

# 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: 27th September, 2017

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

**Scrip Code: 539378** 

Scrip ID: SML

Dear Sir/Madam,

Sub: 29th Annual General Meeting of the Company and Voting Results.

The **29**th **Annual General Meeting** of the Company was held on Tuesday, September 26, 2017 and the businesses mentioned in the Notice were transacted.

In this regard, please find enclosed the following:

- (1) Report of Scrutinizer dated September 26, 2017, pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21(2) of the Companies (Management And Administration) Rules, 2014 as **Annexure-I**.
- (2) Voting Results as under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure-II.**

This is for your information and record.

Thanking you,

Yours faithfully

For Soni Medicare Limited

Aakansha Khandelwal

**Company Secretary** 

Encl: As above

#### MAHENDRA KHANDELWAL & COMPANY

Company Secretaries

Address:-202, Prism Tower, OPP. PHQ, Lal Kothi, Tonk Road, Jaipur-302015

Phone No. 0141-4112199 Mo. 09828046652 e\_mail:mahendra927@gmail.com

Annexure-I

# FORM No. MGT-13 Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of The Companies (Management and Administration) Rules, 2014, as amended]

Dated: September 26, 2017

To,
The Chairman,
Soni Medicare Limited
38, Kanota Bagh, Jawahar Lal Nehru Marg,
Jaipur-302004

Subject: Scrutinizer's Report on poll pursuant to the Provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of The Companies (Management and Administration) Rules, 2014, as amended thereto at the 29th Annual General Meeting of the Equity Shareholders of Soni Medicare Limited held on Tuesday, 26th September, 2017 at 11:30 A.M, at 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur, Rajasthan-302004

#### Dear Sir,

- I, Mahendra Prakash Khadelwal., Practising Company Secretary, holding Membership Number FCS 6266 and Certificate of Practice Number 4459, Proprietor of M/s Mahendra Khandelwal & Co., Company Secretaries, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 29th Annual General Meeting of the Equity Shareholders of Soni Medicare Limited held on 26th September, 2017 at 11:30 A.M., at 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur, Rajasthan, submit my report as under:
- The Company had provided the facility for voting through ballot at the AGM and members, who
  have not cast their vote by remote e-voting were allowed to exercise their right to vote at the
  meeting.
- 2. The polling papers in Form MGT-12 as per the companies (Management and Administration) Rules, 2014, were distributed to the shareholders present. The company had provided two ballot boxes at convenient places in the venue.

CP No. 4459
M.No.
FCS6268

3. The locked boxes were subsequently opened before me in presence of two witnesses who were not in employment of the company and poll papers was diligently scrutinized.

#### The result of the Poll is as under:

| AGENDA ITEM NO.    | 1   |
|--------------------|---|
| Subject            | Adoption of the Audited Balance Sheet of the company as on 31s March, 2017 and the Statement of Profit & Loss for the year ended or that date (standalone) along with the Reports of the Board of Directors and Auditors thereon. |
| Type of Resolution | Ordinary Resolution   |

#### (I) VOTED IN FAVOUR OF THE RESOLUTION:

| No. of Members<br>present and voting (in<br>person or by proxy) | Number of votes Cast by<br>them | No. of Shares held | % of total number of Valid<br>Votes Cast |
|---|---------------------------------|--------------------|--|
| 30  | 3013920                         | 2012020            |  |
|   | 3013920                         | 3013920            | 100                                      |

#### (II) VOTED AGAINST THE RESOLUTION:

| No. of Members<br>present and voting (in<br>person or by proxy) | Number of votes Cast by<br>them | No. of Shares held | % of total number of Valid<br>Votes Cast |
|---|---------------------------------|--------------------|--|
| 0   | 0                               | 0                  | 0  |

#### (III) INVALID VOTES OF THE RESOLUTION:

| Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid | Total Number of votes<br>Cast by them | No. of Shares held | % of total number of Valid<br>Votes Cast |
|---|---------------------------------------|--------------------|--|
| 0   | 0                                     | 0                  | 0  |

| AGENDA ITEM NO.    | 2   |
|--------------------|---|
| Subject            | No Dividend was declared during the Financial Year hence nequirement to pass resolution and consent of members. |
| Type of Resolution |   |



#### (I) VOTED IN FAVOUR OF THE RESOLUTION:

| No. of Members<br>present and voting (in<br>person or by proxy) | Number of votes Cast by<br>them | No. of Shares held | % of total number of Valid<br>Votes Cast |
|---|---------------------------------|--------------------|--|
|   |                                 | -                  |  |
|   |                                 |                    |  |

#### (II) VOTED AGAINST THE RESOLUTION:

| No. of Members<br>present and voting (in<br>person or by proxy ) | Number of votes Cast by<br>them | No. of Shares held | % of total number of Valid<br>Votes Cast |
|--|---------------------------------|--------------------|--|
| E  |                                 | *                  | -  |

#### (III) INVALID VOTES OF THE RESOLUTION:

| Total No. of Members<br>present and voting (in person<br>or by proxy) whose votes<br>were declared invalid | Total Number of votes Cast<br>by them | No. of Shares held | % of total<br>number of Valid<br>Votes Cast |
|--|---------------------------------------|--------------------|---|
|  | *                                     |                    |   |

| AGENDA ITEM NO.    | - 3  |
|--------------------|--|
| SUBJECT            | To appoint a director in place of Mrs. Anju Soni (DIN: 00716193), who retires by rotation, and being eligible offers herself for re-appointment. |
| Type of Resolution | Ordinary Resolution  |

#### (I) VOTED IN FAVOUR OF THE RESOLUTION:

| No. of Members<br>present and voting (in<br>person or by proxy) | Number of votes Cast by<br>them | No. of Shares held | % of total number of Valid<br>Votes Cast |
|---|---------------------------------|--------------------|--|
| 29  | 2521220                         | 2521220            | 100                                      |



#### (II) VOTED AGAINST THE RESOLUTION:

| No. of Members<br>present and voting (in<br>person or by proxy ) | Number of votes Cast by<br>them | No. of Shares held | % of total number of Valid<br>Votes Cast |
|--|---------------------------------|--------------------|--|
| 0  | 0                               | 0                  | 0  |

#### (III) INVALID VOTES OF THE RESOLUTION:

| Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid | Total Number of votes<br>Cast by them | No. of Shares held | % of total number of Valid<br>Votes Cast |
|---|---------------------------------------|--------------------|--|
| 0   | 0                                     | 0                  | 0  |

| AGENDA ITEM NO.    | 4  |
|--------------------|--|
| Subject            | Appointment of M/s A.Natani & Company, Chartered Accountants, Jaipur, Firm Registration No. 007347C, as Statutory Auditors of the Company and fixing their remuneration. |
| Type of Resolution | Ordinary Resolution  |

#### (I) VOTED IN FAVOUR OF THE RESOLUTION:

| No. of Members<br>present and voting (in<br>person or by proxy) | Number of votes Cast by<br>them | No. of Shares held | % of total number of Valid<br>Votes Cast |
|---|---------------------------------|--------------------|--|
| 30  | 3013920                         | 3013920            | 100                                      |

#### (II) VOTED AGAINST THE RESOLUTION:

| No. of Members<br>present and voting (in<br>person or by proxy ) | Number of votes Cast by<br>them | No. of Shares held | % of total number of Valid<br>Votes Cast |
|--|---------------------------------|--------------------|--|
| 0  | 0                               | 0                  | 0  |



## (III) INVALID VOTES OF THE RESOLUTION:

| Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid | Total Number of votes<br>Cast by them | No. of Shares held | % of total number of Valid<br>Votes Cast |
|---|---------------------------------------|--------------------|--|
| 0   | 0                                     | 0                  |  |

| AGENDA ITEM NO.    | 5   |
|--------------------|---|
| SUBJECT            | To Re-appoint Mr. Bimal Roy Soni (DIN: 00716246) as Managing Director for the period of five years. |
| Type of Resolution | Ordinary Resolution   |

#### (I) VOTED IN FAVOUR OF THE RESOLUTION:

| No. of Members<br>present and voting (in<br>person or by proxy) | Number of votes Cast by<br>them | No. of Shares held  | % of total number of Valid<br>Votes Cast |
|---|---------------------------------|---|--|
| 29  | 1346220                         | G 2000 - |  |
| A Very  | 1340220                         | 1346220   | 100                                      |

#### (II) VOTED AGAINST THE RESOLUTION:

| No. of Members<br>present and voting (in<br>person or by proxy ) | Number of votes Cast by<br>them | No. of Shares held | % of total number of Valid<br>Votes Cast |
|--|---------------------------------|--------------------|--|
| 0  | 0                               | 0                  | 0  |

# (III) INVALID VOTES OF THE RESOLUTION:

| Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid | Total Number of votes<br>Cast by them | No. of Shares held | % of total number of Valid<br>Votes Cast |
|---|---------------------------------------|--------------------|--|
| 0   | 0                                     | 0                  |  |



- 4. All the Resolutions have been passed with requisite majority.
- 5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.

Thanking you,

Yours Faithfully,

For Mahendra Khandelwal & Co. Practicing Company Secretaries

Mahendra Prakash Khandelwal

Proprietor

M. No. FCS 6266

C.P. No. 4459

Place : Jaipur

Dated: 26/09/2017

#### MAHENDRA KHANDELWAL & COMPANY

Company Secretaries

Address:- 202, Prism Tower, OPP. PHQ, Lal Kothi, Tonk Road, Jaipur-302015

Phone No. 0141-4112199 Mo. 09828046652 e\_mail:mahendra927@gmail.com

#### SCRUTINIZER'S REPORT ON E-VOTING FOR SONI MEDICARE LIMITED

To,
The Chairman,
Soni Medicare Limited
38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur, Rajasthan
Jaipur-302004

**Subject:** Scrutinizer's Report on remote e-voting 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 thereto and e-voting at the 29th Annual General Meeting of the Equity Shareholders of Soni Medicare Limited held on Tuesday, 26th September, 2017 at 11:30 A.M., at 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur, Rajasthan-302004

Dear Sir.

- I, Mahendra Prakash Khadelwal., Practising Company Secretary, holding Membership Number FCS 6266 and Certificate of Practice Number 4459, Proprietor of M/s Mahendra Khandelwal & Co., Company Secretaries, was appointed as Scrutinizer for the purpose of scrutinizing the remote e-voting on the below mentioned resolutions at the 29th Annual General Meeting of the Equity Shareholders of Soni Medicare Limited held on Tuesday, 26th September, 2017 at 11:30 A.M, at 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur, Rajasthan, submit my report as under:
- 1. The Company engaged M/s. Sharex Dynamic (India) Private Limited e- voting platform as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the 29th Annual General Meeting ("AGM") of the Company, which was held on Tuesday, the 26th September, 2017. M/s. Sharex Dynamic (India) Private Limited e- voting platform had set up e-voting facility on their website, <a href="www.evotingindia.com">www.evotingindia.com</a> The Company had uploaded all the items of the business to be transacted on the website of the Company and also on the website of Service Provider to facilitate their shareholders to cast their vote through e-voting.
- 2. The member of the company as on the "cut-off" date i.e.19<sup>th</sup> September, 2017 was entitled to vote on the resolution (items no. 1 to 5 as set out in the notice of the 29<sup>th</sup> AGM of the company). The e-voting facility was kept open from 22<sup>nd</sup> September, 2017 (09.00 a.m.) to 25<sup>th</sup> September, 2017 (5.00 p.m.)

- 3. The Notice sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20(4)(iii)(A) to (C)of the Companies (Management and Administration) Amendment Rules, 2015.
- 4. Pursuant to Rule 20(4)(v) of Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published 21 days before the date of Annual General Meeting in The Financial Express in English Newspaper in English language, Morning News in Hindi Newspaper on dated 1st September, 2017 and Morning News in Hindi Newspapers in Hindi language on dated 1st September, 2017. The notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h) of Companies (Management and Administration) Amendment Rules, 2015.
- 5. At the end of the voting period on September 25, 2017 at 5.00 p.m. the voting Portal of the service provider was blocked forthwith. On September 26, 2017 after the Annual General Meeting the votes cast through e-voting facility were duly unblocked by me as a Scrutinizer in the presence of two witnesses, not in employment of the company, as prescribed in sub Rule (4)(xii) of said Rule 20 of Companies (Management and Administration) Amendment Rules, 2015.
- 6. The Corporate members who had participated in the remote e-voting had provided the scanned copy of the resolution passed at the Board of Director for authorization to exercise their votes through e-voting

As a Scrutinizer the report of the e-voting carried by the shareholders was duly complied, the detail of which are as follows.

Resolution No.1 – Ordinary Resolution for adoption of the Audited Balance Sheet of the Company as on 31st March, 2017 and the Statement Of Profit & Loss for the year ended on that date (Standalone) along with the reports of the Board of Directors and Auditors thereon.

| Particulars                                   | No. of Members<br>who cast their<br>votes<br>electronically | No. of Equity Shares<br>of the Nominal Value<br>of Rs.10/- each.<br>(Votes) | % age of the<br>Total Votes<br>received | % age of paid -<br>up share<br>capital of the<br>Company |
|---|---|---|---|--|
| Total Votes received by electronic mode       | 0   | 0   | 0                                       | 0  |
| Total Number of Invalid Votes                 | 0   | 0   | 0                                       | 0  |
| Total Number of Votes against the resolution  | 0   | 0   | 0                                       | 0  |
| Total Number of Votes in favour of Resolution | 0   | 0   | 0                                       | 0  |

Resolution No.2 – No Dividend was declared during the Financial Year hence no requirement to pass Resolution and consent of Members.

| Particulars                                   | No. of Members<br>who cast their<br>votes<br>electronically | No. of Equity Shares<br>of the Nominal Value<br>of Rs.10/- each.<br>(Votes) | % age of the<br>Total Votes<br>received | % age of paid - up share capital of the Company |
|---|---|---|---|---|
| Total Votes received by electronic mode       | 2 <del>711</del>  | o <del></del>   |   |   |
| Total Number of Invalid Votes                 |   |   | - <u>P</u>                              | 7222  |
| Total Number of Votes against the resolution  |   |   |   |   |
| Total Number of Votes in favour of Resolution | 5555 to   |   |   |   |

# Resolution No.3 – Ordinary Resolution for appointment of a Director in place of Mrs. Anju Soni (DIN: 00716193), who retires by rotation, and being eligible offers herself for re-appointment.

| Particulars                                   | No. of Members<br>who cast their<br>votes<br>electronically | No. of Equity Shares<br>of the Nominal<br>Value of Rs.10/-<br>each. (Votes) | % age of the<br>Total Votes<br>received | % age of paid - up share capital of the Company |
|---|---|---|---|---|
| Total Votes received by electronic mode       | 0   | 0   | 0                                       | 0   |
| Total Number of Invalid Votes                 | 0   | 0   | 0                                       | 0   |
| Total Number of Votes against the resolution  | 0   | 0   | 0                                       | 0   |
| Total Number of Votes in favour of Resolution | 0   | 0   | 0                                       | 0   |

Resolution No.4 – Ordinary Resolution for appointment of M/s A.Natani & Company, Chartered Accountants, Jaipur, Firm Registration No. 007347C, as Statutory Auditors of the company and fixing their remuneration.

| Particulars                             | No. of Members<br>who cast their<br>votes<br>electronically | No. of Equity Shares of<br>the Nominal Value of<br>Rs.10/- each. (Votes) | % age of the<br>Total Votes<br>received | % age of paid - up<br>share capital of<br>the Company |
|---|---|--|---|---|
| Total Votes received by electronic mode | 0   | 0  | 0                                       | 0   |
| Total Number of Invalid Votes           | 0   | 0  | 0                                       | 0   |
| Total Number of Votes against           | 0   | 0  | 0<br>op No. 42 59                       | 0   |

| the resolution                                |   |   |   |   |
|---|---|---|---|---|
| Total Number of Votes in favour of Resolution | 0 | 0 | 0 | 0 |

Resolution No.5 - Ordinary Resolution for Re-appointment of Mr. Bimal Roy Soni (DIN: 00716246) as Managing Director, for the period of five years.

| Particulars                                   | No. of Members<br>who cast their<br>votes<br>electronically | No. of Equity Shares of<br>the Nominal Value of<br>Rs.10/- each. (Votes) | % age of the<br>Total Votes<br>received | % age of paid - up<br>share capital of<br>the Company |
|---|---|--|---|---|
| Total Votes received by electronic mode       | 0   | 0  | 0                                       | 0   |
| Total Number of Invalid Votes                 | 0   | 0  | 0                                       | 0   |
| Total Number of Votes against the resolution  | 0   | 0  | 0                                       | 0   |
| Total Number of Votes in favour of Resolution | 0   | 0  | 0                                       | 0   |

None of the Shareholders cast vote through e-voting process.

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually in respect of the votes cast through e-voting by the shareholders of the Company. I have handed over all the relevant records to the Company Secretary of the Company who is authorised by the Board.

Thanking you,

Yours Faithfully,

For Mahendra Khandelwal & Co. Practicing Company Secretaries

Mahendra Prakash Khandelwal

**Proprietor** 

M. No. FCS 6266

C.P. No. 4459

Place : Jaipur

Dated: 26/09/2017

#### MAHENDRA KHANDELWAL & COMPANY

Company Secretaries

Address:- 202, Prism Tower, OPP. PHQ, Lal Kothi, Tonk Road, Jaipur-302015

Phone No. 0141-4112199 Mo. 09828046652 e\_mail:mahendra927@gmail.com

# COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR SONI MEDICARE LIMITED

To,
The Chairman,
Soni Medicare Limited
38, Kanota Bagh, Jawahar Lal Nehru Marg,
Jaipur-302004

Subject: Consolidated Scrutinizer's Report on remote e-voting pursuant to the Provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and voting through poll (ballot) pursuant to the Provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of The Companies (Management and Administration) Rules, 2014, and amendments thereto at the 29th Annual General Meeting of the Equity Shareholders of Soni Medicare Limited held on Tuesday, 26th September, 2017 at 11:30 A.M., at 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur, Rajasthan-302004

#### Dear Sir,

The Board of the Company had appointed me as Scrutinizer for the remote e-voting between  $22^{nd}$  September, 2017 (09.00 A.M.) to  $25^{th}$  September, 2017 (05.00 P.M.) and the Chairman of the  $29^{th}$ Annual General Meeting ("AGM") has also appointed me as the scrutinizer for the poll held at the  $29^{th}$ Annual General Meeting of the Company on  $26^{th}$  September, 2017.

The Company had appointed **M/s. Sharex Dynamic (India) Private Limited** for e-voting platform as the service provider, for extending the facility of electronic voting to the shareholders of the Company from Saturday, September 22, 2017 (09:00 A.M.) to Monday, September 25, 2017 (5:00 P.M.) The e-voting results were unblocked by me on 26<sup>th</sup> September, 2017 after the Annual General Meeting of the company in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated 26<sup>th</sup> September, 2017 attached herewith.

At the 29th Annual General Meeting of the Company held on 26th September, 2017, the Chairman of the Company had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the Annual General Meeting had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer's report in Form MGT-13 dated 26th September, 2017.



Thereafter the consolidated detail containing inter alia, list of Equity Share Holders, who votes "for", "against" or "abstained", in respect of the each of the resolution that were put to vote, were generated from the e-voting website **M/s Sharex Dynamic (India) Private Limited** (i.e.) www.evotingindia.com and based on such reports generated, the result of the e-voting is as under:

# The result of the E-voting together with that of the poll is as under

#### AGENDA ITEM NO: - 1

Ordinary Resolution for adoption of the Audited Balance Sheet of the Company as on 31st March, 2017 and the Statement Of Profit & Loss for the year ended on that date (Standalone) along with the reports of the Board of Directors and Auditors thereon.

|                  |                      | Votes in favour of | the Resolution                                 | Votes against the | resolution                                     |               |  |
|------------------|----------------------|--------------------|--|-------------------|--|---------------|--|
| Voting<br>Method | Total Valid<br>Votes | No. of Shares      | % of total<br>number of<br>valid votes<br>cast | No. of shares     | % of total<br>number of<br>valid votes<br>cast | Invalid Votes |  |
|                  |                      |                    | Cast   | 0                 | 0  | 0             |  |
| Remote           | 0                    | 0                  | U  | U                 |  |               |  |
| E-Voting         |                      |                    | 400  | 0                 | 0  | 0             |  |
| On Poll          | 3013920              | 3013920            | 100  | U                 | 0  | 0             |  |
| Total            | 3013920              | 3013920            | 100  | 0                 | 0  | 0             |  |

#### AGENDA ITEM NO: - 2

# No Dividend was declared during the Financial Year hence no requirement to pass resolution and consent of members.

|                  |                      | Votes in favour of | the Resolution                                 | Votes against the | resolution                                     |               |  |
|------------------|----------------------|--------------------|--|-------------------|--|---------------|--|
| Voting<br>Method | Total Valid<br>Votes | No. of Shares      | % of total<br>number of<br>valid votes<br>cast | No. of shares     | % of total<br>number of<br>valid votes<br>cast | Invalid Votes |  |
| Remote           | 529                  | -                  | cast   |                   | -  | -             |  |
| E-Voting         | -                    |                    |  | and the second    |  | _             |  |
| On Poll          | -                    | -                  | -  |                   |  |               |  |
| Total            | -                    | -                  | -  | •                 | -  | -             |  |

#### AGENDA ITEM NO: -3

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

|                  |                      | Votes in favour of | the Resolution                                 | Votes against the | resolution                                     |               |
|------------------|----------------------|--------------------|--|-------------------|--|---------------|
| Voting<br>Method | Total Valid<br>Votes | No. of Shares      | % of total<br>number of<br>valid votes<br>cast | No. of shares     | % of total<br>number of<br>valid votes<br>cast | Invalid Votes |
|                  |                      |                    | Cast   | 0                 | 0  | 0             |
| Remote           | 0                    | 0                  | 0  | U                 |  |               |
| E-Voting         |                      |                    | 100  | 0                 | 0  | 0             |
| On Poll          | 2521220              | 2521220            | 100  | U                 | 0  | 0             |
| Total            | 2521220              | 2521220            | 100  | 0                 | 0  | 0             |

#### **AGENDA ITEM NO:- 4**

Ordinary Resolution for appointment of M/s A. Natani & Company, Chartered Accountants, Jaipur, Firm Registration No. 007347C, as Statutory Auditors of the company and fixing their remuneration.

|                    |                      | Votes in favour of | the Resolution                                 | Votes against the | eresolution                                    |               |
|--------------------|----------------------|--------------------|--|-------------------|--|---------------|
| Voting<br>Method   | Total Valid<br>Votes | No. of Shares      | % of total<br>number of<br>valid votes<br>cast | No. of shares     | % of total<br>number of<br>valid votes<br>cast | Invalid Votes |
| Remote<br>E-Voting | 0                    | 0                  | 0  | 0                 | 0  | 0             |
| On Poll            | 3013920              | 3013920            | 100  | 0                 | 0  | 0             |
| Total              | 3013920              | 3013920            | 100  | 0                 | 0  | 0             |

#### AGENDA ITEM NO:- 5

Ordinary Resolution to Re-appoint Mr. Bimal Roy Soni (DIN: 00716246) as Managing Director, for the period of five years.

|                    |                      | Votes in favour of | the Resolution                                 | Votes against the | eresolution                                    |               |
|--------------------|----------------------|--------------------|--|-------------------|--|---------------|
| Voting<br>Method   | Total Valid<br>Votes | No. of Shares      | % of total<br>number of<br>valid votes<br>cast | No. of shares     | % of total<br>number of<br>valid votes<br>cast | Invalid Votes |
| Remote<br>E-Voting | 0                    | 0                  | 0  | 0                 | 0  | 0             |
| On Poll            | 1346220              | 1346220            | 100  | 0                 | 0  | 0             |
| Total              | 1346220              | 1346220            | 100  | 0                 | 0  | 0             |



All the Resolutions stand passed under poll with the requisite majority and None of the Shareholders cast vote through e-voting process.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through e- voting and poll by the shareholders of the Company. I have handed over all the relevant records to the Company Secretary of the Company who is authorized by the Board.

Thanking you,

Yours Faithfully,

For Mahendra Khandelwal & Co. Practicing Company Secretaries

Mahendra Prakash Khandelwal

Proprietor

M. No. FCS 6266 C.P. No. 4459

Place : Jaipur

Dated: 26/09/2017

Witness:

1. Himanshi kumawat

D/o Lalit Kumar Verma

Address :3439 kalyan ji ka rasta, Chandpole ,Jaipur

2. Annu Jain

D/o Hanuman Prasad Agarawal

Address:113/8 Ram Thirth Marg Jaipur,



## SONI MEDICARE LTD.

38, Kanota Bagh, Jawahar Lal Nehru Marg, JAIPUR-302 004 INDIA

CIN No:- L51397RJ1988PLC004569

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# ANNEXURE II-VOTING RESULTS OF THE 29th ANNUAL GENERAL MEETING OF SONI MEDICARE LIMITED HELD ON TUESDAY, SEPTEMBER 26, 2017.

| S.<br>No. | Agenda  | Resolution<br>required<br>(Ordinary<br>Resolution) | Mode Of<br>Voting                  | Remarks                              |
|-----------|---|--|------------------------------------|--------------------------------------|
| 1.        | Adoption of the Audited Balance Sheet of the company as on 31st March, 2017, the Statement of Profit & Loss, cash flow statement for the year ended on that date (standalone) along with the Reports of the Board of Directors and Auditors thereon | Ordinary<br>Resolution                             | E-voting and<br>poll at the<br>AGM | Passed with<br>Requisite<br>Majority |
| 2.        | No Dividend was declared during the Financial Year hence, no requirement to pass resolution and consent of members.   |  |                                    |                                      |
| 3.        | To appoint a director in place of Mr. Anju Soni (DIN: 00716193) as Director, who retires by rotation, and being eligible offers herself for re-appointment.   | Ordinary<br>Resolution                             | E-voting and<br>poll at the<br>AGM | Passed with<br>Requisite<br>Majority |
| 4.        | Appointment of M/s A.NATANI & COMPANY, Chartered Accountants, Jaipur, Firm Registration No. 007347C, as statutory Auditors of the Company and fixing their remuneration   | Ordinary<br>Resolution                             | E-voting and<br>poll at the<br>AGM | Passed with<br>Requisite<br>Majority |
| 5.        | To Re-appoint Mr. Bimal Roy Soni (DIN: 00716246) as Managing Director, who has completed his tenure period of 5 years   | Ordinary<br>Resolution                             | E-voting and<br>poll at the<br>AGM | Passed with<br>Requisite<br>Majority |



# Annexure-II

| Soni Medicare Limited 29th Annual General Meeting (AGM) Voting Results   | ting (AGM) Voting Results |
|--|---------------------------|
|  | September 26th, 2017      |
| Date of the Aum<br>Total number of shareholders on record date(i.e. 19th September, 2017- cut-off date for 387 | 387                       |
| voting purpose)  |                           |
| No. of shareholders present in the meeting either in person through proxy:                                     | c                         |
| Promoters and promoter group:  | 7.5                       |
| Public:  |                           |
| No. of shareholders attended the meeting through Video Conferencing:   | Not A warmened            |
| Promoters and promoter group:  | Nothilaiged               |
| Public   |                           |

# Agenda-wise disclosure

| No. of   N   | Whether promoter/promoter group are interested in agenda/resolution?  Category Mode of Voting No. of No. of Shares vo. held# po. held# p | n the           |   |                              | dalone) along w         | & Loss for the year ended on that date (standalone) along with the Reports of the Board of Directors and Auditors thereon. | Trectors and Auditors mercom          |
|--|--|-----------------|---|------------------------------|-------------------------|--|---------------------------------------|
| ting shares votes outstanding shares votes in spainst shares votes outstanding shares votes outstanding shares held# polled outstanding shares votes in held# polled outstanding shares votes in held# polled (4) (5) (6)=[(4)/(2)]*100 (1) (1) (2) (3)=[(2)/(1)]*100 (4) (5) (6)=[(4)/(2)]*100 (1) (1) (2) (3)=[(2)/(1)]*100 (4) (5) (6)=[(4)/(2)]*100 (1) (6)= | le of Voting No. of shares held#  (1)  (1)   |                 |   |                              |                         | No   | ٠                                     |
| Te-voting   (1)   (2)   (3)=[(2)/(1)]*100   (4)   (5)   (6)=[(4)/(2)]*100   (4)   (5)   (6)=[(4)/(2)]*100   (4)   (5)   (6)=[(4)/(2)]*100   (6)   (6)=[(4)/(2)]*100   (6)   (6)   (6)=[(4)/(2)]*100   (6)    | (1) (1) noter E-voting 2976400   | Vo. of<br>votes | % of Votes polled or outstanding shares | No. of<br>votes in<br>favour | No. of votes<br>against | % of votes<br>in favour on votes polled  | % of votes<br>against on votes polled |
| F. voting   Poll     Postal ballot (if   | noter E- voting 2976400  | (2)             | (3)=[(2)/(1)]*100                       | (4)                          | (2)                     | (6)=[(4)/(2)]*100  | (7)=[(5)/(2)]*100                     |
| Politicable   2976400   2976400   100   2976400   0  | noter 2976400  | 0               | 0                                       | 0                            | 0                       | 0  | 0                                     |
| Postal ballot (if  | Poll   | 376400          | 100                                     | 2976400                      | 0                       | 100  | 0                                     |
| Total         2976400         2976400         100         2976400         0         0           Total         83016         0         0         0         0         0           Postal ballot(if applicable)         -         -         -         -         -           Total         83016         0         0         0         0           E- voting         1205484         37520         3.11         37520         0           Postal ballot(if applicable)         -         -         -         -           Total         1205484         37520         3.11         37520         0           Total         1205484         37520         3.11         37520         0           Total         4264900         3013920         70.67         3013920         0   | ter Postal ballot(if   | 1               | Ĩ                                       | 1                            | ı                       | 1  |                                       |
| E-voting   83016   0   0   0   0   0   | applicable)  | 976400          | 100                                     | 2976400                      | 0                       | 100  | 0                                     |
| Postal ballot (if  | F-voting   | 0               | 0                                       | 0                            | 0                       | 0  | 0                                     |
| Postal ballot (if  | DIS B-11 83016   | 0               | 0                                       | 0                            | 0                       | 0  | 0                                     |
| Total   83016   0   0   0   0   0   0   0  | Postal ballot(if   | 1               | 1                                       | 1                            | ľ                       | ı  | 1                                     |
| - E-voting   | able)  |                 | 0                                       | 0                            | 0                       | 0  | 0                                     |
| - E- voting 1205484 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0  |  | 0               | 0                                       |                              | 0                       | 0  | 0                                     |
| Poll   | ic - E-voting  | 0               | O                                       | >                            |                         | 100  | C                                     |
| Postal ballot(if   | Poll   | 37520           | 3.11                                    | 37520                        | 0                       | 100  | > 1                                   |
| Total         1205484         37520         3.11         37520         0           4264900         3013920         70.67         3013920         0   | Postal ballot(if   | 1               | ı                                       | 1                            | 1                       | THE LITTER   |                                       |
| 4264900 3013920 70.67 3013920 0  | 1205484  | 37520           | 3.11                                    | 37520                        | 0                       | 100  |                                       |
|  | 4264900  | 3013920         | 70.67                                   | 3013920                      | 0                       | 100 C  |                                       |

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| Resolution Required(Ordinary/Special):            | d(Ordinary/Spe    | cial):                    |                           | Item No. 2:<br>No Dividend was decl<br>members. | ared durin                   | g the Finan                | cial Year hence no requir                  | Item No. 2:<br>No Dividend was declared during the Financial Year hence no requirement to pass resolution and consent of<br>members. |
|---|-------------------|---------------------------|---------------------------|---|------------------------------|----------------------------|--|--|
| Whether promoter/promoter group are interested in | promoter group    | p are intere.             | sted in                   |   |                              |                            | I  |  |
| Category  | Mode of<br>Voting | No. of<br>shares<br>held# | No. of<br>votes<br>polled | % of Votes polled or outstanding shares         | No. of<br>votes in<br>favour | No. of<br>votes<br>against | % of votes<br>in favour on votes<br>polled | % of votes<br>against on votes polled  |
|   |                   | (1)                       | (2)                       | (3)=[(2)/(1)]*100                               | (4)                          | (2)                        | (6)=[(4)/(2)]*100                          | (7)=[(5)/(2)]*100  |
| Promoter and                                      | E- voting         | 1                         | 1                         | 1   | 1                            | :                          | 1  | 1  |
| Promoter Group                                    | Poll              |                           | 1                         | 1   | ŀ                            | ı                          | 1  | :  |
|   | Postal            | :                         | 1                         | :   | 1                            | ,                          | ı  | ı  |
|   | ballot(if         |                           |                           |   |                              |                            |  |  |
|   | Total             | 1                         | 1                         |   |                              | 1                          | 1  | 1  |
| Public -  | E- voting         | 1                         | 1                         | 1   | 1                            | 1                          | 1  |  |
| Institutions                                      | log               |                           | 1                         | :   | :                            | 1                          | :  | 1  |
|   | Postal            |                           | 1                         | 1   | 1                            | 1                          |  |  |
|   | ballot(if         |                           |                           |   |                              |                            |  |  |
|   | applicable)       |                           |                           |   |                              | :                          | 1  |  |
|   | Total             | 1                         | :                         |   |                              | 1                          | ī  | 1  |
| Public -  | E- voting         | :                         | 1                         | :   |                              |                            |  | .1   |
| Non institutions                                  | Poll              |                           | E                         | •   | 1                            | 1                          | 1  |  |
|   | Postal            | 1                         | 1                         | 1   | ı                            | 1                          | 1  |  |
|   | ballot(if         |                           |                           |   |                              |                            |  |  |
|   | applicable)       |                           |                           | :   | 1                            | 1                          | :  | :  |
|   | Iotal             |                           |                           |   | ,                            | 1                          | 1  |  |
| Total   |                   | 1                         |                           | :   |                              |                            |  |  |



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| Resolution Re                           | Resolution Required(Ordinary/Special):                                   | pecial):                  | Į)                        | nem no. 3<br>Ordinary resolution for appoint a director in place o<br>being eligible offers hershelf for re-appointment. | oint a directoi<br>ielf for re-app | r in place of M<br>ointment. | nem No. 3<br>Ordinary resolution for appoint a director in place of Mrs. Anju Soni (DIN: 00716193), who retires by rotation, and<br>being eligible offers hershelf for re-appointment. | , who retires by rotation, an         |
|---|--|---------------------------|---------------------------|--|------------------------------------|------------------------------|--|---------------------------------------|
| Whether promoter/<br>agenda/resolution? | Whether promoter/promoter group are interested in the agenda/resolution? | up are interes            | sted in the               | ٥  |                                    |                              | Yes  |                                       |
| Category                                | Mode of Voting   | No. of<br>shares<br>held# | No. of<br>votes<br>polled | % of Votes polled or outstanding shares  | No. of<br>votes in<br>favour       | No. of votes<br>against      | % of votes<br>in favour on votes polled  | % of votes<br>against on votes polled |
|   |  | (1)                       | (2)                       | (3)=[(2)/(1)]*100  | (4)                                | (5)                          | (6)=[(4)/(2)]*100  | (7)=[(5)/(2)]*100                     |
|   | E voting   |                           | 0                         | 0  | 0                                  | 0                            | 0  | 0                                     |
| Promoter                                | Poll   | 2976400                   | 2483700                   | 83.44  | 2483700                            | 0                            | 100  | 0                                     |
| Promoter                                | Postal ballot(if   | 1                         | ı                         | •  | ı                                  | 1                            | t  | 1                                     |
|   | applicable)  | 2976400                   | 2483700                   | 83.44  | 2483700                            | 0                            | 100  | 0                                     |
| Dublic -                                | E- voting  |                           | 0                         | 0  | 0                                  | 0                            | 0  | 0                                     |
| Institutions                            | Poll   | 83016                     | 0                         | 0  | 0                                  | 0                            | 0  | 0                                     |
|   | Postal ballot(if   | 1                         | 1                         | ſ  | ı                                  | I                            | 1  | 1                                     |
|   | Total  | 83016                     | 0                         | 0  | 0                                  | 0                            | 0  | 0                                     |
| Public -                                | E- voting  | 1205464                   | 0                         | 0  | 0                                  | 0                            |  | 0                                     |
| Non                                     | Poll   | 1203404                   | 37520                     | 3.11   | 37520                              | 0                            | 100 0  |                                       |
| institutions                            | Postal ballot(if   | 1                         | t                         | 1  | 1                                  | ı                            | t  | 1                                     |
|   | Total  | 1205484                   | 37520                     | 3.11   | 37520                              | 0                            | 100  | 0 0                                   |
| Total                                   |  | 4264900                   | 2521220                   | 59.11  | 2521220                            | 0                            | 100  | 0                                     |



| Resolution Re                           | Resolution Required(Ordinary/Special):                                   | pecial):                  |                           | ordinary resolution for Apport No. 007347C, as statutory | ointment of M<br>Auditors of th | /s A.Natani &<br>ne Company a | nem No. 4:<br>Ordinary resolution for Appointment of M/s A.Natani & Company, Chartered Accountants, Jaipur, Firm Registration<br>No. 007347C, as statutory Auditors of the Company and fixing their remuneration. | ants, Jaipur, Firm Registratio        |
|---|--|---------------------------|---------------------------|--|---------------------------------|-------------------------------|---|---------------------------------------|
| Whether promoter/<br>agenda/resolution? | Whether promoter/promoter group are interested in the agenda/resolution? | up are interes            | ted in the                |  |                                 |                               | No  |                                       |
| Category                                | Mode of Voting   | No. of<br>shares<br>held# | No. of<br>votes<br>polled | % of Votes polled or outstanding shares                  | No. of<br>votes in<br>favour    | No. of votes<br>against       | % of votes<br>in favour on votes polled   | % of votes<br>against on votes polled |
|   |  | (1)                       | (2)                       | (3)=[(2)/(1)]*100  | (4)                             | (5)                           | (6)=[(4)/(2)]*100   | (7)=[(5)/(2)]*100                     |
| Dromotor                                | E. voting  |                           | 0                         | 0  | 0                               | 0                             | 0   | 0                                     |
| and                                     | Poll   | 2976400                   | 2976400                   | 100  | 2976400                         | 0                             | 100   | 0                                     |
| Promoter                                | Postal ballot(if   | 1                         | ı                         | 1  | ı                               | 1                             | 1   | 1                                     |
| dnom                                    | applicable)  | 00000000                  | 2076400                   | 100  | 2976400                         | 0                             | 100   | 0                                     |
|   | Total  | 0040/67                   | 0                         | 0  | 0                               | 0                             | 0   | 0                                     |
| Public -                                | E-voung  | 83016                     |                           | 0  | 0                               | 0                             | 0   | 0                                     |
| CHORAGO TO THE COLOR                    | Postal ballot(if   | 1                         | ) I                       | 1  | ι                               | 1                             | ı   | ı                                     |
|   | applicable)  |                           |                           | c  |                                 | -                             | 0   | 0                                     |
|   | Total  | 83016                     | 0                         | 0  |                                 |                               | 0   | 0                                     |
| Public -                                | E-voting   | 1205484                   | 0                         | 0  | 0                               |                               |   | c                                     |
| Non                                     | Poll   | 1010071                   | 37520                     | 3.11   | 37520                           | 0                             | 100   |                                       |
| institutions                            | Postal ballot(if   | 1                         | ı                         | I  | 1                               | ı                             | ı   | 1                                     |
|   | Total  | 1205484                   | 37520                     | 3.11   | 37520                           | 0                             | 100   | 0                                     |
| Total                                   | Total  | 4264900                   | 3013920                   | 70.67  | 3013920                         | 0                             | 100   | 0                                     |



| Resolution Re                       | Resolution Required(Ordinary/Special):                                   | pecial):                                | 72                        | Item No. 5:<br>Ordinary resolution for to R<br>period of five years. | e-appointmer                 | ıt of Mr. Bimal         | Item No. 5:<br>Ordinary resolution for to Re-appointment of Mr. Bimal Roy Soni (DIN: 00716246) as Managing Director, for the<br>period of five years. | Managing Director, for the            |
|-------------------------------------|--|---|---------------------------|--|------------------------------|-------------------------|---|---------------------------------------|
| Whether promoter/agenda/resolution? | Whether promoter/promoter group are interested in the agenda/resolution? | oup are interes                         | ted in the                |  |                              |                         | No  |                                       |
| Category                            | Mode of Voting   | No. of<br>shares<br>held#               | No. of<br>votes<br>polled | % of Votes polled or outstanding shares                              | No. of<br>votes in<br>favour | No. of votes<br>against | % of votes<br>in favour on votes polled   | % of votes<br>against on votes polled |
|                                     |  | (1)                                     | (2)                       | (3)=[(2)/(1)]*100  | (4)                          | (2)                     | (6)=[(4)/(2)]*100   | (7)=[(5)/(2)]*100                     |
|                                     | -  | 100000000000000000000000000000000000000 | 0                         | 0  | 0                            | 0                       | 0   | 0                                     |
| Promoter                            | E-vouing   | - 2976400                               | 1308700                   | 43.96  | 1308700                      | 0                       | 100   | 0                                     |
| Promoter                            | Postal ballot(if   | 1                                       | 1                         | 1  | 1                            | 1                       | 1   | 1                                     |
| Group                               | applicable)  |   |                           |  | 1000000                      | c                       | 100   | 0                                     |
|                                     | Total  | 2976400                                 | 1308700                   | 43.96  | 1308/00                      |                         |   | 0                                     |
| Duhlic -                            | E-voting   | 1                                       | 0                         | 0  | 0                            | 0                       | <b>D</b>  | , ,                                   |
| Institutions                        | Poll   | 83016                                   | 0                         | 0  | 0                            | 0                       | 0   | D                                     |
|                                     | Postal ballot(if   | 1                                       | 1                         | t  | 1                            | ı                       | 1   |                                       |
|                                     | applicable)  |   | •                         | c  | 0                            | 0                       | 0   | 0                                     |
|                                     | Total  | 83016                                   | 0                         |  | 0                            | 0                       | 0   | 0                                     |
| Public -                            | E- voting  | 1205484                                 | n l                       | 2 5  | 37500                        | 0                       | 100   | 0                                     |
| non                                 | Poll   |   | 37520                     | 3.11   | 07010                        |                         |   | 1                                     |
| institutions                        | Postal ballot(if   | ı                                       | 1                         | 1  | 1                            | ı                       |   |                                       |
|                                     | applicable   | 1205484                                 | 37520                     | 3.11   | 37520                        | 0                       | 100   | 0                                     |
| 77.6                                | Iorai  | 4264900                                 | 1346220                   | 31.56  | 1346220                      | 0                       | 100   | 0                                     |

