



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

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

05th September 2020

SCRIP CODE- 539378; SCRIP NAME- SML

Subject: 32nd Annual Report 2019-20 of the company.

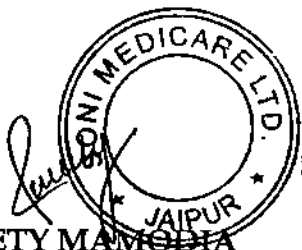
Dear Sir/Madam,-

Please find attached herewith 32nd Annual Report of the Company. The Annual Report is also being uploaded on the website of the Company i.e. www.sonihospitals.com

Please take the same on record.

Thanking You,

For SONI MEDICARE LIMITED
CIN: L51397RJ1988PLC004569



SWEETY MAMODIA
(Company Secretary & Compliance Officer)
Place: Jaipur



2020 Annual Report

19/20



SONI MEDICARE LIMITED





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

ABOUT SONI GROUP THROUGH AGES

The company was incorporated in the name of Soni Hospital Private Limited on 2nd August, 1988 with the Registrar of Companies, Rajasthan, Jaipur. On March 30th, 1995 the name of the company was changed to Soni Medicare Private Limited. It was later converted into a public limited company with a special resolution passed in the Extraordinary General Meeting on 03.04.1995 and a fresh certificate of incorporation was obtained on the 17th of April, 1995. Consequently, the name of the company was changed to Soni Medicare Limited. Soni Hospital – A unit of Soni Medicare Ltd. was started as a 20-bedded Hospital in 1988 and was founded by Dr. B. R. Soni and inaugurated by Hon'ble Shri Hari Dev Joshi, Chief Minister, Rajasthan (1973 – 1977). In 1989 Soni Hospital became a 40 bedded hospital, and then expanded to 80 beds. Finally in the year 1996 it got a status of a 100 bed Corporate Multi-specialty Hospital with prime and central location opp. Moti Doongri Ganesh Temple on main JLN Marg.

Soni Hospital got converted to a fully air conditioned hospital in year 2014. It got the prestigious NABH accreditation in year 2015. In year 2017 the accreditation got renewed with upgraded edition after clearing 105 standards and 683 objectives. This year, Soni Hospital at JLN Marg got completely revamped with state of the art infrastructure to launch a new modern women's health & well-being centre for mother & child by the name 'JOY'. Maternity experience got richer with world class concept and services.



CHAIRMAN'S SPEECH

It gives me great pleasure to connect with you all through the Annual Report for the year 2019-20. 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.

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, Gastro sciences 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.

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**



CORPORATE INFORMATION



BOARD OF DIRECTORS

Mr. Bimal Roy Soni

Chairman & Managing Director

Mrs. Anju Soni

Non-Executive Director

Mrs. Mamta Sharma

Independent Director

Mr. Mahavir Prasad Yadav

Independent Director

Mr. Naveen Sanghi

Independent Director

Mr. Namit Soni

Chief Financial officer

Ms. Sweety Mamodia

Company Secretary & Compliance office

Committees of Board

Audit Committee

Mr. Mahavir Prasad Yadav
Mrs. Anju Soni
Mrs. Mamta Sharma

Nomination & Remuneration committee

Mr. Mahavir Prasad Yadav
Mrs. Anju Soni
Mrs. Mamta Sharma

Stakeholders Relationship Committee

Mr. Mahavir Prasad Yadav
Mrs. Anju Soni
Mrs. Mamta Sharma



Registered Office

*38, Kanota Bagh, Jawahar
Lal Nehru Marg, Jaipur
Rajasthan 302004*

Tel: 0141-5163700

Fax: 0141-2564392

E-mail: cs@sonihospitals.com

Website: www.sonihospitals.com

Registrar & share Transfer agent

Sharex Dynamic (India) Pvt. Ltd

*Unit-1, Luthra Ind. Premises,
1st Floor, 44 E Vasanti Marg,*

*Andheri- Kurla Road, Andheri (E),
Mumbai, Maharashtra, 400072*

Tel: 022-22641376

Fax: 022-28512885

E-mail: Sharexindia@vsnl.com

Website: www.sharexindia.com

Banker

Punjab National Bank

Statutory Auditor

M/s. A. Natani & Co.


Chartered Accountants

Registration No. 007347C

Secretarial Auditors

MKGP & Associates

Company Secretaries





CONTENTS

STATUTORY REPORTS

Board's Report and it's annexure:	1-23
Corporate Governance Report	24-33
Management Discussion and Analysis	34-37

FINANCIAL STATEMENTS

Auditor's Report and Standalone Financial Statements	38-91
--	-------

NOTICE OF ANNUAL GENERAL MEETING	92-103
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DIRECTORS' REPORT

To
The Members,
SONI MEDICARE LIMITED

Your Directors have pleasure in presenting the 32nd Annual Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended 31st March, 2020.

1. Financial Results:

The Company's financial performance, for the year ended March 31st, 2020 is summarized below:

(Rs. In Hundred)

Particulars	2019-20	2018-19
Revenue from Operation including other income	1,575,020.77	1,490,990.97
Expenses excluding Depreciation	1,571,573.11	1,475,394.42
Depreciation and Amortization	75,951.18	75,702.56
Profit/(loss) before exceptional items and tax	(72,503.51)	(60,106.01)
Exceptional Items (Provision for gratuity)	--	--
Profit (loss) before Tax	(72,503.51)	(60,106.01)
Current Tax	--	--
Deferred Tax Adjustment	54,022.49	6,861.60
Profit (loss) After Tax	(126,526.00)	(66,967.61)
Share capital	426,490.00	426,490.00
Reserve & Surplus Profit/(Loss)	88,282.10	214,808.10
Total borrowings	611,087.04	532,038.17
Earnings per share (Rs.)	(2.97)	(1.57)

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. COVID-19:

In the last month of F.Y 2020, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lockdowns of all economic activity. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees. The rampant spread of COVID-19 outbreak, across borders and geographies, has severely impacted almost the whole world and India has not been spared. This situation, clubbed with sluggish economic growth in the previous year, especially in a developing country like India, is leading to extremely volatile market conditions.

In light of the rapid evolving and dynamic situation causing unprecedented challenges for almost all enterprises, Complying with the government's directives on social distancing and striving to run business as usual, company is making the best of this unprecedented situation and taking care of the proper health and hygiene of the members and all other employees working in this situation.

3. COMPANY'S PERFORMANCE:

The Revenue from Operations for F.Y 2020 was Rs. 151,708,607, as compared to the previous year's revenue of Rs. 146,662,641. The profit/loss after tax for F.Y 2020 and F.Y 2019 was (12,652,600) and (6,696,758) respectively.

4. STATE OF COMPANY'S AFFAIRS:

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

5. DIVIDEND:

Keeping in view the losses for the year under review, the Board of Directors of the Company have not recommended any dividend for the Financial Year 2019-20.

6. 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.

7. 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.

8. CHANGES IN NATURE OF BUSINESS:

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

9. 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.

10. CONSOLIDATED FINANCIAL STATEMENTS:

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

11. DEPOSITS FROM PUBLIC:

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

12. SHARE CAPITAL:

The Company has 4,264,900 Equity Shares of Rs. 10 each amounting to Rs. 42,649,000, 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 2019-20, the company has not made any issue of equity shares with differential voting rights, Sweat Equity Shares and employee stock option.

13. TRANSFER TO RESERVES:

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

14. EXTRACT OF THE ANNUAL RETURN:

As per the requirements of Section 92(3) of the Act and Rules framed there under, the extract of the annual return for F.Y 2020 is given in the prescribed Form No. MGT- 9 which is a part of this report.

15. 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.

16. 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 is eligible for reappointment.

INDEPENDENT DIRECTORS:

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

All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

COMPOSITION OF BOARD OF DIRECTOR:

The Board of the Company as on March 31, 2020 consists of 5 (Five) Directors 3 (Three) are Non Executive -Independent Directors and 1 (One) Executive Director and 1 (One) Non-Executive - Non Independent Director.

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

Company has one Chief Financial Officer named *Namit Soni* & one Company Secretary named *Sweety Mamodia*.

17. 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 31.03.2020	As on 31.03.2019
a) Earnings in foreign exchange	Nil	Nil
b) Expenditure / outgo in foreign exchange (Travelling)	Nil	Nil

18. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors during the year 2019-20 met Eight times on:

S.NO	DATE OF BOARD MEETING	BOARD'S STRENGTH	NO.OF DIRECTORS PRESENT
1.	01-04-2019	5	5
2.	30-05-2019	5	5
3.	12-08-2019	5	5
4.	02-09-2019	5	5
5.	14-11-2019	6	6
6.	20-01-2020	6	6
7.	06-02-2020	5	5
8.	13-02-2020	5	5

23. 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.

24. 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.

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

The particulars of loans, guarantees and investments as per Section 186 of the Act by the Company, have been disclosed in the financial statements.

26. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

None of the transactions with related parties fall under the scope of Section 188(1) of the Act. The information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Form No. AOC-2 and the same forms part of this report.

27. 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.

28. 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 29th Annual General Meeting till the conclusion of the 34th 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, 2021. The Secretarial Audit Report is annexed herewith as Annexure A.

Qualifications made in Secretarial Audit

a) As per Regulation 3(5) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, From April 1, 2019, SEBI requires all listed companies to maintain a non-tamperable 'Structured Digital Database' to keep track of all unpublished price sensitive information (UPSI) and the trading activities of Designated Persons (DPs), who

become aware of the UPSI. The company has not maintain any such digital database during the year and thus not complied with the above regulation.

Explanation by Board:

The company has searched out for prospective software provider in the market. We have also take many demo and trails upon such software. But, could not find suitable as per the requirements of the company. Further, the same was not available in the price as seems reasonable to the company. Presently, the company is maintaining the data required as per the provisions of this regulation in EXCEL format under the supervision of authorized person. The company will soon maintain a non tamperable 'Structured Digital Database' to keep track of all unpublished price sensitive information (UPSI) and the trading activities of Designated Persons (DPs), who become aware of the UPSI.

d. INTERNAL AUDITORS

The Board has appointed ***Mr. Deepak Kumar Kedawat*** as Internal Auditors for a period of one year 2020-2021 under Section 138 of the Companies Act, 2013 and he has completed the internal audit as per the scope defined by the Audit Committee.

29. RISK MANAGEMENT POLICY:

The Board of Directors of the Company has formed a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for monitoring and reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. The major risks identified by the businesses and

functions are systematically addressed through mitigating actions on a continuing basis. The development and implementation of risk management policy has been covered in the Management Discussion and Analysis, which forms part of this report

30. 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.

31. 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.

32. 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.

33. 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.

34. ACKNOWLEDGEMENTS:

The Directors thank the Company's employees, customers, vendors, investors and academic partners for their continuous support.

The Directors also thank the Government of India, Governments of various states in India and concerned Government departments and agencies for their co-operation.

The Directors regret the loss of life due to COVID-19 pandemic and are deeply grateful and have immense respect for every person who risked their life and safety to fight this pandemic.

The Directors appreciate and value the contribution made by every member of the Company.

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

Date: 05th September, 2020

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 2019-20.

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, transactions and 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

a. Key Managerial Persons

Particulars	Designation
Dr. Bimal Roy Soni	Managing Director
Dr. Anju Soni	Director
Pooja Sharma	Company Secretary
Sweety Mamodia	Company Secretary

b. Relatives of Executive Directors with whom transactions have taken place:

Particulars	Relation
Mr.Namit Soni	Related Party
Mrs. 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**

(Rs. in Hundred)

Nature of Transactions	Related Parties	
	As at 31 st March, 2020	As at 31 st March, 2019
Consultancy Charges given	31,663.10	20,300.00
Remuneration paid	22,020.00	19,840.00
Building lease Rent	4,800.00	4,800.00
Purchases' of Medicines and consumables	236,941.37	173,560.50
Shop Rent & electricity Expenses	1,780.00	1,782.77
Excess amount remitted on account of tax	237.50	4,371.63

(Rs. in Hundred)

Nature of Transactions	Related Parties	
	As at 31 st March, 2020	As at 31 st March, 2019
Outstandings Payable (Amount Payables and Security deposits taken)		
Key Management Personnel	103,880.62	2,071.96
Entities where Key managerial Personnel's control exist	172,846.07	74,286.60
Receivables (Security deposits given)		
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 31 st March, 2020	As at 31 st March, 2019
Dr. Bimal Roy Soni (Managing Director)		
Security deposit given in earlier years	175,000.00	175,000.00
Consultancy Charges given	8,230.00	4,920.00
Remuneration paid	--	--
Building lease Rent	4,800.00	4,800.00
Machine lease rent	--	--
Unsecured Loan Taken (as per Bank Loan Requirement)	98,000.24	--
Amount payable at the year end	99,679.33	1,764.53
Dr. Anju Soni (Director)		
Consultancy Charges given	23,433.10	15,380.00

Amount payable at the year end	3,966.29	87.44
Akansha Khandelwal (Company Secretary)		
Remuneration paid	--	880.00
Amount payable at the year end	--	--
Pooja Sharma (Company Secretary)		
Remuneration paid	2,350.00	1,760.00
Amount payable at the year end	--	220.00
Sweety Mamodia (Company Secretary)		
Remuneration paid	470.00	--
Amount payable at the year end	235.00	--
Shri Namit Soni (son of Director)		
Remuneration paid	12,000.00	10,000.00
Amount payable at the year end	(1,556.97)	550.55
Smt Neha Soni (Daughter-in-law of Director)		
Remuneration paid	7,200.00	7,200.00
Amount payable at the year end	(1,409.60)	4.80
Entity where control exists:		
M/s Soni Hospitals Private Limited		
Excess amount remitted on account of tax	237.50	4,371.63
Amount payable at the end of the year	--	--
M/s S. S. Pharmacy		
Security deposit taken in earlier year and current year	40,000.00	25,000.00
Purchases of Medicines and consumables	236,941.37	173,560.50
Shop Rent & electricity Expenses	1,780.00	1,782.77
Amount payable at the end of the year	132,071.78	48,512.31
M/s B. R. Soni (HUF)		
Amount payable at the end of the year	774.29	774.29

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

Date: 05th September, 2020

Place: Jaipur

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

SECRETARIAL AUDIT REPORT



Form No. MR-3
Secretarial Audit Report
For the financial year ended March 31, 2020

[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

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 31st March, 2020 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 31st March, 2020, 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.**

During the period under review the Company has-complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, except in the following:

Regulation	Provision	Deviation
Regulation 3(5) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	From April 1, 2019, SEBI requires all listed companies to maintain a non-tamper able 'Structured Digital Database' to keep track of all unpublished price sensitive information (UPSI) and the trading activities of Designated Persons (DPs), who become aware of the UPSI.	The company has not maintain any such digital database during the year and thus not complied with the above regulation.

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.

*For MKGP & ASSOCIATES
Companies Secretaries*

*Sd/-
Mahendra Prakash Khandelwal
(Partner)
FCS No.: 6266 CP No: 4459*

*Date: 21st August, 2020
UDIN: F006266B000603984*

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

Annexure – I

To,
The Members,
SONI MEDICARE LIMITED

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*

*Sd/-
Mahendra Prakash Khandelwal
(Partner)
FCS No.: 6266 CP No: 4459*

*Date: 21st August, 2020
UDIN: F006266B000603984*

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN

As on financial year ended on March 31, 2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of Company (Management & Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

Corporate Identity Number	L51397RJ1988PLC004569
Registration Date	02/08/1988
Name of the Company	SONI MEDICARE LIMITED
Category/Subcategory of the Company	Public Company Limited by Shares
Address of the Registered office and contact details	38,KANOTA BAGH, JAWAHAR LAL NEHRU MARG, JAIPUR RAJASTHAN 302004 E-mail ID : cs@sonihospitals.com Phone No : 0141-5163700 Fax No. : 0141-2564392
Name Address and Contact Details of Registrar and Transfer Agent	Sharex Dynamic (India) Pvt. Ltd Unit-1, Luthra Ind. Premises, 1st Floor, 44 E Vasanti Marg, Andheri- Kurla Road, Andheri (E),,Mumbai,Maharashtra,400072 E-mail ID: Sharexindia@vsnl.com Phone No: 022-22641376

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:		
Name and Description of Main Products/ Services	NIC Code of the Product/ Service	% to total turnover of the Company
Human Health Services	99931	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name & Address of the Company	CIN/GIN	Holding /Subsidiary / Associate	% of Shares held	Applicable section
	NIL				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

a) CATEGORY-WISE SHARE HOLDING

(1) CATEGORY-WISE SHAREHOLDING									
Category of shareholders	No. of shares held at the beginning of the year [as on 01-April-2019]				No. of shares held at the end of the year [as on 31-March-2020]				% Change During The Year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total shares	
A. PROMOTERS									
(1) INDIAN									
a) Individual/ HUF	--	2976400	2976400	69.788	--	2976400	2976400	69.788	--
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt (s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	--	--	--	--	--	--	--	--	--
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any other	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A)(1)	--	2976400	2976400	69.788	--	2976400	2976400	69.788	--
(2) Foreign									
a) NRIs- Individual	--	--	--	--	--	--	--	--	--
b) Other- Individual	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	--	--	--	--	--	--	--	--	--
d) Banks/FI	--	--	--	--	--	--	--	--	--
e) Any others	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter(A)(2)	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A)=(A) (1)+ (A) (2)	--	2976400	2976400	69.788	--	2976400	2976400	69.788	--
B. Public Shareholding									
1. Institutions	--	--	--	--	--	--	--	--	--

a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	83016	--	83016	1.946	83016	--	83016	1.946	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (HUF)	1100	--	1100	0.026	1101	--	1101	0.026	--
Sub-total (B)(1):-	84116	--	84116	1.972	84117	--	84117	1.972	--
2. NON-INSTITUTIONS	--	--	--	--	--	--	--	--	--
a) Bodies Corp.	--	--	--	--	--	--	--	--	--
i) Indian	97294	29800	127094	2.981	97294	29800	127094	2.981	
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	12690	211800	224490	5.264	13589	210900	224489	5.264	
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	--	746800	746800	17.510	--	746800	746800	17.510	
C. OTHERS (SPECIFY)	--	--	--	--	--	--	--	--	--
Non Resident Indians	--	106000	106000	2.485	--	106000	106000	2.485	--
Foreign Nationals	--	--	--	--	--	--	--	--	--
Clearing Members	--	--	--	--	--	--	--	--	--
Trusts	--	--	--	--	--	--	--	--	--
Foreign Bodies - D R	--	--	--	--	--	--	--	--	--

Sub-total (B)(2):-	109984	1094400	1204384	28.240	110883	1093500	1204383	28.240	--
Total Public Shareholding (B)=(B)(1)+(B)(2)	193000	1095500	1288500	30.212	195000	1093500	1288500	30.212	--
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	193000	4071900	4264900	100.00	195000	4069900	4264900	100.00	--

b) SHAREHOLDING OF PROMOTER

Sr. No.	Shareholder Name	Shareholding at the beginning of the year			Shareholding at the end of 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	% Change During the Year
1.	DR B R SONI	1667700	39.103	--	1667700	39.103	--	--
2.	B R SONI HUF	816000	19.133	--	816000	19.133	--	--
3.	DR ANJU SONI	492700	11.552	--	492700	11.552	--	--

c) CHANGE IN PROMOTERS' SHAREHOLDING

S. No	Shareholder's name	Shareholding		Purchase, transfer, bonus, allotment	Cumulative shareholding during the year	
		No. of shares	% total number of shares		No. of shares	% total number of shares
1.	DR B R SONI					
	At the beginning of the year		1667700	39.103		
	Increase/ decrease during the year (No changes during the year)					
	At the end of the year		1667700	39.103		
2.	B R SONI HUF					
	At the beginning of the year		816000	19.133		
	Increase/ decrease during the year (No changes during the year)					
	At the end of the year		816000	19.133		

3.	DR ANJU SONI			
	At the beginning of the year	492700	11.552	
	Increase/ decrease during the year (No changes during the year)			
	At the end of the year	492700	11.552	

d) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS)

Sr.No	Name & Type Of Transaction	Shareholding at the beginning of the year - 01.04.2019		Transactions During The Year		Cumulative Shareholding at the end of the year - 31.03.2020	
		No. of Shares	% of total Shares of the company	Date of Transaction	No. of Shares	No. of Shares Held	% of total Shares of the company
1	Vikram Phelpher	200000	4.689	--	--	200000	4.689
	At the end of the year	200000	4.689	--	--	200000	4.689
2	Sahil Chabra	200000	4.689	--	--	200000	4.689
	At the end of the year	200000	4.689	--	--	200000	4.689
3	Bank of Baroda	83016	1.946	--	--	83016	1.946
	At the end of the year	83016	1.946	--	--	83016	1.946
4	Pooja Soni	60000	1.407	--	--	60000	1.407
	At the end of the year	60000	1.407	--	--	60000	1.407
5	Praxis consulting Information Ser	47150	1.106	--	--	47150	1.106
	At the end of the year	47149	1.106	--	--	47149	1.106
6	Anita Phelpher	46300	1.086	--	--	46300	1.086
	At the end of the year	46300	1.086	--	--	46300	1.086
7	Ranjit Bhasin	38300	0.898	--	--	38300	0.898
	At the end of the year	38300	0.898	--	--	38300	0.898
8	Lake Palace Hotels	38200	0.896	--	--	38200	0.896
	At the end of the year	38200	0.896	--	--	38200	0.896
9	Daksha Desai	35000	0.821	--	--	35000	0.821
	At the end of the year	35000	0.821	--	--	35000	0.821
10	Nirmal Soni	34800	0.816	--	--	35000	0.821
	At the end of the year	34800	0.816	--	--	35000	0.821

e) **SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

S. No.	Shareholding of Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Name : Anju Soni				
	At the beginning of the year	492700	11.55%	492700	11.55%
	Increase/ Decrease during the year (No changes during the year)				
	At the end of the year	492700	11.55%	492700	11.55%
2.	Name: Bimal Roy Soni				
	At the beginning of the year	1667700	39.10%	1667700	39.10%
	Increase/ Decrease during the year (No changes during the year)				
	At the end of the year	1667700	39.10%	1667700	39.10%
3.	Name: Mahavir Prasad Yadav				
	At the beginning of the year	22000	0.516%	22000	0.516%
	Increase/ Decrease during the year (No changes during the year)				
	At the end of the year	22000	0.516%	22000	0.516%
4.	Name: Mamta Sharma				
	At the beginning of the year	9600	0.225%	9600	0.225%
	Increase/ Decrease during the year (No changes during the year)				
	At the end of the year	9600	0.225%	9600	0.225%
5.	Name: Sumer Chand Jain				
	At the beginning of the year	34100	0.800%	34100	0.800%
	There has been change in the shareholding pattern during the year due to resignation of Mr. Sumer Chand Jain from the directorship of the Company W.E.F 06/02/2020.				
	At the end of the year	34100	0.800%	34100	0.800%
6.	Name: Naveen Sanghi				
	At the beginning of the year	--	--	--	--
	There has been change in the shareholding pattern during the year due to appointment of Mr. Naveen Sanghi W.E.F 30/09/2019.				
	At the end of the year	--	--	--	--

(V) INDEBTEDNESS:

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

(In Hundred)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,49,495.27	182,542.90	--	5,32,038.17
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ ii+ iii)	3,49,495.27	182,542.90	--	5,32,038.17
Change in Indebtedness during the financial year				
Addition	--	88,735.81	--	88,735.81
Reduction	(9,686.94)	--	--	(9,686.94)
Net Change	(9,686.94)	88,735.81	--	79,048.87
Indebtedness at the end of the financial year				
i) Principal Amount	3,39,808.33	271,278.71	--	6,11,087.04
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	3,39,808.33	271,278.71	--	6,11,087.04

(vi) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**a. Remuneration to Managing Director, Whole-time Directors and/or Manager**

(In Rs.)

S. No	Particulars of Remuneration	Name of MD/WTD/ Manager
1.	Gross salary (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.	Stock Option	----
3.	Sweat Equity	----
4.	Commission - as % of profit - Others specify	----
5.	Others, please specify	----
	Total(A)	--
	Ceiling as per the Act	

b. Remuneration to Other Directors:

Particulars of Remuneration	Name of Directors	Total Amount
**No remuneration has been paid to any other Director.		

c. Remuneration to Key Managerial Personnel other than MD/ MANAGER/ WTD:

(Amount in hundred)

Sr.No.	Particulars of Remuneration	Name of Personnel				Total Amount
		CFO Sonam Chandak (upto 31/12/2019)	CFO Namit Soni (W.E.F. 01/01/2020)	CS Pooja Sharma (Up to 31/01/2020)	CS Sweety Mamodia (W.E.F. 06/02/2020)	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,070.00	3,000.00	2,350.00	705.00	9,125.00
	(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.	Stock Option	--	--	--	--	--
3.	Sweat Equity	--	--	--	--	--
4.	Commission- as % of profit others, specify	--	--	--	--	--
5.	Others, please specify	--	--	--	--	--
	Total	3,070.00	3,000.00	2,350.00	705.00	9,125.00

(vii) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees Imposed	Authority [RD / NCLT/COURT]	Authority [RD / NCLT/ COURT]
A. COMPANY					
Penalty					

Punishment	No Penalty, Punishment and Compounding offences during the F.Y.
Compounding	
B. DIRECTORS	
Penalty	No Penalty, Punishment and Compounding offences during the F.Y.
Punishment	
Compounding	
C. OTHER OFFICERS IN DEFAULT	
Penalty	No Penalty, Punishment and Compounding offences during the F.Y.
Punishment	
Compounding	

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

*Date: 05th September, 2020
Place: Jaipur*

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



CORPORATE GOVERNANCE REPORT

REPORT ON CORPORATE GOVERNANCE

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.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. 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.

The Company has a strong legacy of fair, transparent and ethical governance practices.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to corporate governance.

Details of board structure and the various committees that constitute the governance structure of the organization are covered in detail in this report.

2. BOARD OF DIRECTORS

- i. As on March 31, 2020, the Company has five Directors. Of the five Directors, four (i.e. 80 percent) are Non-Executive Directors out of which three (i.e. 60 percent) are Independent Directors. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act.
- ii. None of the Directors on the Board holds directorships in more than ten public companies. None of the Independent Directors serves as an independent director on more than seven listed entities. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2020 have been made by the Directors.
- iii. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed there under. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.
- iv. Eight board meetings were held during the year under review and the gap between two meetings did not exceed one hundred and twenty days. The said meetings were held on:
April 01, 2019; May 30, 2019; August 12, 2019; September 02, 2019; November 14, 2019; January 20, 2020; February 06, 2020 and February 13, 2020. The necessary quorum was present for all the meetings.
- v. The names and categories of the Directors on the Board, their attendance at board meetings held during the year under review and at the last Annual General Meeting ("AGM"), name of other listed entities in

which the Director is a Director and the number of Directorships and Committee Chairmanships/Memberships held by them in other public limited companies as on March 31, 2020 are given herein below. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he/she is a Director. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders 'Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

Name of the Director with DIN	Position held in the Company	No. of Board Meetings Attended	Attendance at last AGM held on September 30 th , 2019	No. of Directorship in other Companies	No. of committee positions held in other Companies
Mr. Bimal Roy Soni (00716246)	Chairman cum Managing Director	8	Yes	4	Nil
Mrs. Anju Soni (00716193)	Non Independent Director	8	Yes	4	Nil
Mr. Mahavir Prasad Yadav (05249381)	Independent Director	8	Yes	Nil	Nil
Mrs. Mamta Sharma (07060149)	Independent Director	8	Yes	1	Nil
Mr. Naveen Sanghi (00270432)	Independent Director	4	No	4	Nil
Mr. Sumer Chand Jain (00254274)	Independent Director	6	Yes	1	Nil

In terms of Listing Regulations, below are the details of the resignations tendered by Independent Director during the period under the review and the reasons thereof:

S. No	Name of Director	Reasons
1.	Mr. Sumer Chand Jain (00254274)	He resigned on February 06, 2020 and following is the relevant extract of his resignation letter: Due to pre-occupation elsewhere, I am not in a position to devote my time to the affairs of the Company.

Details of equity shares of the Company held by the Directors as on March 31, 2020 are given below:

Name	Category	Number of equity shares
Bimal Roy Soni	Executive Director-Chairperson-MD	1667700
Mahavir Prasad Yadav	Non-Executive - Independent Director	22000
Anju Soni	Non-Executive - Non Independent Director	492700
Mamta Sharma	Non-Executive - Independent Director	9600

Naveen Sanghi	Non-Executive - Independent Director	--
---------------	--------------------------------------	----

Committees of the Board

In terms of Listing Regulations and the Companies Act, 2013, the Board has constituted 3 (Three) Committees viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

Keeping in view the requirements of the Companies Act, 2013 as well as Listing Regulations, the Board decides the terms of reference of these Committees and the assignment of members to various Committees. The recommendations, if any, of these Committees are submitted to the Board for approval.

Name of the Committee	Extract of terms of reference	Category and composition		Other details
Statutory Committees				
Audit Committee	<p>Committee is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations and Section 177 of the Act.</p> <p>To oversee the Company's financial reporting process and disclosure of financial information.</p> <p>To review the financial statements, adequacy of internal control systems and periodic audit Reports.</p> <p>To recommend to the Board the matters relating to the financial management of the Company.</p> <p>To recommend appointment/re-appointment of Statutory Auditors and fixation of their Remuneration.</p> <p>To hold discussions with Statutory Auditors periodically.</p>	Name	Category	<p>Five meetings of the Audit Committee were held during the year under review and the gap between two meetings did not exceed one hundred and twenty days.</p> <p>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.</p>
		Mr. Mahavir Prasad Yadav (Chairman)	Independent, Non-Executive Director,	
		Mrs. Anju Soni	Non Independent, Non-Executive -	
		Mrs. Mamta Sharma	Independent, Non-Executive	

5 (Five) Meetings of the Audit Committee were held during the year under review on (i) May 30, 2019; (ii) August 12, 2019; (iii) September 2, 2019 (iv) November 14, 2019, (v) February 13, 2020.

The Attendance of members of Audit Committee at the said meetings was as follows:

Sr. No.	Name of the Member	No. of meetings Attended
1	Mr. Mahavir Prasad Yadav (Chairman)	5
2	Mrs. Anju Soni	5
3	Mrs. Mamta Sharma	5

Name of the Committee	Extract of terms of reference	Category and composition		Other details
Statutory Committees				
Nomination and Remuneration Committee	<p>Committee is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations and Section 178 of the Act.</p> <p>Recommend to the Board the setup and composition of the Board and its committees.</p> <p>Recommend to the Board appointment/ re-appointment of Directors and Key Managerial Personnel.</p> <p>Support the Board and Independent Directors in evaluation of the performance of the Board, its Committees and individual Directors.</p> <p>Recommend to the Board the Remuneration Policy for Directors, executive team or Key Managerial Personnel as well as the rest of employees.</p> <p>Oversee familiarization programs for Directors.</p>	Name	Category	<p>Three Nomination and Remuneration Committee were held during the year under review.</p> <p>The Company does not have any Employee Stock Option Scheme.</p>
		Mr. Mahavir Prasad Yadav	Independent, Non-Executive Director,	
		Mrs. Anju Soni	Non Independent, Non-Executive -	
		Mrs. Mamta Sharma	Independent, Non-Executive	
		Mr. Sumer Chand Jain	Independent, Non-Executive Director,	
		Mr. Sumer Chand Jain Ceased to be a member of this Committee consequent to the completion of his term as Independent Director w.e.f. February 06, 2020.		

3(Three) Meetings of the Nomination and Remuneration Committee were held during the year under review on (i) September 2, 2019 (ii) January 01, 2020 (iii) February 06, 2020.

The Attendance of members of Nomination and Remuneration Committee at the said meetings was as follows:

Sr. No.	Name of the Member	No. of meetings Attended
1	Mr. Mahavir Prasad Yadav (Chairman)	3
2	Mrs. Anju Soni	3
3	Mrs. Mamta Sharma	3
4	Mr. Sumer Chand Jain	2

Name of the Committee	Extract of terms of reference	Category and composition	Other details	
Statutory Committees				
Stakeholders Relationship Committee	<p>Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations and Section 178 of the Act.</p> <p>The broad terms of reference are as under:</p> <p>Consider and resolve the grievances of security holders.</p> <p>Consider and approve issue of share certificates, transfer and transmission of securities, etc.</p> <p>Review activities with regard to the Health Safety and Sustainability initiatives of the Company.</p>	Name	Category	<p>One meetings of the Stakeholders Relationship Committee were held during the year under review.</p> <p>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.</p>
		Mrs. Anju Soni (Chairperson)	Non Independent, Non-Executive -	
		Mr. Mahavir Prasad Yadav	Independent, Non-Executive Director,	
		Mrs. Mamta Sharma	Independent, Non-Executive	
		Mr. Sumer Chand Jain	Independent, Non-Executive Director,	
		Mr. Sumer Chand Jain Ceased to be a member of this Committee consequent to the completion of his term as Independent Director w.e.f. February 06, 2020.		

1(One) Meetings of Stakeholders Relationship Committee were held during the year under review on (i) August 12, 2019.

The Attendance of members of Stakeholders Relationship Committee at the said meetings was as follows:

Sr. No.	Name of the Member	No. of meetings Attended
1	Mr. Mahavir Prasad Yadav (Chairman)	1
2	Mrs. Anju Soni	1
3	Mrs. Mamta Sharma	1
4	Mr. Sumer Chand Jain	1

3. GENERAL BODY MEETINGS

General Meeting

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

Financial Year	Date	Time	Venue
2018-19	30 th September, 2019	03:00 P.M.	38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur, Rajasthan 302004
2017-18	26 th September, 2018	11:00 A.M.	
2016-17	26 th September, 2017	11:30 A.M.	

b) Extraordinary General Meeting:

No extraordinary general meeting of the members was held during FY 2020.

c) Special resolution:

Special resolution for re-appointment of Mahavir Prasad Yadav and Mamta Sharma as an Independent Director was passed at the AGM held in 2019.

Special resolution for appointment of Mr. Naveen Sanghi as an Independent Director.

None of the Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any such statutory authority.

4. OTHER DISCLOSURE

Particulars	Regulations	Details
Related party transactions	Regulation 23 of SEBI Listing Regulations and as defined under the Act	There are no material related party transactions during the year under review that have conflict with the interest of the Company. Transactions entered into with related parties during FY2020 were in the ordinary course of business and at arms' length basis and were approved by the Audit Committee.
Whistle Blower Policy and Vigil Mechanism	Regulation 22 of SEBI Listing Regulations	The Company has this Policy and has established the necessary vigil mechanism for directors and employees to report

		concerns about unethical behavior.
Code of Conduct	Regulation 17 of the SEBI Listing Regulations	The members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them during the year ended March 31, 2020.
Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2018		The details have been disclosed in the Business Responsibility Report forming part of the Annual Report.
Secretarial Audit Report Regarding Reconciliation Of Share Capital	Regulation 76A of SEBI (Depositories and Participants) Regulations, 2018	As required by, 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 31st, 2020, 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.

5. 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 31st, 2020 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
Email address of the Company is cs@sonihospitals.com

6. 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.

7. GENERAL SHAREHOLDER INFORMATION

I. Annual General Meeting for FY 2020

Date : 29th September, 2020
 Time : 01:00 P.M.
 Venue : The Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated May 5, 2020 and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.

II. Financial Calendar

Year ending : March 31
 AGM in : September

III. **Date of Book Closure / Record Date:** As mentioned in the Notice of this AGM

IV. **Listing on Stock Exchanges:** BSE Limited(P. J. Towers, Dalal Street, Mumbai 400 001)

V. Stock Codes / Symbol

Stock Code: 539378
 Symbol: SML

VI. **Corporate Identity Number (CIN) of the Company:** L51397RJ1988PLC004569

VII. **Demat ISIN Number in NSDL:** INE848R01018

VIII. Registrars and Transfer Agents:

Name and Address: Sharex Dynamics (India) Private Limited
 Unit-1, Luthra Ind. Premises, 1st Floor, 44 E Vasanti Marg, Andheri- Kurla Road, Andheri (E) Mumbai, Maharashtra - 400072

Telephone : 022-22641376
Fax : 022-28512885
E-mail : Sharexindia@vsnl.com
Website : www.sharexindia.com

IX. 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.

X. Share Holding Pattern as on March 31, 2020

Category	No. of shares	% of Shareholding
Promoter's holding	2976400	69.79
Bank/FIIs	83016	1.95
Corporate Bodies	127094	2.98
Others(public)	972390	22.8
NRIs / OCBs	106000	2.48
Clearing Member	--	--

Any Other (Trust)	--	--
GRAND TOTAL	4264900	100

XI. Dematerialization of shares:

4.57% of the Company's paid up equity share capital has been dematerialized up to March 31, 2020. 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, 2020 are as under:

Depository	No. Of Shares	% of Capital
CDSL	20738	0.49%
NSDL	174262	4.08 %
Total	195000	4.57%

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.

8. 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, 1st Floor 44-E Vasanti Marg, Andheri- Kurla Road, Safed Pool, Andheri (E), Mumbai 400072

Tel: 022-22641376

Fax: 022-28512885

9. 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. Sweet Mamodia, 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: 05th September, 2020

Place: Jaipur

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

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, 2020, 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: 30th July, 2020*

*For A.Natani & Company
Chartered Accountants
FRN: 007347C*

*Sd/-
(Ashok Kumar Natani)
Partner
M. No. 074692*



**MANAGEMENT
DISCUSSION AND
ANALYSIS** REPORT 

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(In compliance with Regulation 34(3) read with Schedule V(B) of the Listing Regulations, Management Discussion and Analysis forms part of this Annual 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% 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.

CEO/CFO CERTIFICATE



CEO/CFO CERTIFICATION

To
The Board of Directors
SONI MEDICARE LIMITED

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

We have reviewed the financial statements and the Cash Flow Statement for the year ended March 31, 2020 and that to the best of our knowledge and belief:

- a. These statements do not contain any material untrue statement or omit any material fact or contain Statements that might be misleading;
- b. 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.
- c. 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.
- d. 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.
- e. 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: 30th July, 2020

Place: Jaipur

*Sd/-
Mr. Bimal Roy Soni
(Managing Director)*

*Sd/-
Mr. Namit Soni
(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, 2020, 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, 2020.

Place: Jaipur

Dated: 05th September, 2020

For and on behalf of the Board of Directors

*Sd/-
(Dr. Bimal Roy Soni)
Chairman & Managing Director*

FINANCIAL STATEMENTS



SONI MEDICARE LIMITED

CIN: L51397RJ1988PLC004569

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

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

Website: www.sonihospitals.com

Independent Auditor's Report

To The Members of Soni Medicare Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Soni Medicare Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2020, and the Statement of Profit and Loss and Cash Flow Statement 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 financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its loss 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 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 thereunder, 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.

Emphasis of Matter

Attention has to be drawn to Note No. 35 to the financial statements regarding the uncertainties arising out of the outbreak of COVID-19 pandemic and the assessment made by the management on its business and financials, including valuation of assets, policy liabilities and solvency for the year ended 31st March, 2020, this assessment and the outcome of the pandemic is as made by the management and is highly dependent on the circumstances as they evolve in subsequent periods.

Our opinion is not modified on the above matter.

Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the 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 financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management for Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. 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 also 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.

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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013 we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 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 B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in financial statement. Refer note 32 to the Financial Statements
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

Sd/-
(Ashok Kumar Natani)
Partner
Membership No.074692

Dated: 30th July, 2020
Place: Jaipur

Annexure -A to the Independent Auditor's Report of even date to the member's of Soni Medicare Limited, on the financial statements for the year ended 31 March 2020

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i).
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
 - b. The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the property, plant and equipment is reasonable having regard to the size of the Company and the nature of its assets.
 - c. The company does not own any immovable property which requires title deed.
- (ii). The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies between physical inventory and book records were noticed on physical verification.
- (iii). The Company hasn't granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, Paragraph 3(iii) of the order is not applicable.
- (iv). The company has not granted loans, investments, and guarantees under the provisions of Section 185 and 186 of the Companies Act. Accordingly, Paragraph 3(iv) of the order is not applicable.
- (v). The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, Paragraph 3(v) of the order is not applicable.
- (vi). The Company is not required to maintain cost records under Section 148 (1) of the Act. Accordingly, Paragraph 3(vi) of the order is not applicable.

(vii).

- a. Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, goods and services tax, duty of customs, duty of excise, value added tax, cess and other statutory dues, as applicable, have been regularly deposited to the appropriate authorities. There is no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- b. According to the information and explanations given to us, except stated below, there are no dues of sales tax, custom tax, wealth tax, excise duty/Cess that has not been deposited on account of any dispute.

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/-

- (viii). Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to banks. The Company did not have any outstanding dues in respect of a financial institution or to government during the year and there were no outstanding debentures.
- (ix). The Company did not raise any money by way of initial public offer, or further public offer (including debt instrument). In our opinion, the term loans were applied for the purpose for which the loans were obtained.
- (x). 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.
- (xi). According to information and explanations given to us by the management and based on our examination of the records of the Company, the managerial remuneration has been paid or provided by the Company in accordance with the provisions of Section 197 read with Schedule V to the Act.
- (xii). The Company is not a Nidhi Company. Accordingly, Paragraph 3(xii) of the order is not applicable.
- (xiii). 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.

- (xiv). The company has not made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year.
- (xv). The Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi). The company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

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

*Dated: 30th July, 2020
Place: Jaipur*

*Sd/-
(Ashok Kumar Natani)
Partner
Membership No.074692*

Annexure- B to the Independent Auditor's Report of even date to the member's of Soni Medicare Limited, on the financial statements for the year ended 31 March 2020

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

1. In conjunction with our audit of the financial statements of Soni Medicare Limited ('the Company') as at and for the year ended 31 March 2020, we have audited the internal financial controls over financial reporting of the Company as at that date.

Management's Responsibility for Internal Financial Controls

2. The Company's Board of Directors 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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). 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 the Company's business, including adherence to the 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 Act.

Auditors' Responsibility

3. 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 Standards on Auditing issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of Internal financial controls over financial reporting, and the Guidance Note issued by the ICAI. 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 were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting includes 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. 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 over financial reporting

Meaning of Internal Financial Controls over Financial Reporting

6. A company's internal financial controls 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 controls over financial reporting include 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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

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

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such controls were operating effectively as at 31 March 2020, 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.

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

*Dated: 30th July, 2020
Place: Jaipur*

*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

BALANCE SHEET AS AT MARCH 31, 2020

(Rs. in Hundred)

Particulars	Note No.	As at 31.03.2020	As at 31.03.2019
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	2A	660,162.42	664,930.00
(b) Capital work-in-progress	2B	--	--
(c) Other Intangible Assets/ Goodwill	2A	35,746.91	37,008.72
(d) Financial Assets	3		
(i) Investments	3A	4,620.75	4,620.75
(ii) Loans	3B	-	-
(iii) Other Financial Assets	3C	197,691.83	196,246.51
(d) Deferred Tax Asset (Net)	4	--	5,359.71
(d) Other Non Current Assets		--	--
Current assets			
(a) Inventories	5	157,655.80	135,256.60
(b) Financial Assets			
(i) Trade Receivables	6	303,238.15	184,124.59
(ii) Cash and Cash Equivalents	7	80,898.19	109,678.66
(iii) Other Financial Assets	8	39,728.71	21,156.37
(c) Current Tax Assets (Net)	9	66,666.91	56,097.67
(c) Other Current Assets	10	90,927.55	69,466.97
Total Assets		1,637,337.22	1,483,946.55
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	11	426,490.00	426,490.00
(b) Other Equity	12	88,282.10	214,808.10
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			

(i) Borrowings	13	255,760.17	141,937.62
(ii) Other Long Term Liabilities			
(b) Deferred Tax Liabilities (Net)	14	48,662.75	--
(c) Other Non Current Liabilities			
(d) Provisions	15	50,671.96	49,188.23
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	303,917.57	327,450.78
(ii) Trade Payables	17	273,817.97	126,496.53
(iii) Other Financial Liabilities	18	166,323.62	179,007.66
(b) Other Current Liabilities	19	18,585.48	13,999.43
(c) Provisions	20	4,825.60	4,568.20
(d) Current Tax Liabilities (Net)			
Total Equity and Liabilities		1,637,337.22	1,483,946.55

This is the Balance Sheet referred to in our report of even date

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

On Behalf of Board of Directors

*Sd/-
Dr. B. R. Soni
(Managing Director)
DIN: 00716246*

*Sd/-
Dr. Anju Soni
(Director)
DIN: 00716193*

*Sd/-
(Ashok Kumar Natani)
Partner
Membership No.074692*

*Dated: 30th July, 2020
Place: Jaipur*

*Sd/-
Sweety Mamodia
(Company Secretary)*

*Sd/-
Namit Soni
(Chief Financial Officer)*

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

STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED MARCH 31, 2020

		(Rs. in Hundred)		
Particulars		Note No.	For the year ended 31.03.2020	For the year ended 31.03.2019
I	Revenue From Operations	21	1,517,086.07	1,466,626.41
II	Other Income	22	57,934.70	24,364.56
III	Total Income (I+II)		1,575,020.77	1,490,990.97
IV	EXPENSES			
	Cost of Material Consumed	23	246,214.52	149,862.51
	Changes in inventory of finished goods		--	--
	Purchase of Traded Goods		--	--
	Employee benefits expense	24	423,516.27	391,192.14
	Finance costs	25	64,672.66	53,179.47
	Depreciation and amortization expense	2A	75,951.18	75,702.56
	Other expenses	26	837,169.66	881,160.30
	Total expenses (IV)		1,647,524.29	1,551,096.98
V	Profit/(loss) before exceptional items and tax (III- IV)		-72,503.51	-60,106.01
VI	Exceptional Items		--	--
VII	Profit/(loss) before tax (V-VI)		-72,503.51	-60,106.01
VIII	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		54,022.49	6,861.60
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		-126,526.00	-66,967.61
X	Other Comprehensive Income		--	--

XI	Total Comprehensive Income for the period (IX+X) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		-126,526.00	-66,967.61
XII	Earnings per equity share (After exceptional items)	27		
	Basic		-2.97	-1.57
	Diluted		-2.97	-1.57

This is the Statement of Profit & Loss referred to in our report of even date

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

On Behalf of Board of Directors

*Sd/-
Dr. B. R. Soni
(Managing Director)
DIN: 00716246*

*Sd/-
Dr. Anju Soni
(Director)
DIN: 00716193*

*Sd/-
(Ashok Kumar Natani)
Partner
Membership No.074692*

*Dated: 30th July, 2020
Place: Jaipur*

*Sd/-
Sweety Mamodia
(Company Secretary)*

*Sd/-
Namit Soni
(Chief Financial Officer)*

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

STATEMENT OF CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2020

		(Rs. in Hundred)	
Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019	
A)	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit before exceptional and tax as Statement Profit & Loss	(72,503.51)	(60,106.01)
	Adjusted for :-		
	Finance Cost	64,672.66	46,097.11
	Interest received	(3,185.15)	(18.90)
	Prior period Items	-	(1,910.76)
	Rent Income	(2,880.00)	(3,360.00)
	Loss/(Profit) on Sale\written off of Fixed Assets	(285.63)	1,261.81
	Income Tax Refund	-	(1,869.37)
	Depreciation	75,951.18	74,440.75
	Excess Provision Written off	202.21	(206.00)
	Operating Profit before Working Capital Changes	61,971.76	54,328.63
	Adjusted for:-		
	Increase/(Decrease) in Trade and Other Payable	123,788.23	27,897.06
	(Increase)/ Decrease in Trade and other Receivables	(129,885.01)	-15206.06
	Increase /(Decrease) in Provisions (except IT)	1,741.13	9,041.69
	(Increase)/Decrease in Inventory	(22,399.20)	(25,668.70)
	(Increase)/ Decrease in Other Current assets	(40,032.93)	(28,395.51)
	(Increase)/ Decrease in Other Current Liabilities	-8,097.99	46,693.37
	Cash Generated From Operations	(12,914.01)	68,690.47
	Less:- Taxes Paid	-	(1,920.00)
	Net Cash Flow/(used)From Operating Activities	(12,914.01)	66,770.47
B)	CASH FLOW FROM INVESTING ACTIVITIES		

(Increase) / Decrease in Long Term Loans & Advances		
(Increase) / Decrease in Other Bank Balance		
Purchase of Fixed Assets	(70,164.87)	-49,209.94
Purchase /Sale of Investments		
Increase/Decrease in value of investment due to fair valuation		
Increase/Decrease in other non-current financial assets		
Increase/Decrease in other non-current assets	(1,445.32)	
(Increase)/decrease to CWIP		
Proceeds From Sales/written off of Fixed Assets	528.70	-951.10
Interest received	3,185.15	18.90
Dividend Received	-	-
Rent Income	2,880.00	3,360.00
Net Cash Flow/(used) in Investing Activities	(65,016.34)	(46,782.14)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Procurement of Borrowings	113,822.56	75,128.01
Repayment of Borrowings		
Interest on Income Tax Refund	--	1,869.37
Finance Cost	(64,672.66)	(46,097.11)
Prior Period Income	--	1,910.76
Net Cash Flow/(used) From Financing Activities	49,149.90	32,811.03
Net Increase/(Decrease) in Cash and Cash Equivalent	(28,780.45)	52,799.36
Opening balance of Cash and Cash Equivalent	109,678.66	56,879.51
Closing balance of Cash and Cash Equivalent	80,898.21	109,678.87
Notes:		
Closing balance of Cash and Cash Equivalent	80,898.21	109,678.87

1. Cash Flow has been prepared under indirect method as set out in IND AS-7
2. Previous Year's figures have been recasted/regrouped, wherever necessary, to confirm to the current years'

This is the Statement of Cash Flow Statement referred to in our report of even date

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

On Behalf of Board of Directors

*Sd/-
Dr. B. R. Soni
(Managing Director)
DIN: 00716246*

*Sd/-
Dr. Anju Soni
(Director)
DIN: 00716193*

*Sd/-
(Ashok Kumar Natani)
Partner
Membership No.074692*

*Dated: 30th July, 2020
Place: Jaipur*

*Sd/-
Sweety Mamodia
(Company Secretary)*

*Sd/-
Namit Soni
(Chief Financial Officer)*

STATEMENT OF CHANGE 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

Particulars	(Rs. in Hundred)	
	Reserves and Surplus	
	Capital Reserve	Profit & Loss
Balance as at April 1, 2018	14,000.00	267,794.50
Add: Profit for the year	-	(66,986.40)
Balance as at March 31, 2019	14,000.00	200,808.10
Profit for the year	-	(126,526.00)
Balance as at March 31, 2020	-	74,282.10

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, Kanota Bagh 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" upto two decimal 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 judgment 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, are 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 2020 and comparative information in respect of the preceding period 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 realized or intended to be sold or consumed in normal operating cycle,
- (b) Held primarily for the purpose of trading,
- (c) Expected to be realized 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 realization 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 recognized. 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 recognized 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 recognized 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 recognized as and when the services are rendered. Consulting fee from hospitals and income from training services is recognized 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 recognized 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 recognized 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 recognized 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 recognized 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 up gradation / enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

d) An item of property, plant and equipment is derecognized 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 recognized 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/amortization: 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 capitalized 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 recognized 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 recognized in the year in which such benefits accrue.

Contingent rentals arising under operating leases are recognized 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 recognized 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 recognized a provision for Defined Benefit Obligations, i.e., gratuity amounting to Rs. 50,67,196. Due to the unavailability of actuarial valuation no adjustment is made as per Ind -AS to recognize 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 recognized 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 recognized 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 recognized 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 recognized in the books of the accounts but are disclosed in the notes. However, when the realization of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognized 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 realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilize 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 force able 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 recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized 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 amortized cost: A financial asset is subsequently measured at amortized 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 unrealized gains and losses arising from changes in the fair value being recognized 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 derecognized (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 derecognized 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 recognized 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 recognized amounts and there is an intention to settle on a net basis, to realize 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 recognize 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 recognized 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 Super specialty 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 realization 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 judgments 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 recognized in the period in which the results are known/materialized.

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 and liabilities. 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 judgment 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 recognized 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.

2A Property, Plant & Equipment

Particulars	Building	Hospital Equipment	C.T. Scan Machine	I.C.U. Equipments	Cathlab Instruments	LAB-Diagnostic Equipments	O.T. Equipments	Vehicles	Furniture & Fixtures	Plant & Machinery	Computer & Computer Software	Total 1	Intangible Assets	Total 2	Grand Total
Gross Carrying Amount															
As at April 1, 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
Additions	-	10,862.54	-	1,960.00	4,536.00	24,456.00	3,096.40	19,306.79	2,001.45	3,556.69	389.00	70,164.87	-		70,164.87
Disposal	-	-	-	-	-	-	-	4,861.42	-	-	-	4,861.42			4,861.42
			-												-
As at March 31, 2020	436,821.51	308,810.97	151,284.11	61,901.77	181,554.81	124,299.31	152,362.89	157,991.21	46,379.98	164,337.13	20,059.88	1,805,803.57	75,708.30	75,708.30	1,881,511.87
Accumulated Depreciation															-
As at April 1, 2019	80,895.71	209,160.11	150,591.80	50,901.27	141,615.05	78,750.75	109,189.49	79,016.94	37,143.21	120,789.10	17,516.70	1,075,570.13	38,699.58	38,699.58	1,114,269.71
Additions	7,299.38	16,582.32	230.77	3,093.39	11,872.09	4,173.09	4,783.57	17,871.17	1,309.49	5,512.74	1,961.36	74,689.37	1,261.81	1,261.81	75,951.18
Disposals								4,618.35				4,618.35			4,618.35
															-
As at March 31, 2020	88,195.09	225,742.43	150,822.57	53,994.66	153,487.14	82,923.84	113,973.06	92,269.76	38,452.70	126,301.84	19,478.06	1,145,641.15	39,961.39	39,961.39	1,185,602.54
Net carrying amount										-					-
As at April 1, 2019	355,925.80	88,788.32	692.31	9,040.50	35,403.76	21,092.56	40,077.00	64,528.90	7,235.32	39,991.34	2,154.18	664,929.99	37,008.72	37,008.72	701,938.71
As at March 31, 2020	348,626.42	83,068.54	461.54	7,907.11	28,067.67	41,375.47	38,389.83	65,721.45	7,927.28	38,035.29	581.82	660,162.42	35,746.91	35,746.91	695,909.33

3 Financial Assets (3A)

Particulars	(Rs. in Hundred)	
	As at 31.03.2020	As at 31.03.2019
(i) Investments		
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	2,218.88
Total	4,620.75	4,620.75

Particulars	(Rs. in Hundred)	
	As at 31.03.2020	As at 31.03.2019
(ii) Loans	--	--
Total	--	--

Particulars	(Rs. in Hundred)	
	As at 31.03.2020	As at 31.03.2019
(iii) Other Non-Current Financial Assets		
LIC Gratuity Fund*	13,836.85	14,852.23
Unamortised Transaction Cost	875.30	1,414.60
Security Deposit:		
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

Security With RBSK	3,000.00	
Total	197,691.83	196,246.51
Total (i)+(ii)+(iii)	202,312.58	200,867.26

* 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 31.03.2020	As at 31.03.2019
Deferred tax Assets(Net)	-	5,359.71
Total	-	5,359.71

The consequential effect of deferred tax Assets at the beginning of the year and deferred tax liability at the year end, amounting to Rs.54,022.49/-,has been debited to the Profit & Loss Account

5. Inventories

(Rs. in Hundred)

Particulars	As at 31.03.2020	As at 31.03.2019
Inventories (As taken, valued & certified by the management) Cost of Hospital Drugs,Medical Consumable and Regents (Stated at cost and net realizable value which ever is less)	157,655.80	135,256.60
Total	157,655.80	135,256.60

6. Trade Receivables

(Rs. in Hundred)

Particulars	As at 31.03.2020	As at 31.03.2019
Trade Receivables	303,238.15	184,124.59
other receivables	-	-
Less: Allowance for doubtful trade receivables		
Total Receivables	303,238.15	184,124.59
Current portion	267,792.68	137,915.61

Non- current portion	35,445.47	46,208.98
Total Trade Receivables	303,238.15	184,124.59

7. Cash and Cash Equivalents

Particulars	As at 31.03.2020	As at 31.03.2019
Bank Balances (Current Account)	42,104.60	71,429.29
Bank Balances (Deposit Account)	29,676.71	24,713.83
Cash on Hand	9,116.88	13,535.54
Total	80,898.19	109,678.66

8. Others Current Financial Assets

Particulars	As at 31.03.2020	As at 31.03.2019
Advances to Staff and Others	38,952.96	16,246.49
Advance to Associate Concern (Soni hospital- loans & advances)	237.50	4,371.63
Unamortized Transaction Cost	538.25	538.25
Total	39,728.71	21,156.37

9. Current Tax Assets (Net)

Particulars	As at 31.03.2020	As at 31.03.2019
TDS Receivable	66,666.91	56,097.67
Less: Provision for Tax	-	-
Total	66,666.91	56,097.67

10. Other Current Assets

Particulars	As at 31.03.2020	As at 31.03.2019
Prepaid Expenses	8,086.39	6,882.91

Accrued Rent	960.00	-
Advances to Suppliers	-	683.39
Balance with Statutory Authorities	81,881.16	61,900.67
Total	90,927.55	69,466.97

11 Equity Share Capital

Particulars	As at 31.03.2020	As at 31.03.2019
<u>Share Capital</u>		
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
TOTAL	426,490.00	426,490.00

(a) Rights, Preferences and restrictions attached to Equity Shares

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.

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.

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

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 31.03.2020	As at 31.03.2019
	No of shares	No of shares
At the beginning of the year	4,264,900.00	4,264,900.00
Add: Issued during the year	-	-

Less: Bought Back during the year	-	-
At the end of the year	4,264,900.00	4,264,900.00

(c) Shares held by each shareholder holding more than 5% of number of shares:

Particulars	As at 31 st March, 2020		As at 31 st March, 2019	
	No. of Shares held	Percentage of holding	No. of Shares held	Percentage of holding
Name of Shareholder				
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

Particulars	As at 31.03.2020	As at 31.03.2019
<u>Reserves and Surplus</u>		
Capital Reserve (From Bank of Baroda)		
At the beginning of the year	14,000.00	14,000.00
Add: Profit for the year	--	--
Less: withdrawals/transfer	--	--
Balance at the year end	14,000.00	14,000.00
Profit & Loss		
At the beginning of the year	200,808.10	267,794.50
Add: Gain on Fair Valuation of Investments	--	-18.79
Add: Profit for the year	-126,526.00	-66,967.61

Less: withdrawals/transfer	--	--
Balance at the year end	74,282.10	200,808.10
Total	88,282.10	214,808.10

13. Non Current Financial Borrowings

Particulars	As at 31.03.2020	As at 31.03.2019
(a) Term Loan		
Secured		
From Bank	29,130.15	22,044.49
From Others	6,760.61	
Total	35,890.76	22,044.49
(b) (i) Unsecured from Related parties		
Dr. Bimal Roy Soni	98,000.24	
(ii) Unsecured from Related parties		
Capital First Ltd Business Loan	28,829.87	35,544.17
ICICI Bank Business Loan A/c	43,897.67	34,791.01
Yes Bank Business Loan A/c	-	41,573.39
Kotak Mahindra Bank	30,530.75	36,428.31
Tata Capital Financial Services Ltd.	23,880.48	34,206.02
HDFC Bank	46,139.70	
Total	271,278.71	182,542.90
(c) Current Maturities of Long Term Borrowings	51,409.30	62,649.77
Total (a+b-c)	255,760.17	141,937.62

14. Deferred tax liabilities (Net)

Particulars	As at 31.03.2020	As at 31.03.2019
Deferred tax liabilities (Net)	48,662.75	-
Total	48,662.75	-

The consequential effect of deferred tax Assets at the beginning of the year and deferred tax liability at the year end, amounting to Rs.54,022.49/-,has been debited to the Profit & Loss Account.

15. Provisions

Particulars	As at 31.03.2020	As at 31.03.2019
Provision for Gratuity	50,671.96	49,188.23
Total	50,671.96	49,188.23

16. Current Financial Borrowings

Particulars	As at 31.03.2020	As at 31.03.2019
Loan payable on demand from Banks :		
Secured		
Punjab national Bank Cash Credit	303,917.57	327,450.78
Total	303,917.57	327,450.78

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.

17. Trade Payables

Particulars	As at 31.03.2020	As at 31.03.2019
Trade Payables	273,817.97	126,496.53
Total	273,817.97	126,496.53

*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	As at 31.03.2020	As at 31.03.2019
Other Payables :		
Doctors consultancy Account	24,364.36	38,267.30
Outstanding Expenses	5,534.57	6,717.19
Sundry Creditor for Capital Goods	59.00	-

Staff Dues	43,894.39	45,429.40
Security Deposit Rec.	40,000.00	25,000.00
Audit Fees Payable	1,062.00	944.00
Current maturities of long term debt	51,409.30	62,649.77
Total	166,323.62	179,007.66

19. Other Current Liabilities

Particulars	As at 31.03.2020	As at 31.03.2019
Statutory Liabilities	18,585.48	13,999.43
Advance from Patients	-	-
Advance Rec. from CMRF	-	-
Total	18,585.48	13,999.43

20. Provisions

Particulars	As at 31.03.2020	As at 31.03.2019
Bonus Payable	4,825.60	4,568.20
Total	4,825.60	4,568.20

21. Revenue from Operations

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
(a) Sale of Services :		
Receipt From Hospital services	1,517,086.07	1,466,626.41
	-	-
Total	1,517,086.07	1,466,626.41

22. Other Income

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
(a) Interest		
Interest from banks on deposits	1,765.88	1,440.73

(b) Other operating revenue		
Education Affiliation Fees Received	36,000.00	12,000.00
(c) Other non operating revenue		
Dividend Received	-	18.90
Rent Received	2,880.00	3,360.00
Interest on Income Tax Refund	1,419.27	1,869.37
Profit on Sale of Fixed Assets	285.63	
Excess Provision Written Back	-	206.00
Prior Period Items	409.96	1,910.76
	-	-
Misc. Other Receipts	15,173.96	3,558.80
Total	57,934.70	24,364.56

23. Cost of Material Consumed

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Raw Material Consumed		
Opening Stock	135,256.60	109,587.90
Add: Purchases the year	268,613.72	175,531.21
	-	-
	403,870.32	285,119.11
Less: Closing Stock	157,655.80	135,256.60
	246,214.52	149,862.51
Total	246,214.52	149,862.51

24. Employee benefits expense

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Salary to Staff	398,239.19	359,331.90
Remuneration to Directors	-	-

Employer's P.F. Contribution	8,576.34	7,982.87
Employer's E.S.I. Contribution	2,580.82	4,080.67
Bonus To Staff	4,825.60	4,568.20
Staff Training & Recruitment Exp.	1,530.00	
Staff Welfare Expenses	5,265.21	6,360.27
Provision for Gratuity	2,499.11	8,868.23
Total	423,516.27	391,192.14

25. Financial expense

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
INTEREST EXPENSES		
Interest on TDS Late Deposit	89.98	-
Interest on Working Capital	30,093.05	29,241.60
Interest on Car Loan	2,131.52	2,986.34
Interest to Others	3,409.36	1,068.24
Interest on Business Loan	21,320.09	12,800.93
Total (A)	57,044.00	46,097.11
OTHER BORROWING COSTS		
Bank Guarantee Exp.	82.15	93.56
Processing & Admn. Fees	1,031.69	1,062.00
Amortization of Loan Fees	539.30	919.70
Loan Foreclosure Charges	1,862.01	--
Bank Charges	4,113.51	5,007.10
Total (B)	7,628.66	7,082.36
Total (A+B)	64,672.66	53,179.47

26. Other expenses

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
(A) Hospital operating Expenses		
Consultancy charges to Doctors & others	436,587.96	437,402.38
Insurance Premium	3,529.29	4,389.95
Legal & Professional	2,349.75	2,414.70

Discounts to patients	88,082.45	101,953.48
Printing & Stationery	-	-
Lab & Diagnostic Exp. Outside	20,858.86	21,512.68
Rent Rates & Taxes	9,814.50	10,537.12
Security Service	11,575.69	11,138.20
Water & Electricity Charges	55,618.61	47,256.07
Housekeeping Expenses.	51,965.34	48,407.15
Misc.Exp.	30,276.19	24,212.70
Repairs & Maintenance	34,870.87	64,038.43
Total (A)	745,529.51	773,262.85
(B) Administrative Expenses		
Travelling & Conveyance	18,249.56	21,411.67
Business Promotion Exp.	24,797.96	25,018.38
Listing & Filing Fees	5,335.88	3,677.19
Bad Debts & Claim Disallowed	16.80	16,283.43
Sundry Balances Written Off	185.41	303.94
Telephone & Internet Exp.	5,796.77	7,045.75
Late Fees on TDS Return	64.00	
Charity & Donation	-	-
Internal Audit Fees	150.00	150.00
Secretarial Audit Fees	310.00	310.00
Audit Fees	1,062.00	944.00
Total (B)	55,968.38	75,144.37
(C) NABH Expenses		
Infection Control Expenses	179.95	851.37
Quality Control Expenses	35,491.82	31,901.71
Total (C)	35,671.77	32,753.08
Grand Total (A+B+C)	837,169.66	881,160.30

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 period year 31st March 2020	For the year ended 31 st March 2019
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	For the period year 31st	For the year ended
	March 2020	31 st March 2019
Profit and loss after tax	-126,526.00	-66,967.61
Profit and loss after tax for EPS	-126,526.00	-66,967.61
Basic Earnings per share	-2.97	-1.57
Diluted Earnings per share	-2.97	-1.57

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 is amortized over the tenure of loan and fair values are arrived accordingly.

5. For other financial assets and liabilities that are measured at amortized 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 maximize 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.

Particulars	(Rs. In Hundred)			
	As at 31 st March 2020		As at 31 st March 2019	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets designated at amortized cost				
Trade Receivables	303,238.15	-	184,124.59	-
Cash & Cash Equivalents	80,898.19	-	109,678.66	-
Other Financial Assets	237,959.84	237,420.54	216,194.22	217,402.88

Particulars	(Rs. In Hundred)			
	As at 31 st March 2020		As at 31 st March 2019	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value

Financial Assets designated at fair value through other comprehensive income	4,620.75	4,620.75	4,620.75	4,620.75
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Particulars	As at 31 st March 2020		As at 31 st March 2019	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Liabilities designated at amortized cost				
Borrowings (Non-Current and Current)	559,677.74	-	469,388.40	-
Trade Payables	273,817.97	-	126,496.53	
Other Financial Liabilities	166,323.62	-	179,007.66	

Note: 29 Financial Risk Management

a. 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:

b. 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).

c. 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.

d. 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 receivables outstanding for more than 36 months, hence company is not required to book any expected credit losses. Refer note 1 (Trade Receivables)

Details and terms and conditions of borrowings are as under:

1. Vehicle loan from Kotak Mahindra Bank is secured against hypothecation of specified Vehicle, repayable in 60 Equited monthly installment of Rs. 1,57,900/- each , bears rate of interest of 10.15%. Which has been fully repaid during the year.

2. Vehicle loan from ICICI Bank is secured against hypothecation of specified Vehicle, repayable in 60 Equited monthly installment of Rs. 20,468/- each , bears rate of interest of 9.25%. Equipment loan from Indusind Bank against hypothecation of new Sonography Machine, repayable in 48 Equited monthly installment of Rs.53,500/- each, bears rate of 11.00%. Vehicle Loan from Mahindra & Mahindra Financial

Services Lt. is secured against hypothecation of specified Vehicle, repayable in 48 Equited monthly installment of Rs.17,755/- each, bears rate of interest of 10.00%.

3. Unsecured Loan taken from Banks on personal guarantee 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 Capital First Ltd. @13.00% from Kotak Mahindra Bank and 36 months term @13.50% from Tata Capital Financial Services Ltd. @11.00% from HDFC Bank Ltd.

4. 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.

5. Unsecured Loan taken from Dr. B.R. Soni (Promoter Director) due to terms and conditions of Cash Credit Limit renewed by Punjab National Bank to induct unsecured loan for maintain Current Ratio.

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, 2020 and March 31, 2019.

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 manages 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, 2020, March 31, 2019 is as follows:

Particulars	As on 31 st March 2020	As on 31 st March 2019
Total debt	611,087.04	532,038.17
Total equity	514,772.10	641,298.10
Ratio	1.19	0.83

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 exists and with whom transactions have taken place during reported periods, are reported as under:

(i) Related party name and relationship

Particulars	Designation
Key Managerial Persons	
DR. Bimal Roy Soni	Managing Director
Dr Anju Soni	Director
Pooja Sharma	Company Secretary
Sweety Mamodia	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 transactions 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

(Rs. in Hundred)

Nature of Transactions	Related Parties	
	2019-20	2018-19
Consultancy Charges given	31,663.10	20,300.00
Remuneration paid	22,020.00	19,840.00
Building lease Rent	4,800.00	4,800.00
Purchases of Medicines and consumables	236,941.37	173,560.50
Shop Rent & electricity Expenses	1,780.00	1,782.77
Excess amount remitted on account of tax	237.50	4,371.63

(Rs. in Hundred)

Nature of Transactions	Related Parties	
	As at 31 st March, 2020	As at 31 st March, 2019
Outstanding		
Payable (Amount Payables and Security deposits taken)		
Key Management Personnel	103,880.62	2,071.96
Entities where Key managerial Personnel's control exist	172,846.07	74,286.60
End of the year	276,726.69	76,358.56
Receivables (Security deposits given)		
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 31 st March, 2020	As at 31 st March, 2019
DR. Bimal Roy Soni (Managing Director)		
Security deposit given in earlier years	175,000.00	175,000.00
Consultancy Charges given	8,230.00	4,920.00
Remuneration paid	-	-

Building lease Rent	4,800.00	4,800.00
Machine lease rent	-	-
Unsecured Loan Taken (as per Bank Loan Requirement)	98,000.24	-
Amount payable at the year end	99,679.33	1,764.53
Dr Anju Soni (Director)		
Consultancy Charges given	23,433.10	15,380.00
Amount payable at the year end	3,966.29	87.44
Akansha Khandelwal (Company Secretary)		
Remuneration paid	-	880.00
Amount payable at the year end	-	-
Pooja Sharma (Company Secretary)		
Remuneration paid	2,350.00	1,760.00
Amount payable at the year end	-	220.00
Sweety Mamodia (Company Secretary)		
Remuneration paid	470.00	-
Amount payable at the year end	235.00	-
Shri Namit Soni (son of Director)		
Remuneration paid	12,000.00	1,000.00
Amount payable at the year end	(1,556.97)	550.55
Smt Neha Soni (Daughter-in-law of Director)		
Remuneration paid	7,200.00	7,200.00
Amount payable at the year end	(1,409.60)	4.80
(ii) Entity where control exists:		
M/s Soni Hospitals Private Limited		
Excess amount remitted on account of tax	237.50	4,371.63
Amount payable at the end of the year	-	-
M/s S. S. Pharmacy		

Security deposit taken in earlier year	40,000.00	25,000.00
Purchases of Medicines and consumables	236,941.37	173,560.50
Shop Rent & electricity Expenses	1,780.00	1,782.77
Amount payable at the end of the year	132,071.78	48,512.31
M/s B. R. Soni (HUF)		
Amount payable at the end of the year	774.29	774.29

32 Contingent Liabilities

Particulars	As at March 31,2020	As at March 31,2019
(I) Contingent Liabilities		
Income Tax Demand	2,858.50	2,858.50
Total	2,858.50	2,858.50

33 Fair Value Hierarchy

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 st March 2020		
	Level 1	Level 2	Level 3
Financial Assets			
Equity Investments			
FINGROWTH	-	-	2,401.87
Soni Hospitals Pvt Ltd.	-	-	2,218.88
Total			4,620.75
Financial Liabilities			

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

	As at 1 st April 2018		
	Level 1	Level 2	Level 3
Financial Assets			
Equity Investments			
FINGROWTH	-	-	2,401.87
Soni Hospitals Pvt Ltd.	-	-	2,237.67
Total			4,639.54
Financial Liabilities			

During the year ended March 31, 2020 and March 31, 2019, 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, 2020 and March 31, 2019, respectively:

Particulars	Fair Value Heirarchy	Valuation Technique	Inputs Used
Financial Assets			
Equity Investments	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, 2020 for Fingrowth Bank is same as that of 31st march 2019, due to unavailability of information for the year 2019-20. In case Soni Hospital private Limited, the fair value of the shares are revalued on the basis of intrinc value of shares derived from the Audited balance sheet of 31/03/2019

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:

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Current Assets		
Financial Assets		
Floating Charge		
Cash & Cash Equivalentents		
Receivables	303,238.15	184,124.59
Fixed Deposit lien by bank against bank guarantee	29,676.71	24,713.83
Short Term Loans & advances		
Non Financial Assets		
Floating Charge		
Inventories	157,655.80	135,256.60
Other Current Assets		
Total Current assets Pledged as security	490,570.66	344,095.02
Non Current Assets		
First Charge		
Land		
Building		
Furniture, fittings and equipment	23,625.98	-
Plant and Machinery including Store & Spares		
Fixed Deposit lien by bank against term loan		
Others -Vehicle	65,721.45	64,528.91
Total non-current assets Pledged as security	89,347.44	64,528.91
Total assets Pledged as security	579,918.10	408,623.93

35 The management has considered all the possible effects, if any that may result from the pandemic relating to COVID-19 on the results of operations, liquidity, capital resources and carrying amounts of trade receivables. In developing the assumptions and estimates relating to the uncertainties as on the balance sheet date in relation to the recoverable amounts of the assets, the management has considered the global economic conditions prevailing as at the date of approval of these financial results and has used the internal and external sources of information to the extent determined by it. The actual outcome of these assumptions and estimates may vary in future due to the impact of the pandemic. The management will continue to monitor and assess the ongoing developments and respond accordingly.

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

On Behalf of Board of Directors

Sd/-
Dr. B. R. Soni
(Managing Director)
DIN: 00716246

Sd/-
Dr. Anju Soni
(Director)
DIN: 00716193

Sd/-
(Ashok Kumar Natani)
Partner
Membership No.074692

Dated: 30th July, 2020
Place: Jaipur

Sd/-
Sweety Mamodia
(Company Secretary)

Sd/-
Namit Soni
(Chief Financial Officer)



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

SONI MEDICARE LIMITED



**Notice of 32nd
Annual General Meeting
& E- Voting
2019-20**

NOTICE FOR CALLING 32nd ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of the Members of **SONI MEDICARE LIMITED** will be held on Tuesday, the 29th Day of September 2020 at 01.00 P.M. IST through video conferencing (VC) or other audio visual means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive consider and adopt:

The Audited Balance Sheet as on 31st March, 2020, 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;

2. Retirement by Rotation:

To appoint a director in place of Mrs. Anju Soni (DIN: 00716193), who retires by rotation, and being eligible offers herself for re-appointment.

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

Date: 05th September, 2020

Place: Jaipur

*Sd/-
Sweety Mamodia
Company Secretary*

NOTES:

1. In view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Link Intime India Private Limited for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Link Intime India Private Limited.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sonihospitals.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
7. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice
8. Statement giving details of the Directors seeking re-appointment is also annexed with this Notice pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Secretarial Standard on General Meeting ("SS-2").

9. The Register of Members and Transfer Books of the Company will be closed from **Wednesday, 23rd September, 2020 to Tuesday, 29th September, 2020** (both days inclusive).
10. Members holding shares of the Company as on **Tuesday 22nd September, 2020**, shall be entitled to vote at the Annual General Meeting of the Company. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
11. 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.
12. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose E-Mail addresses are registered with the Company's Registrar and Share Transfer Agent/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.sonihospitals.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
13. 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.
14. 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.
15. The Shares of the Company are mandated by Securities and Exchange Board of India for trading in dematerialized form by all investors. Members holding Shares in physical form are advised to dematerialize their Shares to avoid the risks associated with the physical holding of such Share Certificates. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent (R&T).
16. Physical share transfer request should be accompanied by valid transfer deed, duly stamped, AADHAR and PAN Card copy of both transferor and transferee.
17. 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.**

18. 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 32nd Annual General Meeting is also posted on the website “www.sonihospitals.com” for download.
19. 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. Sweety Mamodia, Company Secretary on cs@sonihospitals.com or at the registered office of the Company or contact *Sharex Dynamics (India) Pvt Ltd.*
20. [Remote e-Voting Instructions for shareholders:](#)
- The voting period begins on **26th September, 2020** at **09.00 A.M.** and ends on **28th September, 2020** 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 **22nd September 2020** may cast their vote electronically. The e-voting module shall be disabled after the period afore-mentioned comes to an end for voting thereafter.
 - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

➤ Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID: Enter your User ID

- Shareholders/members holding shares in **CDSL Demat account shall provide 16 Digit Beneficiary ID.**
- Shareholders/members holding shares in **NSDL Demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.**
- Shareholders/members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company

B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded

with your DP/Company.

- Shareholders/members holding shares in *CDSL Demat account shall provide either 'C' or 'D', above*
 - Shareholders/members holding shares in *NSDL Demat account shall provide 'D', above*
 - Shareholders/members holding shares in *physical form* but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- Click "confirm" (Your password is now generated).

NOTE: If Shareholders/members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under '*SHARE HOLDER*' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '*Submit*'.
4. After successful login, you will be able to see the notification for e-voting. Select '*View*' icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option 'Favor / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
7. After selecting the desired option i.e. Favour/Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '*Custodian / Mutual Fund / Corporate Body*'. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '*Custodian / Mutual Fund / Corporate Body*' login for the Scrutinizer to verify the same.

If you have forgotten the password:

- Click on '*Login*' under '*SHARE HOLDER*' tab and further Click 'forgot password?'
 - Enter *User ID*, select *Mode* and Enter Image Verification (CAPTCHA) Code and Click on '*Submit*'.
- In case shareholders/members is having valid email address, Password will be sent to his /her registered e-mail address.
 - Shareholders/members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

- The password should contain minimum 8 characters, at least one special character(@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice. During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular “Event”. Shareholders/members holding multiple folios/Demat account shall choose the voting process separately for each of the folios/Demat account.

In case shareholders/members have any queries regarding e-voting, they may refer the *Frequently Asked Questions (‘FAQs’)* and *InstaVote e-Voting manual* available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in contact on: - Tel: 022 -4918 6000.

21. *Process and manner for attending the Annual General Meeting through InstaMeet:*

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- Select the “*Company*” and ‘*Event Date*’ and register with your following details: -
 - A. ***Demat Account No. or Folio No:*** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in *CDSL Demat account shall provide 16 Digit Beneficiary ID.*
 - Shareholders/ members holding shares in *NSDL Demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.*
 - Shareholders/ members holding shares in *physical form shall provide* Folio Number registered with the Company.
 - B. ***PAN:*** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
 - C. ***Mobile No.:*** Enter your mobile number.
 - D. ***Email ID:*** Enter your email id, as recorded with your DP/Company.
- Click “*Go to Meeting*” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the cs@sonihospitals.com for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InStaMEET:

Once the electronic voting is activated by the scrutinizer/moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “**Cast your vote**”
2. Enter your 16 digit Demat Account No./Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InStaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/ Against’.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMEET facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

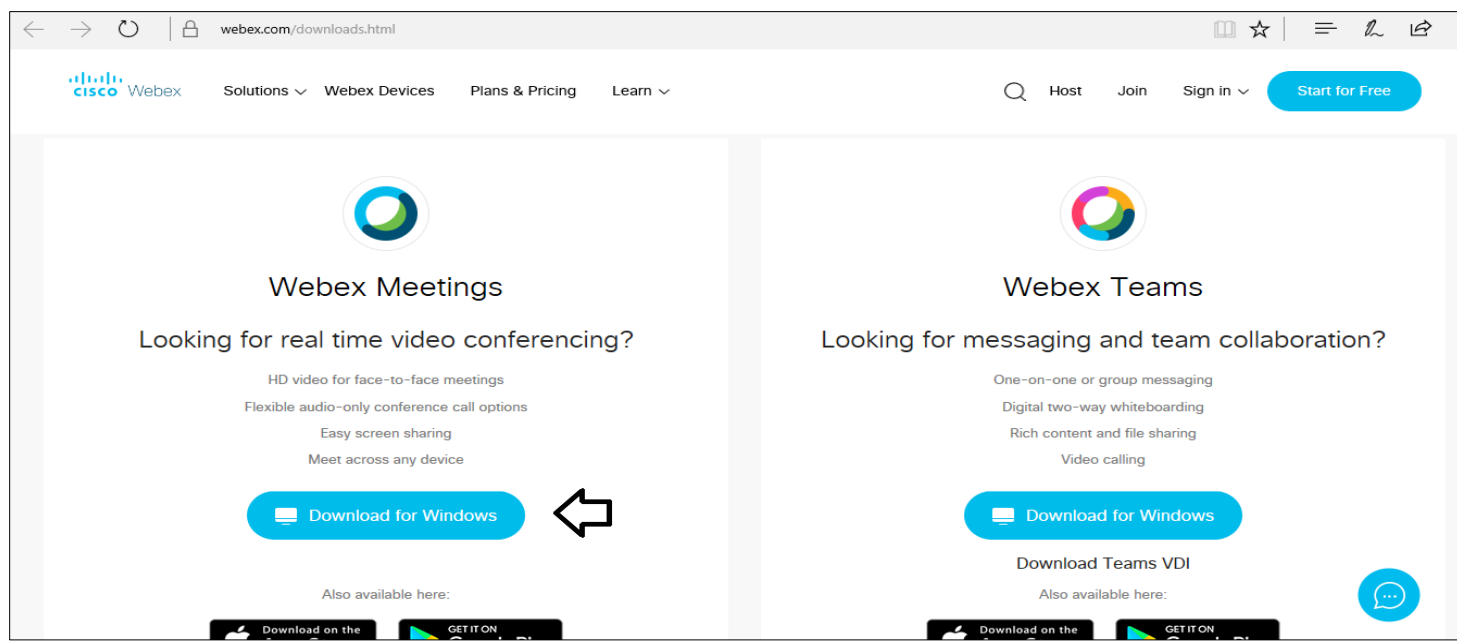
Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

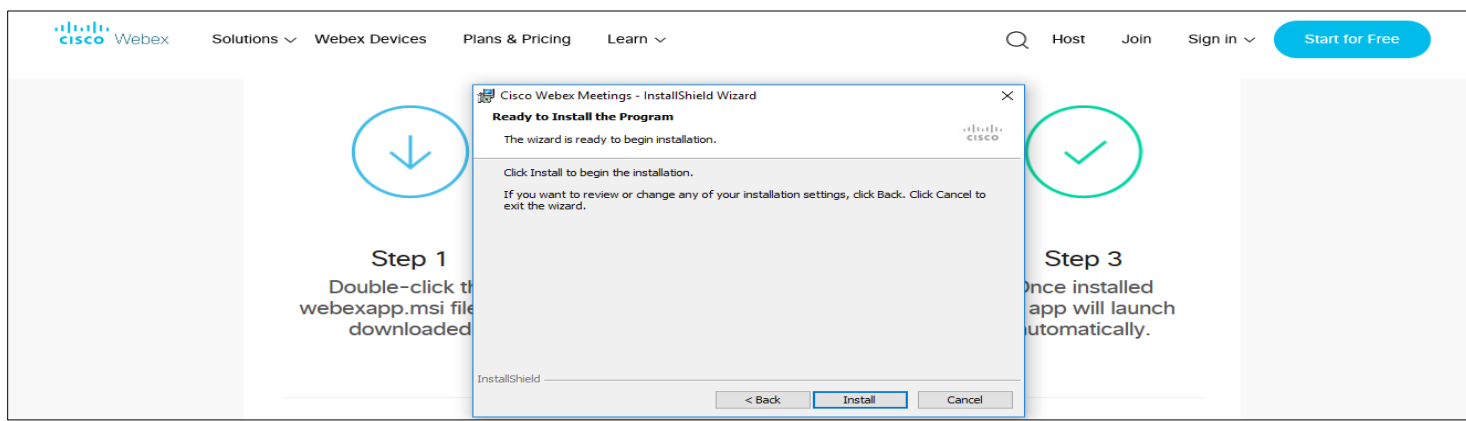
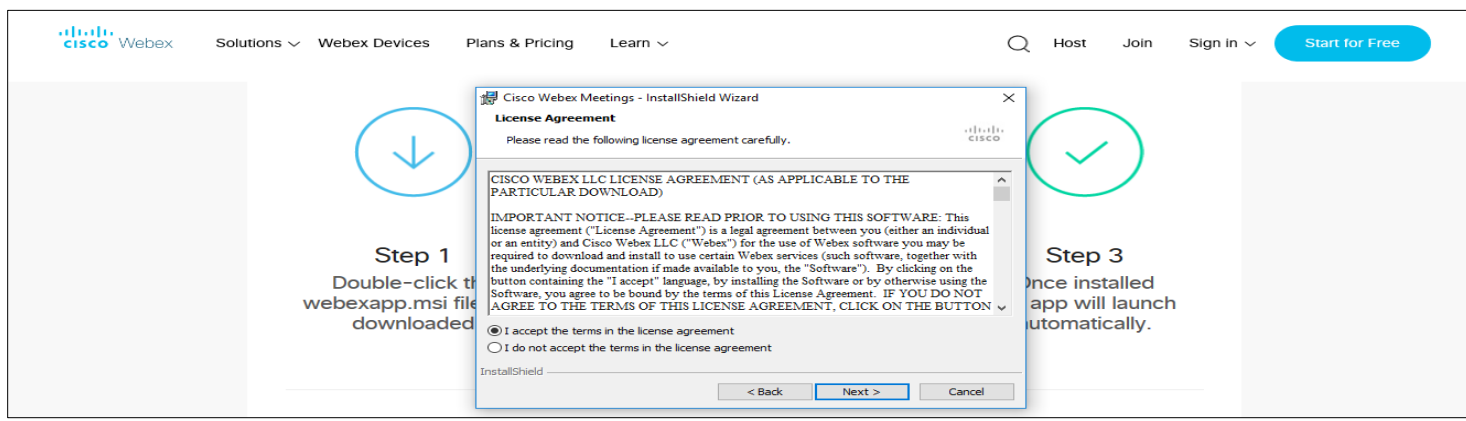
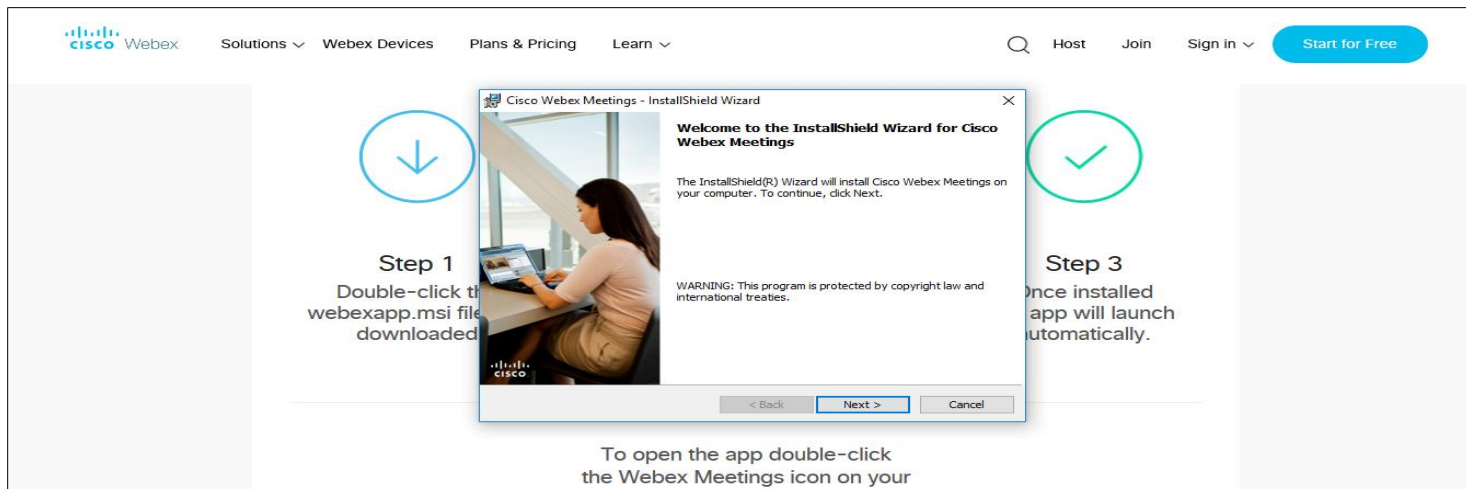
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of *Link Intime India Pvt. Ltd. InstaMEET*, shareholders/ members who are registered as speakers for the event are requested to download and install the *Webex* application in advance by following the instructions as under:

- a) Please download and install the *Webex* application by clicking on the link <https://www.webex.com/downloads.html/>





Or

b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	<i>Enter your First Name, Last Name and Email ID and click on Join Now.</i>
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <i>Run a temporary application.</i>

Click on *Run a temporary application*, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

22. 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 and on the website of Link Intime India Private Limited within 3 (three) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

23. The members are requested to:

- Intimate to the Registrars/Company, changes if any, in their registered address at an early date along with the pin code number;
- Quote Registered Folio/Client ID & DP ID in all their correspondence;
- 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
For Soni Medicare Limited
L51397RJ1988PLC004569*

Date: 05th September, 2020

Place: Jaipur

*Sd/-
Sweety Mamodia
Company Secretary*

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/reappointed.

Mrs. Anju Soni: DIN 00716193

Name of the Director	Anju Soni
Father's Name	Ratan Chand Mitra
Date of first appointment on Board	02/08/1988
Qualification	M.S. (Gynecology & Obstetrics)
Status of Directorship Position In Company	Non-Executive - Non Independent Director
Brief resume including experience	1. She worked as Senior Resident in Gynecology in Zambia from 1980-1983. 2. As Consultant, Gynecology & Obstetrics in Soni Hospital. 3. Head of Department Gynecology department. 4. President, JOGS (Jaipur Obstetric and Gynecological Society of India)- April 2018. 5. Founder Petron-Jaipur Menopause Society, Jaipur. 6. Chief organizer of annual hands-on Live laparoscopic surgery workshop for the teaching Rajasthan state doctors over last 5 years
Expertise in specific functional areas	Gynecology & Obstetrics
Other Directorships	Mrs. Anju Soni is already director in the following companies :- 1 Crystal Graphics Private Limited 2. Upasna Finvest Private Limited 3. Soni Hospitals Private Limited 4. Soni Diagnostics and Imagings Private limited
No. of Equity shares held in the Company as on 31/03/ 2020	492700
No. of board meetings attended during the year	8

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

Date: 05th September, 2020

Place: Jaipur

*Sd/-
Sweety Mamodia
Company Secretary*



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