



SONI MEDICARE LTD.

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

Date: 30th August, 2017

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

Scrip Code: 539378 Scrip Name: SML

Dear Sir/Madam,

Sub: 29th Annual General Meeting of the members of the meeting and Annual Report of Fiscal 2017

This is to inform you that the 29th Annual General Meeting of the members of the company will be held on Tuesday, September 26th, 2017 at 11.30 A.M. at 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur, Rajasthan.

The Notice containing the Business to be transacted at meeting is attached.

As per Section 108 of the Companies Act, 2013, read with the rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. The Company is pleased to provide to its members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means ("E-Voting"). The instructions for e-voting are mentioned in the Notice attached.

Do also note that, in order to comply with Regulations 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. The Annual Report for Fiscal 2017 will be filed with the exchange after it is adopted by the shareholders at the 29th AGM, to be held on 26th September, 2017.

This is for your information and records.
Kindly acknowledge receipt.

Thanking You,

Yours Faithfully,
For Soni Medicare Limited

Aakansha Khandelwal
Company Secretary





करे जिंदगी की यात, हमारे साथ
SONI GROUP OF HOSPITALS

Soni Medicare Limited

Notice of 29th

Annual General Meeting & E- Voting

2016-17



Soni Medicare Limited

[CIN No:-L51397RJ1988PLC004569]

Regd. Office: - 38, KanotaBagh, JawaharLal Nehru Marg, Jaipur RJ 302004 IN
Tel.: (0141) 5163700, **Fax:** (0141) 2564392 **Website:** www.sonihospitals.com
E-mail: sonihospital@sonihospitals.com, cs@sonihospitals.com

NOTICE FOR CALLING 29th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF SONI MEDICARE LIMITED

To,
The shareholders

Notice is hereby given that the 29th Annual General Meeting of the Members of **Soni Medicare Limited** will be held on Tuesday, the 26th Day of September 2017, at 11:30 A.M. at 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur, Rajasthan-302004.

ORDINARY BUSINESS:

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

- The Audited Balance Sheet as on 31st March, 2017 and Statement of Profit and Loss Account and Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon; and

2. No Dividend was declared during the Financial Year.

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

4. **Appointment of Auditors:**

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

“RESOLVED THAT pursuant to Section 139 of Companies Act, 2013, Rule 3 of Companies (Audit and Auditors) Rules, 2014, **M/s Tambi Ashok & Associates.,** Chartered Accountants (Firm Registration No. **005301C**) as Statutory Auditors, who are eligible to be appointed as Statutory Auditors of the Company and who have given their consent to act as Statutory auditors of the Company and certificate, approval of shareholders be and are hereby given for appointment of Statutory Auditors of Company from the conclusion of this Annual General Meeting of the Company until

the conclusion of 34th Annual General Meeting of the Company to be held for the financial year ending on 31st March 2022 (Subject to ratification of their appointment in an every Annual General Meeting)

RESOLVED THAT Board of Directors of the Company be and are hereby severally authorized to fix the remuneration payable to **M/s Tambi Ashok & Associates.**, Chartered Accountants (Firm Registration No. **005301C**) Statutory Auditors of the Company for the financial year ending on 31st March, 2018."

Special business:

5. Re Appointment Of Managing Director:

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

RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Mr. Bimal Roy Soni (DIN **00716246**) as Managing Director of the Company for a period of five years by passing a resolution on the following said term and condition of appointment and remuneration:

Basic salary: Nil

(b) Perks:

- i. **Reimbursement of medical expenses:** Free medical benefit at the hospital or reimbursement of the same for the managing director and his family at actual subject to a limit of Rs. 25000 in a calendar year.
- ii. **Motor Car:** Car with driver for official use will be provided by the company.
- iii. **Travelling:** He shall be entitled to travel by A.C /First AIR (Economy)/taxi and shall be entitled for a five star accommodation along with TA/DA/HA or actual.
- iv. **Provident fund contribution:** No amount had been allocated towards Provident fund contribution.
- v. **Leave Travel Allowance/Concession:** Leave as per rules of the company. The company will reimburse actual fare of economy Class AIR or A.C. Train or equivalent expenses for self, wife and depended

members in family once a year subject to the ceiling of one month salary per year.

- vi. **Personal Accidental/Insurance:** That the company will pay for the premium for personal accident, Insurance, the annual premium of which will not exceed Rs.25000/-(Rs. Twenty five Thousand Only).
- vii. **Fee For The Club:** The company will reimburse the club fees and admissible fees (Except life membership fees) subject to a maximum of 2(Two) clubs and amount shall not exceed Rs.5000/-(Rs. Five Thousand Only) per year.
- viii. **Gratuity:** Not exceeding one half month salary for each completed year of service subject to a maximum of Rs.1000000/-(Rs. Ten Lakh only)subject to Gratuity Act.
- ix. **Residential:** The Company shall provide free furnished residential accommodation with gas, electricity, water, telephone for company use at the residence as and when desired by the Managing Director. The company shall also provide for maintenance and up keep of the residence provided for the company's Managing Director, which shall include electric & building maintenance, guard"

RESOLVED FURTHER THAT Board of Director of the Company be and is hereby authorized to sign and File concerned E-Form with the Registrar of Companies and submit all other necessary documents and carry out all the acts required to give effect to the above resolution."

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

**Sd/-
Aakansha Khandelwal
Company Secretary**

Date: 30th August, 2017

Place: Jaipur

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. ***A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENTS APPOINTING PROXY SHOULD BE DULYSTAMPED COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48HOURS BEFORE THE COMMENCEMENT OF ANNUAL GENERAL MEETING.***
3. The Register of Members & the Share Transfer Books of the Company will remain closed from **19th September, 2017 to 26th September, 2017**(both days inclusive).
4. Shareholders seeking any information with regard to accounts are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
5. Members/Proxy holders are requested to bring their Attendance Slip duly completed and signed along with their copy of Annual Report to the Meeting.
6. Shareholders are requested to immediately notify change in address, if any, to the Depository Participant with whom they maintain demat accounts for shares held in electronic mode and to the Company's Registrar & Transfer Agents for the shares held in physical mode.
7. Members, who are holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificates to consolidate their holdings in one folio.
8. Physical share transfer request should be accompanied by valid transfer deed, duly stamped, Adhaar and PAN card copy of both transferor and transferee.
9. Corporate members intending to send their authorized representative are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting, in case they have not voted electronically.
10. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification.
11. Consequent upon introduction of section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their request in form SH-13 (which will be

made available on request) to the Registrar and Share Transfer Agents, **Sharex Dynamics (India) PvtLtd.**

12. The Ministry of Corporate Affairs has taken “Green Initiative in Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of Notice /documents including Annual Report can be sent by email to its members. The e-copy of the 29thAnnual General Meeting is also posted on the website“**www.sonihospitals.com**” for download and copy of the Annual Report shall be provided to the shareholder at the Annual General Meeting, if required.
13. To Support this Green initiative of the Government in full measure, members who have not registered their e-mail, so far, are requested to register their email addresses with their concerned Depository Participants. Members who hold share in physical form are requested to contact Ms. AakanshaKhandelwal, Company Secretary on cs@sonihospitals.com or at the registered office of the Company or contact **Sharex Dynamics (India) Pvt Ltd.**
14. In order to facilitate e-voting on the resolutions by members, electronic copy of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

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

In compliance with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and Section 108 of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Securities Limited (CDSL).

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

- The voting period begins on 22ndSeptember , 2017 at 10.00 A.M. and ends on 25th September, 2017 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 19th September 2017 may cast their vote electronically. The e-voting module shall be disabled after the period afore-mentioned comes to an end by CDSL for voting thereafter.
- Log on to the e-voting website www.evotingindia.com.
- Click on “Shareholders” tab.

- **Now Enter your User ID:**
 - For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members, who have not updated their PAN with the Company/Depository Participant, are requested to use the sequence number which is printed on Attendance Slip, in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
Bank Details	<ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in dividend bank details filed as mentioned in instruction.

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN (Electronic Voting Sequence Number) for the relevant Soni Medicare Limited on which you choose to vote.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired.
The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- ***Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.***
- Note for Non Individual shareholders and Custodians:
 - Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves as Corporate and custodians respectively.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) which they wish to vote on.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

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

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

18. The members are requested to:

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

- ii. Quote Registered Folio / Client ID & DP ID in all their correspondence;
- iii. Dematerialize the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in dematerialized form for all the Investor.

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

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

Items of Special Business:

Item No. 5

After evaluating the performance, board of director has decided to re-appoint Mr. Bimal Roy Soni (DIN: 00716246) as a Managing Director of the company on such term and condition of appointment and remuneration as decided by the board.

The Board feels that presence of Mr. Bimal Roy Soni on the Key Managerial Personnel is desirable and would be beneficial to the company and hence recommend this resolution for adoption.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Bimal Roy Soni in any way financially or otherwise, concerned or interested in this resolution.

The Board accordingly recommends the Ordinary Resolution for your approval.

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

Sd/
Aakansha Khandelwal
Company Secretary

Date: 30th August, 2017
Place: Jaipur

DETAILS OF DIRECTORS SEEKING REAPPOINTMENT AT THE AGM PURSUANT TO DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE AGM PURSUANT TO REGULATIONS 36(3) OF LISTING REGULATIONS AND SECRETARIAL STANDARDS – 2 ON GENERAL MEETINGS

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

Mrs. Anju soni: DIN 00716193

Name of the Director	ANJU SONI
Father 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 - Independent Director
Brief resume including experience	<ol style="list-style-type: none"> 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. Vice-president, JOGS (Jaipur Obstetric and Gynecological Society of India)-2014. 5. Secretary -Indian Menopause Society, Jaipur Chapter. 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	<p>Mrs. Anju Soni is already director in the following companies :-</p> <ol style="list-style-type: none"> 1. CRYSTAL GRAPHICS PRIVATE LIMITED 2. UPASNA FINVEST PRIVATE LIMITED

	3. SONI HOSPITALS PRIVATE LIMITED 4. GENESIS FERTILITY CENTRE PRIVATE LIMITED 5. SONI DIAGNOSTICS AND IMAGINGS PRIVATE LIMITED
No. of Equity shares held in the Company as on 31/03/ 2017	492700
No. of board meetings attended during the year	9

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

Sd/-
Aakansha Khandelwal
Company Secretary

Date: 30th August, 2017
Place: Jaipur

Soni Medicare Limited
29th AGM: Route Map to the AGM Venue



For Further Information Kindly refer: -

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

AGM Venue Address

38, Kanota Bagh, Jawahar Lal
Nehru Marg, Jaipur Raj 302004



Soni Medicare Limited

[CIN No :-L51397RJ1988PLC004569]

Regd. Office: - 38, KanotaBagh, JawaharLal Nehru Marg, Jaipur RJ 302004 IN
Tel.: (0141) 5163700, **Fax:** (0141) 2564392 **Website:** www.sonihospitals.com

E-mail: sonihospital@sonihospitals.com, cs@sonihospitals.com

Form No. MGT-11 PROXY FORM

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

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

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

Name:			
Address:			
Email Id:		Signature:	

OR FAILING HIM/HER

Name:			
Address:			
Email Id:		Signature:	

OR FAILING HIM/HER

Name:			
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Address:			
Email Id:		Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Ninth Annual General Meeting of the company, to be held on the Tuesday, 26th September, 2017 at 38,KanotaBagh, JawaharLal Nehru Marg, Jaipur, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

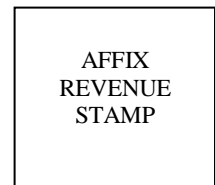
Resolution No.

ORDINARY BUSINESS	
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2.	No dividend was declared during the Year.
3.	To appoint a director in place of Mrs. Anju Soni(DIN: 00716193), who retires by rotation, and being eligible offers herself for re-appointment.
4.	Appointment of M/s Tambi Ashok & Associates, as Statutory Auditors & fixing their remuneration thereof for F.Y. 2017-18 to 2021-22
SPECIAL BUSINESS	
5.	To re-appoint Mr. Bimal Roy Soni (DIN: 00716246), as Managing Director of the Company for the period of five years

Signed this..... day of..... 2017

Signature of Shareholder(s): _____

Signature of Proxy holder: _____



NOTES:

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



Soni Medicare Limited

[CIN No :-L51397R]1988PLC004569]

Regd. Office: - 38, KanotaBagh, JawaharLal Nehru Marg, Jaipur RJ 302004 IN
Tel.: (0141) 5163700, **Fax:** (0141) 2564392 **Website:** www.sonihospitals.com
E-mail: sonihospital@sonihospitals.com, cs@sonihospitals.com

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

I record my presence at the Twenty Ninth Annual General Meeting to be held on Tuesday, 26th day of September, 2017 at 11:30 A.M. at 38,Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur, Rajasthan .

Name of the Member(s)	
Registered Address	

DP ID	Client ID	No. of Shares Held

Full Name of Shareholder (In block letters)

Signature

Full Name of Proxy (In block letters)

Signature

*Thank
You*



करे जिंदगी की बात, हमारे साथ
SONI GROUP OF HOSPITALS