ANNUAL REPORT 2015-16

करे ज़िंदगी की बात, हमारे साथ

SONI GROUP OF HOSPITALS

28th Annual Report

2015-2016

Soni Medicare Limited

38, Kanota Bagh, Jawahar Lal Nehru Marg,
Jaipur-302004
Phone: (0141) 5163700, Fax: (0141) 2564392
Email: - cs@sonihospitals.com
CIN: L51397RJ1988PLC004569

28th ANNUAL GENERAL MEETING

Day & Date : Friday, 05th August, 2016

Time : 11.30 A.M.

Venue : 38, Kanota Bagh, Jawahar Lal Nehru Marg,
Jaipur – 302004, Rajasthan

BOARD OF DIRECTORS

Mr. Bimal Roy Soni	Managing Director cum Chairman
Mrs. Anju Soni	Non-Executive Director
Mr. Sumer Chand Jain	Independent Director
Mr. Mahaveer Prasad Yadav	Independent Director
Mrs. Mamta Sharma	Independent Director

COMPANY SECRETARY

Ms. Pooja Sharma
E-mail: cs@sonihospitals.com

STATUTORY AUDITORS

M/s. Tambi Ashok & Associates
Chartered Accountants
Registration No. 005301C

CHIEF FINANCIAL OFFICER

Ms. Sonam Chandak
E-mail: sonam.chandak@sonihospitals.com

CORPORATE IDENTITY NUMBER

L51397RJ1988PLC004569

BANKERS

Punjab National Bank

REGISTERED OFFICE

38, Kanota Bagh, Jawahar lal
Nehru Marg, Jaipur - 302004
Email: cs@sonihospitals.com
Website: www.sonihospitals.com
Ph. No.: 0141-5163700,
Fax No.: 0141-2564392

REGISTRAR AND SHARE TRANSFER AGENT

Sharex Dynamics (India) Private Limited
Unit – 1, Luthra Ind. Premises, 1st
Floor 44-E Vasanti Marg, Andheri-
Kurla Road, Safed Pool, Andheri (E),
Mumbai 400072
T: 2851 5606/ 5644/ 6338

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Soni Medicare Limited

[**CIN No**. :-L51397RJ1988PLC004569]
Regd. Office: - 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur RJ 302004 IN
Tel.: (0141) 5163700, **Fax**: (0141) 2564392 **Website**: www.sonihospitals.com
E-mail: sonihospital@sonihospitals.com, cs@sonihospitals.com

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Members of **Soni Medicare Limited** will be held on Friday, the 05th Day of August 2016, at 11:30 A.M. at 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur-302004, Rajasthan.

ORDINARY BUSINESS:

1. **To receive consider and adopt**:
   - the Audited Balance Sheet as on 31st March, 2016 and Statement of Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon; and
2. No Dividend was declared during the Financial Year.
3. To appoint a director in place of Mr. Bimal Roy Soni (DIN: 00716246), who retires by rotation, and being eligible offers himself for re-appointment.

4. **Appointment of Auditors:**
   To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:-

   "**Resolved That** M/s Tambi Ashok & Associates, Chartered Accountants, Jaipur, Registration No. 005301C, the retiring Auditors, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Twenty Ninth Annual General Meeting of the Company at such remuneration and reimbursement of expenses as agreed upon by the Board of Directors and the Auditors in connection with the audit of the accounts of the Company and other services for the year ending on 31.03.2017."

SPECIAL BUSINESS:

5. To Regularize Appointment of Chief Financial Officer:

To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

"**Resolved That** Pursuant to the provisions of Section 203 of the Companies Act, 2013 read with Rule 3 of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), as amended or re-enacted from time to time the Board of Directors as per recommendation of the Audit Committee in their

meeting held on 31st March, 2016 appoints Ms. Sonam Chandak as Chief Financial Officer of the Company with effect from March, 31st 2016 subject to the approval of shareholders and upon such terms and conditions including terms of remuneration as recommended by Nomination and Remuneration Committee.

Resolved further that remuneration be paid to said appointee as minimum remuneration in the event of loss or inadequacy of profits in any year of tenure of his appointment.

Resolved further that Board of Director of the Company be and are hereby severally authorized to do all acts, deed and things as may be required in this matter including filing of forms/returns with the Registrar of Companies."

By order of the Board of Directors
Soni Medicare Limited
CIN: L51397RJ1988PLC004569

Sd/-
Pooja Sharma
Company Secretary

Date: 05th July, 2016
Place: Jaipur

Registered office:
38, Kanota Bagh,
Jawahar Lal Nehru Marg,
Jaipur -302004, Rajasthan

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

2. ***A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENTS APPOINTING PROXY SHOULD BE DULY STAMPED COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF ANNUAL GENERAL MEETING.***

3. The Register of Members & the Share Transfer Books of the Company will remain closed from **30th July, 2016 to 05th August, 2016** (both days inclusive).

4. Shareholders seeking any information with regard to accounts are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.

5. Members/Proxy holders are requested to bring their Attendance Slip duly completed and signed along with their copy of Annual Report to the Meeting.

6. Shareholders are requested to immediately notify change in address, if any, to the Depository Participant with whom they maintain demat accounts for shares held in electronic mode and to the Company's Registrar & Transfer Agents for the shares held in physical mode.

7. Members, who are holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificates to consolidate their holdings in one folio.

8. Physical share transfer request should be accompanied by valid transfer deed, duly stamped, Adhaar and PAN card copy of both transferor and transferee.

9. Corporate members intending to send their authorized representative are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting, in case they have not voted electronically.

10. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification.

11. Consequent upon introduction of section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their request in form SH-13 (which will be made available on request) to the Registrar and Share Transfer Agents, Sharex Dynamics (India) Pvt Ltd.

12. The Ministry of Corporate Affairs has taken "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of Notice /documents including Annual Report can be sent by email to its members. The e-copy of the 28th Annual General Meeting is also posted on the website "**www.sonihospitals.com**" for download and copy of the Annual Report shall be provided to the shareholder at the Annual General Meeting, if required.

13. To Support this Green initiative of the Government in full measure, members who have not registered their e-mail, so far, are requested to register their email addresses with their concerned Depository Participants. Members who hold share in physical form are requested to contact Ms. Pooja Sharma, Company Secretary on cs@sonihospitals.com or at the registered office of the Company or contact Sharex Dynamics (India) Pvt Ltd.

14. In order to facilitate e-voting on the resolutions by members, electronic copy of the Notice of the 28th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 28th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

15. ***Voting through e-voting means:***

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Securities Limited (CDSL).

The instructions for members for voting electronically are as under:-

- The voting period begins on 02nd August, 2016 at 09.00 A.M. and ends on 04th August, 2016 at 5.00 pm. during this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 29th July, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the 2016.
- Log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" tab.
- **Now Enter your User ID:**
  - For CDSL: 16 digits beneficiary ID
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members, who have not updated their PAN with the Company/Depository Participant, are requested to use the sequence number which is printed on Attendance Slip, in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
Bank Details	• **Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in dividend bank details filed as mentioned in instruction.**

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN (Electronic Voting Sequence Number) for the relevant Soni Medicare Limited on which you choose to vote.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired.
  The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- ***Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.***
- Note for Non Individual shareholders and Custodians:
  - Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves as Corporate and custodians respectively.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
  - After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) which they wish to vote on.

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

16. **Mr. Mahendra Prakash Khandelwal**, a Practicing Company Secretary, (Membership No. 6266; Certificate of Practice No. 4459) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

17. The Results shall be declared on the date of AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.sonihospitals.com and on the website of CDSL within 3 (three) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

18. The members are requested to:
    i. Intimate to the Registrars / Company, changes if any, in their registered address at an early date along with the pin code number;
    ii. Quote Registered Folio / Client ID & DP ID in all their correspondence;
    iii. Dematerialize the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in dematerialized form for all the Investor.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

Item No. 5

The Board of Directors as per recommendation of the Audit Committee hereby appoint Ms. Sonam Chandak as Chief Financial Officer of the Company with effect from March, 31st 2016 in accordance with the provisions of Section 203 of the Companies Act, 2013 subject to the approval of shareholders in Annual General Meeting.

The Board feels that presence of Ms. Sonam Chandak on the Key Managerial Personnel is desirable and would be beneficial to the company and hence recommend this resolution for adoption.

None of the Directors, Key Managerial Personnel or their relatives, except Ms. Sonam Chandak are in any way financially or otherwise, concerned or interested in this resolution.

The Board accordingly recommends the Ordinary Resolution for your approval.

By order of the Board of Directors
Soni Medicare Limited
CIN: L51397RJ1988PLC004569

Sd/-
Pooja Sharma
Company Secretary

Date: 05th July, 2016
Place: Jaipur

Registered office:
38, Kanota Bagh,
Jawahar Lal Nehru Marg,
Jaipur- 302004, Rajasthan

BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL APPOINTMENT/ RE-APPOINTMENT DURING FINANCIAL YEAR
(Pursuant to the Provisions of Section 203 of the Companies Act, 2013)

Name of KMP	Ms. Pooja Sharma	Ms. Sonam Chandak
Date of Birth	22.06.1989	05.05.1987
Date of Appointment	01.03.2016	31.03.2016
Pan No.	DOFPS0169G	AGGPC6883R
Qualification	Bachelors in Business Administration, Company Secretary	Bachelors in Commerce, Masters in Commerce, Masters in Business Administration