



# **SONI MEDICARE LTD.**

38, Kanota Bagh, Jawahar Lal Nehru Marg, JAIPUR-302 004 INDIA  
CIN No:- L51397RJ1988PLC004569  
Telephone : (0141) 5163700, Fax : (0141) 2564392  
E-mail : sonihospital@sonihospitals.com

Date: 02/09/2019

To,  
The Manager (Department of Corporate Affairs)  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai- 400001

**SCRIPT CODE: 539378 SCRIPT ID: SML**

**Subject: Submission of 31<sup>st</sup> Annual Report for the financial year 2018-19 pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015,**

Dear Sir,

In compliance with Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report for the F.Y. 2018-19.

This is for your kind information and necessary record.

Thanking you,

Yours faithfully,

For SONI MEDICARE LIMITED

  


**POOJA SHARMA**  
Company Secretary

Encl. As above

SONI MEDICARE LIMITED



# *SONI MEDICARE LIMITED*



*31<sup>ST</sup> ANNUAL REPORT*

*2018-2019*





करें जिंदगी की बात, हमारे साथ  
**SONI GROUP OF HOSPITALS**  
YOUR LIFE...WE CARE!

## **CHAIRMAN'S MESSAGE**



India's large and diverse population warrants an efficient healthcare infrastructure that should be accessible to all bands' of the society. Good quality healthcare should not be a privilege of the elite ones. Since we set up Soni Hospital in 1986, my vision and endeavor have been to bring state of the art healthcare to the masses of India. In order to achieve this, we at Soni Group of Hospitals, are committed to providing advanced medical care at a minimum possible cost.

Our focus has always been on the patients of the lower and middle sections of the society, patients who are rejected by the large corporate hospitals, patients who cannot afford expensive medical care and patients who deserve empathy. I believe that medicine is a noble profession and sick must not be rejected on monetary grounds.

This state of the art hospital is equipped with all modern world-class equipments and facilities. Featuring multi-specialty and super-specialty departments, we provide premier healthcare to all. A Team of 60 renowned consultants headed by 5 Ex-principals & HOD's of medical colleges are affiliated to serve patients and their respective needs. Soni Hospital provides treatment in over 60 different specialties including Cardiology, CTVs, Oncology (Cancer), General and advanced Laparoscopic Surgery, Critical Care, Neurosciences, Orthopedics, Poly-trauma, Joint Replacement and Sports Medicine, Gastrosiences and numerous others specialties.

We bring together state of the art infrastructure, cutting-edge technology and a highly integrated and comprehensive information system along with a quest for exploring and developing newer therapies in medicine. A one of its kind facility in this part of the world through research, our hospitals integrates modern and traditional forms of medicine to provide accessible and affordable healthcare.

We treat each patient as our family rather than customers with a belief "We Treat, They Cure".

Right from spending the time to guiding our patients about the current cost-effective course of actions, we provide world class healthcare services with empathy to our patients. I feel high gratitude

when a patient recovers and goes back home. I sincerely wish them to be in sound health and they never require to visit a hospital for medical concerns.

SONI MEDICARE LIMITED was founded on the dream and vision of my late father Shri Surendra Kumar Soni who always encouraged me to serve the people of my state and my country. The group now works to continue its legacy forward. Our innovation and determination towards Women & Child Healthcare got even stronger as we recently established a new facility center for world class maternity care with a remarkable experience.

I hope that in the future we continue to provide and extend further the best international standards quality care universally to every man, woman and child in the state of Rajasthan be they rich or poor.

**BIMAL ROY SONI**  
**(Chairman cum Managing Director)**

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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, 1<sup>st</sup>  
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](mailto:cs@sonihospitals.com) Website: [www.sonihospitals.com](http://www.sonihospitals.com)

Ph. No.: 0141-5163700, Fax No.: 0141-2564392



*MANAGEMENT DISCUSSION AND ANALYSIS*  
*REPORT*

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Indian Healthcare Sector: An overview Indian Healthcare is one of the largest sectors in the Indian economy both in terms of revenues and employments. Contributing approximately 4% of the country's gross domestic product (GDP), the sector was valued at an estimated USD 90 billion in the last financial year. It is expected to continue to grow at a CAGR of 15% through 2018 to reach USD 160 billion. The growth in population, increase in life style related diseases, rising purchasing power of middle class and higher awareness of chronic illnesses will be the key growth drivers for the sector.

It is human nature to take for granted things that are gifted to us. It is only when a resource becomes neglected or is taken for granted, that it is missed and its absence regretted.

Health is preserved and gained to a delicate combination of holistic practices such as a healthy mind, a balanced lifestyle, proper eating and soulful work. The preciousness and value of all life and especially human life is truly priceless. We need to be aware of this at every moment and also tell those around us. Health can be lost due to a variety of reasons and to preserve, there are certain things which should be done: namely, stopping smoking, eating sensibly, getting enough exercise, adopting a holistic lifestyle through practice of yoga and meditation and getting a health check done regularly- a very small price to pay, for your priceless body.

Non-Communicable Diseases (NCDs) represent a new frontier in the fight to improve global health. NCDs affect the developing world and the lower-income population the hardest. NCDs are estimated to accounts for nearly 75% of all global deaths. India alone accounts for 17% of these.

This high burden poses a substantial threat to India's economic development, with a potential cumulative loss of US .2 trillion by 2030- nearly 3.5 times our current GDP!

Global experience, has demonstrated that interventions aimed at prevention and early diagnosis are the most cost effective means for NCDs control, especially in developed markets. There is clear evidence linking reductions in cardiovascular and diabetes related morbidity and mortality to focus on initiatives such as large scale awareness campaigns, lifestyle interventions, screening programmers and medication for high- risk groups. It is critical to recognize that many risk factors of NCDs (unhealthy diet, physical inactivity, tobacco use, alcohol abuse) are controllable with right individual action. The challenge for India is to create a mindset where individuals see healthy living as an essential investment rather than as an expense.

As caregivers, we at Soni group take this responsibility very seriously while we continue to focus on providing best-in-class medical treatment across all specialties of care. Be it Cardiology, Oncology, Orthopedics, or Neuro-Sciences, we provide the same emphasis on creating a culture of health and wellness as with care and sickness.

Our focus since inception has been on right diagnosis and accurate treatment planning before getting into the actual treatment itself and we continue to invest in some of the best technologies available on this front across all our hospitals. We continuously aim at improving our standards of clinical care to ensure all our hospitals deliver safe and quality care to patients, irrespective of location and size through.

For us, the patient is at the centre of whatever we do or plan for, and patient care is the reason for your company's existence, very precious resources for the patient.

## DIRECTOR'S REPORT

To  
The Members,  
**SONI MEDICARE LIMITED**

Your Directors have pleasure in presenting the 31<sup>st</sup> Annual Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended 31<sup>st</sup> March, 2019.

### 1. Financial Results:

The Company's financial performance, for the year ended March 31<sup>st</sup>, 2019 is summarized below:

(Rs. in Hundred)

Particulars	(Rs.)	
	2018-19	2017-18
Revenue from Operation including other income	1,490,990.97	1,346,380.27
Expenses excluding Depreciation	1475394.42	1273852.74
Depreciation and Amortization	75702.56	74017.50
<b>Profit/(loss) before exceptional items and tax</b>	<b>(60106.01)</b>	<b>(1489.97)</b>
<b>Exceptional Items</b> (Provision for gratuity)	0.00	40320.00
<b>Profit (loss) before Tax</b>	<b>(60106.01)</b>	<b>(41809.97)</b>
Current Tax	0.00	1920.00
Deferred Tax Adjustment	6,861.60	(75,099.21)
<b>Profit (loss) After Tax</b>	<b>(66967.61)</b>	<b>31369.24</b>
<b>Share capital</b>	<b>42649000</b>	<b>42649000</b>
<b>Reserve &amp; Surplus Profit/(Loss)</b>	<b>214,808.10</b>	<b>281,794.98</b>
<b>Total borrowings</b>	<b>469388.40</b>	<b>362004.06</b>
<b>Earnings per share (Rs.)</b>	<b>(1.57)</b>	<b>0.74</b>

**NOTES :** The above figures are extracted from the standalone and consolidated financial statements prepared in compliance with the Indian Accounting Standards (Ind AS) and comply with all aspects of the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015 (amended) ] and other relevant provisions of the Act.

### 2. REVIEW OF BUSINESS OPERATIONS:

The Company has generated Rs. 149099097 revenue in the current financial year as compared to previous year's revenues of Rs. 134638027 and loss of Rs. 6696761 in the current year as compared to profit of Rs. 3136924 in the previous financial year.

**3. STATE OF COMPANY'S AFFAIRS:**

Information on Companies operations is given in the Management Discussion & Analysis Report forming part of this Report.

**4. DIVIDEND:**

With the view to conserve the resources of company the directors are not recommending any dividend for the financial year 2018-19.

**4. 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.

**5. 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.

**6. CHANGES IN NATURE OF BUSINESS:**

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

**7. 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.

**8. CONSOLIDATED FINANCIAL STATEMENTS:**

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

**9. 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 2018-19, 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.

**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 01/04/2019

**COMPOSITION OF BOARD OF DIRECTOR:**

The Board of the Company as on March 31, 2019 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 & one Company Secretary named Pooja Sharma.

**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 31.03.2019	As on 31.03.2018
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 2018-19 met five times on:

S.NO.	DATE OF BOARD MEETING	BOARD'S STRENGTH	NO.OFDIRECTORSPRESENT
1.	28.05.2018	5	5
2.	14.08.2018	5	5
3.	03.09.2018	5	5
4.	13.11.2018	5	5
5.	14.02.2019	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:**

In accordance with Sec 139 of the Companies Act, 2013 M/s A. Natani & Co., Chartered Accountants (Firm Registration No. 007347C) were appointed by the shareholders of the company at the Annual General Meeting held on September 26, 2017, for a period of 5 years to hold office from the conclusion of 29<sup>th</sup> Annual General Meeting till the conclusion of the 34<sup>th</sup> Annual General Meeting of the Company to be held in calendar year 2022.

The Ministry of Corporate Affairs vide its Notification dated May 7, 2018, has dispensed with the requirement of ratification of Auditor's appointment by the shareholders, every year. Hence, approval of the members for the ratification of auditor's appointment is not being sought at the ensuing Annual General Meeting.

**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, 2020. 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 31<sup>st</sup>, 2020 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: 02<sup>nd</sup> September, 2019  
Place: Jaipur**

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

**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended 31.03.2019**  
**Pursuant to Section 92(3) of the Companies act, 2013 read with**  
**[The Companies (Management and Administration) Rules, 2014]**

**FORM NO. MGT-9**

**A.REGISTRATION AND OTHER DETAILS:**

<b>CIN:-</b>	L51397RJ1988PLC004569
<b>Registration Date:</b>	02/08/1988
<b>Name of the Company:</b>	<b>Soni Medicare Ltd</b>
<b>Category / Sub-Category of the Company</b>	Public Company/ Company having share capital
<b>Address of the Registered office and contact details:</b>	38,Kanota Bagh, JawaharLal Nehru Marg, Jaipur,Rajasthan,India, 302004
<b>Whether listed company</b>	Yes
<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	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

**B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

Sr. No.	Name and Description of main products / services	National Product Classification for Services Sector	% to total turnover of the company
A.	Human Health Services	99931	100%

**C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/Associate	% of shares held
	NIL			

**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2018				No. of Shares held at the end of the year 31/03/2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	

**A. PROMOTER'S**

<b>(1). INDIAN</b>									
(a). Individual	0	2976400	2976400	69.788	0	2976400	2976400	69.788	0
(b). Central Govt.	0	0	0	0	0	0	0	0	
(c). State Govt(s).	0	0	0	0	0	0	0	0	0
(d). Bodies Corpp.	0	0	0	0	0	0	0	0	0
(e). FIINS / BANKS.	0	0	0	0	0	0	0	0	0
(f). Any Other	0	0	00	0	0	0	0	0	0
<b>Sub-total (A) (1):-</b>	<b>0</b>	<b>2976400</b>	<b>2976400</b>	<b>69.788</b>	<b>0</b>	<b>2976400</b>	<b>2976400</b>	<b>69.788</b>	<b>0</b>
<b>(2). FOREIGN</b>									
(a). Individual NRI / For Ind	0	0	0	0	0	0	0	0	0
(b). Other Individual	0	0	0	0	0	0	0	0	0
(c). Bodies Corporates	0	0	0	0	0	0	0	0	0
(d). Banks / FI	0	0	0	0	0	0	0	0	0
(e). Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(f). Any Other Specify	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>0</b>	<b>2976400</b>	<b>2976400</b>	<b>69.788</b>	<b>0</b>	<b>2976400</b>	<b>2976400</b>	<b>69.788</b>	<b>0</b>
<b>(B) (1). PUBLIC SHAREHOLDING</b>									
(a). Mutual Funds	0	0	0	0	0	0	0	0	0
(b). Banks / FI	83016	0	83016	1.946	83016	0	83016	1.946	0
(c). Central Govt.	0	0	0	0	0	0	0	0	0
(d). State Govt.	0	0	0	0	0	0	0	0	0
(e). Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f). Insurance Companies	0	0	0	0	0	0	0	0	0
(g). FIs	0	0	0	0	0	0	0	0	0
(h). Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i). HUF	1100	0	1100	0.028	1100	0	1100	0.028	0
(j) Others	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0

**SONI MEDICARE LIMITED**

Sub-total (B)(1):-	84116	0	84116	1.974	84116	0	84116	1.974	0
<b>2. Non-Institutions</b>									
<b>(a). Bodies corp.</b>									
(i). Indian	59096	68000	127096	2.980	97294	29800	127094	2.979	(0.001)
(ii). Overseas	0	0	0	0	0	0	0	0	0
<b>(b). Individuals</b>									
(i) Individual shareholders holding nominal share capital upto Rs.2 lakh	12388	212100	224488	5.263	12690	211800	224490	5.264	0.001
(ii) Individual shareholders holding nominal share capital in excess of Rs.2 lakh	0	746800	746800	17.510	0	746800	746800	17.510	0
<b>(c). Other (specify)</b>									
Non Resident Indians	0	106000	106000	2.485	0	106000	106000	2.485	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Boodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	71484	1132900	1204384	28.238	109984	1094400	1204384	28.238	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	154500	1134000	1288500	30.212	193000	1095500	1288500	30.212	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.000	0	0	0	0.000	0
Grand Total (A+B+C)	154500	4110400	4264900	100.00	193000	4071900	4264900	100.00	0
<b>(ii) Shareholding of Promoters</b>									
SR No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2018			Share holding at the end of the Year 31/03/2019			% 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	DR B R SONI	1667700	39.103	0	0	1667700	39.103	0
2	B R SONI HUF	816000	19.133	0	0	816000	19.133	0
3	DR ANJU SONI	492700	11.552	0	0	492700	11.552	0

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

SR No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2017			Share holding at the end of the Year 31/03/2018			% of total Shares of the company
		No. of Shares at the beginning (01-04-2018) / end of the year (31-03-2019)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	
No Changes in Promoters' Shareholding during F.Y.								

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

SR No	Name	No. of Shares at the beginning (01-04-2018) / end of the year (31-03-2019)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	% of total Shares of the company
1	VIKRAM PHELPER							
	Opening Balance	200000	4.689	01.04.2018	0	0	0	0
	Closing Balance	200000	4.689	31.03.2019	0	0	0	0
2	SAHIL CHABRA							
	Opening Balance	200000	4.689	01.04.2018	0	0	0	0
	Closing Balance	200000	4.689	31.03.2019	0	0	0	0
3	BANK OF BARODA							
	Opening Balance	83016	1.946	01.04.2018	0	0	0	0
	-Closing Balance	83016	1.946	31.03.2019	0	0	0	0

**SONI MEDICARE LIMITED**

4	POOJA SONI							
	<b>Opening Balance</b>	60000	1.407	01.04.2018	0	0	0	0
	<b>-Closing Balance</b>	60000	1.407	31.03.2019	0	0	0	0
5	PRAXIS CONSULTING INFORMATION SER							
	<b>Opening Balance</b>	47150	1.106	01.04.2018	0	0	0	0
	<b>-Closing Balance</b>	47150	1.106	31.03.2019	0	0	0	0
6	ANITA PHELPER							
	<b>Opening Balance</b>	46300	1.086	01.04.2018	0	0	0	0
	<b>Closing Balance</b>	46300	1.086	31.03.2019	0	0	0	0
7	RANJIT BHASIN							
	<b>Opening Balance</b>	38300	0.898	01.04.2018	0	0	0	0
	<b>Closing Balance</b>	38300	0.898	31.03.2019	0	0	0	0
8	LAKE PALACE HOTELS							
	<b>Opening Balance</b>	38200	0.896	01.04.2018	0	0	0	0
	<b>Closing Balance</b>	38200	0.896	31.03.2019	0	0	0	0
9	DAKSHA DESAI							
	<b>Opening Balance</b>	35000	0.821	01.04.2018	0	0	0	0
	<b>Closing Balance</b>	35000	0.821	31.03.2019	0	0	0	0
10	NIRMAL SONI							
	<b>Opening Balance</b>	34800	0.816	01.04.2018	0	0	0	0
	<b>-Closing Balance</b>	34800	0.816	31.03.2019	0	0	0	0
	<b>TOTAL</b>	<b>782766</b>	<b>18.35</b>		--	--	--	--

**(v) Shareholding of Directors and Key Managerial Personnel:**

	Shareholding at the beginning/end of the year 01/04/2018	Cumulative Shareholding during the year 31/03/2019
--	--	--

Sr .no	Particulars	Date	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ANJU SONI	01-04-2018	492700	11.55%		
		31-03-2019	492700	11.55%	492700	11.55%
2	BIMAL ROY SONI	01-04-2018	1667700	39.10%		
		31-03-2019	1667700	39.10%	1667700	39.10%
3	SUMER CHAND JAIN	01-04-2018	34100	0.800%		
		31-03-2019	34100	0.800%	34100	0.800%
4	MAHAVIR PRASAD YADAV	01-04-2018	22000	0.516%		
		31-03-2019	22000	0.516%	22000	0.516%
5	MAMTA SHARMA	01-04-2018	9600	0.225%		
		31-03-2019	9600	0.225%	9600	0.225%

**V. INDEBTEDNESS**
**Indebtedness of the Company including interest outstanding/accrued but not due for payment(As per IGAAP) (Rs. in hundred)**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	333200.60	65221.74	---	398422.34
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>333200.60</b>	<b>65221.74</b>	<b>---</b>	<b>398422.34</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	16294.67	117321.16	---	133615.83
• Reduction	--	--		--
<b>Net Change</b>	<b>16294.67</b>	<b>117321.16</b>	<b>---</b>	<b>133615.83</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	349495.27	182542.90		532038.17
ii) Interest due but not paid				
iii) Interest accrued but not				
<b>Total (i+ii+iii)</b>	<b>349495.27</b>	<b>182542.90</b>		<b>532038.17</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SR. NO.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1	<b>Gross salary</b>		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--
		--	--
2	<b>Stock Option</b>	--	--
3	<b>Sweat Equity</b>	--	--
4	<b>Commission</b>	--	--
	- as % of profit	--	--
	- others, specify...	--	--
5	<b>Others, please specify</b>	--	--
	<b>Total (A)</b>	--	--

## B. Remuneration to other directors:

	Particulars of Remuneration	Name of Directors Manager	Total Amount
	<b>1. Independent Directors</b>		
	• Fee for attending board / committee meetings	--	--
	• Commission	--	--
	• Others, please specify	--	--
	<b>Total (1)</b>	--	--
	<b>2. Other Executive Directors</b>		
	• Fee for attending board / committee meetings	--	--
	• Commission	--	--
	• Others, please specify	--	--
	<b>Total (2)</b>	--	--
	<b>3. Other Non-Executive Directors</b>		
	• Fee for attending board / committee meetings	--	--
	• Commission	--	--
	• Others, please specify	--	--
	<b>Total (3)</b>	--	--
	<b>Total (B)=(1+2+3)</b>	--	--
	Total Managerial Remuneration	--	--
	Overall Ceiling as per the Act	--	--



C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (in hundred)					
SR No.	Particulars of Remuneration	Key Managerial Personnel			
		Company Secretary		CFO	Total
	Name	Akansha Khandelwal (Up to 31/07/2018)	CS Pooja Sharma (W.E.F. 01/08/2018)	CFO Sonam Chandak	
1	<b>Gross salary</b> (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	880.00	1980.00	3840.00	6700.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--		--	--
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	--		--	--
2	<b>Stock Option</b>	--		--	--
3	<b>Sweat Equity</b>	--		--	--
4	<b>Commission</b> - as % of profit - others, specify...	--		--	--
	Others, please specify (bonus)	- --			
	<b>Total</b>	<b>880.00</b>	<b>1980.00</b>	<b>3840.00</b>	<b>6700.00</b>
<b>VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:</b>					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Authority [RD / NCLT/ COURT]
<b>A. COMPANY</b>					
Penalty	Clause 35 of Listing Agreement Clause 49 of Listing Agreement	Shareholding Pattern Corporate Governance Report	NA	NA	N.A.
Punishment	--	--	--	--	--

Compounding	--	--	--	--	--
<b>B. DIRECTORS</b>					
Penalty	No Penalty, Punishment and Compounding offences during the F.Y.				
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	No Penalty, Punishment and Compounding offences during the F.Y.				
Punishment					
Compounding					

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

**Date: 02<sup>nd</sup> September, 2019  
Place: Jaipur**

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

**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 arm's length transactions under third proviso thereto.

**Details of contracts or arrangements or transactions not at arm's length basis:**

The Company has not entered in any contract or arrangement or transactions with its related parties which is not at arm's length during the Financial Year 2018-19.

**Details of material contracts or arrangement or transactions at arm's length basis:**

In accordance with the requirements of IND AS 24, name of the related party, related party relationship, outstanding balances including commitments where control exists and with whom transactions have taken place during reported periods, are reported as under:

**(i) Related party name and relationship**

Particulars	Designation
<b>Key Managerial Persons</b>	
DR. Bimal Roy Soni	Managing Director
Dr Anju Soni	Director
Akanksha Khandelwal	Company Secretary
Pooja Sharma	Company Secretary

**(b) Relatives of Executive Directors with whom transactions have taken place:**

Particulars	Relation
Shri Namit Soni	Related Party
Smt Neha Soni	Related Party

**(c) Non Executive Directors and Enterprises Over which they are able to exercise significant influence (With whom transaction have taken place):**

Particulars	Designation
M/s Soni Hospitals Private Limited	Common Directors
M/s S. S. Pharmacy	Directors are partners in the firm
M/s B. R. Soni ( HUF)	Managing Director is the Karta

**(ii) Transactions Carried Out With Related Parties referred in point (i) above in ordinary course of Business**

Nature of Transactions	( Rs. in Hundred)	
	Related Parties 2018-19	Related Parties 2017-18

<b>Consultancy Charges given</b>	20,300.00	19,650.00
<b>Remuneration paid</b>	19,840.00	20,840.00
<b>Building lease Rent</b>	4,800.00	5,400.00
<b>Purchases of Medicines and consumables</b>	173,560.50	151,935.88
<b>Shop Rent &amp; electricity Expenses</b>	1,782.77	1,785.64
<b>Excess amount remitted on account of tax</b>	4,371.63	874.19

(Rs. in Hundred)

Nature of Transactions	Related Parties	
	As at 31st March, 2019	As at 31st March, 2018
<b>Outstandings</b>		
<b>Payable (Amount Payables and Security deposits taken)</b>		
Key Management Personnel	20.72	8,989.30
Entities where Key managerial Personnel's control exist	742.87	96,132.78
End of the year	763.59	105,122.08
<b>Receivables (Security deposits given)</b>		
Relatives of Key Managerial Personnel	175,000.00	175,000.00
End of the year	175,000.00	175,000.00

**(iii) Additional Disclosure in respect of Material Transactions with Related parties during the year( Included in (ii) above)**

(Rs. in Hundred)

Purchases	As at 31st March, 2019	As at 31st March, 2018
<b>DR. Bimal Roy Soni ( Managing Director)</b>		
Security deposit given in earlier years	175,000.00	175,000.00
Consultancy Charges given	4,920.00	8,040.00
Remuneration paid	-	-
Building lease Rent	4,800.00	5,400.00
Machine lease rent	-	-
Amount payable at the year end	1,764.53	6,966.09
<b>Dr Anju Soni ( Director)</b>		
Consultancy Charges given	15,380.00	11,610.00

Amount payable at the year end	87.44	601.64
<b>Akansha Khandelwal (Company Secretary)</b>		
Remuneration paid	880.00	2,640.00
Amount payable at the year end	-	220.00
<b>Pooja Sharma (Company Secretary)</b>		
Remuneration paid	1,760.00	-
Amount payable at the year end	220.00	-
<b>Shri Namit Soni (son of Director)</b>		
Remuneration paid	1,000.00	11,000.00
Amount payable at the year end	550.55	426.55
<b>Smt Neha Soni ( Daughter-in-law of Director)</b>		
Remuneration paid	7,200.00	7,200.00
Amount payable at the year end	4.80	775.03
<b>(ii) Entity where control exists:</b>		
<b>M/s Soni Hospitals Private Limited</b>		
Excess amount remitted on account of tax	4,371.63	874.19
Amount payable at the end of the year	-	-
<b>M/s S. S. Pharmacy</b>		
Security deposit taken in earlier year	25,000.00	25,000.00
Purchases of Medicines and consumables	173,560.50	151,935.88
Shop Rent & electricity Expenses	1,782.77	1,785.64
Amount payable at the end of the year	48,512.31	70,358.49
<b>M/s B. R. Soni ( HUF)</b>		
Amount payable at the end of the year	774.29	774.29

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

Date: 02<sup>nd</sup> September, 2019

Place: Jaipur

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



**CORPORATE GOVERNANCE REPORT**

## **CORPORATE GOVERNANCE REPORT FOR THE YEAR 2018-2019**

The Corporate Governance code is a professional system framed for directing and controlling the organization. The purpose is to ensure compliance of local statutes and ensure safeguard and value addition in long term to the interest of its members, creditors, customers and employees. The Company has initiated the practice of incorporating the Corporate Governance Report in the Annual Report in compliance with SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015. A concerted attempt has been made to bring in transparency and professionalism to ensure ethical standard in business activities while implementing the Corporate Governance Code. The management places on record that the mandatory compliances to constitute various committees as required by SEBI (LODR), Regulations 2015, are in place.

The detailed report on Corporate Governance as per the format prescribed by SEBI and incorporated in SEBI (LODR), Regulations, 2015 as applicable to the Company is set out below:

### **1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The Company is committed to good corporate governance and has implemented the corporate governance norms as prescribed by SEBI. The Company's philosophy of corporate governance is based on preserving core values and ethical business conduct which enhances the efficiency of the Board and inculcates a culture of transparency, accountability and integrity across the Company.

### **2. BOARD OF DIRECTORS**

The Company is fully compliant with the Corporate Governance Norms in terms of constitution of the Board which is well blended with a good combination of Executive and Independent Directors. The Board has complete access to any information within the Company & to any employee of the Company. Pursuant to SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015, the Board meets at least once in every quarter to review quarterly/annual results and other items on the agenda and gap between two board meetings is not more than 120 Days. The Board is apprised and informed of all the important information relating to the business of the Company including those listed in SEBI Listing Obligation and Disclosure Requirements, Regulations 2015.

As on March 31, 2019, strength of the Board of Directors was five, whose composition is given below:

Promoter, Chairman, Managing Director - 1  
Promoter, Non-Independent Director - 1  
Independent Directors -3

During the financial year ended March 31<sup>st</sup>, 2019, five Board Meetings were held on 28<sup>th</sup> May, 2018, 14<sup>th</sup> August, 2018, 03<sup>rd</sup> September, 2018, 13<sup>th</sup> November, 2018, 14<sup>th</sup> February, 2019.

Attendance of Directors at Board Meetings during the financial year and the last AGM and Number of Directorships/Committee positions of Directors as on 31<sup>st</sup> March, 2019, were as under:

Name of the Director with DIN	Composition and Category	No. of Board Meetings attended	Attendance at last AGM held on September 26 <sup>th</sup> , 2018	No. of Directorship in other Companies	No. of committee positions held in other Companies
Mr. Bimal Roy Soni (00716246)	Chairman cum Managing Director	5	Yes	4	Nil
Mrs. Anju Soni (00716193)	Non Independent Director	5	Yes	4	Nil
Mr. Sumer Chand Jain (00254274)	Independent Director	5	Yes	1	Nil
Mr. Mahavir Prasad Yadav (05249381)	Independent Director	5	Yes	Nil	Nil
Mrs. Mamta Sharma (07060149)	Independent Director	5	Yes	1	Nil

### 3. AUDIT COMMITTEE

The terms of reference of this Committee are wide enough to cover the matters specified for Audit Committee under SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015 as well as Section 177 of the Companies Act, 2013.

The primary role of Audit Committee, inter alia, is:

- To oversee the Company's financial reporting process and disclosure of financial information.
- To review the financial statements, adequacy of internal control systems and periodic audit reports.
- To recommend to the Board the matters relating to the financial management of the Company.
- To recommend appointment/re-appointment of Statutory Auditors and fixation of their remuneration.
- To hold discussions with Statutory Auditors periodically.
- To review the financial statements, in particular, the investments made by unlisted Subsidiary Company.

The Statutory Auditors of the Company are invited to attend Audit Committee Meetings, to discuss and review the quarterly/ half yearly unaudited results, the annual audited accounts, internal audit, matters relating to the compliance with accounting standards, Auditor's observations arising from the audit of the Company's accounts and other related matters.

The Chairman of the Audit Committee is an Independent Director. He was present in AGM of the Company held on 26/09/2018. During the financial year ended five Board Meetings were held on 28<sup>th</sup> May, 2018, 14<sup>th</sup> August, 2018, 03<sup>rd</sup> September, 2018, 13<sup>th</sup> November, 2018, 14<sup>th</sup> February, 2019

The names of the Committee Members and number of Meetings attended during the year are as follows:



Name of the Members	Composition and Category	Total Meetings Attended
Mr. Mahavir Prasad Yadav (Chairman)	Independent Director	5
Mrs. AnjuSoni (Member)	Non-Executive cum Non-Independent Director	5
Mrs. Mamta Sharma (Member)	Independent Director	5

#### 4. NOMINATION AND REMUNERATION COMMITTEE

The term of reference of the Committee is to determine, review and recommend the Company's policy on specific remuneration packages. The recommendations of the Committee are put up to the Board of Directors and Shareholders of the Company.

The Remuneration Committee met once in the year 2018-2019 on 02<sup>nd</sup> August, 2018 and 03<sup>rd</sup> September 2018.

The names of the Committee Members, their composition are as follows:

Name of the Members	Composition and Category	Total Meetings Attended
Mr. Sumer Chand Jain (Chairman)	Independent Director	2
Mr. Mahavir Prasad Yadav (Member)	Independent Director	2
Mrs. Mamta Sharma (Member)	Independent Director	2
Mrs. Anju Soni (Member)	Non-Independent Director	2

##### a. Non-Executive Director

Name	Commission
Mrs. Anju Soni	Nil
Mr. Sumer Chand Jain	Nil
Mr. Mahavir Prasad Yadav	Nil
Mrs. Mamta Sharma	Nil

##### b. Executive Director

Name of Director and period of Appointment	Salary (in Rs.)	Benefits, Perquisites & Allowances (in Rs.)	Commission (in Rs.)	ESPS
Mr. Bimal Roy Soni	--	--	--	--

#### Executive Director are associated with the Company since Incorporation

Details of equity shares of the Company held by the Directors as on March 31<sup>st</sup>, 2019 are given below:

Name	Number of Equity Shares
Mr. Bimal Roy Soni	1667700
Mrs. Anju Soni	492700
Mr. Sumer Chand Jain	34100
Mr. Mahavir Prasad Yadav	22000
Mrs. Mamta Sharma	9600

## 5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Committee reviews all matters connected with the physical securities transfer. The Committee also looks into redressal of shareholders' complaints relating to transfer of shares/dematerialization, non-receipt of balance sheet, non-receipt of dividends, and issue of share certificates on account of bonus, split or any other matter related to securities of the Company.

The Committee oversees the performance of the Registrar and Transfer Agents and recommends measures for overall improvement in the quality of investor services. The Committee meets as and when required, depending upon grievances and/ or request for physical transfer of securities received by the Company.

The report received from the Share Transfer Agents as reviewed by the Committee is placed at the Board Meetings from time to time. During the financial year ended March 31, 2019, one Stakeholders Relationship Committee Meetings were held on 25/06/2018.

The names of the Committee Members and meetings attended during the year are as follows:

Name of the Members	Composition and Category	Total Meetings Attended
Mrs. Anju Soni (Chairperson)	Non-Independent Director	1
Mr. Sumer Chand Jain (Member)	Independent Director	1
Mr. Mahavir Prasad Yadav (Member)	Independent Director	1
Mrs. Mamta Sharma (Member)	Independent Director	1

The Company has attended the investor's grievances / correspondence promptly. There were no investors' complaints pending as on March 31, 2019. There were nil outstanding requests for transfer & nil pending requests for dematerialization of shares as on March 31, 2019.

**6. GENERAL BODY MEETINGS**

The last three Annual General Meetings of the Company were held as under:

Financial Year	Date	Time	Venue
2017-18	26 <sup>th</sup> September, 2018	11:00 A.M.	38, KanotaBagh, JawaharLal Nehru Marg, Jaipur, Rajasthan
2016-17	26 <sup>th</sup> September, 2017	11:30 A.M.	38, KanotaBagh, JawaharLal Nehru Marg, Jaipur, Rajasthan
2015-16	05 <sup>th</sup> August, 2016	11:30 A.M.	38, KanotaBagh, JawaharLal Nehru Marg, Jaipur, Rajasthan

- ✓ No extraordinary general meeting was held during the year 2018-2019.
- ✓ No Postal ballot was conducted during the year 2018-2019.

**7. DISCLOSURES**

The Company has complied with all the requirements of the Listing Agreement with the BSE Limited as well as the regulations and guidelines of SEBI.

The Whistle blower policy is put in place to report concerns about unethical behavior. As required, the chairman of the Audit Committee is accessible if employees and Directors encounter any unethical behavior. The said policy has been also put up on the website of the Company at the following link [www.sonihospitals.com](http://www.sonihospitals.com)

**8. CODE OF CONDUCT**

The Company has formulated and implemented a Code of Conduct for all Board Members and Senior Management of the Company. In compliance with SEBI (Listing Obligations and Disclosures Requirements), Regulations 2015, all personnel have affirmed to it.

**9. MEANS OF COMMUNICATION**

The quarterly, half-yearly and yearly financial results of the Company are sent to the BSE Limited immediately after they are approved by the Board and these are published in the Financial Express-Delhi Edition (English Newspaper) and Morning News-Jaipur Edition (Hindi Newspaper).

Management Discussion & Analysis Report for the year ended March 31<sup>st</sup>, 2019 forms a part of this Annual Report and is given under the section so captioned.

Company has created a website addressed as [www.sonihospitals.com](http://www.sonihospitals.com)  
Email address of the Company is [cs@sonihospitals.com](mailto:cs@sonihospitals.com)

**10. INTERNATIONAL SECURITIES IDENTIFICATION NUMBER (ISIN)**

ISIN is a unique identification number of traded scrip. The number has to be quoted in each transaction relating to the dematerialized equity shares of the Company. The Company's ISIN is INE848R01018.

**11. SECRETARIAL AUDIT REPORT REGARDING RECONCILIATION OF SHARE CAPITAL**

As required by regulation 76A of SEBI (Depositories and Participants) Regulations, 2018, a quarterly audit is conducted by a Practicing Company Secretary, reconciling the Issued and Listed Share Capital of the Company with the aggregate of the shares held by the investors in physical form and in demat form in CDSL and NSDL and said certificates are submitted to the BSE wherein the shares are traded, within the prescribed time limit.

As on March 31<sup>st</sup>, 2019, there was no difference between the Issued capital and the aggregate of shares held by the investors in both physical form and in electronic form with depositories.

**12. GENERAL SHAREHOLDER INFORMATION**

<b>Day, Date and Time</b>	Wednesday, 26 <sup>th</sup> September, 2018 at 11:00 A.M.
<b>Venue</b>	38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur

- **Financial Year:** 01<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2019
- **Date of Book Closure:** 25<sup>th</sup> September, 2019 to 01<sup>st</sup> October, 2019 (both days Inclusive)
- **Listing on Stock Exchange:** Shares of the Company are listed on BSE Limited
- **Stock Codes (for shares) :** 539378
- **Symbol (for shares):** SML
- **Demat ISIN Number in NSDL :** INE848R01018
- **Registrar and Transfer Agents:**

**Sharex Dynamics (India) Private Limited**

Unit – 1, Luthra Ind. Premises, 1<sup>st</sup>  
Floor 44-E Vasanti Marg, Andheri-  
Kurla Road, Safed Pool, Andheri (E),  
Mumbai 400072  
T: 2851 5606/ 5644/ 6338

➤ **Share Transfer System:**

The Company's shares are traded on BSE mandatorily in demat mode. Physical Shares which are lodged with the Registrar and Transfer Agents/ or with the Company for transfer are processed and returned to the Shareholders duly transferred within the time limit stipulated under the Listing Agreement subject to the documents being in order. Members holding shares in physical form are requested to get them dematerialized for easy transactions on stock exchange.

➤ **Share Holding Pattern as on March 31, 2019:**

	<b>Category</b>	<b>No. of shares</b>	<b>% of Shareholding</b>
a.	Promoter's holding	2976400	69.79
b.	Bank/FIIs	83016	1.95
c.	Corporate Bodies	127094	2.98
d.	Others(public)	972390	22.8
e.	NRIs / OCBs	106000	2.48

f.	Clearing Member	--	--
g.	Any Other (Trust)	--	--
<b>GRAND TOTAL</b>		<b>4264900</b>	<b>100</b>

➤ **Dematerialization of shares:**

4.55% of the Company's paid up equity share capital has been dematerialized up to March 31, 2019. Trading in the equity shares of the Company at BSE Limited is permitted only in dematerialized form. The details of dematerialized shares as on March 31, 2019 are as under:

Depository	No. Of Shares	% of Capital
CDSL	19837	0.47%
NSDL	174263	4.09%
<b>Total</b>	<b>194100</b>	<b>4.56%</b>

Request for dematerialization of shares are processed and confirmation is given to the respective depositories i.e. National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within 15 days. Shares of the Company are traded on BSE.

**13. ADDRESS FOR CORRESPONDENCE:**

All Correspondence relating to the shares of the Company should be forwarded to the below mentioned address.

**Sharex Dynamics (India) Private Limited**

Unit - 1, Luthra Ind. Premises, 1<sup>st</sup>  
Floor 44-E Vasanti Marg, Andheri-  
Kurla Road, Safed Pool, Andheri (E),  
Mumbai 400072  
T: 2851 5606/ 5644/ 6338

**14. GREEN INITIATIVE:**

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. 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 in respect of their holdings with the Depository through their concerned Depository Participants. Members who hold share in physical form are requested to contact Ms. Pooja Sharma, Company Secretary and Compliance officer, on cs@sonihospitals.com or at the registered office of the Company or to M/s Sharex Dynamic (India) Private Limited on above mentioned contact details.

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

**Date: 02<sup>nd</sup> September, 2019**

**Place: Jaipur**

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

## **SECRETARIAL AUDIT REPORT**

### **Form No. MR-3**

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2019

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

To,  
The Members,  
**Soni Medicare Limited**  
38, Kanota Bagh, Jawahar Lal Nehru Marg,  
Jaipur, Rajasthan (302004)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **M/s SONI MEDICARE LIMITED** (herein after called "The Company"). Secretarial audit was conducted in the manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliance and expressing our opinion thereon.

Based on the verification of the 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 31<sup>st</sup> March, 2019 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, minutes' book, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2019, to the extent applicable, according to the provisions of:

- I.** The Companies Act, 2013 (the Act) and the rules made there under;
- II.** The Securities Contract (Regulation) Act, 1956 and Rules made there under;
- III.** The Depositories Act, 1996 and Regulations and Bye-laws framed there under;
- IV.** The following Regulations and Guidelines prescribed under the Securities & Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable;
  - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
  - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - e. 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)

- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
  - g. 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;
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
  - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)
- V. As identified by the management, following laws are specifically applicable to the Company:

- A. Pharmacy Act, 1948
- B. Drugs and Cosmetics Act, 1940
- C. Narcotic Drugs and Psychotropic Substances Act, 1985
- D. Food Safety And Standard Act, 2006
- E. The Trade Marks Act, 1999
- F. Clinical Establishment (Registration and Regulation) Act, 2010
- G. Indian Medical Council Act, 1956
- H. Indian Medical Degrees Act, 1916
- I. Indian Nursing Council Act, 1947
- J. The Drugs Control Act, 1950
- K. Birth and Death and Marriage Registration Act, 1886

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

- A. Secretarial Standards issued by the Institute of Company Secretaries of India; with regard to Meeting of Board Of Directors (SS-1) and General Meetings (SS-2) and Board Report(SS-10).**
- B. SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Listing agreements entered into by the company with BSE Limited.**

In our observation, during the period under review, the Company has-complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that-

- a) 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 the Board Meeting and in compliance with the provisions of the Act.
- b) 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.

c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view 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 during the audit period the Company has passed no special resolutions which are having major bearing on the Company's affairs in pursuant of the above referred laws, rules, regulations, guidelines, standards.

\*Note: This report is to be read with my letter of even date which is annexed as "Annexure - A" which forms an integral part of this report.

For MKGP & ASSOCIATES  
Companies Secretaries

Date: 30/05/2019  
Place: Jaipur

Sd/-  
Mahendra Prakash Khandelwal  
(Partner)  
FCS No.: 6266



**Annexure - I**

To,  
The Members,  
**Soni Medicare Limited**  
38, Kanota Bagh, Jawahar Lal Nehru Marg,  
Jaipur, Rajasthan (302004)

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

1. Maintenance of secretarial record is the responsibility of management of the company. Our responsibility is to express an opinion on those records based on our audit.
2. We have followed the audit practices and process 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 process and practices which 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.
4. Wherever required, we have obtained the Management's Representation about the compliance of Laws, Rules, Regulations, Guidelines and Directions and happening events, etc.
5. The compliance of the provision of corporate and other applicable laws, rules, regulation, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis
6. 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.
7. The maximum liability of our firm under the secretarial audit in respect of the aggregate of all claims shall not exceed the fee charged by us.

For MKGP & ASSOCIATES  
Companies Secretaries

Date: 30/05/2019  
Place: Jaipur

Sd/-  
Mahendra Prakash Khandelwal  
(Partner)  
FCS No.: 6266



*CERTIFICATIONS*

**CEO/CFO CERTIFICATION**

**To**  
**The Board of Directors**  
**SONI MEDICARE LIMITED**

*We, Bimal Roy Soni, Managing Director, and Sonam Chandak, Chief Financial Officer of the company hereby certify to the Board that-*

- a) We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2019 and that to the best of our knowledge and belief*
- b) These statements do not contain any material untrue statement or omit any material fact or contain statements that might be misleading;*
- c) 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.*
- d) There are, to the best of our knowledge and "belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violation of the Company's Code of Conduct.*
- e) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control system 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 I have taken or propose to take to rectify these deficiencies.*
- f) We have indicated to the Auditors and the Audit Committee that:*

*There has not been any significant change in internal control over financial reporting during the year under reference  
There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and  
There has not been any instance during the year of significant fraud of which We had 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.*

**Date: 30.05.2019**  
**Place: Jaipur**

**Sd/-**  
**Mr. BimalRoySoni**  
**(Managing Director)**

**Sd/-**  
**Ms. SonamChandak**  
**(Chief Financial Officer)**

***DECLARATION OF CODE OF CONDUCT***

- a) This is to confirm that the company has adopted a code of conduct for its Board of Directors and Senior Management Personnel. This Code is available at the Company's Registered Office.
  
- b) I confirm that Board of Directors and Senior Management Personnel of the company have, in respect of the financial year ended March 31,2019, affirmed compliance with the Code of Conduct as applicable to them.
  
- c) For the purposes of this declaration, Senior Management Personnel means the Personnel who are members of the core management team, including persons in the cadre of functional heads and above but excluding Board of Directors as on March 31, 2019.

***Place: Jaipur  
Dated: 30-05-2019***

***For and on behalf of the Board of Directors***

***Sd/-  
(Dr. Bimal Roy Soni)***

***Chairman &Managing Director***

**AUDITOR'S CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE**

**To**  
**The Board of Directors**  
**SONI MEDICARE LIMITED**

We have examined the records with respect to the compliance of Corporate Governance by **SONI MEDICARE LIMITED** ("the Company"), for the financial year ended on March 31, 2019, as stipulated in SEBI (LODR) Regulations, 2015 entered into by the Company with the stock exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to review of the procedures and implementation thereof adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI (LODR) Regulations, 2015.

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

**Place: Jaipur**  
**Date: 30-05-2019**

**For A.NATANI & COMPANY**  
**Chartered Accountants**  
**FRN:007347C**

**Sd/-**  
**(ASHOK KUMAR NATANI)**  
**Partner**  
**M. No. 074692**



## *FINANCIAL STATEMENT*

**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF SONI MEDICARE LIMITED**

***Report on the Audit of the Standalone Financial Statements***

***Opinion***

We have audited the standalone financial statements of Soni Medicare Limited ("the Company"), which comprise the balance sheet as at 31<sup>st</sup> March 2019, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the loss and Total Comprehensive Income, changes in equity and its cash flows for the year ended on that date.

***Basis for Opinion***

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

***Other Information***

The Company's Board of Directors is responsible for the preparation of other information. The other information comprises the information included in the in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard since, the other information comprising the above documents is expected to be issued by the management after the date of our audit report.

***Management's Responsibility for the Standalone 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 standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind-AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

### ***Auditor's Responsibilities for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other



matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **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 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 standalone 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, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 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 controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
  - (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 standalone Ind AS financial statements.
    - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - iv. The Company has provided requisite disclosures in the financial statements, on the basis of information available with the Company. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management.

**FOR A.NATANI & CO.**  
Chartered Accountants  
Firm Reg. No. 007347C

sd/-

**ASHOK KUMAR NATANI**  
PARTNER  
Membership No. 074692

Place : JAIPUR  
Date : 30.05.2019

**ANNEXURE - A REFERRED TO IN THE AUDITOR'S REPORT ON THE ACCOUNTS OF SONI MEDICARE LIMITED FOR THE YEAR ENDING 31<sup>st</sup> MARCH, 2019**

As required by the Companies (Auditor's report) Order, 2016 issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013, we report that:

- 1) In respect of fixed assets:
  - (a) According to information and explanation given to us, fixed asset register of the Company has been properly maintained.
  - (b) As explained to us, all the fixed assets have been physically verified by the management during the year at reasonable intervals, which in our opinion, is reasonable.
  - (c) The company does not own any immovable property which requires title deed
- 2) In respect of its inventories:
  - (a) As explained to us, the inventory has been physically verified by the management at regular intervals during the year.
  - (b) In our opinion and according to the information and explanations given to us, the procedures followed by the management for physical verification of inventory are reasonable and adequate in relation to size of the Company and nature of its business.
  - (c) According to information and explanation given to us, all discrepancies have been rectified by the Company and accordingly considered in books of accounts.
- 3) In respect of loans:
 

According to the information and explanations given to us, the Company has not granted any loans, secured and unsecured, to companies, firms and other parties covered in the register maintained under section 189 of Companies Act, 2013.
- 4) As per information and explanations provided to us, in respect of loans, investments and guarantees, provisions of Section 185 and 186 of the Companies Act, 2013 have been complied with.
- 5) According to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any relevant provisions of the Companies Act, 2013 and the rules made there under.
- 6) In respect of cost records:
 

We have been explained that the maintenance of cost records has not been prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 for the period under review for any of the products.
- 7) In respect of statutory dues:
  - (a) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident fund, Employees' State Insurance, Income-tax, GST, Sales-tax, Service Tax, customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it.

Further no undisputed amounts payable in respect thereof were outstanding at the year end for a period more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues of Income Tax, Wealth tax, Sales Tax, Value Added Tax, Service Tax, Custom duty and Excise Duty and Goods and Service Tax which have not been deposited on account of any dispute except the following:

Particulars	Financial year to which matter pertains	Forum where dispute is Pending	Amount (in Rs.)
Income Tax	2012-13	Commissioner of Income Tax (Appeals) Jaipur	2,85,850/-

- 8) In respect of repayment of dues:  
As per information and explanation given to us, the company has not defaulted in repayment of any amount to a financial institution or bank or debenture holders.
- 9) In our opinion, and according to the information and explanation given to us, term loans have been applied for the purposes for which they were obtained.
- 10) According to the information and explanations provided to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- 11) In respect of managerial remuneration:  
According to the information and explanations given to us we report that managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act, 2013.
- 12) In respect of Nidhi Company:  
The Company is not a Nidhi Company. Therefore this clause is not applicable to the Company.
- 13) In respect of related parties:  
All transactions with the related parties are in compliance with Section 188 and 177 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the accounting standards and Companies Act, 2013.
- 14) In respect of preferential allotment / private placement of shares:  
The company has not made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year under review.
- 15) In respect of Non-cash transactions with directors:  
The Company has not entered into any non-cash transactions with directors or persons connected with him.
- 16) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**FOR A.NATANI& CO.**  
**Chartered Accountants**  
**Firm Reg. No. 007347C**

Sd/-

**ASHOK KUMAR NATANI**  
**PARTNER**  
**Membership No. 074692**

**Place : JAIPUR**  
**Date : 30.05.2019**

**ANNEXURE - B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SONI MEDICARE LIMITED**

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 Soni Medicare Limited ("the Company") as of March 31, 2019 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 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.

**Auditors' 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 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 exists, 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 authorizations 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 control 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, judging by the nature and quantum of transactions appearing in the financial statements, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over 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.

### **Other Matter**

Broadly, the Company is having most of the system in place as required for the compliance of Internal Financial Control on Financial Reporting. However, those systems or controls are having scope of further improvement. Also, Company has not documented adequately the internal financial controls based on Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. Based on our audit procedures, we are of the opinion that Company has rectified all material observations of our audit on internal financial controls over financial reporting to ensure that they do not significantly affect financial reporting on Internal Financial Control as on Balance Sheet date.

**FOR A.NATANI& CO.**  
**Chartered Accountants**  
**Firm Reg. No. 007347C**

**Place : JAIPUR**  
**Date : 30.05.2019**

sd/-  
**ASHOK KUMAR NATANI**  
**PARTNER**  
**Membership No. 074692**

**SONI MEDICARE LIMITED**

CIN: L51397RJ1988PLC004569

Registered Office: 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur

E-mail : sonihospital@sonihospitals.com, Contact No. 0141-5163700

Website : [www.sonihospitals.com](http://www.sonihospitals.com)**BALANCE SHEET AS AT MARCH 31, 2019**

Particulars	Note No.	( Rs. in Hundred)	
		As at 31.03.2019	As at 31.03.2018
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant and Equipment	2A	664,930.00	655,160.59
(b) Capital work-in-progress	2B	-	35,000.00
(c) Other Intangible Assets/ Goodwill	2A	37,008.72	38,270.53
(d) Financial Assets	3		
(i) Investments	3A	4,620.75	4,639.54
(ii) Loans	3B	-	-
(iii) Other Financial Assets	3C	196,246.51	195,295.41
(d) Deferred Tax Asset (Net)	4	5,359.71	12,221.79
(d) Other Non Current Assets			
<b>Current assets</b>			
(a) Inventories	5	135,256.60	109,587.90
(b) Financial Assets			-
(i) Trade Receivables	6	184,124.59	168,918.53
(ii) Cash and Cash Equivalents	7	109,678.66	56,879.51
(iii) Other Financial Assets	8	21,156.37	22,383.58
(c) Current Tax Assets (Net)	9	56,097.67	33,147.34
(c) Other Current Assets	10	69,466.97	60,668.58
<b>Total Assets</b>		<b>1,483,946.55</b>	<b>1,392,173.30</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	11	426,490.00	426,490.00
(b) Other Equity	12	214,808.10	281,794.98
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			

**SONI MEDICARE LIMITED**

(a) Financial Liabilities			
(i) Borrowings	13	141,937.62	66,809.61
(ii) Other Long Term Liabilities			
(b) Deferred Tax Liabilities (Net)	14	-	-
(c) Other Non Current Liabilities			-
(d) Provisions	15	49,188.23	40,320.00
<b>Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	16	327,450.78	295,194.45
(ii) Trade Payables	17	126,496.53	130,855.80
(iii) Other Financial Liabilities	18	179,007.66	134,355.96
(b) Other Current Liabilities	19	13,999.43	11,957.76
(c) Provisions	20	4,568.20	4,394.74
(d) Current Tax Liabilities (Net)			
<b>Total Equity and Liabilities</b>		<b>1,483,946.55</b>	<b>1,392,173.30</b>

**This is the balance sheet referred to  
in our report of even date  
For A.Natani & Company  
Chartered Accountants  
Firm Registration No. : 007347C**

**Sd/-  
(ASHOK KUMAR NATANI)  
PARTNER  
Membership No.074692**

**ON BEHALF OF BOARD OF DIRECTORS**

**Sd/-  
DR. B. R. SONI  
(MANAGING DIRECTOR)  
DIN: 00716246**

**Sd/-  
DR. ANJU SONI  
(DIRECTOR)  
DIN: 00716193**

**Sd/-  
SONAM CHANDAK  
(CHIEF FINANCIAL OFFICER)**

**Sd/-  
POOJA SHARMA  
(COMPANY SECRETARY)**

**Place: Jaipur  
Dated: 30-05-2019**

**SONI MEDICARE LIMITED**

CIN: L51397RJ1988PLC004569

Registered Office: 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur  
E-mail : sonihospital@sonihospitals.com, Contact No. 0141-5163700Website : [www.sonihospitals.com](http://www.sonihospitals.com)**STATEMENT OF PROFIT & LOSS A/C FOR THE PERIOD ENDED MARCH 31, 2019**

				( Rs. in Hundred)
Particulars	Note No.	For the year ended 31.03.2019	For the year ended 31.03.2018	
<b>I</b>	Revenue From Operations	21	1,466,626.41	1,333,535.69
<b>II</b>	Other Income	22	24,364.56	12,844.58
<b>III</b>	<b>Total Income (I+II)</b>		<b>1,490,990.97</b>	<b>1,346,380.27</b>
<b>IV</b>	<b>EXPENSES</b>			
	Cost of Material Consumed	23	149,862.51	172,715.92
	Changes in inventory of finished goods			-
	Purchase of Traded Goods			-
	Employee benefits expense	24	391,192.14	320,643.73
	Finance costs	25	53,179.47	53,225.87
	Depreciation and amortization expense	2A	75,702.56	74,017.50
	Other expenses	26	881,160.30	727,267.22
	<b>Total expenses (IV)</b>		<b>1,551,096.98</b>	<b>1,347,870.24</b>
<b>V</b>	Profit/(loss) before exceptional items and tax (I- IV)		<b>-60,106.01</b>	<b>-1,489.97</b>
	Withdrawal from Capital Reserve			
<b>VI</b>	<b>Exceptional Items</b>			
	Provision for Gratuity		-	40,320.00
<b>VI I</b>	Profit/(loss) before tax (V-VI)		<b>-60,106.01</b>	<b>-41,809.97</b>
<b>VI II</b>	<b>Tax expense:</b>			
	(1) Current tax		-	1,920.00
	(2) Deferred tax		6,861.60	-75,099.21



**SONI MEDICARE LIMITED**

<b>IX</b>	Profit (Loss) for the period from continuing operations (VII-VIII)		-66,967.61	31,369.24
<b>X</b>	Profit/(loss) for the period		-66,967.61	31,369.24
<b>XI</b>	Total Comprehensive Income for the period (X+XI) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		-66,967.61	31,369.24
<b>XI I</b>	<b>Earnings per equity share (After exceptional items) (In Rs.)</b>	27		
	Basic		-1.57	0.74
	Diluted		-1.57	0.74

**This is the Profit & loss statement referred to in our report of even date For A.Natani & Company Chartered Accountants Firm Registration No. : 007347C**

**Sd/-  
(ASHOK KUMAR NATANI)  
PARTNER  
Membership No.074692**

**ON BEHALF OF BOARD OF DIRECTORS**

**Sd/-  
DR. B. R. SONI  
(MANAGING DIRECTOR)  
DIN: 00716246**

**Sd/-  
DR. ANJU SONI  
(DIRECTOR)  
DIN: 00716193**

**Sd/-  
SONAM CHANDAK  
(CHIEF FIANANCIAL OFFICER)**

**Sd/-  
POOJA SHARMA  
(COMPANY SECRETARY)**

**Place: Jaipur  
Dated: 30-05-2019**

**a. STATEMENT OF CHANGES IN EQUITY****A. Equity Share Capital****(Rs. In hundred)**

	Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
	426,490	-	426,490

**B. Other Equity****(Rs. In hundred)**

Particulars	Reserves and Surplus	
	Capital Reserve	Profit & Loss
<b>Balance as at April 1,2017</b>	14,000.00	236,425.74
Add: Profit for the year	-	31,369.24
<b>Balance as at March 31, 2018</b>	<b>14,000.00</b>	<b>267,794.98</b>
<b>Balance as at April 1, 2018</b>	<b>14,000.00</b>	<b>267,794.98</b>
Profit for the year	-	-66,986.88
<b>Balance as at March 31, 2019</b>	<b>14,000.00</b>	<b>200,808.10</b>

**Note 1 - General information and Significant Accounting Policies****Note 1.1 - Background**

SONI MEDICARE Limited (the Company) is a public limited company domiciled in India and has its registered office at 38, KanotaBagh Jawaharlal Nehru Marg, Jaipur Rajasthan incorporated under the provisions of the Companies Act, 1956. Soni Medicare Ltd. is running Hospital in the name and style Soni Hospital, which is NABH accredited Hospital, located in Jaipur, an epitome of magnificence and vibrancy. Founded under the guidance and dynamic leadership of Dr. B. R. Soni, winner of Rajiv Gandhi Entrepreneurs award, Soni Group has been envisioned with the aim of bringing to India modern and traditional forms of medium to provide accessible and affordable healthcare.

**Significant Accounting Policies, Assumptions and Notes:****Note 1.2 - Basis of preparation and presentation****(i) Compliance with Ind AS**

Ministry of corporate affairs has notified roadmap to implement IND AS notified under Companies (Indian Accounting Standard) Rules 2015 as amended by the Companies (Indian Accounting Standard) Rules 2016. And according to the said

roadmap the company is required to apply IND AS in preparation of financial statement from the financial year beginning from 1st April 2017.

The Company has prepared its financial statements as per the IND AS for the financial year beginning on April 1, 2016 as the date of transition. These are the Company's first annual financial statements prepared complying in all material respects with the IND AS notified by Ministry of Company Affairs ("MCA"). For all previous periods including the year ended 31st March, 2017, the Company had prepared its financial statements in accordance with the accounting standards notified under companies (Accounting Standard) Rule, 2006 (as amended) and other relevant provisions of the Act (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India.

The reconciliation of effects of the transition from Indian GAAP on the equity as at April 1, 2016 and March 31, 2017 and on the total comprehensive income for the year ended March 31, 2017 is disclosed in Notes to these financial statements. The financial statements have been prepared considering all IND AS as notified by MCA till the reporting date i.e. March 31, 2018. The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1st April, 2016 being the date of transition to Ind AS.

#### **(ii) Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to "Rupees in Hundreds" up to two decimals points as per the requirement of Schedule III, unless otherwise stated.

#### **Use of estimates, assumption and judgment**

The preparation of the financial statements in conformity with recognition and measurement principles of Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year.

Estimates and underlying assumptions are reviewed on an ongoing basis.

Revisions to accounting estimates are recognized in the period in which estimates are revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key assumptions concerning the future, and other sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in future are:

#### **(i) Useful lives and residual value of property, plant and equipment, intangible assets and investment properties:**

Useful life and residual value are determined by the management based on a technical evaluation considering nature of asset, past experience, estimated usage of the asset, vendor's advice etc and same is reviewed at each financial year end.

#### **(ii) Deferred tax assets:**

The Company has reviewed the carrying amount of deferred tax assets including MAT credit at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

#### **(iii) Contingencies**

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

**(v) Discounting of Security deposit, and other long term liabilities**

For majority of the security deposits received, the timing of outflow, as mentioned in the underlying contracts, is not ascertainable or is not substantially long enough to discount. The treatment would not provide any meaningful information and would have no material impact on the financial statements.

**Note 1.3 - Statement of Compliance**

The financial statements comprising of the Balance Sheet, Statement of Profit and Loss, Statement of changes in equity, Statement of Cash Flow together with notes comprising a summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2018 and comparative information in respect of the preceding period and Balance Sheet as on transition date, i.e. 1st April 2016 have been prepared in all material aspects in accordance with IND AS as notified and duly approved by the Board of Directors, along with proper explanation for material departures.

**Note 1.4 - Accounting Policies**

**Basis of Measurement:**

The financial statements have been prepared on accrual basis and under the historical cost convention except for the following:

- 1) Certain financial assets and liabilities that are measured at fair value;
- 2) Assets held for sale – measured at carrying amount or fair value less cost of disposal, whichever is less;
- 3) Defined benefit plans – Plan assets measured at fair value

**Current versus non-current classification**

The Company presents assets and liabilities in statement of financial position based on current/non-current classification.

The Company has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by MCA.

**An asset is classified as current when it is:**

- (a) Expected to be realised or intended to be sold or consumed in normal operating cycle,
- (b) Held primarily for the purpose of trading,
- (c) Expected to be realised within twelve months after the reporting period, or
- (d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

**A liability is classified as current when it is:**

- (a) Expected to be settled in normal operating cycle,
- (b) Held primarily for the purpose of trading,
- (c) Due to be settled within twelve months after the reporting period, or

(d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

**(i) Inventories:**

Inventories comprise stock of drugs, Implants & medicines and other consumables and is carried at the lower of cost and net realizable value, cost includes all expenses incurred in bringing the goods to their present location and condition and is determined on first in first out basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

**(ii) Statement of cash flows**

Cash flows are reported using the method as prescribed in IND AS 7 'Statement of Cash flows', where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expense associated with investing or financial cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**(iii) Revenue recognition:**

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The impact of the adoption of the standard on the financial statements of the Company is insignificant. Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers

**Operating income (IPD / OPD) :** - Operating income in relation to services is recognised as and when the services are rendered . Consulting fee from hospitals and income from training services is recognised as and when the contractual obligations arising out of the contractual arrangements with respective hospitals are fulfilled.

**Other income :** - Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Rent income is recognised when it is probable that the economic benefit will flow to the Company and the amount of income can be measured reliably. Rent income is accrued as per terms of contracts.

**(iv) Property, Plant and Equipment:**

a) The Company has applied for the one time transition exemption of considering the carrying cost on the transition date i.e. April 1, 2016 as the deemed cost under IND AS. Hence, regarded thereafter as historical cost.

b) Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and

equipment recognised as at 1st April, 2016 measured as per the previous GAAP. Cost is inclusive of inward freight, non refundable duties and taxes and incidental expenses related to acquisition or construction.

c) Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

All upgradation / enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

d) An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

Depreciation of these assets commences when the assets are ready for their intended use which is generally on commissioning.

e) **Depreciation / amortisation:** Property, Plant and Equipments has been depreciated on Straight Line method, over the useful life in the manner prescribed in Schedule II of the Companies Act, 2013.

Depreciation on Intangible Assets being tenancy, lease hold and other contract Right has been amortized over the useful life in the manner prescribed in Schedule II of the Companies Act, 2013.

f) **Capital Work in Progress:** The expenses relating to the construction of Company's Lift & Lift Pitch is capitalised at the time when they are incurred. And when the asset would be completed, the same shall be transferred to asset a/c.

**(v) Leases:**

Lease payments under operating leases are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term unless another systematic basis is more representative of the time pattern of the Company's benefit.

Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

**(vi) Employee Benefits:**

The Company has various schemes of employee benefits such as provident fund, employee state insurance scheme, gratuity and Compensated Absences, which are dealt with as under:

**(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

**(ii) Post-employment obligations**

The Company operates the following post-employment schemes:

- (a) defined benefit plans such as gratuity; and
- (b) defined contribution plans such as provident fund and Family pension funds.

**Gratuity obligations**

The Company has recognised a provision for Defined Benefit Obligations, i.e., gratuity amounting to Rs. 49,18,823. Due to the unavailability of actuarial valuation no adjustment is made as per Ind -AS to recognise fair value.

**Defined Contribution Plans**

Defined Contribution Plans such as Provident Fund etc., are charged to the Statement of Profit and Loss as incurred.

Liability on account of short term employee benefits, comprising largely of compensated absences and bonus, is recognised on an undiscounted accrual basis during the period when the employee renders service.

**(vii) Borrowing costs:**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

**(viii) Earnings Per Share:**

**Basic earnings per share**

Basic earnings per share Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

**Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**(ix) Contingent liabilities and provisions:**

a) **Provisions:**

Provisions are recognised when the Company has a legal / constructive obligation as a result of a past event, for which it is probable that a cash outflow may be required and a reliable estimate can be made of the amount of the obligation.

When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

b) **Contingencies:**

Contingent liabilities are disclosed after evaluation of the facts and legal aspects of the matter involved, in line with the provisions of Ind AS 37.

The company records a liability for any claims where a potential loss probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Company provides disclosures in the financial statements but does not record a liability in its financial statements unless the loss becomes probable.

Contingent assets are not recognised in the books of the accounts but are disclosed in the notes. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset and the corresponding income is booked in the Statement of Profit and Loss.

**(x) Income taxes:**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are excepted to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are off set where the Company has a legally forceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

**(xi) Cash and Cash Equivalents:**

Cash and cash equivalents include cash in hand and at bank, deposits held at call with banks. For the purpose of the Statement of Cash Flows, cash and cash equivalents consists of cash and short term deposits, having maturity less than 12 months.

**(xii) Financial Instruments:**

**A. Initial recognition**

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of financial asset or financial liabilities, as appropriate, on initial recognition.

**B. Subsequent measurement**

**(i) Financial assets carried at amortised cost :** A financial asset is subsequently measured at amortised cost if it is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(ii) Financial assets carried at fair value through other comprehensive income (FVTOCI):** A financial asset is subsequently measured at FVTOCI if it is held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.

**(iii) Financial assets carried at fair value through profit or loss (FVTPL):** A financial asset which is not classified in any of the above categories are subsequently measured at fair value through profit or loss.



**(iv) Financial liabilities :** Financial liabilities are subsequently measured at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

#### **De-recognition of financial Asset**

A financial asset is primarily derecognised (i.e. removed from the balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset. When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership.

#### **De-recognition of financial liability**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid is recognised in profit or loss as "Other Income" or "Finance Expense".

#### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### **C. Impairment**

#### **(i). Financial assets**

The Company recognizes loss allowances using the expected credit loss for the financial assets which are not measured at fair value through profit or loss.

The Company do not recognise expected credit loss on Trade receivables.

Individual trade receivables are written off when management deems them not to be collectible.

#### **(ii). Non - financial assets**

#### **Tangible and intangible assets**

Property, plant and equipment and intangible assets are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). The Company review/assess at each reporting date if there is any indication that an asset may be impaired.

#### **(xiii) Segment Reporting:**

Operating Segment are reported in a manner consistent with the Internal Reporting provided to the Chief Operating Decision Maker.

The Company is engaged providing Superspeciality and general hospital services which constitutes a single business segment, so there are no other Reportable Segments.

**(xiv) Operating Cycle:**

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

**(xv) Investments in Equity Instruments:**

Investments in Equity Instruments have been valued at their fair values through Profit and Loss, as on the closing date. The fair value has been valued as per the intrinsic value of shares of the company in which our company has invested.

**Note 1.5 - Critical Accounting Assumptions**

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectation of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events that existed as at the reporting date, or that which occurred after the date but provide additional evidence about the conditions existing at the reporting date.

a) **Property, plant and equipment:**

Management assesses the remaining useful lives and residual value of property, plant and equipment. Management believes that the assigned useful lives and residual value are reasonable.

b) **Income taxes:**

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities.

The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the standalone financial statements.

c) **Contingencies:**

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy

d) **Impairment of accounts receivable and advances:**

Trade receivables carry interest and are stated at their fair value as reduced by appropriate allowances for expected credit losses. Individual trade receivables are written off when management deems them not to be collectible. Impairment is recognised for the expected credit losses.

e) **Discounting of Security deposit, and other long term liabilities:**

For majority of the security deposits received, the timing of outflow, as mentioned in the underlying contracts, is not substantially long enough to discount. The treatment would not provide any meaningful information and would have no material impact on the financial statements.

**Note 1.6 Recent accounting pronouncement issued but not yet effective upto the date of issuance of financial statements :**

**Ind AS 115, Revenue from Contracts with Customers**

This standard requires an entity to recognise revenue on the basis of 5 step model given in the standard. The Standard focuses on identification of various performance obligations on the basis of promised goods and services to the customers as per contract, allocation of contract price on the various performance obligations and recognition of revenue when entity satisfies the performance obligation. The Standard Scopes out lease agreements from its scope. The company is in the process of evaluating the impact on transition of Ind AS 115 (new standard) from Ind AS 18 (old standard) on Revenue Ind AS 115, Revenue from Contracts with Customers

**This is the statement of change in Equity referred to  
in our report of even date  
For A.Natani & Company  
Chartered Accountants  
Firm Registration No. : 007347C**

**Sd/-  
(ASHOK KUMAR NATANI)  
PARTNER  
Membership No.074692**

**ON BEHALF OF BOARD OF DIRECTORS**

**Sd/-  
DR. B. R. SONI  
(MANAGING DIRECTOR)  
DIN: 00716246**

**Sd/-  
DR. ANJU SONI  
(DIRECTOR)  
DIN: 00716193**

**Sd/-  
SONAM CHANDAK  
(CHIEF FINANCIAL OFFICER)**

**Sd/-  
POOJA SHARMA  
(COMPANY SECRETARY)**

**Place: Jaipur  
Dated: 30-05-2019**

## SONI MEDICARE LIMITED

CIN: L51397RJ1988PLC004569

Registered Office: 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur

E-mail : sonihospital@sonihospitals.com, Contact No. 0141-5163700

Website : [www.sonihospitals.com](http://www.sonihospitals.com)

## CASH FLOW STATEMENT AS AT MARCH 31, 2019

(Rs. in Hundred)

PARTICULARS	CURRENT YEAR		PREVIOUS YEAR	
	2018-19		2017-18	
	AMOUNT		AMOUNT	
<b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit before exceptional and tax as Statement Profit & Loss (Increase in Reserves)	-60,106.01		-1,489.95	
Adjusted for :-				
Finance Cost	46,097.11		47,812.04	
Amortisation of Loan Fees				
Other Income	-18.90		-18.90	
Prior Period Item	-1,910.76			
Rent Income	-3,360.00		-	
Loss/(Profit) on Sale\written off of Fixed Assets				
Loss/(Profit) on Sale\written off of intangible Assets	1,261.81			
Interest On IT refund	-1,869.37			
Provision for Gratuity				
Depreciation	74,440.75		74,017.50	
Excess Provision written off	-206.00			
<b>Operating Profit before Working Capital Changes</b>	<b>54,328.63</b>		<b>120,320.68</b>	
Adjusted for:-				
Increase /( Decrease) in Trade Payables	-4,359.27		-17,304.20	
Increase /( Decrease) in Other financial liabilities	44,651.70		14,956.10	
Increase /( Decrease) in Other current liabilities	2,041.67		-495.63	
Increase /( Decrease) in Borrowings			14,536.01	
Increase /( Decrease) in Provisions (except IT)	8,868.23		-805.56	
Increase /( Decrease) in Short-Term Borrowings	32,256.33			
Increase /( Decrease) in Short- Term Provisions (except IT)	173.46			
Increase /( Decrease) in Current Tax Assets (Net)	-20,824.33		-12,010.21	
(Increase)/Decrease in Inventory	-25,668.70		719.68	
(Increase)/Decrease in Trade receivables	-15,206.06		46,984.22	
(Increase)/Decrease in Others current financial assets	1,227.21		-11,221.82	
(Increase)/Decrease in Other current assets	-8,798.39		-10,933.43	
<b>Cash Generated From Operations</b>	<b>68,690.47</b>		<b>144,745.83</b>	
<b>Net Cash used in Operating Activities Before Extraordinary Items</b>	<b>68,690.47</b>		<b>144,745.83</b>	
Less:- Extraordinary Items	-		-	
<b>Cash Generated From Operations</b>	<b>68,690.47</b>		<b>144,745.83</b>	
Less:- Taxes Paid	-1,920.00		-8,500.00	
<b>Net Cash Flow/(used)From Operating Activites</b>		<b>66,770.47</b>		136,245.83
<b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>				
(Increase) / Decrease in Long Term Loans & Advances	-		19,050.01	
Purchase of Fixed Assets	-49,209.94		-13,424.19	
(Increase)/decrease to CWIP	-		-35,000.00	
(Purchase)/Sale of Financial Assets	-951.10			
Interest received	18.90		18.90	
Rent Income	3,360.00		-	
<b>Net Cash Flow/(used) in Investing Activities</b>		<b>-46,782.14</b>		-29,355.28
<b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>				
Net Procurement/Repayment of Borrowings	75,128.01		-36,019.51	
Capital Subsidy under TUF				
Interest paid	-46,097.11		-47,812.04	
Interest income on IT refund	1,869.37			
Prior period Income received	1,910.76			
<b>Net Cash Flow/(used) From Financing Activities</b>		<b>32,811.03</b>		-83,831.55
Net Increase/(Decrease) in Cash and Cash Equivalent		52,799.36		23,059.00
Opening balance of Cash and Cash Equivalent		56,879.51		33,820.51
<b>Closing balance of Cash and Cash Equivalent</b>		<b>109,678.86</b>		<b>56,879.51</b>

**Notes:**

1 Cash and Cash Equivalent consists of following:-

Cash on hand	Rs.	13,535.54	Rs.	5,938.76
Balances with Banks		96,143.12		50,940.75
Closing balance of Cash and Cash Equivalent		<u>109,678.66</u>		<u>56,879.51</u>

2 Cash Flow has been prepared under indirect method as set out in IND AS-7

3 Previous Year's figures have been recasted/regrouped, wherever necessary, to confirm to the current years'

**This is the Cash flow statement referred to  
in our report of even date  
For A.Natani & Company  
Chartered Accountants  
Firm Registration No. : 007347C**

**Sd/-  
(ASHOK KUMAR NATANI)  
PARTNER  
Membership No.074692**

**ON BEHALF OF BOARD OF DIRECTORS**

**Sd/-  
DR. B. R. SONI  
(MANAGING DIRECTOR)  
DIN: 00716246**

**Sd/-  
DR. ANJU SONI  
(DIRECTOR)  
DIN: 00716193**

**Sd/-  
SONAM CHANDAK  
(CHIEF FIANANCIAL OFFICER)**

**Sd/-  
POOJA SHARMA  
(COMPANY SECRETARY)**

**Place: Jaipur  
Dated: 30-05-2019**

**2A Property, Plant & Equipment:**

(Rs. in Hundred)

Particulars	BUILDING	HOSPITAL EQUIPMENT	C.T.SCAN MACHINE	I.C.U. EQUIPMENTS	CATHLAB INSTRUMENTS	LAB-DIAGNOSTIC EQUIPMENTS	O.T. EQUIP-MENTS	VEHICLES	FURNITURE & FIXTURES	PLANT & MACHINERY	COMPUTER & COMPUTER SOFTWARE	TOTAL 1	INTANGIBLE ASSETS	TOTAL 2	GRAND TOTAL
<b>Gross Carrying Amount</b>															
As at April 1, 2018	402,409.76	291,218.51	151,284.11	59,202.57	177,018.81	99,843.31	140,754.49	143,545.84	40,354.14	131,512.64	19,145.78	1,656,289.96	75,708.30	75,708.30	1,731,998.26
Additions	34,411.75	6,729.92	-	739.20	-	-	8,512.00	-	4,024.39	29,267.80	525.10	84,210.16	-		84,210.16
Disposal	-	-	-	-	-	-	-	-	-	-	-	-			-
															-
As at March 31, 2019	436,821.51	297,948.43	151,284.11	59,941.77	177,018.81	99,843.31	149,266.49	143,545.84	44,378.53	160,780.44	19,670.88	1,740,500.12	75,708.30	75,708.30	1,816,208.42
															-
<b>Accumulated Depreciation</b>															
As at April 1, 2018	73,792.03	193,164.99	150,361.03	47,933.71	129,813.79	74,830.97	103,262.55	62,082.57	35,530.60	115,298.29	15,058.84	1,001,129.37	37,437.77	37,437.77	1,038,567.14
Additions	7,103.68	15,995.12	230.77	2,967.57	11,801.25	3,919.78	5,926.94	16,934.37	1,612.61	5,490.80	2,457.86	74,440.75	1,261.81	1,261.81	75,702.56
Disposals															-
															-
As at March 31, 2019	80,895.71	209,160.11	150,591.80	50,901.28	141,615.04	78,750.75	109,189.49	79,016.94	37,143.21	120,789.09	17,516.70	1,075,570.12	38,699.58	38,699.58	1,114,269.70
															-
<b>Net carrying amount</b>															
As at April 1, 2018	328,617.73	98,053.52	923.08	11,268.86	47,205.02	25,012.34	37,491.94	81,463.27	4,823.54	16,214.35	4,086.94	655,160.59	38,270.53	38,270.53	693,431.12
As at March 31, 2019	355,925.80	88,788.32	692.31	9,040.49	35,403.77	21,092.56	40,077.00	64,528.90	7,235.32	39,991.35	2,154.18	664,930.00	37,008.72	37,008.72	701,938.72

**2B CAPITAL WORK IN PROGRESS**

<b>Particulars</b>	<b>Amount</b>
	-
As at March 31, 2019	-
As at March 31, 2018	35,000.00

Capital Work in Progress includes Rs. Nil ( Rs. 35,00,000 in 2017-18) towards cost incurred till date for development of Company's Lift & Lift Pitch at it's Registered Office.

## 3 Financial Assets

(Rs. in Hundred)

Particulars		As at 31.03.2019	As at 31.03.2018
3A	<b>(i) Investments</b>		
	1. Unquoted Shares of The Ubran Co-operative Bank Ltd.		
	140 Fully Paid up Shares of Rs.100/- each	2,401.87	2,401.87
	2. Unquoted Shares of Soni Hospitals Pvt. Ltd.		
	10000 Equity Shares of Rs.10 each (fully paid up)	2,218.88	2,237.67
	(Previous year 10000 Equity Shares of Rs.10 each (fully paid up) )		
	<b>TOTAL</b>	<b>4,620.75</b>	<b>4,639.54</b>

(Rs. in Hundred)

Particulars		As at 31.03.2019	As at 31.03.2018
3B	<b>(ii) Loans</b>		
	Laxmi Imaging & Medical Research Centre	-	-
	<b>TOTAL</b>	<b>-</b>	<b>-</b>

(Rs. in Hundred)

Particulars		As at 31.03.2019	As at 31.03.2018
3C	<b>(iii) Other Non-Current Financial Assets</b>		
	LIC Gratuity Fund*	14,852.23	14,852.24
	Unamortised Trasaction Cost	1,414.60	463.49
	<b>Security Deposit:</b>		
	Earnest Money Deposit		
	Security Deposit for Building	175,000.00	175,000.00
	Security Deposit for Cylinder	50.00	50.00
	Security Deposit with CGHS	1,000.00	1,000.00
	Security Deposit with I.O. Corp.	40.00	40.00
	Security Deposit with RSEB	3,416.94	3,416.94
	Security Deposit with Telephone Dept.	472.74	472.74
	<b>TOTAL</b>	<b>196,246.51</b>	<b>195,295.41</b>
	<b>TOTAL (i)+(ii)+(iii)</b>	<b>200,867.26</b>	<b>199,934.95</b>



\* Employees Group Gratuity Scheme of LIC had been opted in May, 2010 and Company is paying the Gratuity contribution to LIC in installments as prescribed by it.

#### 4 Deferred Tax Asset (Net)

(Rs. in Hundred)

Particulars	As at 31.03.2019	As at 31.03.2018
Deferred tax Assets(Net)	5,359.71	12,221.79
<b>TOTAL</b>	<b>5,359.71</b>	<b>12,221.79</b>

The consequential effect of deferred tax asset at the begning of the year and at the year end, amounting to Rs.686160/- ,has been credited to the Profit & Loss Account

#### 5 Inventories

(Rs. in Hundred)

Particulars	As at 31.03.2019	As at 31.03.2018
<b>INVENTORIES</b>		
(As taken, valued & certified by the management)		
Cost of Hospital Drugs, Medical Consumable and Regents	135,256.60	109,587.90
(Stated at cost and net relisable value which ever is less)		
<b>TOTAL</b>	<b>135,256.60</b>	<b>109,587.90</b>

#### 6 Trade Receivables

(Rs. in Hundred)

Particulars	As at 31.03.2019	As at 31.03.2018
Trade Receivables	184,124.59	43,257.30
other receivables	-	125,661.23
Less: Allowance for doubtful trade receivables		
<b>Total Receivables</b>	<b>184,124.59</b>	<b>168,918.53</b>
<b>Current portion</b>	<b>46,208.98</b>	<b>125,661.23</b>
<b>Non- current portion</b>	<b>137,915.61</b>	<b>43,257.30</b>
<b>Total Trade Receivables</b>	<b>184,124.59</b>	<b>168,918.53</b>

**7 Cash and Cash Equivalents****(Rs. in Hundred)**

<b>Particulars</b>	<b>As at 31.03.2019</b>	<b>As at 31.03.2018</b>
Bank Balances (Current Account)	71,429.29	30,766.01
Bank Balances (Deposit Account)	24,713.83	20,174.74
Cash on Hand	13,535.54	5,938.76
<b>TOTAL</b>	<b>109,678.66</b>	<b>56,879.51</b>

**8 Others Current Financial Assets****(Rs. in Hundred)**

<b>Particulars</b>	<b>As at 31.03.2019</b>	<b>As at 31.03.2018</b>
Advances to Staff and Others	16,246.49	21,228.69
Advance to Associate Concern (Soni hospital- loans & advances)	4,371.63	874.19
Interest accrued on FDR (Net of TDS)	-	-
Unamortised Transaction Cost	538.25	280.70
	-	-
<b>TOTAL</b>	<b>21,156.37</b>	<b>22,383.58</b>

**9 Current Tax Assets (Net)****(Rs. in Hundred)**

<b>Particulars</b>	<b>As at 31.03.2019</b>	<b>As at 31.03.2018</b>
TDS Recieveable	56,097.67	35,067.34
Less: Provision for Tax	-	1,920.00
<b>TOTAL</b>	<b>56,097.67</b>	<b>33,147.34</b>

## 10 Other Current Assets

(Rs. in Hundred)

Particulars	As at 31.03.2019	As at 31.03.2018
Prepaid Expenses	6,882.91	6,237.48
Advances to Suppliers	683.39	10,136.34
Balance with Statutory Authorities	61,900.67	44,294.76
<b>TOTAL</b>	<b>69,466.97</b>	<b>60,668.58</b>

## 11 Equity Share Capital

Particulars	As at 31.03.2019	As at 31.03.2018
<b>Share Capital</b>	-	
1 Authorised :		
45,00,000 Equity Shares of Rs. 10/- each	450,000.00	450,000.00
2 Issued, Subscribed and Paid up		
42,64,900 Equity Shares of Rs. 10/- each	426,490.00	426,490.00
<b>TOTAL</b>	<b>426,490.00</b>	<b>426,490.00</b>

1. The Company has only one class of shares referred to as equity shares having a par value of Rs. 10 each. Holder of equity shares is entitled to one vote per share and Dividend as and when declared by the Company.

2. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts.

3. The distribution will be in proportion to the number of equity shares held by the shareholders.

4. The company declares and pays dividends in Indian rupees. The dividend, if proposed by the Board of Directors, is subject to the approval of the shareholders in the ensuing Annual General Meeting.

## (b) Reconciliation of the number of shares outstanding :-

Particulars	As at 31.03.2019	As at 31.03.2018
	No of shares	No of shares
<b>At the beginning of the year</b>	<b>4,264,900.00</b>	<b>4,264,900.00</b>
Add: Issued during the year	-	-
Less: Bought Back during the year	-	-
<b>At the end of the year</b>	<b>4,264,900.00</b>	<b>4,264,900.00</b>

Particulars	As at 31.03.2019		As at 31.03.2018	
	Name of Shareholder	No. of Shares held	Percentage of holding	No. of Shares held
Dr Bimal Roy Soni	1,667,700	39.10	1,667,700	39.10
B.R.Soni HUF	816,000	19.13	816,000	19.13
Dr.Anju Soni	492,700	11.55	492,700	11.55
	2,976,400	69.79	2,976,400	69.79

**12 Other Equity**

(Rs. in

Hundred)

Particulars	As at 31.03.2019	As at 31.03.2018
<b>Reserves and Surplus</b>		
1 <b>Capital Reserve (From Bank of Baroda)</b>		
At the beginning of the year	14,000.00	14,000.00
Add: Profit for the year		-
Less: withdrawals/transfer		-
<b>Balance at the year end</b>	<b>14,000.00</b>	<b>14,000.00</b>
2 <b>Profit &amp; Loss</b>		
At the beginning of the year	267,794.50	236,425.74
Add: Gain on Fair Valuation of Investments	18.79	-
Add: Profit for the year	66,967.61	31,369.24
Less: withdrawals/transfer	-	-
<b>Balance at the year end</b>	<b>200,808.10</b>	<b>267,794.98</b>
<b>TOTAL</b>	<b>214,808.10</b>	<b>281,794.98</b>

**13 Non Current Financial Borrowings**

(Rs. in

Hundred)

Particulars	As at 31.03.2019	As at 31.03.2018
<b>Term Loan</b>		

<b>(a)</b>	<b>Secured</b>		
	From Bank	22,044.49	38,006.15
	<b>Total</b>	<b>22,044.49</b>	<b>38,006.15</b>
<b>(b)</b>	<b>Unsecured</b>		
	Capital First Ltd Business Loan	35,544.17	-
	ICICI Bank Business Loan A/c	34,791.01	22,409.83
	Yes Bank Business Loan A/c	41,573.39	42,811.91
	Kotak Mahindra Bank	36,428.31	
	Tata Capital Financial Services Ltd.	34,206.02	
	<b>Total</b>	<b>182,542.90</b>	<b>65,221.74</b>
<b>(c)</b>	<b>Current Maturities of Long Term Borrowings</b>	<b>62,649.77</b>	<b>36,418.28</b>
	<b>Total (a+b-c)</b>	<b>141,937.62</b>	<b>66,809.61</b>

#### 14. Deferred tax liabilities (Net)

(Rs. in Hundred)

Particulars	As at 31.03.2019	As at 31.03.2018
Deferred tax liabilities (Net)	-	-
TOTAL	-	-

#### 15. Provisions

(Rs. in Hundred)

Particulars	As at 31.03.2019	As at 31.03.2018
Provision for Gratuity	49,188.23	40,320.00
<b>TOTAL</b>	<b>49,188.23</b>	<b>40,320.00</b>

#### 16 Current Financial Borrowings

(Rs. in Hundred)

Particulars	As at 31.03.2019	As at 31.03.2018
Loan payable on demand from Banks :		
Secured		
<b>Punjab national Bank Cash Credit</b>	<b>327,450.78</b>	<b>295,194.45</b>
<b>TOTAL</b>	<b>327,450.78</b>	<b>295,194.45</b>

Cash Credit Limit from Punjab National Bank and this Cash Credit is secured by hypothecation of Current Assets and Personal Guarantee of Dr. B.R.Soni, Managing Director and Dr. Anju Soni Director of the company and rate of interest is 12.10% p.a and yearly renewed.

**17 Trade Payables**

Particulars	(Rs. in Hundred)	
	As at 31.03.2019	As at 31.03.2018
<b>Trade Payables</b>	126,496.53	130,855.80
<b>TOTAL</b>	<b>126,496.53</b>	<b>130,855.80</b>

\*The Company has not received any intimation from any of its suppliers about their having filed a memorandum in pursuance of Micro, Small and Medium Enterprises Development Act, 2006. Hence, the disclosure requirement u/s 22 of MSMED Act, 2006 is not applicable to the Company.

**18 Other Current Financial Liabilities**

Particulars	(Rs. in Hundred)	
	As at 31.03.2019	As at 31.03.2018
Other Payables :		
Doctors consultancy Account	38,267.30	26,362.37
Outstanding Expenses	6,717.19	5,368.49
Sundry Creditor for Capital Goods	-	3,083.09
Staff Dues	45,429.40	36,973.73
Security Deposit Rec.	25,000.00	25,000.00
Audit Fees Payable	944.00	1,150.00
Current maturities of long term debt	62,649.77	36,418.28
<b>TOTAL</b>	<b>179,007.66</b>	<b>134,355.96</b>

**19 Other Current Liabilities**

Particulars	(Rs. in Hundred)	
	As at 31.03.2019	As at 31.03.2018
Statutory Liabilities	13,999.43	9,212.64
Advance from Patients	-	1,688.12
Advance Rec. from CMRF	-	1,057.00
	-	
<b>TOTAL</b>	<b>13,999.43</b>	<b>11,957.76</b>

## 20 Provisions

Particulars	(Rs. in Hundred)	
	As at 31.03.2019	As at 31.03.2018
<b>Bonus Payable</b>	4,568.20	40,320.00
<b>TOTAL</b>	<b>4,568.20</b>	<b>40,320.00</b>

## 21. Revenue From Operations

Particulars	(Rs. in Hundred)	
	For the year ended 31.03.2019	For the year ended 31.03.2018
<b>(a) Sale of Services :</b>		
Receipt From Hospital services	1,466,626.41	1,333,535.69
	-	-
<b>TOTAL</b>	<b>1,466,626.41</b>	<b>1,333,535.69</b>

## 22. Other Income

Particulars	(Rs. in Hundred)	
	For the year ended 31.03.2019	For the year ended 31.03.2018
<b>(a) Interest</b>		
Interest from banks on deposits	1,440.73	-
<b>(b) Other operating revenue</b>		
Education Affiliation Fees Received	12,000.00	12,000.00
<b>(c) Other non operating revenue</b>		
Dividend Received	18.90	18.90
Rent Received	3,360.00	
Interest on Income Tax Refund	1,869.37	-
Excess Provision Written Back	206.00	-
Prior Period Items	1,910.76	-
Discount Received	-	-
Misc. Other Receipts	3,558.80	825.68
<b>TOTAL</b>	<b>24,364.56</b>	<b>12,844.58</b>

**23 Cost of Material Consumed:****(Rs. in Hundred)**

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Raw Material Consumed		
Opening Stock	109,587.90	110,307.58
Add: Purchases the year	175,531.21	171,996.24
	-	-
	<b>285,119.11</b>	<b>282,303.82</b>
Less: Closing Stock	135,256.60	109,587.90
	<b>149,862.51</b>	<b>172,715.92</b>
<b>TOTAL</b>	<b>149,862.51</b>	<b>172,715.92</b>

**24 Employee benefits expense****(Rs. in Hundred)**

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Salary to Staff	359,331.90	300,521.94
Remuneration to Directors	-	-
Employer's P.F. Contribution	7,982.87	8,069.07
Employer's E.S.I. Contribution	4,080.67	3,942.29
Bonus To Staff	4,568.20	4,394.74
Staff Welfare Expenses	6,360.27	3,715.69
Provision for Gratuity	8,868.23	
<b>TOTAL</b>	<b>391,192.14</b>	<b>320,643.73</b>

**25 Financial expense:****(Rs. in Hundred)**

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
<b>FINANCE COSTS</b>		
Interest on TDS Late Deposit	-	-



Interest on Working Capital	29,241.60	31,606.20
Interest on Car Loan	2,986.34	4,470.31
Interest to Others	1,068.24	1,394.54
Interest on Business Loan	12,800.93	10,340.99
<b>Total (A)</b>	<b>46,097.11</b>	<b>47,812.04</b>
<b>BORROWING COSTS</b>		
Bank Guarantee Exp.	93.56	53.49
Processing & Admn. Fees	1,062.00	1,748.19
Amortisation of Loan Fees	919.70	450.79
Bank Charges	5,007.10	3,161.36
<b>Total ( B )</b>	<b>7,082.36</b>	<b>5,413.83</b>
<b>TOTAL (A+B)</b>	<b>53,179.47</b>	<b>53,225.87</b>

## 26 Other expenses

Particulars	(Rs. in Hundred)	
	For the year ended 31.03.2019	For the year ended 31.03.2018
(A) Hospital operating Expenses		
Consultancy charges to Doctors & others	437,402.38	346,410.09
Insurance Premium	4,389.95	4,160.48
Legal & Professional	2,414.70	3,013.48
Discounts to patients	101,953.48	72,783.90
Printing & Stationery	-	-
Lab & Diagnostic Exp. Outside	21,512.68	16,668.12
Rent Rates & Taxes	10,537.12	11,565.78
Security Service	11,138.20	11,591.50
Water & Electricity Charges	47,256.07	49,833.09
Housekeeping Expenses.	48,407.15	38,191.77
Misc.Exp.	24,212.70	21,130.78
Repairs & Maintenance	64,038.43	42,565.61

**SONI MEDICARE LIMITED**

Total (A)	<b>773,262.86</b>	<b>617,914.60</b>
(B) Administrative Expenses		
Travelling & Conveyance	21,411.67	16,881.19
Business Promotion Exp.	25,018.38	11,630.82
Listing & Filling Fees	3,677.19	3,699.65
Bad Debts & Claim Disallowed	16,283.43	17,056.19
Sundry Balances Written Off	303.94	22,138.83
Telephone & Internet Exp.	7,045.75	6,009.51
Charity & Donation	-	120.00
Internal Audit Fees	150.00	150.00
Secretarial Audit Fees	310.00	310.00
Audit Fees	944.00	1,150.00
Total ( B )	<b>75,144.36</b>	<b>79,146.19</b>
(C) NABH Expenses		
Infection Control Expenses	851.37	-
Quality Control Expenses	31,901.71	30,206.43
Total ( C )	<b>32,753.08</b>	<b>30,206.43</b>
<b>Grand Total (A+B+C)</b>	<b>881,160.30</b>	<b>727,267.22</b>

<b>Payment to Auditors as</b>		
(a) Auditors	944.00	1,150.00
(b) Taxation matters	-	-
(c) Company Law matters	-	-
(d) For other services	-	-
(e) Re-imbusement of Expenses	-	-
<b>Total</b>		

**27 EARNINGS PER SHARE**

The following is a reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share:

Particulars	(in number)	
	For the year ended 31 <sup>st</sup> March 2019	For the year ended 31 <sup>st</sup> March 2018
Issued number equity shares	4,264,900	4,264,900
Potential Equity Shares	-	-
Weighted average shares outstanding - Basic and Diluted	4,264,900	4,264,900

Net profit available to equity holders of the Company used in the basic and diluted earnings per share was determined as follows:

Particulars	(Rs. in Hundred)	
	For the period ended 31 <sup>st</sup> March 2019	For the year ended 31 <sup>st</sup> March 2018
Profit and loss after tax	-66,967.61	31,369.24
Profit and loss after tax for EPS	-66,967.61	31,369.24
Basic Earnings per share (in Rs.)	-1.57	0.74
Diluted Earnings per share (in Rs.)	-1.57	0.74

The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

The diluted EPS is calculated on the same basis as basic EPS because the Company does not have any Potential Equity Shares.

**28 Fair Value Measurement**

Financial Instrument by category and hierarchy

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

3. IND AS 101 allows Company to fair value its property, plant and machinery on transition to IND AS, the Company has fair valued property, plant and equipment, and the fair valuation is based on deemed cost approach where the existing carrying amounts are treated as fair values.

4. The Transaction cost on the borrowings are amortised over the tenure of loan and fair values are arrived accordingly.

5. For other financial assets and liabilities that are measured at amortised cost, the carrying amounts are equal to the fair values.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Quoted prices / published NVA (unadjusted) in active markets for identical assets or liabilities. It includes fair value of financial instruments traded in active markets and are based on quoted market prices at the balance sheet date and financial instruments like mutual funds for which net assets value (NAV) is published mutual fund operators at the balance sheet date.

Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices). It includes fair value of the financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on the company specific estimates. If all significant inputs required to fair value an instrument are observable then instrument is included in level 2.

Level 3: Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs). If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

<b>( Rs. in Hundred)</b>				
<b>Particulars</b>	<b>As at 31<sup>st</sup> March 2019</b>		<b>As at 31<sup>st</sup> March 2018</b>	
	<b>Carrying Amount</b>	<b>Fair Value</b>	<b>Carrying Amount</b>	<b>Fair Value</b>
Financial Assets designated at amortised cost				
Trade Receivables	184,124.59	-	168,918.53	-
Cash & Cash Equivalents	109,678.66	-	56,879.51	-
Other Financial Assets	216,194.22	217,402.89	216,934.80	217,678.99

<b>Particulars</b>	<b>As at 31<sup>st</sup> March 2019</b>		<b>As at 31<sup>st</sup> March 2018</b>	
	<b>Carrying Amount</b>	<b>Fair Value</b>	<b>Carrying Amount</b>	<b>Fair Value</b>
<b>Financial Assets designated at fair value through other comprehensive income</b>	4,620.75	4,620.75	4,639.54	4,639.54

<b>Particulars</b>	<b>As at 31<sup>st</sup> March 2019</b>		<b>As at 31<sup>st</sup> March 2018</b>	
	<b>Carrying Amount</b>	<b>Fair Value</b>	<b>Carrying Amount</b>	<b>Fair Value</b>

Financial Liabilities designated at amortised cost				
Borrowings (Non-Current and Current)	469,388.40	-	362,004.06	-
Trade Payables	126,496.53	-	130,855.80	-
Other Financial Liabilities	179,007.66	-	134,355.96	-

### Note: 29. Financial Risk Management

#### Financial risk factors

The Company's principal financial liabilities comprise of trade payables, borrowings and other liabilities. The main purpose of these financial liabilities is to manage finances for the Company's operations and also for purchase of capital assets and for safeguarding its interests under contracts.

The Company has given loans to its employees, trade and other receivables, investments in equity shares and cash and cash equivalents that arise directly from its operations as a part of its financial assets.

The Company's activities expose it to a variety of financial risks:

#### a. Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

Financial Instruments affected by Market Price Risk include investments made in equity instruments by the Company.

There are no currency rate risk on the Company since all the transactions are done in the functional currency (INR)

#### b. Credit risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

The company is engaged in providing medical services under which major amount is received in advanced from patients and settled at the time of payment of billing amount. In case of insured patients amount is received through TPA and government agencies which is subject to slight credit risk. Financial Instruments like trade receivables and loans forwarded to employees are subject to slight credit risk against which the Company has booked Expected Credit Losses.

#### c. Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

Being a cash rich company, it does not have any acute liquidity risk and has no lines of credit in the forms of loans payable.

#### Market Risk

Commodity price risk and sensitivity

Being a Professional Company, engaged in medical sector the risk of the Company is bare minimum.

### Credit risk

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Company. The Company takes due care while extending any credit as per the approval matrix approved by Board of Directors. Company do not have any trade recievables outstanding for more than 36 months , hence company is not required to book any expected credit losses. Refer note 1 ( Trade Recievables)

### Details and terms and condtions of borrowings are as under:

1. Vehicle loan from Kotak Mahindra Bank is secured against hypothication of specified Vehicle, repayable in 60 Equited monthly installment of Rs. 1,57,900/- each , bears rate of interest of 10.15%.
2. Unsecured Loan taken from Banks on personal guarntee of Dr. B.R. Soni & Dr. Anju Soni , Directors of company as Business Loan for the term of 60 months @ 11.75% from ICICI Bank, 11.50% from Yes Bank, 11.50% from Capital First Ltd. @13.00% from Kotak Mahindra Bank and 36 months term @13.50% from Tata Capital Financial Services Ltd.
3. Cash Credit Limit from Punjab National Bank and this Cash Credit is secured by hypothecation of Current Assets and Personal Gurantee of Dr. B.R.Soni, Managing Director and Dr. Anju Soni Director of the company and rate of interest is 12.10% p.a and yearly renewed.

## 30 CAPITAL RISK MANAGEMENT

### Objective

The primary objective of the Company's capital management is to maximize the shareholder value. i.e. to provide maximum returns to the shareholders. The Company's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Company's ability to continue as a going concern in order to support its business and provide maximum returns to the shareholders. The Company also proposes to maintain an optimal capital structure to reduce the cost of capital. No changes were made in the objectives, policies or processes during the year ended March 31, 2019 and March 31, 2018.

### Policy

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the rules and regulations framed by the Government under whose control the Company operates.

### Process

The Company manage its capital by maintaining sound/optimal capital structure financial ratios, such as net debt-to-equity ratio on a monthly basis and implements capital structure improvement plan when necessary. Debt-to-equity ratio as of March 31, 2019, March 31, 2018 is as follows:

(Rs. in Hundred)

Particulars	As on 31st March 2019	As on 31st March 2018
Total debt	532,038.17	398,422.34
Total equity	641,298.10	708,284.98
<b>Ratio</b>	<b>0.83</b>	<b>0.56</b>

### 31 Related Party Transactions

In accordance with the requirements of IND AS 24, name of the related party, related party relationship, transactions and outstanding balances including commitments where control exits and with whom transactions have taken place during reported periods, are reported as under:

<b>(i) Related party name and relationship</b>		
<b>Particulars</b>	<b>Designation</b>	
<b>Key Managerial Persons</b>		
<b>DR. Bimal Roy Soni</b>	Managing Director	
<b>Dr Anju Soni</b>	Director	
<b>Akanksha Khandelwal</b>	Company Secretary	
<b>Pooja Sharma</b>	Company Secretary	
<b>(b) Relatives of Executive Directors with whom transactions have taken place:</b>		
<b>Particulars</b>	<b>Relation</b>	
<b>Shri Namit Soni</b>	Related Party	
<b>Smt Neha Soni</b>	Related Party	
<b>(c) Non Executive Directors and Enterprises Over which they are able to exercise significant influence (With whom transaction have taken place):</b>		
<b>Particulars</b>	<b>Designation</b>	
<b>M/s Soni Hospitals Private Limited</b>	Common Directors	
<b>M/s S. S. Pharmacy</b>	Directors are partners in the firm	
<b>M/s B. R. Soni ( HUF)</b>	Managing Director is the Karta	
<b>(ii) Transactions Carried Out With Related Parties referred in point (i) above in ordinary course of Business</b>		
<b>Nature of Transactions</b>	<b>(Rs. in Hundred)</b>	
	<b>Related Parties</b>	
	<b>2018-19</b>	<b>2017-18</b>
Consultancy Charges given	20,300.00	19,650.00
Remuneration paid	19,840.00	20,840.00

Building lease Rent	4,800.00	5,400.00
Purchases of Medicines and consumables	173,560.50	151,935.88
Shop Rent & electricity Expenses	1,782.77	1,785.64
Excess amount remitted on account of tax	4,371.63	874.19
<b>Nature of Transactions</b>	<b>Related Parties</b>	
	<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
<b>Outstandings</b>		
<b>Payable (Amount Payables and Security deposits taken)</b>		
<b>Key Management Personnel</b>	20.72	8,989.30
<b>Entities where Key managerial Personnel's control exist</b>	742.87	96,132.78
<b>End of the year</b>	763.59	105,122.08
<b>Receivables (Security deposits given)</b>		
<b>Relatives of Key Managerial Personnel</b>	175,000.00	175,000.00
<b>End of the year</b>	175,000.00	175,000.00
<b>(iii) Additional Disclosure in respect of Material Transactions with Related parties during the year( Included in (ii) above)</b>		
<b>Purchases</b>	<b>As at 31st March, 2019</b>	<b>As at 31st March, 2018</b>
<b>DR. Bimal Roy Soni ( Managing Director)</b>		
<b>Security deposit given in earlier years</b>	175,000.00	175,000.00
<b>Consultancy Charges given</b>	4,920.00	8,040.00
<b>Remuneration paid</b>	-	-
<b>Building lease Rent</b>	4,800.00	5,400.00
<b>Machine lease rent</b>	-	-



Amount payable at the year end	1,764.53	6,966.09
<b>Dr Anju Soni ( Director)</b>		
Consultancy Charges given	15,380.00	11,610.00
Amount payable at the year end	87.44	601.64
<b>Akansha Khandelwal (Company Secretary)</b>		
Remuneration paid	880.00	2,640.00
Amount payable at the year end	-	220.00
<b>Pooja Sharma (Company Secretary)</b>		
Remuneration paid	1,760.00	-
Amount payable at the year end	220.00	-
<b>Shri Namit Soni (son of Director)</b>		
Remuneration paid	1,000.00	11,000.00
Amount payable at the year end	550.55	426.55
<b>Smt Neha Soni ( Daughter-in-law of Director)</b>		
Remuneration paid	7,200.00	7,200.00
Amount payable at the year end	4.80	775.03
<b>(ii) Entity where control exists:</b>		
<b>M/s Soni Hospitals Private Limited</b>		
Excess amount remitted on account of tax	4,371.63	874.19
Amount payable at the end of the year	-	-
<b>M/s S. S. Pharmacy</b>		
Security deposit taken in earlier year	25,000.00	25,000.00
Purchases of Medicines and consumables	173,560.50	151,935.88
Shop Rent & electricity Expenses	1,782.77	1,785.64
Amount payable at the end of the year	48,512.31	70,358.49

M/s B. R. Soni ( HUF)		
Amount payable at the end of the year	774.29	774.29

## 32 CONTINGENT LIABILITIES

(Rs. in Hundred)

S.No.	Particulars	As at March 31,2019	As at March 31,2018
	<b>(I) Contingent Liabilities</b>		
	Income Tax Demand	2,858.50	2,858.50
	<b>TOTAL</b>	<b>2,858.50</b>	<b>2,858.50</b>

## 33 FAIR VALUE HEIRARCHY

Fair Value of Financial Assets and Financial Liabilities accounted for in the Standalone Financial Statements as on the reporting date of the entity

(Rs. in Hundred)

	As at 31 <sup>st</sup> March 2019		
	Level 1	Level 2	Level 3
<b>Financial Assets</b>			
<b><u>Equity Investments</u></b>			
FINGROWTH	-	-	2,401.87
Soni Hospitals Pvt Ltd.	-	-	2,218.88
<b>Total</b>			<b>4,620.75</b>
<b>Financial Liabilities</b>			

(Rs. in Hundred)

	As at 31 <sup>st</sup> March 2018		
	Level 1	Level 2	Level 3
<b>Financial Assets</b>			
<b><u>Equity Investments</u></b>			
FINGROWTH	-	-	2,401.87
Soni Hospitals Pvt Ltd.	-	-	2,237.67
<b>Total</b>			<b>4,639.54</b>
<b>Financial Liabilities</b>			

	As at 1 <sup>st</sup> April 2017		
	Level 1	Level 2	Level 3
<b>Financial Assets</b>			
<b>Equity Investments</b>			
<b>FINGROWTH</b>	-	-	2,401.87
<b>Soni Hospitals Pvt Ltd.</b>	-	-	2,237.67
<b>Total</b>			<b>4,639.54</b>

### Financial Liabilities

During the year ended March 31, 2019 and March 31, 2018, there were no transfer into and out of Level 1 fair value measurements.

Following table describes the valuation techniques used and key inputs to valuation for level 3 of the fair value hierarchy as at March 31, 2019 and March 31, 2018, respectively:

Particulars	Fair Value Hierarchy	Valuation Technique	Inputs Used
<b>Financial Assets</b>			
<b>Equity Investments</b>	Level 3	Shares have been valued using the Net Worth taken from the Financial Statements published in the Annual Report.	Net Worth

The fair values of above mention financial asset as on 31st March, 2019 for Fingrowth Bank is same as that of 31st March 2018, due to unavailability of information for the year 2017-18. In case Soni Hospital private Limited, the fair value of the shares are revalued on the basis of intrinsic value of shares derived from the Audited balance sheet of 31/03/2018

Land has been taken at its carrying value since the Fair Value of the land was not made available to us. Hence, there is no IND AS adjustment in the Land While deriving the Intrinsic value of shares of Soni Hospitals Pvt Ltd.

### 34 ASSETS PLEDGED AS SECURITY

The carrying amounts of assets Pledged as security for current and non-current borrowings are:

(Rs. in Hundred)

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>Current Assets</b>		
<b>Financial Assets</b>		
<b>Floating Charge</b>		
<b>Cash &amp; Cash Equivalents</b>		

**SONI MEDICARE LIMITED**

Receivables	184,124.59	168,918.53
Fixed Deposit lien by bank against bank guarantee	24,713.83	20,174.74
Short Term Loans & advances		
Non Financial Assets		
Floating Charge		
Inventories	135,256.60	109,587.90
Other Current Assets		
Total Current assets Pledged as security	344,095.02	298,681.17
Non Current Assets		
First Charge		
Land		
Building		
Furniture, fittings and equipment		
Plant and Machinery including Store & Spares		
Fixed Deposit lien by bank against term loan		
Others -Vehicle	64,528.90	79,526.79
Total non-current assets Pledged as security	64,528.90	79,526.79
Total assets Pledged as security	408,623.92	378,207.96

For A.Natani & Company  
Chartered Accountants  
Firm Registration No. : 007347C

Sd/-  
(ASHOK KUMAR NATANI)  
PARTNER  
Membership No.074692

ON BEHALF OF BOARD OF DIRECTORS

Sd/-  
DR. B. R. SONI  
(MANAGING DIRECTOR)  
DIN: 00716246

Sd/-  
DR. ANJU SONI  
(DIRECTOR)  
DIN: 00716193

Sd/-  
SONAM CHANDAK  
(CHIEF FINANCIAL OFFICER)

Sd/-  
POOJA SHARMA  
(COMPANY SECRETARY)

Place: Jaipur  
Dated: 30-05-2019

## *STATUTORY SECTIONS*

- ❖ *Notice & annexure to notice*
- ❖ *Brief profile of director re appointed & appointed*
- ❖ *Proxy Form*
- ❖ *Attendance slip*
- ❖ *Route map*



## **SONI MEDICARE LTD.**

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CIN No:- L51397RJ1988PLC004569  
Telephone : (0141) 5163700, Fax : (0141) 2564392  
E-mail : sonihospital@sonihospitals.com



करे जिंदगी की बात, हमारे साथ  
**SONI GROUP OF HOSPITALS**

# **SONI MEDICARE LIMITED**

**Notice of 31<sup>st</sup>**

**Annual General Meeting & E- Voting**

**2018-19**



## **SONI MEDICARE LTD.**

38, Kanota Bagh, Jawahar Lal Nehru Marg, JAIPUR-302 004 INDIA  
CIN No:- L51397RJ1988PLC004569  
Telephone : (0141) 5163700, Fax : (0141) 2564392  
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### **NOTICE FOR CALLING 31<sup>st</sup> ANNUAL GENERAL MEETING**

**Notice** is hereby given that the 31<sup>st</sup> Annual General Meeting of the Members of **SONI MEDICARE LIMITED** will be held on Monday, the 30<sup>th</sup> Day of September 2019, at 3.00 P.M. at 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur, Rajasthan-302004.

#### **ORDINARY BUSINESS:**

**1. To receive consider and adopt:**

- The Audited Balance Sheet as on 31<sup>st</sup> March, 2019 and Statement of Profit and Loss Account and Cash Flow Statement 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 Mrs. Anju Soni (DIN: 00716193), who retires by rotation, and being eligible offers herself for re-appointment.**

#### **SPECIAL BUSINESS:**

**4. Re-appointment of Mahavir Prasad Yadav (DIN: 05249381) as an Independent Director**

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

**“RESOLVED THAT** pursuant to provisions of sections 149, 152, and any other applicable provisions of the Companies Act, 2013, and the Rules made there under read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mahavir Prasad Yadav (DIN: 05249381), who was appointed as an independent director of the Company for a term of five years, i.e., up to the date of this 31<sup>st</sup> AGM, and who is eligible for re-appointment, be and is hereby re-appointed as an independent director of the Company, to hold office for a second term of 5 (five) consecutive years commencing from January 5, 2020 up to January 5, 2025, not liable to retire by rotation.

**“RESOLVED FURTHER** that for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion consider necessary in relation thereto.”

**5. Re-appointment of Mamta Sharma (DIN: 07060149) as an Independent Director**

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

**“RESOLVED THAT** pursuant to provisions of sections 149, 152, and any other applicable provisions of the Companies Act, 2013, and the Rules made there under read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mamta Sharma (DIN: 07060149), who was appointed as an independent director of the Company for a term of five years, i.e., up to the date of this 31<sup>st</sup> AGM, and who is eligible for re-appointment, be and is hereby re-appointed as an independent director of the Company, to hold office for a second term of 5 (five) consecutive years commencing from January 5, 2020 up to January 5, 2025, not liable to retire by rotation.



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**“RESOLVED FURTHER** that for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion consider necessary in relation thereto.”

### **6. Appointment of Mr. Naveen Sanghi (DIN: 00270432) as an Independent Director**

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

**“RESOLVED THAT** pursuant to the applicable provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, and of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the members of the Company be and is hereby accorded to appoint Mr. Naveen Sanghi (DIN: 00270432) as Independent Director of the Company to hold office for a term of five consecutive years with effect from September 30, 2019, to September 30, 2024 not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, and to execute all such documents, instruments and writings as may be required, proper or expedient, to give effect to this resolution.

### **7. To Borrow money for the business of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount Rs.500 crores (Rupees Five Hundred crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

### **8. To create security on the properties of the Company, both present and future, in favor of lenders:**





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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings to be availed by the Company by way of loan(s) availed or to be availed by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.”

**“RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank prior / pari-passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.”

**By order of the Board of Directors  
SONI MEDICARE LIMITED  
CIN: L51397RJ1988PLC004569**

**Date: 02/09/2019**

**Place: Jaipur**

**Sd/-  
Pooja Sharma  
Company Secretary**



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### **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.***
3. ***THE INSTRUMENTS APPOINTING PROXY SHOULD BE DULYSTAMPED 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.***
4. Corporate members intending to send their authorized representative to attend the meeting pursuant to Section 113 of Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board resolution together with the specimen signature of their authorized representatives to attend and vote on their behalf at the meeting.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, nominations, change of address, change of name and e-mail address, etc., to their Depository Participant. This will help the Company and the Company's Registrar and Transfer Agent, **M/s Sharex Dynamics (India) Pvt. Ltd.** to provide efficient and prompt services.
6. The Notice of AGM along with the Annual Report 2018-2019 is sent to all members via email at the email address and in hard copy at the address registered with the RTA. Members may also note that this Notice and Annual Report of 2018-2019 will also be available on the Company's Website.
7. The Register of Members & the Share Transfer Books of the Company will remain closed from **24<sup>th</sup> September, 2019 to 30<sup>th</sup> October, 2019** (both days inclusive).
8. 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.
9. Members/Proxy holders are requested to bring their Attendance Slip duly completed and signed along with their copy of Annual Report to the Meeting.
10. 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.
11. Physical share transfer request should be accompanied by valid transfer deed, duly stamped, ADHAAR and PAN card copy of both transferor and transferee.
12. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the



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relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

13. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification.
14. 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.**
15. 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 31<sup>st</sup> 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.
16. 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](mailto:cs@sonihospitals.com) or at the registered office of the Company or contact **Sharex Dynamics (India) Pvt Ltd.**
17. In order to facilitate e-voting on the resolutions by members, electronic copy of the Notice of the 31<sup>st</sup> 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 31<sup>st</sup> 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.



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

In compliance with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and Section 108 of 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 31<sup>st</sup>



## SONI MEDICARE LTD.

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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 27th September, 2019 at 09.00 A.M. and ends on 29th September, 2019 at 5.00 P.M. Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23th September 2019 may cast their vote electronically. The e-voting module shall be disabled after the period afore-mentioned comes to an end by CDSL for voting thereafter.
- Log on to the e-voting website [www.evotingindia.com](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	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.
<b>DOB</b>	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.
<b>Dividend</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
<b>Bank Details</b>	<ul style="list-style-type: none"><li>• <b>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.</b></li></ul>

- 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.



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- 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. 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](http://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](mailto: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.
19. **Mr. Mahendra Prakash Khandelwal**, a Proprietor of Mahendra Khandelwal & Company Practicing Company Secretaries, (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.
20. The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.sonihospitals.com](http://www.sonihospitals.com) and on the website



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of CDSL within 3 (three) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

21. The members are requested to:

19.1 Intimate to the Registrars / Company, changes if any, in their registered address at an early date along with the pin code number;

19.2 Quote Registered Folio / Client ID & DP ID in all their correspondence;

19.3 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.

**By order of the Board of Directors  
SONI MEDICARE LIMITED  
CIN: L51397RJ1988PLC004569**

**Date: 02/09/2019**

**Place: Jaipur**

**Sd/-  
Pooja Sharma  
Company Secretary**



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### **Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013**

#### **Item no. 4 & 5:**

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), inter alia, prescribe that an Independent Director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the Company and disclosure of such appointment in its Board's report.

Mahavir Prasad Yadav (DIN: 05249381), Mamta Sharma (DIN: 07060149) were appointed as Independent Directors on the Board of the Company pursuant to Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. They hold office as Independent Directors of the Company up to 06<sup>th</sup> January, 2015 to 05<sup>th</sup> January, 2020 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee, on the basis of the report of performance evaluation of Independent Directors and their respective consents, has recommended reappointment of Mahavir Prasad Yadav (DIN: 05249381), Mamta Sharma (DIN: 07060149) for a second term from 05<sup>th</sup> January, 2020 to 05<sup>th</sup> January, 2025 as Independent Directors on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as recommended by the Nomination and Remuneration Committee, also considers that, given their background, experience and substantial contributions made by them during their tenure, the continued association of Mahavir Prasad Yadav and Mamta Sharma would be beneficial to the Company and it is desirable to continue availing their services as Independent Directors. Accordingly, it is proposed to re-appoint Mahavir Prasad Yadav and Mamta Sharma as Independent Directors of the Company, not liable to retire by rotation, The Board commends the Special Resolutions set out at Item Nos. 4 & 5 for the approval of Members.

#### **Item no. 6:**

Pursuant to the provisions of Section 149 of the Act, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Naveen Sanghi (DIN: 00270432) as Independent Director for a period of five years from September 30, 2019 to October 01, 2024.

Mr. Naveen Sanghi has given a declaration to the Board that he meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, he fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

The resolution seeks the approval of Members for the appointment of Mr. Naveen Sanghi (DIN: 00270432) as Independent Director of the Company for period commencing from September 30, 2019 to October 01<sup>ST</sup>, 2024, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made there under. He is not liable to retire by rotation.



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None of the Promoters/ Directors/ KMP of the Company/their relatives except Mr. Naveen Sanghi are, in any way, concerned or interested, financially or otherwise.

### **Item no. 7 & 8:**

Keeping in view the Company's existing and future financial requirements for expansion of Company. It needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence, it is proposed to increase the maximum borrowing limits upto Rs.500 Crores (Rupees Five Hundred Crores only) over and above paid up and Free Reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. Further in order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the prior approval of members in the Annual General Meeting by way of SR. None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the resolutions. The Board commends the Special Resolutions set out at Item Nos. 7 & 8 for the approval of Members.

### **SEEKING REAPPOINTMENT AT THE AGM PURSUANT TO REGULATIONS 36(3) OF LISTING REGULATIONS AND SECRETARIAL STANDARDS - 2 ON GENERAL MEETINGS**

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 issued by the Institute of Company Secretaries of India, following information is furnished about the Directors proposed to be appointed/re-appointed.

**Mrs. ANJU SONI: DIN 00716193**

<b>Name of the Director</b>	ANJU SONI
<b>Father Name</b>	RATAN CHAND MITRA
<b>Date of first appointment on Board</b>	02/08/1988
<b>Qualification</b>	M.S. (Gynecology & Obstetrics)
<b>Status of Directorship Position In Company</b>	Non-Executive - Non Independent Director





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<b>Brief resume including experience</b>	<ol style="list-style-type: none"><li>1. She worked as Senior Resident in Gynecology in Zambia from 1980-1983.</li><li>2. As Consultant, Gynecology &amp; Obstetrics in Soni Hospital.</li><li>3. Head of Department Gynecology department.</li><li>4. President, JOGS (Jaipur Obstetric and Gynecological Society of India)- April 2018.</li><li>5. Founder Petron-Jaipur Menopause Society, Jaipur.</li><li>6. Chief organizer of annual hands-on Live laparoscopic surgery workshop for the teaching Rajasthan state doctors over last 5 years</li></ol>
<b>Expertise in specific functional areas</b>	Gynecology & Obstetrics
<b>Other Directorships</b>	Mrs. Anju Soni is already director in the following companies :-  <ol style="list-style-type: none"><li>1 CRYSTAL GRAPHICS PRIVATE LIMITED</li><li>2. UPASNA FINVEST PRIVATE LIMITED</li><li>3. SONI HOSPITALS PRIVATE LIMITED</li><li>4. SONI DIAGNOSTICS AND IMAGINGS PRIVATE LIMITED</li></ol>
<b>No. of Equity shares held in the Company as on 31/03/ 2019</b>	492700
<b>No. of board meetings attended during the year</b>	5

**MAHAVEER PRASAD YADAV: 05249381**

<b>Name of the Director</b>	MAHAVIR PRASAD YADAV
<b>Father Name</b>	RAMESHWAR LAL YADAV
<b>Date of first appointment on Board</b>	06/01/2015
<b>Qualification</b>	Post Graduate Diploma in Banking & Finance
<b>Status of Directorship Position In Company</b>	Non-Executive - Independent Director



## SONI MEDICARE LTD.

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<b>Brief resume including experience</b>	<ol style="list-style-type: none"><li>1. Mr. Mahavir Prasad Yadav (Retired Bank Officer) was born on 10th August 1950 in village Loharu (Haryana). He is a Science graduate from University</li><li>2. He Studied in Science Maharaja College, Jaipur. He is also a Law Graduate from Rajasthan University.</li><li>3. He passed his Post Graduate Diploma in Banking &amp; Finance from Commerce College, Jaipur.</li></ol>
<b>Expertise in specific functional areas</b>	Banking & Finance
<b>Other Directorships</b>	Nil
<b>No. of board meetings attended during the year</b>	5

**MAMTA SHARMA: 07060149**

<b>Name of the Director</b>	MAMTA SHARMA
<b>Father Name</b>	SHRIDHAR LAL DEVTA
<b>Date of first appointment on Board</b>	06/01/2015
<b>Qualification</b>	Bachelor of Arts
<b>Status of Directorship Position In Company</b>	Non-Executive - Independent Director
<b>Brief resume including experience</b>	<ol style="list-style-type: none"><li>1. Mrs. Mamta Sharma was born in December 21, 1955.</li><li>2. She holds the degree of Bachelor of Arts and is actively involved in social activities of the hospitals.</li><li>3. She is also associated with many of the social organization for providing health care facilities.</li></ol>
<b>Expertise in specific functional areas</b>	Social activities of the hospitals
<b>Other Directorships</b>	1. SHIKSHANIKETAN FOUNDATION
<b>No. of board meetings attended during the year</b>	5

**NAVEEN SANGHI: 00270432**

<b>Name of the Director</b>	NAVEEN SANGHI
<b>Father Name</b>	UMRAO MAL SANGHI
<b>Qualification</b>	B. Sc
<b>Status of Directorship Position</b>	Non-Executive - Independent Director



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<b>In Company</b>	
<b>Brief resume including experience</b>	<ol style="list-style-type: none"><li>1. Member pharmacy council India</li><li>2. Secretary the chemist &amp; druggists association</li><li>3. Member, Rajasthan pharmacy council</li><li>4. Executive member Rajasthan chemist association</li><li>5. Member all India organization of chemist and druggists</li></ol> <p>Nominated by Rajasthan government in pharmacy council of India as a representative from Rajasthan among 60000 pharmacists elected secretary of chemists and druggists association, Jaipur representing 6000 CHEMISTS in Jaipur.</p> <p>Three times elected member of Rajasthan pharmacy council represents 50000 pharmacists Rajasthan chemist association represents more than 40000 chemists of Rajasthan and is affiliated to all India organization of chemist and druggists</p> <p>business dealings include running pharmaceuticals, diagnostic centers, cold storage and petrol pumps from last 20 years</p>
<b>Other Directorships</b>	<ol style="list-style-type: none"><li>1. SANGHI MEDIPHARMA PRIVATE LIMITED</li><li>2. VARDHMAN MEDICOSE PVT. LTD.</li><li>3. JAIN ARIHANT COLD STORAGE AND ICEFACTORY PRIVATE LIMITED</li><li>4. JAIN SARAOGI COLD STORAGE PRIVATE LIMITED</li></ol>

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

**Sd/-  
Pooja Sharma  
Company Secretary**

**Date: 02/09/2019  
Place: Jaipur**



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## Form No. MGT-11 PROXY FORM

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

CIN	L51397RJ1988PLC004569		
Name of the company	<b>SONI MEDICARE LIMITED</b>		
Registered office	38, KANOTA BAGH, JAWAHAR LAL NEHRU MARG, JAIPUR, RAJASTHAN		
Name of the member (s)			
Registered address			
E-mail Id			
Folio No/ Client Id			DP ID

I/We, being the holder(s) of \_\_\_\_\_ Shares of SONI MEDICARE LIMITED, hereby appoint:

Name:			
Address:			
Email Id:		Signature:	

OR FAILING HIM/HER

Name:			
Address:			
Email Id:		Signature:	

OR FAILING HIM/HER

Name:			
Address:			
Email Id:		Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the thirty first Annual General Meeting of the company, to be held on the Monday, 30<sup>th</sup> September, 2019 at 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:



## SONI MEDICARE LTD.

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### Resolution No.

ORDINARY BUSINESS	
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2.	No Dividend was declared during the Financial Year.
3.	To appoint a director in place of Mrs. Anju Soni (DIN: 00716193), who retires by rotation, and being eligible offers herself for re-appointment.

SPECIAL BUSINESS	
4.	To Re-appoint Mahavir Prasad Yadav (DIN: 05249381) as an Independent Director.
5.	To Re-appoint Mamta Sharma (DIN: 07060149) as an Independent Director.
6.	To appoint Mr. Naveen Sanghi (DIN: 00270432) as an Independent Director.
7.	To Borrow money for the business of the Company.
8.	To create security on the properties of the Company, both present and future, in favor of lenders.

Signed this..... day of..... 2019

Signature of Shareholder(s): \_\_\_\_\_

Signature of Proxy holder: \_\_\_\_\_

AFFIX  
REVENUE  
STAMP

### NOTES:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur, Rajasthan, not less than 48 hours before the commencement of the Meeting.**



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### **ATTENDANCE SLIP**

I record my presence at the Thirty first Annual General Meeting to be held on Monday, 30<sup>th</sup> September, 2019 at 3.00 P.M. at 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur, Rajasthan.

Name of the Member(s)	
Registered Address	

DP ID	Client ID	No. of Shares Held

\_\_\_\_\_  
**Full Name of Shareholder (Inblock letters)**

**Signature**

\_\_\_\_\_  
**Full Name of Proxy (Inblockletters)**

**Signature**



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### **Soni Medicare Limited**

**31<sup>st</sup> AGM: Route Map to the AGM Venue**

**Address: 38, Kanota Bagh, JawaharLal Nehru  
Marg, Jaipur Raj 302004**



**For Further Information Kindly refer: -**

<https://www.google.co.in/maps/place/Soni+Hospital/@26.8957146,75.8126847,17z/data=!4m2!1m6!3m5!1s0x396db6988073f6b5:0xbbff153c76dd72a6!2sSoni+Hospital!8m2!3d26.8957146!4d75.8148734!3m4!1s0x396db6988073f6b5:0xbbff153c76dd72a6!8m2!3d26.8957146!4d75.8148734>



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*Thank  
You*

