Sale	0	0.000
			0	0.000	31.03.2016				
	6	AMIT COMMERCIAL CO LTD	57750	0.563	01.04.2015				
					11.09.2015	-57750	Sale	0	0.000
			0	0.000	31.03.2016				
	7	MAHENDRA GIRDHARILAL	49024	0.478	01.04.2015				
					10.04.2015	-4502	Sale	44522	0.434
					14.08.2015	-1000	Sale	43522	0.424
					21.08.2015	-1100	Sale	42422	0.414
					28.08.2015	-2680	Sale	39742	0.388
					04.09.2015	-3979	Sale	35763	0.349
					11.09.2015	-619	Sale	35144	0.343
					18.09.2015	-10119	Sale	25025	0.244
					25.09.2015	-12000	Sale	13025	0.127
					30.09.2015	-100	Sale	12925	0.126
					09.10.2015	-9510	Sale	3415	0.033
					16.10.2015	-2500	Sale	915	0.009
					23.10.2015	-200	Sale	715	0.007
					30.10.2015	-500	Sale	215	0.002
			215	0.002	31.03.2016			215	0.002
	8	BAKUL R. SANGHVI	43502	0.424	01.04.2015				
					18.12.2015	-25000	Sale	18502	0.180
					25.12.2015	-18502	Sale	0	0.000
					31.12.2015	11631	Purchase	11631	0.113
					01.06.2016	2724	Purchase	14355	0.140
					15.01.2016	-2724	Sale	11631	0.113
					29.01.2016	-11631	Sale	0	0.000
			0	0.000	31.03.2016				
	9	INDUMATI K THAKKER	0	0.000	01.04.2015				
					29.01.2016	8613	Purchase	8613	0.084
					05.02.2016	10637	Purchase	19250	0.188
					12.02.2016	6149	Purchase	25399	0.248
					19.02.2016	5000	Purchase	30399	0.296
			30399	0.296	31.03.2016				

	10	RELIANCE SHEET WORKS PVT LTD	30360	0.296	01.04.2015				
					11.09.2015	-30360	Sale	0	0.000
			0	0.000	31.03.2016				
	11	SUMANGLA INVESMENT COMPANY LTD	30771	0.300	01.04.2015				
					11.09.2015	-30771	Sale	0	0.000
			0	0.000	31.03.2016				
	12	SAM TUL INVESTMENTS LTD	29700	0.290	01.04.2015				
					18.09.2015	-29700	Sale	0	0.000
			0	0.000	31.03.2016				
	13	AGRO CHEMICALS AND FERTILIZERS LTD	29700	0.290	01.04.2015				
					07.08.2015	-10000		19700	0.192
					21.08.2015	-500	Sale	19200	0.187
					28.08.2015	-2598	Sale	16602	0.162
					11.09.2015	1398	Purchase	18000	0.176
					18.09.2015	9396	Purchase	27396	0.267
			0	0.000	25.09.2015	-27396	Sale	0	0.000
					31.03.2016				
	14	S R GUPTA	26525	0.259	01.04.2015	Nil movement during the year		26525	0.259
			26525	0.259	31.03.2016				
	15	SHALIMAR HOLDINGS LTD	23511	0.229	01.04.2015	Nil movement during the year		23511	0.229
			23511	0.229	31.03.2016				
	16	VIKRAM S NANGALIA	0	0.000	01.04.2015				
					25.09.2015	2500	Purchase	2500	0.024
					30.09.2015	20200	Purchase	22700	0.221
			22700	0.221	31.03.2016				
	17	SHASHI RAKESH PATODIA	0	0.000	01.04.2015				
					30.09.2015	4225	Purchase	4225	0.041
					09.10.2015	10775	Purchase	15000	0.146
					16.10.2015	10000	Purchase	25000	0.244
					18.12.2015	-5000	Sale	20000	0.195
					31.12.2015	761	Purchase	20761	0.202
					01.01.2016	-761	Sale	20000	0.195
					15.01.2016	761	Purchase	20761	0.202
			20761	0.202	31.03.2016				
	18	CHANDRA MOHAN MISHRA	16590	0.162	01.04.2015	Nil movement during the year		16590	0.162
			16590	0.162	31.03.2016				
Note: We club the two or more folio where the PAN of the shareholders is same									

√ 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	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 (Director /KMP)	5942494	57.95	01.04.2015				
		5942494	57.95	31.03.2016				
Note Except Mr. Anil khaitan none of the directors and Key Managerial Personal hold any shares of the Company								

√ INDEBTEDNESS						
Indebtedness of the Company including interest outstanding/accrued but not due for payment						
		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtednes	
	Indebtedness at the beginning of the financial year					
I	Principal Amount	633.23	1883.39	0	2516.62	
II	Interest due but not paid	0	0	0	0	
III	Interest accrued but not due	0.6	0	0	0.6	
	Total (i+ii+iii)	633.83	1883.39	0	2517.22	
	Change in Indebtedness during the financial year					
	Addition	1,061.85	15424.86	0	16486.71	
	Reduction	589.75	14708.29	0	15298.04	
	Net Change	472.10	716.57	-	1,188.67	
	Indebtedness at the end of the financial year					
I	Principal Amount	1,105.93	2,599.96	-	3,705.89	
II	Interest due but not paid	0	0	0	0	
III	Interest accrued but not due	3.4	7.43	0	10.83	
	Total (i+ii+iii)	1,109.33	2,607.39		3716.72	

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	197127					197127
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)	2895249					2895249
	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 Balasubramanian	
	Fee for attending board committee meetings	42500	59500	68000	85000	93500	348500
	Commission						
	Others, please specify						
	Total (1)	42500	59500	68000	85000	93500	348500
	Other Non-Executive Directors						
		Mr. Rajat Kumar Niyogi	Mr. B P Srinivasan	Dr. Lata Singh			
	Fee for attending board committee meetings	34000	25500	34000			93500
	Commission						
	Others, please specify						
	Total (2)	34000	25500	34000			93500
	Total (B)=(1+2)	76500	85000	102000	85000	93500	442000
	Total Managerial Remuneration	Including the remuneration of Managing director and other non executive director of the Company					3337249
	Overall Ceiling as per the Act	Rs. 42 Lakh to MD as per schedule V of the Act and Ceiling as per the act for payment of sitting fees to non-executive directors is Rs. 1,00,000/-per meeting					

c REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD						
Sl. No.	Particulars of Remuneration	Key Managerial Personnel				
		CEO	CFO	COMPANY SECRETARY	TOTAL	
1	Gross salary					
a	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,813,010.00	1,660,777.00	873,495.00	7,347,282.00	
b	Value of perquisites u/s 17(2) Income-tax Act, 1961	528,365.00	34,079.00	40,918.00	603,362.00	
c	Profits in lieu of salary under section 17(3)	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	5,341,375.00	1,694,856.00	914,413.00	7,950,644.00	
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:

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				

NOT APPLICABLE

**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	Mrs. Joginder Singh
1	Name(s) of the related party and nature of relationship	Wife of Anil Khaitan (CMD)	Son of Anil Khaitan (CMD)	Son of Anil Khaitan (CMD)	Daughter-In-Law of Anil Khaitan (CMD)	Director
2	Nature of contracts/arrangements/transactions	Remuneration & Agreement of Guest House for Company purpose	Remuneration	Remuneration	Remuneration	Publication of the notice and financial results
3	Duration of the contracts / arrangements/ transactions	Ongoing	Ongoing	One Year	Ongoing	Ongoing
4	Salient terms of the contracts or arrangements or transactions including the value, if any:	1. Appointment as Chief Strategic Officer on 01.04.2011 at a monthly remuneration of Rs 1,17,625/- plus perquisites per month as applicable as per rules of the Company and amended time to time 2. Agreement of Guest House for the Company Purpose @ Rs.1, 75,000/- per month.	Appointment as President Operation & Marketing on 01.04.2010 at a monthly remuneration of Rs 47,650/- (at present Rs. 1,22,000/-) plus perquisites per month as applicable as per rules of the Company and amended time to time	Appointment as Manager Business Process (at Present Sr. Vice President Procurement) on 01.05.2013 at a monthly remuneration of Rs 23,875/- (at present Rs. 75,625/-) plus perquisites per month as applicable as per rules of the Company and amended time to time	Appointment as Manager Business Development on 01.04.2013 at a monthly remuneration of Rs 23,875/- plus perquisites per month as applicable as per rules of the Company and amended time to time	Publication of the notice of board Meeting and financial results of the Company in respect of M/s CMYK Printeck Limited where he is the Director and paid of Rs. 54,047/- for the mentioned purpose during the year.
5	Date(s) of approval by the Board, if any 06.08.2011	1. 06.08.2011 2. 11.02.2015	29.05.2010 first approval and last ammended on 11.05.2013	11.05.2013 first approval and last ammended on 28.05.2015.	11.05.2013	Quarterly Board Meeting i.e. 28.05.2015, 12.08.2015, 06.11.2015 and 06.02.2016
6	Amount paid as advances, if any:	NIL	NIL	NIL	NIL	NIL

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 2015-16, the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2015-16, 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 2015-16(in Rupees)"	""% increase in Remuneration in the Financial Year 2015-16"	"Ratio of remuneration of each Director/to median remuneration of	"Comparison of the Remuneration of the KMP against the performance of the Company"
1	Mr. Anil Khaitan Chairman Cum Managing Director	2955604	Nil	11.49	"Profit Before Tax increased by 30.47 % and Profit After Tax increased by 31.28% in financial Year 2015-16"
2	Mr. D Gnanashekar Chief Executive Officer	4911088	16.02	19.09	
3	Mr Pawan Rathi Chief Financial Officer	1947171	16.33	7.57	
4	Mr. Virendra Garg Agm Legal cum Company Secretary	1030936	9.99	4.01	

- 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. 257255/-
- (iii) The percentage increase in the median remuneration of the employees in the Financial Year; 8.96 %
- (iv) There were 167 permanent employees on the rolls of Company as on March 31, 2016;
- (v) **Relationship between average increase in remuneration and company performance:-** The Profit before Tax for the financial year ended March 31, 2016 increased by 30.47 % whereas the increase in median remuneration was 8.96%. 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 10.67% from Rs.97,99,729/- in 2014-15 to Rs.10844799/- in 2015-16 whereas the Profit before Tax increased by 30.47 % to Rs. 803.05 Lakhs in 2015-16 (Rs. 615.48 Lakhs in 2014-15)"
- (vii) **a) Variations in the market capitalisation of the Company :** The market capitalisation as on March 31, 2016 was Rs 11,37,251,775/-(Rs. 38,81,42,287.50/- as on March 31, 2015)
- b) Price Earnings ratio of the Company was 21.75 as at March 31, 2016 and was 9.76 as at March 31, 2015.**
- 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. 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 , 2016 is Rs. 110.90/- 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. 2015-16 was 2.38 %** whereas the increase in the managerial remuneration for the same financial year was 10.67%.
- (ix) **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 Gnanashekaran CEO of the company received remuneration in excess of the highest paid director Mr. Anil Khaitan , MD of the company in ratio of 0.60 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 consumption 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

I) Capital

Debited to the respective heads of accounts

II) Recurring

III) Total

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

B Technology Absorption, Adaptation & Innovation :

Not Applicable

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

(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		2015-16	2014-15
(a)	Used	Rs. in Lacs	2511.46	1728.66
(b)	Earned	Rs. in Lacs	2576.15	2836.10

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 10930 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."

Introduction

The Indian pharmaceuticals market is the third largest in terms of volume and thirteenth largest in terms of value#. Branded generics dominate the pharmaceuticals market, constituting nearly 70 to 80 per cent of the market. India is the largest provider of generic drugs globally with the Indian generics accounting for 20 per cent of global exports in terms of volume. Of late, consolidation has become an important characteristic of the Indian pharmaceutical market as the industry is highly fragmented.

India enjoys an important position in the global pharmaceuticals sector. The country also has a large pool of scientists and engineers who have the potential to steer the industry ahead to an even higher level. Presently over 80 per cent of the antiretroviral drugs used globally to combat AIDS (Acquired Immuno Deficiency Syndrome) are supplied by Indian pharmaceutical firms. The UN-backed Medicines Patent 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.

Market Size

The Indian pharma industry, which is expected to grow over 15 per cent per annum between 2015 and 2020, will outperform the global pharma industry, which is set to grow at an annual rate of 5 per cent between the same periods. The market is expected to grow to US\$ 55 billion by 2020, thereby emerging as the sixth largest pharmaceutical market globally by absolute size*. India has also maintained its lead over China in pharmaceutical exports with a year-on-year growth of 7.55 per cent to US\$ 12.54 billion in 2015, according to data from the Ministry of Commerce and Industry. Overall drug approvals given by the US Food and Drug Administration (USFDA) to Indian companies have nearly doubled to 201 in FY 2015-16 from 109 in FY 2014-15 an increase of 84 per cent as per analysis by USFDA. India's biotechnology industry comprising bio-pharmaceuticals, bio-services, bio-agriculture, bio-industry and bioinformatics is expected grow at an average growth rate of around 30 per cent a year and reach US\$ 100 billion by 2025. Biopharma, comprising vaccines, therapeutics and diagnostics, is the largest sub-sector contributing nearly 62 per cent of the total revenues at Rs 12,600 crore (US\$ 1.9 billion).

Investments

The Union Cabinet has given its nod for the amendment of the existing Foreign Direct Investment (FDI) policy in the pharmaceutical sector in order to allow FDI up to 100 per cent under the automatic route for manufacturing of medical devices subject to certain conditions.

The drugs and pharmaceuticals sector attracted cumulative FDI inflows worth US\$ 13.85 billion between April 2000 and March 2016, according to data released by the Department of Industrial Policy and Promotion (DIPP).

Government Initiatives

The Addendum 2015 of the Indian Pharmacopoeia (IP) 2014, published by the Indian Pharmacopoeia Commission (IPC) on behalf of the Ministry of Health & Family Welfare, is expected to play a significant role in enhancing the quality of medicines that

would in turn promote public health and accelerate the growth and development of pharmaceutical sector.

The Government of India unveiled 'Pharma Vision 2020' aimed at making India a global leader in end-to-end drug manufacture. Approval time for new facilities has been reduced to boost investments. Further, the government introduced mechanisms such as the Drug Price Control Order and the National Pharmaceutical Pricing Authority to deal with the issue of affordability and availability of medicines.

Road Ahead

The Indian pharmaceutical market size is expected to grow to US\$ 100 billion by 2025, driven by increasing consumer spending, rapid urbanisation, and raising healthcare insurance among others.

Going forward, better growth in domestic sales would also depend on the ability of companies to align their product portfolio towards chronic therapies for diseases such as such as cardiovascular, anti-diabetes, anti-depressants and anti-cancers that are on the rise.

The Indian government has taken many steps to reduce costs and bring down healthcare expenses. Speedy introduction of generic drugs into the market has remained in focus and is expected to benefit the Indian pharmaceutical companies. In addition, the thrust on rural health programmes, lifesaving drugs and preventive vaccines also augurs well for the **Pharmaceutical Companies**.

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 10930 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:

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. The details of the policy are available on the website of the company I e (www.sunilhealthcare.com)

7. INTERNAL CONTROL SYSTEM AND ADEQUACY:

The Company maintains adequate internal control system and procedures commensurate with its size and nature of operations. The internal control systems are designed to provide a reasonable assurance over reliability in financial reporting, ensure appropriate authorisation of transactions, safeguarding the assets of the Company and prevent misuse/ losses and legal compliances.

The internal control system includes a well-defined delegation of authority and a comprehensive Management Information System coupled with quarterly reviews of operational and financial performance, a well-structured budgeting process with regular monitoring of expenses and Internal audit. The Internal Audit reports are periodically reviewed by the management and the Audit Committee and necessary improvements are undertaken, if required.

8. DISCUSSIONS ON FINANCIAL PERFORMANCE:

(In Lakh)

Highlights	2015-16	2014 -15	% Change
Total Production (Capsules In Millions)	7780	6583	18.18
Total Sales (Capsules in Millions)	7436	6539	13.72
Net Revenue from Operations	8162	7264	12.36
Profit before Interest, Dep. & Tax	1566	1261	24.19
Finance Cost	381	246	54.88
Depreciation	382	400	-4.5
Profit before Tax	803	615	30.57
Profit After Tax	522	398	31.16
Earnings per share (In Rs.)	5.10	3.88	31.44

- Sales:** - There was increase in the net revenue from operation in the current year by 12.36%.
- Profit Before Interest, Depreciation and Tax:** - PBDT increased by 24.19% for the year when compared to the last year
- Finance Cost:** -There was increased in the finance cost by 54.88% as compared to last year
- Net Profit:** - The net profit has been increase from Rs. 398 lacs in 2014-15 to Rs. 522 lacs in 2015-16.

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:

- Comprehensive and user friendly Performance Management System has been implemented to create a result oriented culture.
- 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.

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 improve 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 total Exports was for about 50.23 % of the Company's revenues which is includes the capsules and food business. 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 56 % of the Company's revenue from capsules and food business is expected from export, 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 (Listing Obligation & Disclosure Requirement) Regulation, 2015, the Company's Report on Corporate Governance for the year ended 31st March, 2016 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.

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. The Board of Directors ('the Board') is responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review and benchmark ourselves to best practices across the globe and are pleased to present below the report on it.

Role of the Company Secretary in overall governance process

The Company Secretary plays a key role in ensuring that the best 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.

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.

- A. The Board has an optimum combination of executive and non –executive directors including Independent Directors as per Regulation of 17 of SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015 as on 31st March, 2016. 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 composition of the Board are as under:-

S. No.	Name of the Director	No of share held in the Company	Directorship in other Companies	Membership(s) of Committees of other Company's (a)	Chairmanship of Committees of other Company's (a)
1	Mr. Anil Khaitan (Promoter & Executive Director)	5942494	2		-
2	Mr. S. N. Balasubramanian (Independent / Non -Executive Director)	NIL	--	1	1
3	Mr. Joginder Singh IPS (Retd) (Independent / Non -Executive Director)	NIL	4	-	
4	Mr. Sanjay Kumar Kaushik (Independent / Non -Executive Director)	NIL	1	2	-
5	Mr. B.P. Srinivasan (Non - Executive Director)	NIL	-	-	-
6	Mr. Ramesh C. Khurana (Independent / Non -Executive Director)	NIL	-**		1
7	Dr. Lata Singh IAS (Retd) (Non - Executive Director)	-	-	-	-
8	Mr. Rajat Kumar Niyogi (Non - Executive Director)	Nil	-	-	

Notes:

- a Committee includes Audit Committee and, Stakeholder Relationship Committee.
- b ** 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 aforesaid Company as on date.
- c During the year Dr. Ranjit Bannerji, Independent Director of the Company died on 5th March, 2016, therefore he ceased to hold office as director in the company.
- d # Mr. Rajat Kumar Niyogi has resigned from the directorship of the Company on dated 15.06.2016.
- e The number of Directorships, Committee Membership(s)/ Chairmanship(s) of all Directors is within respective limits prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- B.** 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. The Board periodically reviews items required to be placed before it
- C.** Board Independence: - Our definition of 'Independence' of Directors is derived from Regulation 16 of SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015 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 Regulation 16 of SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015 and Section 149(6) of the Companies Act, 2013.
- D.** Familiarization Programme: All newly inducted independent directors on the Board are familiarized with the Company, nature of the industry in which the company operates, his role, rights and responsibilities through appropriate familiarization programme prepared and adopted by the Board. The details of Familiarization is available on the website of the company ie www.sunilhealthcare.com/investor-relation.

- E The Board of Directors of the Company meets at least four times a year, with a maximum gap of 120 days between the two meetings. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. The Meeting of Board of Directors are usually held in Delhi. The four meeting of Board of Directors of the Company were held during the financial year 2015-16 on 28.05.2015, 12.08.2015, 06.11.2015 and 06.02.2016. 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	Yes
3	Mr. Joginder Singh IPS (Retd.)	4	3	Yes
4	Mr. Sanjay Kumar Kaushik	4	3	No
5	Mr. Rajat Kumar Niyogi IPS (Retd.)	4	4	No.
6	Mr. B. P. Srinivasan	4	3	No.
7	Mr. Ramesh C Khurana	4	4	Yes
8	Dr. Lata Singh IAS (Retd)	4	4	No
9	Dr. Ranjeet Bannerji	4	4	No

- F. **Board Performance Evaluation** :-Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, 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.
- G. None of the directors of your company are inter-se related to each other.
- H. None of the directors except Mr. Anil Kumar Khaitan, Chairman cum Managing Director of the company has shareholding in the company

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 Board has currently established the following statutory and non-statutory Committees:-

- | | |
|---|---|
| I. Audit Committee. | II. Nomination & Remuneration Committee |
| III. Stakeholder Relationship Committee | IV. Corporate Social Responsibility Committee |
| V. Risk Management Committee | |

(I) Audit Committee:-
Composition and Meeting

The Audit Committee met four times during the financial year 2015-16 on 28.05.2015, 12.08.2015, 06.11.2015 and 06.02.2016. 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
1	Mr. Ramesh Chander Khurana	Non - executive Independent Director / Chairman of the Audit Committee	4	4
2	Mr. S N Balsubramanian	Non -executive Independent Director	4	4
3	Mr. Sanjay Kumar Kaushik	Non -executive Independent Director	4	3
4	Dr. Ranjeet Bannerji *	Non -executive Independent Director	4	3

Note:- * Dr. Ranjeet Bannerji has died on 5th March, 2016, therefore his membership of the committee has been ceased.

Terms and Reference of the Audit Committee:-

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The scope and terms of reference of the committee inter alia include:-

- 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.
- 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 To review the functioning of the Vigil Mechanism and Whistle Blower mechanism

(II) Nomination & Remuneration Committee**Composition**

The Nomination & Remuneration Committee comprises of three members' viz. Mr. Joginder Singh IPS (Retd.), Mr. Sanjay Kumar Kaushik and Mr. S N Balasubraminam as on 31.03.2016. Mr. Joginder Singh IPS (Retd) is the Chairman of the Committee. During the year Dr. Ranjeet Bannerji was appointed as a member of the nomination & Remuneration Committee but unfortunately he died on 5th March, 2016, therefore his membership of the committee has been ceased.

During the year 2015-16 only one meeting of the Nomination and Remuneration Committee was held on 12.08.2015 and all the members of the committee attended the meeting.

The terms and reference of the Nomination and Remuneration Committee are as follows:-

1. Determine/ recommend the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
2. Determine/ recommend the criteria for qualifications, positive attributes and independence of Director;
3. Identify candidates who are qualified to become Directors and who may be appointed in the Management Committee and recommend to the Board their appointment and removal;
4. Review and determine all elements of remuneration Executive Directors, key managerial personnel and other sr. employees
5. Review and determine fixed component and performance linked incentives for Directors, along with the performance criteria;
6. Determine policy on service contracts, notice period, severance fees for Directors and Senior Management;
7. Formulate criteria and carry out evaluation of each Director's performance and performance of the Board as a whole;

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. 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 of MD/WTDs are determined and paid in due compliance of the provisions of Companies Act, 2013. The Board determine the remuneration of the other KMPs and the SMPs at the time of their appointment and any subsequent increments shall also 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)

The details of remuneration paid to all the Executive, Non -Executive Directors and Key Managerial Personal during the year ended 31st March 2016 are given below:-

S. No	Name	Salary & Allowances	Perquisites	Sitting Fees	Total
1	Mr. Anil Khaitan (Chairman cum Managing Director)	2698122	197127	---	2895249
2	Mr. Joginder Singh (Independent Director)	-	-	42500	42500
3	Mr. Sanjay Kumar Kaushik (Independent Director)	-	-	59500	59500
4	Mr. S.N. Balasubramanian (Independent Director)	-	-	93500	93500
5	Mr. Rajat Kumar Niyogi	-	-	34000	34000
6	Mr. B. P. Srinivasan	-	-	25500	25500
7	Mr. R C Khurana (Independent Director)	-	-	85000	85000
8	Dr. Lata Singh	-	-	34000	34000
9	Dr. Ranjeet Bannerji (Independent Director)	-	-	68000	68000
10	Mr. D Gnanasekaran (CEO)	4813010	528365	-	5341375
11	Mr. Pawan Rathi (CFO)	1660777	34079	-	1694856
12	Mr. Virendra Garg (AGM Legal cum Company Secretary)	873495	40918	-	914413

(III) Stakeholder Relationship Committee

Composition and Meeting

The Stakeholders' Relationship Committee is comprised of Mr. S N Balasubranamaian, Independent Director as the Chairman and Mr. Sanjay Kumar Kaushik, as members of the Committee.

Compliance Officer

Mr. Virendra Kumar Garg, AGM Legal cum Company Secretary has been appointed as the Compliance Officer of the Company. He is responsible for redressal of investor complaints.

The role of Stakeholders' Relationship Committee is as follows:

- Consider and resolve the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual report, non-receipt of declared dividend issue of duplicate share / debenture certificates, etc;
- Ensure expeditious share transfer process in line with the proceedings of the Share Transfer Committee;
- Evaluate performance and service standards of the Registrar and Share Transfer Agent of the Company;

- d. Provide guidance and make recommendations to improve investor service levels for the investors.

Investor Complaint

During the year no meeting was conducted due to no investor grievance/complaint was received. So as on 31.03.2016 no complaint was pending.

(IV) Corporate Social Responsibility Committee**Constitute and Composition**

The Corporate Social Responsibility Committee comprises of three members' viz. Mr. Joginder Singh IPS (Retd.), Mr. Ramesh Chandra Khurana and Mr. S N Balasubraminam as on 31.03.2016. Mr. Joginder Singh IPS (Retd) is the Chairman of the Committee and all are independent directors. During the year Dr. Ranjeet Bannerji died on 5th March, 2016, therefore his membership of the committee has been ceased.

The Company's CSR initiatives involve to build-up the toilet in the surrounding area of District of Alwar, Rajasthan under Sanitation Activities specifically in the girls' schools. The CSR project shall be known as "Humara Swacch Sauchalaya." The details of the policy are available on the website of the company i.e. (www.sunilhealthcare.com)

During the year 2015-16 only one meeting of aforesaid Committee was held on 28.05.2015 and all the members were present in the meeting. The other details of CSR are mentioned in the Director Report.

The terms of reference of Corporate Social Responsibility Committee is as follows:

- ❖ formulating and recommending to the Board the CSR Policy and activities to be undertaken by the Company;
- ❖ recommending the amount of expenditure to be incurred on CSR activities of the Company;
- ❖ reviewing the performance of Company in the area of CSR;
- ❖ monitoring CSR Policy of the Company from time to time;

(V) RISK MANAGEMENT COMMITTEE**Constitution**

As per the provision of the Regulation 21 (5) of the SEBI (Listing Obligation & Disclosure Requirement), Regulation, 2015, the provision of aforesaid regulation of constitution of Risk Management Committee is not applicable on the company but company has already constitute a Risk Management Committee In accordance with the erstwhile Listing Agreement in the last financial year. The details of the policy are available on the website of the company i.e (www.sunilhealthcare.com). During the year no meeting of Risk Management committee was conducted.

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 comprises of two members' as on date viz. Mr. Ramesh Chandra Khurana and Mr. S N Balasubraminam. Mr. Ramesh C. Khurana is the Chairman of the Committee. During the year Dr. Ranjeet Bannerji died on 5th March, 2016, therefore his membership of the committee has been ceased and Mr. Rajat Kumar Niyogi has resigned from the directorship of the company on dated 15.06.2016. Mr. Khurana was elected as a chairman of the committee by the Board of Directors in their board meeting on dated 11.08.2016 in place of Mr. Rajat Kumar Niyogi.

(VI) INDEPENDENT DIRECTOR MEETING

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulation, the Independent Directors are required to hold a

separate meeting without the presence of Executive Directors or management personnel at least once in every year. The Independent Directors met on March 15, 2016, 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.

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
41 th AGM held for the FY 2014 - 15	Modi Hall, Ground Floor, PHD Chamber of Commerce and, Industry PHD House, 4/2 , SIRI Institutional Area, August Kranti, Marg New Delhi - 110016	Saturday, 26 September, 2015 at 3:00 p.m.	No Special Resolution was passed during the year .
40 th AGM held for the FY 2013- 14	38E/252 -A, Vijay Tower, Shahpurjat, New Delhi - 110049	Saturday, 27 th September , 2014 at 11.00 a. m.	<ol style="list-style-type: none"> 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, Vijay Tower, Shahpurjat, New Delhi - 110049	Saturday, 20 th July, 2013 11.30 a. m.	<ol style="list-style-type: none"> 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

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 2015-16. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a special resolution through postal ballot.

Disclosures

- a) **Materially Significant Related Party Transactions:** During the year under review, no materially significant related party transactions was entered by the company with any related party.
- b) 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.
- c) The Company has complied with all the mandatory requirements of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.
- d) **CEO and CFO Certification:** - The Chief Executive Officer and the Chief Financial Officer of the Company gave annual certification on the financial reporting and internal control to the Board in pursuant to regulation 17 (8) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and the same is published in this report.
- e) **Code for Prevention of Insider Trading:** -The Company has adopted a code of conduct to regulate, monitor and report trading by insiders for prevention of Insider Trading in the shares of the Company. The code, inter-alia, prohibits purchase / sale of shares of the Company by Directors and designated employees while in possession of unpublished price sensitive information in relation to the

Company and during the period when the Trading Window is closed.

- f) **Whistle Blower Policy/ Vigil Mechanism:** In line with the Companies Act, 2013, erstwhile Listing Agreement and SEBI (LODR) Regulations, 2015, the Company has formulated Vigil Mechanism/Whistle Blower to report concerns about unethical behaviour, actual or suspected incidents of fraud or violation of Code of Conduct, that could adversely impact the Company's operations, business performance and/ or reputation, in a secure and confidential manner. The said policy provides for adequate safeguard against victimization of directors/employees who avail of such mechanism and provides access to the Chairman of the Audit Committee, in exceptional cases. It is affirmed that no person has been denied access to the Audit Committee.
- The details of Whistle Blower Policy are available on the website of the company (www.sunilhealthcare.com).
- g) **Determination of Material Subsidy Policy:** - During the year under review, the Company does not have material subsidiary as per the criteria specified in erstwhile Listing Agreement and SEBI (LODR) Regulations, 2015. However, the Company has adopted a policy on material subsidiaries and the same is uploaded on the website of the company ie www.sunilhealthcare.com.
- h) **Disclosure of Non-Compliance:-** There were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market during the last three years.
- i) **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 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.sunilhealthcare.com). All the Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct of the Company for the year ended 31st March, 2016. A declaration to this effect signed by Managing Director forms part of this Report.
- j) **Compliance Certificate:** The Company has obtained a Certificate from its Statutory Auditors regarding compliance of the conditions of Corporate governance for the year ended 31.03.2016 as stipulated in SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015, is annexed with this report.
- k) **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.
- l) **Policies :-** The Company had made the following policies in addition to that which are mentioned in this report as per the requirement of the Companies Act-2013, SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015, and erstwhile Listing Agreement :
- a) Prevention of Sexual Harassment of the Employee at Work Place Policy
 - b) Preservation and Archival of Documents Policy
 - c) Disclosure of Material Event /Information Policy
- A copy of the aforesaid policy is available on the website of the company ie www.sunilhealthcare.com. under Investor Relation.
- m) **Disclosure On Website :-**
- Following information has been disseminated on the website of the Company at www.sunilhealthcare.com:-

- i. Details of business of the Company
- ii. Terms and conditions of appointment of Independent Directors
- iii. Composition of various Committees of Board of Directors
- iv. Code of Conduct for Board of Directors and Senior Management Personnel
- v. Details of establishment of vigil mechanism/ Whistle Blower policy
- vi. Criteria of making payments to Non-Executive Directors (Mentioned in the Annual Report)
- vii. Policy on dealing with Related Party Transactions
- viii. Policy for determining 'material' subsidiaries
- ix. Details of familiarization programmes imparted to Independent Directors
- x. Policy for determination of materiality of events

Means of Communication

- ❖ 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 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.
- ❖ **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.
- ❖ **Presentation made to Institutional Investor or to the analysts:-** Such presentations and other disclosures which are required to be disseminated on the Company's website under the Listing Regulations have been uploaded on the website of the Company.
- ❖ **Uploading on BSE Listing Center and CSE**: The quarterly results, quarterly compliances and all other corporate communications to the Stock Exchanges are filed electronically on BSE Listing Centre for BSE and send it through email to Calcutta Stock exchange.

General Shareholder's Information

(a) Annual General Meeting :-

- Day, Date, Time and Venue : Wednesday, 28th September, 2016 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, 2016 to 31st March, 2017**
1st Quarterly Results : 4th week of July, 2016
2nd Quarterly Results : 4th week of October, 2016
3rd Quarterly Results : 4th week of January, 2017
4th Quarterly Results : 4th week of April, 2017

(c) Book Close Date : 21st September, 2016 to 28th September, 2016 (both days inclusive)

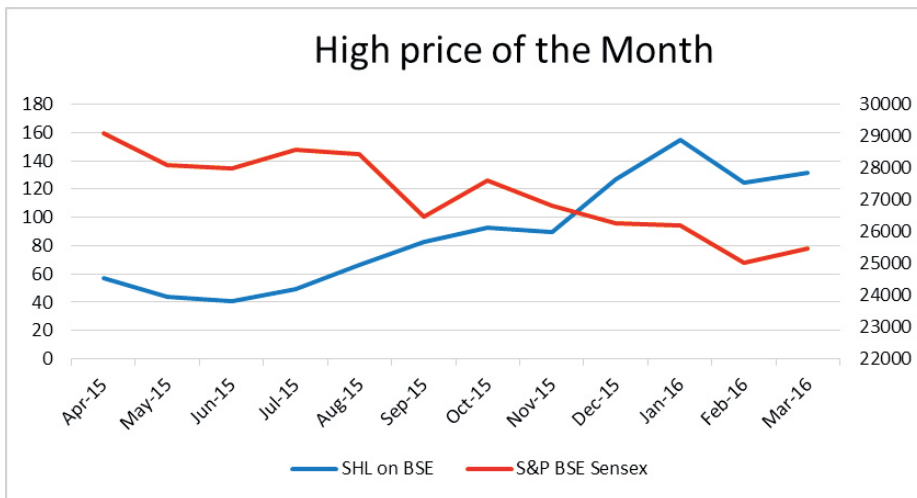
(d) Listing of Equity Shares on stock exchanges :

- Bombay Stock Exchange : Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.

- Calcutta Stock Exchange : 7, Lyons Rang, Kolkata- 700 001
- (e) **Scrip Code** : 537253 (SUNLOC) at BSE Limited
- f) **Listing and Custodian Fees** : Listing and Custodian fees for the financial year 2015-16 & 2016-17 has been paid.
- (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
Jhandelwalan 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) **Dematerialization of Shares** : 97, 26,780 shares of the Company are being held in Demat form as on 31st March 2016 with NSDL /CDSL.
- (k) **ISIN NO** : INE 671C01016
- (l) **Corporate Identity Number (CIN)** : L24302DL1973PLC189662.
- (m) **Compliance Officer** : Mr. Virendra Kumar Gar, AGM Legal cum Company Secretary
- (n) **Plant & Works Location** : 17/18 Old Industrial Area, Alwar-301001, Rajasthan
- (o) **Address for Correspondence** :
Works : 17/18 Old Industrial Area, Alwar-301001, Rajasthan
Regd off : 38E/252A, Vijay Tower, Shahpurjat, New Delhi- 110049
R & T Agent : Alankit Assignments Limited -RTA Division, Alankit Height 1E/13
Jhandelwalan Extension New Delhi -110055,
Tel: 91-114254 1234 Fax: 91 11 2794 7384
www.alankit.com/info@alankit.com
- (P) **Market Price Data :- High & Low during each month in the financial year 2015-16 as under**

Month	High Price	Low Price	Total Turnover (Rs.)
Apr -15	56.90	35.15	2104815
May -15	44.00	34.65	335020
Jun -15	40.45	30.10	402941
Jul -15	49.60	34.10	1853728
Aug -15	66.35	51.10	11530686
Sep -15	82.55	45.00	39132425
Oct -15	92.75	67.80	38964821
Nov -15	89.70	71.00	7775413
Dec -15	126.45	75.00	75796717
Jan -16	154.80	90.90	71701379
Feb -16	124.80	83.70	20219451
Mar -16	131.50	83.70	16509336

- (p) **Stock Performance:** The performance of your Company's shares relative to the S&P BSE Sensitive Index is given in the chart below:



- (r) **DISTRIBUTION OF SHAREHOLDING & SHAREHOLDING PATTERN**

No. of Shares Range	No. of Shareholders	% of Shareholders	Value of Shares Held	% of Shareholding
1 to 100	5057	70.936	341649	3.332
101 to 500	1647	23.103	399697	3.898
501 to 1000	223	3.128	170770	1.665
1001 to 5000	161	2.258	336708	3.283
5001 to 10 000	23	0.323	164389	1.603
10001 to 20000	7	0.098	98751	0.963
20001 to 30000	3	0.042	70797	0.69
30001 to 40000	1	0.014	30399	0.296
40001 to 100 000	0	0	0	0
100001 to 500000	4	0.056	828195	8.076
500001 to ABOVE	3	0.042	7813395	76.193
TOTAL	7129	100.000	10254750	100.000

SHAREHOLDING PATTERN AS ON 31ST MARCH 2016

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	0.042	7540305	73.530
Banks/Financial Institutions/ Insurance Companies/Mutual Funds etc.	7	0.098	10476	0.102
NRI's and OCB's	51	0.715	33507	0.327
Other Bodies Corporate	128	1.796	816869	7.966
Indian Public	6940	97.349	1853593	18.075
Total	7129	100.000	10254750	100.00

By the Order of the Board

Anil Khaitan

Chairman cum Managing Director

DIN-00759951

Place - New Delhi

Dated- 11th August, 2016

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

DECLARATION OF COMPLIANCE OF THE CODE OF CONDUCT

To,
Sunil Healthcare Limited
38E/252-A, Vijay Tower, Shahpurjat
New Delhi-110049
Pursuant to the requirements of SEBI (LODR) Regulations, 2015, I hereby confirm that all the Board members and Senior Management Personnel of Sunil Healthcare Limited have affirmed compliance with the Code of Business Conduct and Ethics for the year ended 31st March, 2016.

Place: New Delhi

Date: 11th August, 2016

Anil Khaitan
Chairman cum Managing Director
DIN-00759951

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of Sunil Healthcare Limited
We have examined the compliance of conditions of corporate governance by Sunil Healthcare Limited ('the Company') for the year ended 31 March, 2016, as stipulated in Clause 49 of Listing Agreement (:Listing Agreement) of the Company with the Stock Exchange for the period 1st April, 2015 to 30th November, 2015 and as per the relevant provision of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as referred to Regulation 15 (2) of the Listing Regulations for the period 1st December, 2015 to 31st March, 2016.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement / Listing Regulations as applicable.

We further 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's Reg. No.302049E

B. K. Sipani
Partner
Membership No 088926

Place : New Delhi
Date : 11th August,2016

**CEO/CFO CERTIFICATION REGULATION 17 (8) OF SEBI (LISTING OBLIGATION & DISCLOSURE REQUIREMENT),
REGULATION, 2015 (LISTING REGULATION)**

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 2016 as stipulated in Regulation 17 (8) of SEBI (Listing Obligation & Disclosure Requirement) , Regulation, 2015 (Listing Regulation) 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 official 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 2016 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 2016 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

D. Gnanasekaran
Chief Executive Officer
Place : New Delhi
Date : 27th May,2016

For Sunil Healthcare Limited

Pawan Rathi
Chief Financial Officer

**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, 2016, the Statement of Profit and Loss, the Cash Flow Statement, and a summary of the significant accounting policies and other explanatory information for the year then ended.

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 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. 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 Companies Act, 2013 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, 2016, 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, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 we give in the Annexure A, a statement on the matters specified in 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 the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) 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 17 to the financial statements
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses on long-term contracts including derivative contracts.
 - 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's Reg. No.302049E

B. K. Sipani
Partner
Membership No 088926

Place : New Delhi
Date : 27th May,2016

Annexure A

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 have been physically verified by the management at regular interval. No material discrepancies were noticed on such verification.
 - c. According to information and explanations given by the management, the title deeds of immovable properties included in fixed assets are held in the name of the company except immovable properties having gross value Rs. 91.98 Lakhs (WDV as on 31st March,2016 Rs. 88.21 Lakhs) constructed on leasehold land is not registered in the name of the Company.
- (ii) The management has conducted physical verification of inventories at reasonable interval during the year and no material discrepancies were noticed on such physical verification.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to Companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Therefore, the provisions of clause 3(iii) of the order are not applicable to the Company.
- (iv) According to the information and explanations given to us, the Company has not granted any loan, made investments, or provided guarantees and securities in respect of which provisions of section 185 and 186 of the Companies Act, 2013 are applicable. Therefore, the provisions of the clause 3(iv) of the order are not applicable to the Company.
- (v) The Company has not received any deposit during the year as covered under section 76 of the Companies Act, 2013. Therefore, provisions of clause 3(v) of the order are not applicable to the Company.

- (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 with a view to determine whether they are accurate or complete.
- (vii) a. According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service tax, Duty of Customs, Duty of Excise, Value Added Tax, cess and other material statutory dues deducted / accrued in the books, with the appropriate authorities. There were no undisputed outstanding statutory dues as at the 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 of income tax, sales tax, service tax, duty of customs, duty of excise and value added tax on account of any dispute.
- (viii) The Company has not defaulted in repayment of dues to banks. The company did not have any outstanding loan from any financial institution and Government and dues to debenture holders.
- (ix) The Company has not raised any monies by way of initial public offer or further public offer (including debt instruments). Further in our opinion and according to the explanations given to us, term loans were applied for the purpose for which loans were raised.
- (x) Based upon the audit procedures performed in accordance with generally accepted auditing practice in India for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company by its officers and employees has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, managerial remuneration has been paid /provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotments or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, the provisions of clause 3(xiv) of the Order are not applicable.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with directors. Therefore, the provisions of clause 3(xv) of the Order are not applicable.
- (xvi) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore, the provisions of clause 3 (xvi) of the order are not applicable.

For Singhi & Co..
Chartered Accountants
Firm's Reg. No.302049E

B. K. Sipani
Partner
Membership No 088926

Place : New Delhi
Date : 27th May,2016

ANNEXURE B

Report on the Internal Financial controls under Clause (i) of Sub - section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Sunil Healthcare Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over the financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "guidance Note") and the standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those standards and the Guidance Note require that we comply with ethical requirements of and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exist, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company ; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the company ; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of Internal Financial Controls Over Financial Reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over the financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Singhi & Co..
Chartered Accountants
Firm's Reg. No.302049E

B. K. Sipani
Partner
Membership No 088926

BALANCE SHEET
As at 31st March 2016
₹ in Lakhs

	Notes No	As at 31/03/2016	As at 31/03/2015
<u>EQUITY AND LIABILITIES</u>			
Shareholders' Funds			
Share Capital	1	1,025.48	1,025.48
Reserves and Surplus	2	2,080.56	1,561.64
		3,106.04	2,587.12
Non-Current Liabilities			
Long-term Borrowings	3	916.16	570.30
Deferred Tax Liabilities (Net)	4	297.55	152.33
Long-term Provisions	5	105.29	94.16
		1,319.00	816.79
Current Liabilities			
Short-term Borrowings	6	2,493.07	1,703.52
Trade Payables	7		
Due to Micro Enterprises & Small Enterprises		-	-
Due to Other than Micro Enterprises & Small Enterprises		1,040.36	704.26
Other Current Liabilities	8	549.17	440.91
Short-term Provisions	5	70.92	101.22
		4,153.52	2,949.91
TOTAL		8,578.56	6,353.82
<u>ASSETS</u>			
Non-Current Assets			
Fixed Assets			
Tangible Assets	9	4,077.22	2,713.56
Intangible Assets	9	16.73	17.24
Capital Work-in-Progress		5.81	76.50
Long-term Loans and Advances	10	61.96	210.70
		4,161.72	3,018.00
Current Assets			
Current Investments	11	0.06	0.06
Inventories	12	1,316.57	956.25
Trade Receivables	13	2,413.94	1,978.03
Cash and Bank Balances	14	409.73	248.35
Short-term Loans and Advances	15	151.53	94.72
Other Current Assets	16	125.01	58.41
		4,416.84	3,335.82
TOTAL		8,578.56	6,353.82
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 27th May 2016

For and on behalf of Board of Directors
Chairman Cum Managing Director

Directors

Chief Financial Officer
AGM Legal Cum Company Secretary

Mr. Ani Khaitan
Mr. S N Balasubramanian
Mr. R. C. Khuran
Mr. R K Niyogi
Mr. B P Srinivasan
Dr. Lata Singh
Mr. Joginder Singh
Mr. Sanjay Kaushik
Mr. Pawan Rathi
Mr. Virendra Garg

STATEMENT OF PROFIT & LOSS
For the year ended 31st March 2016

		₹ in Lakhs	
	Note No	Year ended 31/03/2016	Year ended 31/03/2015
<u>REVENUES</u>			
Net Revenue from Operations	18	8162.37	7,263.61
Other Income	19	132.55	96.06
Total Revenues (I)		8294.92	7,359.67
<u>EXPENSES:</u>			
Cost of Materials Consumed	20	2776.42	2264.58
Purchases of Stock in Trade		1016.43	1010.55
Changes in Inventories of Finished goods, Work-in-progress and Stock-in-trade	21	(260.33)	(83.17)
Employee Benefits	22	941.75	862.49
Finance Costs	23	381.30	245.62
Depreciation and Amortization	24	381.95	400.14
Others	25	2254.35	2043.97
Total Expenses (II)		7491.87	6744.19
Profit before Tax	(I-II)	803.05	615.48
Tax Expenses:	26		
Current Tax		133.55	237.66
Deferred Tax		146.98	(20.19)
Profit for the year		522.52	398.01
Earnings per Equity Share of Rs. 10/-each			
Basic	29.4	5.10	3.88
Diluted		5.10	3.88

Significant Accounting Policies and Other Notes on Accounts 27 to 29

Notes 18 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 27th May 2016

Chairman Cum Managing Director

Directors

Chief Financial Officer
AGM Legal Cum Company Secretary

For and on behalf of Board of Directors

Mr. Ani Khaitan
Mr. S N Balasubramanian
Mr. R.C. Khuran
Mr. R K Niyogi
Mr. B P Srinivasan
Dr. Lata Singh
Mr. Joginder Singh
Mr. Sanjay Kaushik
Mr. Pawan Rathi
Mr. Virendra Garg

CASH FLOW STATEMENT
For the year ended 31st March 2016

	₹ in Lakhs	
	Year ended 31/03/2016	Year ended 31/03/2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Tax	803.05	615.48
Adjustment for :		
Finance Costs	381.30	245.62
Depreciation and Amortization Expenses	381.95	400.14
(Profit)/Loss on Sales/Discarded of Fixed Assets	(0.07)	1.76
Interest Income	(13.76)	(13.78)
Operating profit before working capital changes	1552.48	1,249.22
Changes in working Capital:		
(Increase)/Decrease in Inventories	(360.32)	(181.46)
(Increase)/Decrease in Trade and other Receivables	(490.10)	(278.71)
(Increase)/Decrease Short Term Loan and advances	(56.81)	(19.41)
Increase /Decrease in Current Liabilities & Provision	325.21	141.58
Cash generation from Operation	970.46	911.22
Payment of Direct Taxes	(193.80)	(323.05)
Net Cash generated/ (used) - Operating Activities	776.66	588.17
B. CASH FLOW FROM INVESTMENT ACTIVITIES		
Purchase of Fixed Assets	(1,446.90)	(785.93)
Sale of Fixed Assets	0.66	5.07
Movement in Margin Money	(56.76)	(78.25)
Interest Received	13.22	11.23
Net Cash Generated/ (Used) - Investing Activities	(1,489.79)	(847.88)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Long-term Borrowings (Net)	399.83	362.49
Proceeds/ Repayment of Short-term Borrowings (Net)	789.55	160.53
Finance Cost Paid	(371.07)	(247.99)
Net Cash Generated/ (Used) - Financing Activities	818.32	275.03
Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)	105.19	15.32
Add : Opening Cash and Cash Equivalents	101.05	85.73
Closing Cash and Cash Equivalents	206.25	101.05
Components of Cash & Cash equivalents		
Cash in hand	2.04	3.46
Balances with Schedule Banks		
In Current Accounts	129.62	48.36
Unclaimed Dividend Accounts	0.60	1.18
Fixed and Call Deposits Accounts	277.47	195.35
	409.73	248.35
Less: Fixed Deposits considered in Investing Activity & Unclaimed dividend lying with Bank	203.48	147.30
	206.25	101.05

Notes:

- The Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard (AS) 3 "Cash flow Statement" as notified under the Companies (Accounting Standard) Rule 2006.
- 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 27th May 2016

For and on behalf of Board of Directors
Chairman Cum Managing Director

Directors

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Mr. Ani Khaitan
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Mr. Sanjay Kaushik
Mr. Pawan Rathi
Mr. Virendra Garg

Notes to the Financial Statements

₹ in Lakhs

1. Share Capital:
A. Authorized, Issued, Subscribed and Paid-up Share Capital

	As at	As at
	31/03/2016	31/03/2015
Authorized:		
10800000 (Previous year 10800000) Equity Shares of ₹10 /-each.	1,080.00	1,080.00
20000 (Previous year 20000) Redeemable Cumulative Preference Shares of ₹100/- each	20.00	20.00
	1,100.00	1,100.00
Issued:		
10254750 (Previous year 10254750) Equity Shares of ₹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 ₹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:

	2015-16		2014-15	
	Numbers	₹ in Lakhs	Numbers	₹ in Lakhs
Equity Shares outstanding at the beginning of the year	10,254,750	1,025.48	10,254,750	1,025.48
Equity Shares outstanding at the end of the year	10,254,750	1,025.48	10,254,750	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

	2015-16	2014-15	2013-14	2012-13	2011-12
Bonus shares	-			-	932,250
	-	-	-	-	932,250

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 31-03-2016		As at 31-03-2015	
	Number of Shares held	Percentage of Holding	Numbers of Shares held	Percentage of Holding
Mr. Anil Kumar Khaitan	5942494	57.95%	5942494	57.95%
M/S Magnum Computer Private Limited	1327211	12.94%	1327211	12.94%
M/S SNK Executive Search Pvt Ltd.	543690	5.30%	543690	5.30%

Notes to the Financial Statements

₹ in Lakhs

		As at	As at
		31/03/2016	31/03/2015
2	Reserves and Surplus:		
(i)	Capital Reserve		
	Balance as per last financial statements	15.17	15.17
(ii)	Capital Redemption Reserve		
	Balance as per last financial statements	7.50	7.50
(iii)	Revaluation of Fixed Assets Reserve		
	Balance as per last financial statements	-	33.61
	Less: Reversal of Revaluation Reserve transfer to Fixed Assets (Refer Note 9 A (ii))	-	33.61
		-	-
(iv)	General Reserve		
	Balance as per last financial statement	160.59	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 at the beginning of year (Net of deferred tax of Current Year ₹ 1.77 lacs, Previous Year ₹ 44.35)	3.60	89.81
		156.99	160.59
(v)	Surplus in Statement of Profit & Loss		
	Balance as per last financial statements	1,378.38	980.37
	Add: Profit for the year	522.52	398.01
		1,900.90	1,378.38
	Total Reserve and Surplus (i to v)	2,080.56	1,561.64

	Non-Current Portion		Current Maturities	
	As at		As at	
	31/03/2016	31/03/2015	31/03/2016	31/03/2015
Secured				
Term Loans From a Bank (a)	89.56	174.89	84.00	84.00
Vehicle Loan from Bank (b)	1.16	21.86	20.70	35.56
Vehicle Loans from others	-	-	-	1.00
Loan from Bodies Corporate (c)	801.67	265.53	107.82	50.38
Unsecured				
Loan from Bodies Corporate (d)	23.77	108.02	84.25	71.86
	916.16	570.30	296.77	242.80
Less: Amount disclosed under the head "Other Current Liabilities (Refer Note No. 8)	-	-	296.77	242.80
	916.16	570.30	-	-

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

S.No.	Current Year				Previous Year			
	As at 31st March 2016	No. of Installments	Periodicity	Rate of Interest	As at 31st March 2015	No. of Installments	Periodicity	Rate of Interest
1	84.00	12	Monthly	14.70%	168.00	24	Monthly	14.70%
2	5.56	1			6.89	1		
	89.56				174.89			

Notes to the Financial Statements
₹ in Lakhs

- (b) Vehicle loan from Banks are secured against hypothecation of specific vehicle acquired. Payment terms of non-current portion are as follows:

S.No.	Current Year				Previous Year			
	As at 31st March 2016	No. of Installments	Periodicity	Rate of Interest	As at 31st March 2015	No. of Installments	Periodicity	Rate of Interest
1	-	-	Monthly	10.50%	10.83	9	Monthly	10.50%
2	-	-	Monthly	9.75%	1.24	1	Monthly	9.75%
3	0.60	5	Monthly	11.25%	1.93	16	Monthly	11.25%
4	0.56	1	Monthly	10.25%	7.86	13	Monthly	10.25%
	1.16				21.86			

- (c) Loan from Bodies Corporate are secured against hypothecation of specific assets acquired. The payment terms of non-current portion are as follows :-

S.No.	Current Year				Previous Year			
	As at 31st March 2016	No. of Installments	Periodicity	Rate of Interest	As at 31st March 2015	No. of Installments	Periodicity	Rate of Interest
1	59.76	27	Monthly	13.95%	80.89	51	Monthly	13.95%
2	129.12	39	Monthly	13.50%				
3	124.60	35	Monthly	13.50%	157.27	47	Monthly	13.50%
3	20.52	36	Monthly	13.10%	27.37	54	Monthly	13.10%
4	10.80	36	Monthly	13.10%				
5	31.67	36	Monthly	13.10%				
6	10.00	36	Monthly	13.10%				
7	415.20	1	After 3 yrs	1.40%				
	801.67				265.53			

- (d) The payment of non-current portion and rate of interest rate for loan taken from Bodies Corporate are as follows :-

S.No.	Current Year				Previous Year			
	As at 31st March 2016	No. of Installments	Periodicity	Rate of Interest	As at 31st March 2015	No. of Installments	Periodicity	Rate of Interest
1	-	-	Monthly	19.67%	18.49	12	Monthly	19.67%
2	-	-	Monthly	19.51%	11.79	10	Monthly	19.51%
3	-	-	Monthly	18.26%	32.77	12	Monthly	18.26%
4	20.04	23	Monthly	19.00%	27.96	35	Monthly	19.00%
5	3.73	3	Monthly	19.00%	17.01	15	Monthly	19.00%
	23.77				108.02			

4 Deferred Tax Liabilities (Net)
Deferred Tax Liabilities

Depreciation and Amortisation

Deferred Tax Assets

Provision for Employee Benefits Allowable on payment basis

Deferred Tax Liabilities (Net)

	As at 31/03/2016	As at 31/03/2015
Depreciation and Amortisation	364.71	201.10
Provision for Employee Benefits Allowable on payment basis	67.16	48.77
Deferred Tax Liabilities (Net)	297.55	152.33

5	Provisions	Long-term		Short-term	
		31/03/2016	31/03/2015	31/03/2016	31/03/2015
	Employee Benefits #	105.29	94.16	71.28	53.35
	Provision for Current Tax (Net of Advance Tax)	-	-	(0.36)	47.87
		105.29	94.16	70.92	101.22
	# Refer Note No. 29.3				
6	Short-term Borrowings			As at	As at
				31/03/2016	31/03/2015
	Secured				
	Loans repayable on demand				
	Cash Credit From Bank (a)			1,813.25	1,416.54
	From a body corporate (b)			91.70	91.70
	Unsecured				
	Buyer's Credit from a Bank in Foreign Currency			588.12	195.28
				2,493.07	1,703.52
(a)	Cash Credit facility 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 Personnel in earlier years.				
7	Trade Payables				
	For Goods and Services			1,040.36	704.26
				1,040.36	704.26
(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 ₹ Nil (Previous year ₹ 100.14).				
8	Other Current Liabilities				
	Current maturities of long-term debts (Refer Note No. 3)			296.77	242.80
	Interest accrued but not due on borrowings			10.83	0.60
	Unpaid Dividends			0.60	1.18
	Customers Credit Balances and Advances against orders			51.33	42.16
	Capital Liabilities			99.82	15.24
	Liabilities for Employees			61.39	59.60
	Statutory Dues			28.43	79.33
				549.17	440.91

Notes to the Financial Statements

₹ in Lakhs

9 Fixed Assets
A. Tangible Assets

Description of Assets	Gross Block				Depreciation				Net Block	
	As at 31st March 2015	Additions/ Adjustments	Deduction/ Adjustments	As at 31st March 2016	Up to 31st March 2015	For the year	Deduction/ Adjustments	As at 31st March 2016	As at 31st March 2016	As at 31st March 2015
Leasehold Land	0.74	-	-	0.74	0.27	0.01	-	0.28	0.46	0.47
Buildings	633.16	20.46	-	653.62	201.94	20.28	-	222.22	431.40	431.22
Plant and Equipment	4,997.08	1,466.27	-	6,463.35	3,131.89	287.12	-	3,419.01	3,044.34	1,865.19
Electric Installations	359.24	55.53	-	414.77	181.88	26.28	-	208.16	206.61	177.36
Furniture and Fixtures and Improvement on Rented Premises	143.02	183.46	2.30	324.18	56.95	18.12	2.19	72.88	251.30	86.08
Office Equipment	63.75	15.39	-	79.14	53.57	5.66	-	59.23	19.91	10.18
Vehicles	217.22	6.59	9.66	214.15	74.16	25.98	9.18	90.96	123.19	143.06
Tools & Dies	1.44	-	-	1.44	1.44	-	-	1.44	-	-
Other Assets	-	-	-	-	-	-	-	-	-	-
	6,415.65	1,747.70	11.96	8,151.39	3,702.10	383.45 *	11.37	4,074.18	4,077.22	2,713.56
Previous Year	6,120.11	603.88	308.34	6,415.65	3,440.29	529.71 *	267.90	3,702.10	2,713.56	2,679.82

(i) Vehicle Includes ₹ 150.01 (Previous Year ₹ 143.76) Under Finance Scheme

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

B Intangible Assets

Description of Assets	Gross Block				Depreciation				Net Block	
	As at 31st March 2015	Additions/ Adjustments	Deduction/ Adjustments	As at 31st March 2016	Up to 31st March 2015	For the year	Deduction/ Adjustments	As at 31st March 2016	As at 31st March 2016	As at 31st March 2015
Software	18.54	-	-	18.54	17.82	0.18	-	18.00	0.54	0.72
Software -SAP	21.15	3.35	-	24.50	4.63	3.68	-	8.31	16.19	16.52
	39.69	3.35	-	43.04	22.45	3.86	-	26.31	16.73	17.24
Previous Year	39.69	-	-	39.69	17.87	4.58	-	22.45	17.24	21.82

* includes ₹ 5.36 lakhs carrying amount of fixed assets (after retaining the residual value), whose remaining useful life have been reassessed to be nil at the beginning of the Year has been adjusted with General Reserve. (Previous Year ₹ 134.16)

9(i) The company has exercised option under notification no. GIR 914 (E) dated 29th December 2011 issued by Ministry of Corporate Affairs and accordingly net exchange loss for the year amounting to ₹ 27.05 (Previous year ₹ NIL) on long term foreign currency borrowing has been adjusted with the depreciable fixed assets acquired. As at 31st March 2016 ₹21.59 (Previous year ₹ NIL) remain to be amortised over the balance life of the assets.

(Previous year ₹ NIL) on long term foreign currency borrowing has been adjusted with the depreciable fixed assets acquired. As at 31st March 2016 ₹ 21.59 (Previous year ₹ NIL) remain to be amortised over the balance life of the assets.

10 Long-term Loans and Advances:
(Unsecured, considered good)

	As at 31/03/2016	As at 31/03/2015
Capital Advances	5.43	154.31
Security Deposits	56.03	55.87
Prepaid Expenses	0.50	0.52
	61.96	210.70

Notes to the Financial Statements
₹ in Lakhs

11	Current Investments	As at	As at
	(Valued at the lower of cost and fair value)	31/03/2016	31/03/2015
	Investments in Government Securities (National Saving Certificates)	0.06	0.06
		0.06	0.06
12	Inventories:		
	(As taken ,valued and certified by the Management)		
	(Valued at cost or Net Realisable value whichever is lower)		
	Raw Materials	333.37	158.87
	Raw Materials in Transits	-	100.14
	Work-in-Progress	173.16	101.49
	Finished Goods	608.39	418.61
	Capsules Scrap	0.85	1.97
	Stores and Spares	200.80	175.17
		1,316.57	956.25
13	Trade Receivables:		
	(Unsecured, Considered Good unless otherwise stated)		
	Outstanding for a period exceeding six months (from due date)		
	Considered Good	414.74	323.92
	Considered Doubtful	15.74	
	Less:- Provision for Doubtful Debts	<u>15.74</u>	-
	Other receivables	414.74	323.92
		1,999.20	1,654.11
		2,413.94	1,978.03
14	Cash and Bank Balances:		
	Cash and Cash Equivalents		
	Cash on hand	2.04	3.46
	Balance with Banks:		
	Current Accounts	129.62	48.36
	Deposits against Guarantee/Margin (original maturity within 3 months)	74.59	49.23
	Other Balances with Bank with Banks:	206.25	101.05
	Earmarked Balances (Unpaid Dividend)	0.60	1.18
	Deposits against Guarantee/Margin (original maturity more than 3 months but within 12 months)	24.25	-
	Deposits against Guarantee/Margin original maturity more than 12 months	178.63	146.12
		203.48	147.30
		409.73	248.35
15	Short-term Loans and Advances (Unsecured and considered good)		
	Prepaid Expenses	39.97	21.38
	Advance to Suppliers	14.99	20.81
	Excise Duty & Service Tax Receivable	86.55	39.03
	Others *	10.02	13.50
	* Others includes Advance to Employees, claim Receivable etc.	151.53	94.72

Notes to the Financial Statements
₹ in Lakhs

	As at	As at
	31/03/2016	31/03/2015
16 Other Current Assets		
Accrued Export and Other Incentives	97.69	45.19
Accrued Other Income	6.72	6.19
Income Tax Refundable	18.20	6.17
Income Tax paid under Protest	0.85	0.85
Receivable on account of Forward Contract	1.55	0.01
	125.01	58.41
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
Demand for Income Tax (Paid under Protest ₹ 0.85 Previous year ₹ 0.85)	3.72	0.85
(b) Customs duty on Raw Materials imported under Advance License, against which export obligation is to be fulfilled.	504.97	347.28
(c) "The Company has procured certain capital goods under EPCG Scheme at concessional rate of duty. As on 31st March, 2016 the Company is contingently liable to pay differential custom duty ₹ 47.24 (Previous Year ₹ 7.45) on such procurement. In view of past export performance and future projections, the management is hopeful of completing the export obligation within stipulated time, and expect no cash on this account."		
B. Commitments		
(a). Estimated amount of contracts remaining to be executed on capital account and not provided for (Advances paid ₹ 5.43 Previous Year ₹ 154.31)	5.40	301.75
18 Revenue from Operations:		
	For the Year ended	
	31/03/2016	31/03/2015
Sale of Products		
Empty Hard Gelatine Capsules	7,663.31	6,504.09
Traded Goods	954.14	1,077.22
Other Operating Revenue		
Export and Other Incentives	71.08	53.51
Gross Revenue from Operations	8,688.53	7,634.82
Less: Excise Duty	526.16	371.21
Net Revenue from Operations	8,162.37	7,263.61
19 Other Income:		
Interest Income	13.76	13.78
Liabilities/ Provisions no longer required written back	25.86	23.51
Gain on foreign currency transactions and translation (Net)	39.81	42.62
Claims received	8.24	13.89
Miscellaneous Receipts	44.81	2.26
Profit on sale of Fixed Asset	0.07	-
20 Cost of Materials Consumed:	132.55	96.06
Raw Material		
Gelatine	2,666.05	2,163.00
Colour & Chemical	157.58	104.78
	2,823.63	2,267.79
Less: Transfer to Capital Work-in-Progress/Capitalised	47.21	3.20
	2,776.42	2,264.58

Notes to the Financial Statements
₹ in Lakhs

		For the Year ended	
		31/03/2016	31/03/2015
21	Changes in Inventories of Finished goods, Work-in-progress and Stock-in-trade		
	Opening Inventories		
	Work-in-Progress (EHG Capsules)	101.49	78.68
	Finished Goods	418.61	356.70
	Capsule Scrap	1.97	3.52
		522.07	438.90
	Less: Closing Inventories		
	Work-in-Progress (EHG Capsules)	173.16	101.49
	Finished Goods	608.39	418.61
	Capsule Scrap	0.85	1.97
		782.40	522.07
	(Increase)/Decrease in Inventory	(260.33)	(83.17)
22	Employee Benefits Expenses:		
	Salaries, Wages, bonus etc.	754.75	706.93
	Contribution to Provident and other Funds	99.23	82.77
	Provident fund	55.07	
	Other Fund	44.16	
	Employee Welfare	88.00	72.92
		941.98	862.63
	Less: Transfer to Capital Work-in-Progress/Capitalised	0.23	0.14
		941.75	862.49
23	Finance Costs:		
	Interest	358.37	251.04
	Other Borrowing Costs	60.58	21.99
	Others	-	-
	Net (Gain) /Loss on foreign currency transactions and translation (considered as finance cost)	-	-
		418.94	277.45
	Less: Transfer to Capital Work-in-Progress/Capitalised	37.64	31.83
		381.30	245.62
24	Depreciation and Amortization Expenses:		
	On Tangible Assets	378.09	395.56
	On Intangible Assets	3.86	4.58
		381.95	400.14
25	Other Expenses:		
	Consumption of Stores and Spares	28.27	29.50
	Power and Fuel	562.44	483.84
	Job Work	104.93	95.97
	Consumption of Packing Materials	181.75	130.00
	Repair & Maintenance		
	- Buildings	22.15	14.87
	- Machinery	335.81	259.33
	- Others	25.65	23.02
	Travelling & Conveyance including Directors' Travelling	132.40	147.12
	Legal & Professional	42.15	58.84
	Rates and Taxes	7.86	4.91
	Rent	46.50	42.54
	Insurance	24.41	26.03

Notes to the Financial Statements
₹ in Lakhs

	For the Year ended	
	31/03/2016	31/03/2015
Auditors' Remuneration - (a)	4.61	3.95
Freight and Forwarding (Net)	349.09	405.85
Commission on Sales	49.24	16.36
Provision for Doubtful debts/Advances and Bad debts written off	15.74	29.02
Donations	0.11	0.87
Directors' Fees	4.42	4.51
Loss on foreign currency transactions and translation (Net) (Other than considered as finance cost)	-	-
Loss on sale/Discarded of Fixed Assets	-	1.76
Increase/ Decrease of Excise Duty on closing stock	30.89	13.40
Prior Period	7.03	-
CSR activities (including Capital Construction ₹ 4.87 (Previous year ₹ 11.63))	4.87	11.63
Miscellaneous	275.84	266.72
	2,256.16	2,070.04
Less: Transfer to Capital Work-in-Progress/Capitalised	1.81	26.05
	2,254.35	2,043.97
(a) Details of Auditors' Remuneration are as follows:		
Statutory Auditors:		
For Audit	2.00	1.50
For Tax Audit	0.50	0.45
For Quaterly Review	0.90	0.75
For Company Law matters	0.30	0.55
For Certification & Others	0.68	0.45
Reimbursement of expenses	0.23	0.25
	4.61	3.95
(b) Miscellaneous Expenses include :		
Postage, Telegram & Telephone Expenses	31.50	28.74
Bank Chages	54.85	39.69
Sales Promotion	49.59	52.07
Others	139.90	146.21
	275.84	266.72
26 Tax Expenses		
Current Tax		
Current Tax for the year	126.55	225.00
Tax relating to earlier years	7.00	12.66
	133.55	237.66
Deferred Tax		
Deferred Tax for the year	146.98	(20.19)
	146.98	(20.19)

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

The Company has manufacturing facility at Alwar (Rajasthan) for 10930 Million (Previous year 8430 Million) of Hard Gelatin Capsule Shells. Company is also doing Trading of Food items and Capsules.

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 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. (Also refer Note No. 9(i))"

e) Depreciation:

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

Plant and Machinery	15 to 40 years
Electric Installation	15 to 40 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.

Retirement benefits in the form of Provident Fund is a defined contribution plan and the contribution is charged to the Statement of Profit and Loss of the year when the contributions to the fund are due.

i) Foreign Currency Transaction

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 at the date of the transaction. Monetary items related to foreign currency transactions are restated at year end exchange rates. All exchange differences arising from such conversion including gain or loss on cancellation of foreign currency forward covers are included in the Statement of Profit & Loss except exchange difference arising on long term foreign currency monetary items in so far as they relate to the acquisition of depreciable capital assets are capitalised. (refer note No. 9(i)). Premium / Discount on forward covers, covered under AS-11 (i.e. The Effects of Changes in Foreign Exchange Rates) are recognised over the tenure of the contract.

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.

Notes to the Financial Statements
₹ in Lakhs
29.3 Disclosure required by Accounting Standard (AS) 15 (Revised) on "Employee Benefits":

A. Gratuity - Defined Benefit Scheme (based on actuarial valuation):	2015-2016	2014-2015
(a). Change in Defined Benefit Obligations:		
Present value of Defined Benefit Obligations at the beginning of the year	131.03	102.34
Current Service Cost	13.94	10.38
Past Service Cost		
Interest Cost	10.22	9.31
Curtailment Cost/ (Credit)		
Settlement Cost/ (Credit)		
Plan Amendments		
Actuarial Gain/ (Loss)	19.80	15.04
Benefits Paid	(12.27)	(6.04)
Present value of Defined Benefit Obligations at year end	162.72	131.03
(b). Change in Fair value of Plan Assets:		
Fair value of Plan Assets at the beginning of the year	79.09	66.37
Expected return on Plan assets	7.11	5.80
Actuarial Gain/ (Loss)	0.29	0.91
Contributions	14.13	12.05
Benefits Paid	(12.27)	(6.04)
Fair value of Plan Assets at the year end	88.35	79.09
(c). Amount recognised in Balance Sheet:		
Fair value of Plan Assets at the year end	(88.35)	(79.09)
Present value of Defined Benefit Obligations at year end	162.72	131.03
Amount recognised in Balance Sheet at year end	74.36	51.93
(d). Expenses recognised in Statement of Profit and Loss:		
Current Service Cost	13.94	10.37
Past Service Cost	-	-
Interest Cost	10.22	9.31
Curtailment Cost/ (Credit)	-	-
Settlement Cost/ (Credit)	-	-
Actuarial Gain/ (Loss)	19.50	14.13
Expected return on Plan assets	(7.11)	(5.80)
Expenses recognised in Statement of Profit and Loss during the year	36.55	28.01
(e). Break-Up of the defined benefit obligations		
Funded	88.35	79.09
Unfunded	74.36	51.93
Total Obligation as at Balance Sheet date	162.71	131.01
(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	7.70%	7.80%
Expected rate of return on assets	8.35%	9.00%
Service cost increases taking into account inflation, seniority, promotion and other relevant factors.	4.00%	4.00%

Notes to the Financial Statements
₹ in Lakhs
(h) Disclosure as required under Para 120(n):

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

	2015-16	2014-15	2013-14	2012-13	2011-12
Present Value of defined benefit obligation	162.72	131.03	102.34	93.49	78.12
Fair value of plan assets	88.35	79.09	66.37	54.82	48.40
Surplus / (Deficit) in the plan	(74.37)	(51.94)	(35.97)	(38.67)	(29.72)
Experience adjustments on plan Liabilities Gain / (Loss)	19.80	15.04	(1.12)	10.23	16.89
Experience adjustments on plan assets Gain / (Loss)	0.29	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 ₹ 50.08 (Previous year ₹ 42.66) 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

	Year ended	
	31-Mar-2016	31-Mar-2015
Profit for the year	522.52	398.01
Weighted average number of shares used in the calculation of EPS:		
Weighted average number of Basic Equity Shares outstanding	10254750	10254750
Weighted average number of Diluted Equity Shares outstanding	10254750	10254750
Face value of per share (in Rs.)	10.00	10.00
Basic and Diluted EPS	5.10	3.88
Diluted EPS	5.10	3.88

29.5 Related Party Disclosures:

Transactions for the year ended 31st March 2016		31st March 2016	31st March 2015
Mr. Anil Khaitan (Key Management Personal)			
1	Unsecured Loan Repayment	-	5.40
2	Salary and Allowances *	28.95	28.49
	Closing Balance Payable		
	Salary and Allowances	3.56	2.39
Mrs. Sarita Khaitan (Wife of Key Management Personal)			
1	Lease rent paid	23.92	23.60
2	Salary & Allowance *	26.61	26.18
	Closing Balance Payable	1.40	0.76
Mr. Ishan Khaitan (Son of Key Management Personal)			
1	Salary & Allowance *	28.10	47.22
2	Closing Balance Payable	1.40	-
Mr. Kahaan Khaitan (Son of Key Management Personal)			
1	Salary *	17.32	11.34
	Closing Balance Payable	1.13	-
Mrs. Anchal khaitan			
1	Salary & Allowance *	5.98	5.44
2	Closing Balance Payable	0.24	0.14
	Total	138.61	150.96

* Excluding Gratuity and Leave Encashment provision on actuarial basis.

Notes to the Financial Statements

₹ in Lakhs

29.6 Segment Informations

a As of March 31, 2016, there are two business segments i.e. Empty Capsules and Marketing of Food Product. A description of the types of products by each reportable segment is as follows:

Empty Capsules – the Company deals in manufactures or trading of 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, 2016 and March 31, 2015 and certain assets and liability information regarding business segments at March 31, 2016 and March 31, 2015.

Particulars	Capsules		Marketing of Food Products		Total	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
Revenue						
Turnover (Net of Excise duty)	7,208.22	6,186.39	954.14	1,077.22	8,162.37	7,263.61
Other Income						
Total income	7,208.23	6,186.39	954.14	1,077.22	8,162.37	7,263.61
Results						
Segment results Profit/(Loss)	1,210.78	936.96	50.52	4.71	1,261.30	941.67
Unallocated Corporate Expenses / (Income) (Net)					458.25	326.19
Profit before Tax					803.05	615.48
Tax Expenses					280.53	217.47
Exceptional Items					-	-
Profit after Tax					522.52	398.01
Other Information						
Segment Assets	8,098.53	6,047.68	175.77	96.34	8,274.30	6,144.02
Unallocated Corporate Assets					304.26	209.80
Total Assets					8,578.56	6,353.82
Segment Liabilities	1,440.73	1,046.47	15.01	0.12	1,455.74	1,046.59
Unallocated Corporate Liabilities					310.78	203.49
Borrowings					3,706.00	2,516.62
Total Liabilities					5,472.52	3,766.70
Capital Expenditure	1,751.05	654.41	-	-	1,751.05	654.41
Corporate Office Capital Expenditure					-	-
Total Capital Expenditure					1,751.05	654.41
Depreciation & Amortisation	381.95	400.13	-	0.01	381.95	400.14
Unallocated Depreciation					-	-
Total Depreciation					381.95	400.14

Other Non Cash Expenses

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:

Net Revenue from Operations	2015-16			2014-15		
	India	Rest of World	Total	India	Rest of World	Total
	4,355.48	3,806.89	8,162.37	4,146.33	3,117.28	7,263.61

The Company has common fixed assets in India for providing goods for domestic as well as overseas market except export debtors ₹ 350.93 (Previous year ₹ 848.77).

Notes to the Financial Statements
₹ in Lakhs
29.7 A. C.I.F. value of imports by the Company (Excluding imported items purchased locally):

	2015-16	2014-15
Raw Materials	791.99	596.15
Stores and Spares	4.64	10.09
Capital Goods	614.50	145.30
Traded Goods	1,016.43	948.13

B. Expenditure in foreign currency during the year:

Travelling Expenditure	15.13	14.67
Commission on Sales	49.24	14.14
Others	19.53	0.18

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

	Amount		Percentage (%)	
	2015-16	2014-15	2015-16	2014-15
Raw Materials:				
Imported	747.88	541.42	26.44%	23.87%
Indigenous	2,081.02	1,726.36	73.56%	76.13%
	2,828.90	2,267.78	100%	100%
Stores and Spares				
Imported	13.60	2.87	0.01	2.14%
Indigenous	1,444.11	131.36	0.99	97.86%
	1,457.71	134.23	100%	100%

E. Earnings in Foreign Exchange:

Export of Goods on F.O.B. basis *	2,576.15	2,836.10
Other Income	Nil	Nil

* excluding sale to SEZ units in India ₹ 3.79 (Previous year ₹ 1.89) and Sales against Form 'H' ₹ 33.84 (Previous Year ₹ 10.59).

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

Particulars	As at 31.03.2016		As at 31.03.2015	
	In USD (in Lakhs)	In Equivalent ₹	In USD (in Lakhs)	In Equivalent ₹
Receivable	4.22	267.25	5.69	356.39
Payable	1.54	97.53	4.87	304.98
	In GBP (in Lakhs)	In Equivalent ₹	In GBP (in Lakhs)	In Equivalent ₹
Receivable	0	0	0.02	2.37
Payables	-	-	-	-

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

Particulars	As at 31.03.2016	As at 31.03.2015
	In USD (in Lakhs)	
Receivable (Sell)	8.84	15.00

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 27th May 2016

For and on behalf of Board of Directors
Chairman Cum Managing Director

Directors

Chief Financial Officer
AGM Legal Cum Company Secretary

Mr. Ani Khaitan
Mr. S N Balasubramanian
Mr. R.C. Khuran
Mr. R K Niyogi
Mr. B P Srinivasan
Dr. Lata Singh
Mr. Joginder Singh
Mr. Sanjay Kaushik
Mr. Pawan Rathi
Mr. Virendra Garg



SUNIL HEALTHCARE LIMITED

SUNIL HEALTHCARE LIMITED

Regd. Off; - 38E/252-A, Vijay Tower, Shahpurjat, New Delhi-110049

Email: info@sunilhealthcare.com/ Website: www.sunilhealthcare.com | CIN-L24302DL1973PLC189662

42nd Annual General Meeting -28th September, 2016

ATTENDANCE SLIP

Please Fill Attendance Slip And Hand It Over At The Entrance Of The Meeting Venue. Joint shareholders may obtain additional slip at the venue of meeting.

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 42nd Annual General Meeting of the Members of the Company will be held at 3.00 p. m. on Wednesday the September 28, 2016 at Modi Hall, Ground Floor, PHD Chamber of Commerce and, Industry PHD House, 4/2, SIRI Institutional Area, August Kranti, Marg New Delhi-110016

Name of the Member / Proxy _____

Signature of the Member / Proxy _____

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]

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



SUNIL HEALTHCARE LIMITED

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 42nd Annual General Meeting of the Company to be held on 28th September, 2016 at 3.00 PM and any adjournment thereof) in respect of such resolutions as are indicated below:

- Name _____ Address _____
E mail id _____ signature _____ or falling him
- 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 31 st March 2016 the Report of Board of Directors and Auditors thereon.	Ordinary		
2	To appoint a Director in place of Mr. B.P. Srinivasan DIN (02543837) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.	Ordinary		
3	To ratify the 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	Approval of charges for Service of Documents on the members	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 _____ 2016

Signature of Shareholders _____

Signature of Proxy holder(s) _____

Affix
One
Rupees
Stamp

Notes:

- 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 48 hours before the commencement of the meeting.
- A Proxy need not be a member of the Company.
- In case of joint holders, the signature of any holder will be sufficient, but name of all the joint holders should be stated.
- For the Resolution, Explanatory Statement and notes, please refer to the Notice of 42nd Annual General Meeting.
- It is optional to put an "P" 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.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
- Please complete all details including details of member(s) in the above box before submission.
- Undated proxy form will not be considered valid.
- If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

OUR ORGANISATION

WORKS :	17-18, Old Industrial Area Alwar - 301 001	Telephone : 0144-3014222 to 3014224 Fax : 0144-2373826 E-Mail : info@sunilhealthcare.com Website : www.sunilhealthcare.com
REGD. OFFICE	38E252A, Vijay Tower Shahpurjat New Delhi - 110049	Telephone : 011-49435555 Fax : 011-43850087 E-Mail : info@sunilhealthcare.com CIN : L24302DL1973PLC189662 Website : www.sunilhealthcare.com
BRANCH OFFICES : AHMEDABAD	Mrudul Towers 3rd Floor Nr. H.K. House Ashram Road Ahmedabad-380 009	Telephone : 079 - 26588094, 26589048 Telegram : PAPERW/IR/ES Fax : 079 - 26589070 E-Mail : kn.didwania@sunilhealthcare.com
BANGALORE	42/1 First Floor HIG Siddaiah Puranik Road Basaveshwar Nagar Bangalore	Telephone : 080-32995060 E-Mail : bipin.nambiar@sunilhealthcare.com
CHENNAI	3/8, Devaklammal Street Shenoy Nagar Chennai-6000301	Telephone : +91-9840366278 Email : varkeykodak@rediffmail.com
HYDERABAD	218, IInd Floor Chenoy Trade Centre 116, Park Lane Secunderabad-500003 (Hyderabad)	Telephone : 040-27720386, 27811238 Fax : 040 : 27846779
KOLKATA	25, Ganesh Chandra Avenue Kolkata - 700 013	Telephone : 033 - 22349308-10 Telegram : CASHAMPEL Fax : 033 - 22116880 E-Mail : suman@sunilhealthcare.com
MUMBAI	111, MY Centre, 1 st Floor 3, Prabhat Udyog Nagar Patel Estate, Off. S.V. Road Jogeshwari (West) Mumbai - 400102	Telephone : 022 - 26789584, 26788102 Direct : 022 - 26789584 E-Mail : suresh.kamath@sunilhealthcare.com



if undelivered please return to :

Sunil Healthcare Limited

Regd. Office : Vijay Tower, 38E/252-A, Shahpur Jat
Panchsheel Park Commercial Complex, New Delhi-110049
Tel : 91-11-49435555/00 F: +91-11-43850087

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