

SONI MEDICARE LIMITED



30th Annual Report 2017-2018



Soni Medicare Limited

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CORPORATE INFORMATION



BOARD OF DIRECTORS

NAME

Mr. Bimal Roy Soni
Mrs. AnjuSoni
Mr. Sumer Chand Jain
Mr. Mahaveer Prasad Yadav
Mrs. Mamta Sharma

DESIGNATION

Managing Director cum Chairman
Non-Executive Director
Independent Director
Independent Director
Independent Director

STATUTORY AUDITOR

M/s. A. Natani & Co.
Chartered Accountants
Registration No. 007347C

COMPANY SECRETARY/COMPLIANCE OFFICER

Ms. Pooja Sharma
E-mail: cs@sonihospitals.com
Tel.: (0141) 5163700
Fax: (0141) 2564392

REGISTRAR & 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

CHIEF FINANCIAL OFFICER

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

BANKER

Punjab National Bank

SECRETARIAL AUDITORS

MKGP & ASSOCIATES
Company Secretaries
Address: - 204, Prism Tower, Infront of
PHQ Gate NO.2,
Behind Nehru Place,Tonk Road, Jaipur-302015
Phone No. 0141-3296027, 09828046652
E-Mail:mahendra927@gmail.com

SHARES LISTED WITH

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai- 400001

REGISTERED OFFICE ADDRESS

38, KanotaBagh, Jawaharlal, Nehru Marg, Jaipur - 302004
Email: cs@sonihospitals.com Website: www.sonihospitals.com
Ph. No.: 0141-5163700, Fax No.: 0141-2564392

DIRECTOR'S REPORT

To
The Members,
Soni Medicare Limited

Your Directors have pleasure in presenting the 30TH Annual Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended 31st March, 2018.

1. Financial Results:

The Company's financial performance, for the year ended March 31st, 2018 is summarized below:

Particulars	(Rs. In Hundred)	
	2017-18	2016-17
Revenue from Operation including other income	1346380.27	1346686.63
Expenses excluding Depreciation	1273852.74	1252599.05
Depreciation and Amortization	74017.50	78571.00
Profit/(loss) before exceptional items and tax	(1489.97)	15516.58
Exceptional Items (Provision for gratuity)	40320.00	0
Profit (loss) before Tax	(41809.97)	15516.58
Current Tax	1920.00	8500.00
Deferred Tax Adjustment	(75099.21)	(3029.77)
Profit (loss) After Tax	31369.24	10046.35
Share capital	42649000	42649000
Reserve & Surplus Profit/(Loss)	281794.98	250425.74
Total borrowings	362004.06	383487.57
Earnings per share (Rs.)	0.74	0.24

2. REVIEW OF BUSINESS OPERATIONS:

The Company has generated Rs 1346.38 Lacs revenue in the current financial year as compared to previous year's revenues of Rs. 1346.69 Lacs and profit of Rs.31.37 Lacs in the current year as compared to profit of Rs. 10.05 Lacs in the previous financial year.

3. DIVIDEND

With the view to conserve the resources of company the directors are not recommending any dividend for the financial year 2017-18.

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

The Company has proper place and adequate internal control systems commensurate with the nature of its business, and size and complexity of its operations. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations, and all assets and resources are acquired economically, used efficiently and adequately protected.

4. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT:

There are no material changes after the balance sheet date which may materially affect the financial position of the company or having any material impact on the operations of the Company.

5. CHANGES IN NATURE OF BUSINESS:

There is no change in the nature of business in comparison to immediately preceding year.

6. CHANGES IN SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:

The Company has No subsidiaries, joint ventures or associates during the year and therefore no details are required to be given.

7. CONSOLIDATED FINANCIAL STATEMENTS:

The Company has No Subsidiary, Associate or Joint Venture and therefore question of consolidated financial statement do not arise.

8. DEPOSITS:

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

10. SHARE CAPITAL:

The Company has 4264900 Equity Shares of Rs. 10 each amounting to Rs. 42649000. During the year under review, the Company has not issued any shares or any convertible instruments.

The Company has only one class of Equity Share having a par value of Rs. 10/-each holder of share is entitled to one vote per share with same rights.

During the Year 2017-18, the company has not made any issue of equity shares with differential voting rights, Sweat Equity Shares and employee stock option.

11. TRANSFER TO RESERVES:

The Company proposes to transfer no amount to the general reserve.

12. EXTRACT OF THE ANNUAL RETURN:

The Extract of the Annual Return in Form No. MGT- 9 has been included.

13. BOARD EVALUATION:

The performance evaluation of the individual Directors including chairman of Board was done in accordance with the provision of the Company Act, 2013.

14. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

APPOINTMENT OF DIRECTORS RETIRING BY ROTATION:

As per section 152 of the Companies Act 2013, Mrs. Anju Soni would retire by rotation at the forthcoming Annual General Meeting and are eligible for reappointment. Mrs. Anju Soni has offered her for re-appointment.

APPOINTMENT OF COMPANY SECRETARY BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT (CS):

In terms of section 203 of the Companies Act, 2013, Ms Pooja Sharma, appointed as Company Secretary of the company with effect from August, 1st 2018 upon such terms and condition including terms of remuneration as recommended by nomination and remuneration committee.

INDEPENDENT DIRECTORS:

The Board of Directors of the Company consists of 5 (Five) Directors 3 (Three) are Non Executive - Independent Directors and 2 (Two) are Executive Director.

All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which were placed at the Board meeting held on 27/05/2017

COMPOSITION OF BOARD OF DIRECTOR:

The Board of the Company as on March 31, 2018 consist of 5 directors out of which 3 are non executive Independent directors, one is Managing Director .

COMPOSITION OF KEY MANAGERIAL PERSONNEL (Other Than Board of Directors):

Company has one Chief Financial Officer named Sonam Chandak

15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO :

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A. CONSERVATION OF ENERGY:

The information required under the provisions of section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 relating to the conservation of energy and technology absorption is not applicable, as the Company is not carrying out any manufacturing operation.

B. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Particulars	As on 31.03.2018	As on 31.03.2017
a) Earnings in foreign exchange	Nil	Nil
b) Expenditure / outgo in foreign exchange (Travelling)	Nil	Nil

16. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors during the year 2017-18 met five times on:

S.NO.	DATE OF BOARD MEETING	BOARD'S STRENGTH	NO.OFDIRECTORSPRESENT
1.	27.05.2017	5	5
2.	12.08.2017	5	5
3.	30.08.2017	5	5
4.	13.11.2017	5	5
5.	13.02.2018	5	5

17. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES:

The Company has put in place Vigil Mechanism for Directors and Employees of the Company.

18. CORPORATE SOCIAL RESPONSIBILITY (CSR):

As the Company does not fall under the Class of Companies as prescribed under Section 135 of Companies Act, 2013 and Rules made there under, therefore the provisions related to Corporate Social Responsibility is not applicable to the Company.

Therefore, Company is not liable to contribute towards Corporate Social Responsibility.

19. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

Particulars of Loan given, Investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in standalone financial statement.

20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of contracts or 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 the proviso thereto have been disclosed in Form No. AOC -2, annexed.

21. MANAGERIAL REMUNERATION:

- ❖ None of the employees of the company was in receipt of the remuneration exceeding the Appointment and Remuneration of Managerial Personnel of the Companies Act, 2013 limits prescribed u/s 197 (12) read with rule 5, sub-rule 2 of The Companies during the year under review.
- ❖ The Company does not have any material information to report in accordance to Rule 5, of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

22. AUDITORS AND AUDIT REPORT**a. STATUTORY AUDITORS:**

The Board of Directors of the company recommends to the members, the ratification of appointment of by M/s A. Natani & Co., Chartered Accountants (Firm Registration No. 007347C) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the AGM to be held for financial year ending on 31st March, 2019. In this regard, the Company has received a certificate from the auditors in accordance with the provisions of Section 141 of the Companies Act, 2013.

b. AUDITORS REPORT:

There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Report that may call for any explanation under section 134(3)(f) of the Companies Act, 2013 from the Directors. Further, the notes to accounts referred to in the Auditors Report are self-explanatory.

c. SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company with the approval of its Board, appointed M/s. MKGP & Associates., a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year ended March 31, 2018. The Secretarial Audit Report is annexed herewith as Annexure A. There are

no qualifications, reservation or adverse remark or disclaimer made by the auditor in the report save and except disclaimer made by them in discharge of their professional obligation.

d. INTERNAL AUDITORS

The Board has appointed **Mr. DEEPAK KUMAR KEDAWAT** as Internal Auditors for a period of one year ended March 31st, 2018 under Section 138 of the Companies Act, 2013 and he has completed the internal audit as per the scope defined by the Audit Committee.

24. RISK MANAGEMENT POLICY :

The Company has its Risk Management Policy to identify and deal with the risks and threats that could impact the organization. Risk Management Policy is available for inspection at the Registered Office of the Company during business hours on any working day

25. DIRECTOR'S RESPONSIBILITY STATEMENT:

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) Director had selected such accounting policies and applied consistently and judgments and estimates have been made that are 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 and loss of the company for that period;
- (c) Director had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The annual accounts have been prepared on a going concern basis.
- (e) That internal financial controls were laid down to be followed and that such internal financial controls were adequate and were operating effectively.
- (f) That proper system were devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

26. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS:

The Corporate Governance and Management Discussion & Analysis Report, which forms a part of this Report, are set out separately together with the Certificate from the Auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in SEBI (LODR) Regulations, 2015.

27. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There are no significant and material orders passed by the regulators or courts or Tribunals impacting the going concern status and company's operation in future.

28. NUMBER OF CASES FILED (IF ANY), AND THEIR DISPOSAL U/S 22 OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance towards any action on the part of any of its official, which may fall under the ambit of 'Sexual Harassment' at workplace, and is fully committed to uphold and maintain the dignity of every women employee of the Company. The Company's Sexual Harassment Policy provides for protection against sexual harassment of Women at workplace and for Prevention and redressal of such complaints. During the financial year no case of Sexual Harassment were reported.

29. ACKNOWLEDGEMENTS:

Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and Workers of the Company

**By order of the Board
For Soni Medicare Limited
L51397RJ1988PLC004569**

Date: 03rd September, 2018

Place: Jaipur

**Sd/-
Bimal Roy Soni
Chairman cum Managing Director
DIN: 00716246**