



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: 13th October, 2017

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

Scrp Code: 539378

Trading Symbol: SML

Sub:- Submission of Annual Report for the F.Y. 2016-17 pursuant to Regulation 34 of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015.

Dear Sir,

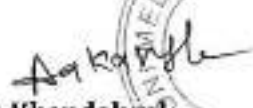
In compliance of Regulation 34 of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015. Please find enclosed herewith Annual Report for the F.Y. 2016-17.

It is for your kind information and necessary records.

Thanking You,

Yours faithfully,

For Soni Medicare Limited


Aakansha Khandelwal
Company Secretary



Encl. As above



ANNUAL REPORT 2016-2017



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SONI GROUP OF HOSPITALS

SONI MEDICARE LIMITED



29TH ANNUAL REPORT

2016-2017



Soni Medicare Limited

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CORPORATE INFORMATION

BOARD OF DIRECTORS

NAME

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

DESIGNATION

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

AUDITOR

M/s. Tambi Ashok & Associates
Chartered Accountants
Registration No. 005301C

COMPANY SECRETARY/COMPLIANCE OFFICER

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

REGISTRAR & SHARE TRANSFER AGENT

Sharex Dynamics (India)Private Limited
Unit - 1, Luthra Ind. Premises, 1st
Floor 44-E Vasanti Marg, Andheri
Kurla Road, Safed Pool, Andheri (E),
Mumbai 400072
T: 2851 5606/ 5644/ 6338

CHIEF FINANCIAL OFFICER

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

BANKER

Punjab National Bank

REGISTERED OFFICE ADDRESS

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

DIRECTOR'S REPORT

To
The Members,
Soni Medicare Limited

Your Directors have pleasure in presenting the 29th Annual Report of your Company along with the Audited Statement of Accounts for the year ended March 31, 2017.

1. Financial Results:

Particulars	(Rs. In Lacs)	
	2016-17	2015-16
Business & Other Income	1346.69	1563.42
Profit / (Loss) before Interest, Depreciation & Tax	137.62	138.54
Less:		
a. Interest	44.02	39.39
b. Depreciation	78.57	77.06
Profit / (Loss) before tax	15.03	22.09
Exceptional Items	--	--
Less: Provision for Tax:		
a. Current Year	8.50	4.25
b. Deferred Tax	(3.15)	(0.09)
c. MAT Credit Entitlement		
d. Short / Excess for earlier years		
Profit / (Loss) for the Period	9.68	17.93
Balance brought forward from the previous year	222.89	238.61
Less: Opening Adjustment in Depreciation	--	33.65
Amount available for Appropriation	232.57	222.89
Capital Reserve		
• From Bank of Baroda	14.00	14.00
Total Balance carried to Balance Sheet	246.57	236.89

Your Company, during the current period ended on 31st March, 2017 has earned income of Rs 1346.69 Lacs and Profit before Tax of Rs. 15.03Lacs as compared to Rs. 1563.42and Rs. 22.09 Lacs, respectively, in the previous year.

2. DIVIDEND

With the view to conserve the resources of company the directors are not recommending any dividend for the financial year 2016-17.

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

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

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

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

5. CHANGES IN NATURE OF BUSINESS:

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

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

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

7. CONSOLIDATED FINANCIAL STATEMENTS:

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

8. DEPOSITS:

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

9. STATUTORY AUDITORS:

Audited Balance Sheet as on 31st March, 2017 and Statement of Profit and Loss Account and Cash Flow Statement are prepared by M/s Tambi Ashok & Associates (FRN 005301C) . Now M/s A.Natani & Company (FRN : 007347C) being appointed by the members, as Statutory Auditor of the Company.

M/s A.Natani & Company, Chartered Accountants(Firm Registration No. 007347C)are being appointed by the members, as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the AGM to be held for financial year ending on 31st March, 2022(subject to the ratification in every

subsequent AGM) . In this regard, the Company has received a certificate along with the consent from the auditors in accordance with the provisions of Section 141 of the Companies Act, 2013.

10. AUDITOR'S REPORT:

The observations made by the Auditors in their Report read with relevant notes as given in the Notes on Accounts annexed to the Accounts, are self-explanatory and therefore do not call for any further comments under Section 134 (3)(f) of the Companies Act, 2013.

The Auditors of the Company have not raised any queries or made any Qualifications on the Accounts adopted by the Board which were then audited by them.

11. SHARE CAPITAL:

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

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

During the Year 2016-17, the company has not made any issue of equity shares with differential voting rights, Sweat Equity Shares and employee stock option.

12. TRANSFER TO RESERVES:

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

13. EXTRACT OF THE ANNUAL RETURN:

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

14. 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.

15. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

RE-APPOINTMENT OF MANAGING DIRECTOR:

As per Sections 196, 197 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013 Mr. Bimal Roy Soni, (having DIN 00716246) be and is hereby re-appointed as Managing Director of the company for a period of five years upon such terms and conditions including terms of remuneration as recommended by Nomination and Remuneration Committee.

APPOINTMENT OF DIRECTORS RETIRING BY ROTATION:

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

APPOINTMENT OF COMPANY SECRETARY (CS):

In terms of Section 203 of the Companies Act, 2013, Ms. Aakansha Khandelwal, appointed as Company Secretary of the Company with effect from December, 02nd 2016 upon such terms and conditions including terms of remuneration as recommended by Nomination and Remuneration Committee.

INDEPENDENT DIRECTORS:

The Board of the Company at March 31, 2017 consisted 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 which were placed at the Board meeting held on 20/05/2016.

COMPOSITION OF BOARD OF DIRECTOR:

The Board of the Company as on March 31, 2017 consist of 5 directors out of which 3 are non executive Independent directors, one is Managing Director .

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

Company has one Chief Financial Officer Named Sonam Chandak.

16. 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 31.03.2017	As on 31.03.2016
a) Earnings in foreign exchange	Nil	Nil
b) Expenditure / outgo in foreign exchange (Travelling)	Nil	Nil

17. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors during the year 2016-17 met Nine times on:

S.NO.	DATE OF BOARD MEETING	BOARD'S STRENGTH	NO.OFDIRECTORSPRESENT
1.	20.05.2016	5	5
2.	02.06.2016	5	5
3.	05.07.2016	5	5
4.	25.07.2016	5	5
5.	18.10.2016	5	5
6.	11.11.2016	5	5
7.	02.12.2016	5	5
8.	01.02.2017	5	5
9.	08.02.2017	5	5

18. 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.

19. 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.

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

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

21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of contracts or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under the proviso thereto have been disclosed in Form No. AOC -2, annexed.

22. MANAGERIAL REMUNERATION:

- i. None of the employees of the company was in receipt of the remuneration exceeding the limits prescribed u/s 197 (12) read with rule 5, sub-rule 2 of The Companies (Appointment and Remuneration of Managerial Personnel) of the Companies Act, 2013 during the year under review.
- ii. 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.
- iii. **Remuneration to Chairman:** The Board has recommended payment of Rs. 18, 00,000 p.a. as remuneration to the Chairman for his services to the Company, subject to the approval of members.

23. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT:

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. Mahendra Khandelwal & Co., a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year ended March 31, 2017. The Secretarial Audit Report is annexed herewith as **Annexure A**. There are no qualifications, reservation or adverse remark or disclaimer made by the auditor in the report save and except disclaimer made by them in discharge of their professional obligation.

24. RISK MANAGEMENT POLICY :

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

25. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013 with respect to Directors' Responsibility Statement it is confirmed 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) such accounting policies have been selected 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) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The annual accounts have been prepared on a going concern basis.

- (e) That internal financial controls were laid down to be followed and that such internal financial controls were adequate and were operating effectively.
- (f) That proper system were devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

26. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS:

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

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

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

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

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

25. ACKNOWLEDGEMENTS:

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

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

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

Date: 27th May, 2017

Place: Jaipur

EXTRACT OF ANNUAL RETURN
As on financial year ended 31.03.2017
Pursuant to Section 92(3) of the Companies act, 2013 read with
[The Companies (Management and Administration) Rules, 2014]

FORM NO. MGT-9

A.REGISTRATION AND OTHER DETAILS:

CIN:-	L51397RJ1988PLC004569
Registration Date:	02/08/1988
Name of the Company:	Soni Medicare Ltd
Category / Sub-Category of the Company	Public Company/ Company having share capital
Address of the Registered office and contact details:	38,Kanota Bagh, JawaharLal Nehru Marg, Jaipur,Rajasthan,India, 302004
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Sharex Dynamics (India) Private Limited Unit - 1, Luthra Ind. Premises, 1st Floor 44-E Vasanti Marg, Andheri-Kurla Road, Safed Pool, Andheri (E), Mumbai 400072 T: 2851 5606/ 5644/ 6338

B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2016				No. of Shares held at the end of the year 31/03/2017				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	

A. PROMOTER'S									
(1). INDIAN									
(a). Individual	0	2976400	2976400	69.788	0	2976400	2976400	69.788	0
(b). Central Govt.	0	0	0	0	0	0	0	0	
(c). State Govt(s).	0	0	0	0	0	0	0	0	0
(d). Bodies Corpp.	0	0	0	0	0	0	0	0	0
(e). FIINS / BANKS.	0	0	0	0	0	0	0	0	0
(f). Any Other	0	0	00	0	0	0	0	0	0
Sub-total (A) (1):-	0	2976400	2976400	69.788	0	2976400	2976400	69.788	0
(2). FOREIGN									
(a). Individual NRI / For Ind	0	0	0	0	0	0	0	0	0
(b). Other Individual	0	0	0	0	0	0	0	0	0
(c). Bodies Corporates	0	0	0	0	0	0	0	0	0
(d). Banks / FII	0	0	0	0	0	0	0	0	0
(e). Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(f). Any Other Specify	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	0	2976400	2976400	69.788	0	2976400	2976400	69.788	0
(B) (1). PUBLIC SHAREHOLDING									
(a). Mutual Funds	0	0	0	0	0	0	0	0	0
(b). Banks / FI	88590	0	88590	2.08	83016	0	83016	1.95	0.13
(c). Central Govt.	0	0	0	0	0	0	0	0	0
(d). State Govt.	0	0	0	0	0	0	0	0	0
(e). Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f). Insurance Companies	0	0	0	0	0	0	0	0	0
(g).	0	0	0	0	0	0	0	0	0

FIIs									
(h). Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i). HUF	0	0	0	0	1545	0	1545	0.036	0.036
(j) Others	0	0	0	0	85351	0	85351	2.001	2.001
	0	0	0		0	0	0		0
Sub-total (B)(1):-	88590	0	88590	2.08	169912	0	169912	3.987	3.987
2. Non-Institutions									
(a). Bodies corp.									
(i). Indian	3006	115800	118806	2.786	0	41300	41300	0.97	1.816
(ii). Overseas	0	0	0	0	0	0	0	0	0
(b). Individuals									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	15704	155300	171004	4.01	0	167188	167188	3.92	0.09
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	0	804100	804100	18.854	0	910100	910100	21.34	2.485
(c). Other (specify)									
Non Resident Indians	0	106000	106000	2.485	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Boodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	18710	1181200	1199910	28.134	0	1118588	1118588	26.23	1.904
Total Public Shareholding (B)=(B)(1)+ (B)(2)	107300	1181200	1288500	30.217	0	1288500	1288500	30.217%	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.000	0	0	0	0.000	0
Grand Total (A+B+C)	107300	4157600	4264900	100.00	0	4264900	4264900	100.00	0

(ii) Shareholding of Promoters

SR No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2016			Share holding at the end of the Year 31/03/2017			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	B R SONI HUF	816000	19.133	0	0	816000	19.133	0
2	DR B R SONI	1667700	39.103	0	0	1667700	39.103	0
3	DR ANJU SONI	492700	11.552	0	0	492700	11.552	0

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

SR No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2016			Share holding at the end of the Year 31/03/2017			% of total Shares of the company
		No. of Shares at the beginning (01-04-2016) / end of the year (31-03-2017)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	
No Changes in Promoters' Shareholding during F.Y.								

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

SR No	Name	No. of Shares at the beginning (01-04-2016) / end of the year (31-03-2017)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	% of total Shares of the company
1	VIKRAM PHELPER							
	Opening Balance	200000	4.689	01.04.2016	0			
	Closing Balance	200000	4.689	31.03.2017	0	--		

SONI MEDICARE LIMITED

2	SAHIL CHABRA							
	Opening Balance	200000	4.689	01.04.2016	0			
	Closing Balance	200000	4.689	31.03.2017	0	--		
3	BANK OF BARODA							
	Opening Balance	88590	2.077	01.04.2016				
				03.06.2016	5000	TRANSFER	83540	1.959
				10.06.2016	574	TRANSFER	83016	1.946
	-Closing Balance	83016	1.946	31.03.2017	0	--	--	--
4	POOJA SONI							
	Opening Balance	60000	1.407	01.04.2016	0	--	--	--
	-Closing Balance	60000	1.407	31.03.2017	0	--	--	--
5	PRAXIS CONSULTING INFORMATION SER							
	Opening Balance	47800	1.121	01.04.2016	-	-	-	-
				12.08.2016	100	TRANSFER	47700	1.118
				26.08.2016	100	TRANSFER	47600	1.116
				16.09.2016	450	TRANSFER	47150	1.106
	-Closing Balance	47150	1.106	31.03.2017	0	--	--	--
6	ANITA PHELPER							
	Opening Balance	46300	1.086	01.04.2016	0			
	Closing Balance	46300	1.086	31.03.2017	0	--	--	--
7	RANJIT BHASIN							
	Opening Balance	38300	0.898	01.04.2016	0	--	--	--
	Closing Balance	38300	0.898	31.03.2017	0	--	--	--
8	LAKE PALACE HOTELS							
	Opening Balance	38200	0.896	01.04.2016	0	-	---	---
	Closing Balance	38200	0.896	31.03.2017	0	--	--	--
9	DAKSHA DESAI							
	Opening Balance	35000	0.821	01.04.2016	0	--	--	--
	Closing Balance	35000	0.821	31.03.2017	0	--	--	---
10	NIRMAL SONI							
	Opening Balance	34800	0.816	01.04.2016	0	--	--	--
	-Closing Balance	34800	0.816	31.03.2017	0	--	--	--
	TOTAL	782766	18.35					

(v) Shareholding of Directors and Key Managerial Personnel:

			Shareholding at the beginning/end of the year 31/03/2016		Cumulative Shareholding during the year 31/03/2017	
Sr.no	Particulars	Date	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ANJU SONI	01-04-2016	492700	11.55%		
		31-03-2017	492700	11.55%	492700	11.55%
2	BIMAL ROY SONI	01-04-2016	1667700	39.10%		
		31-03-2017	1667700	39.10%	1667700	39.10%
3	SUMER CHAND JAIN	01-04-2016	34100	0.800%		
		31-03-2017	34100	0.800%	34100	0.800%
4	MAHAVIR PRASAD YADAV	01-04-2016	22000	0.516%		
		31-03-2017	22000	0.516%	22000	0.516%
5	MAMTA SHARMA	01-04-2016	9600	0.225%		
		31-03-2017	9600	0.225%	9600	0.225%

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,18,76,891.48	---	---	3,18,76,891.48
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	3,18,76,891.48	---	---	3,18,76,891.48
Change in Indebtedness during the financial year				
• Addition	(10,432.31)	64,82,297.30	---	64,71,864.99
• Reduction				
Net Change	(10,432.31)	64,82,297.30	---	64,71,864.99
Indebtedness at the end of the financial year				
i) Principal Amount	3,18,66,459.17	64,82,297.30	---	3,83,48,756.47
ii) Interest due but not paid				
iii) Interest accrued but not				
Total (i+ii+iii)	3,18,66,459.17	64,82,297.30	---	3,83,48,756.47

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SR. NO.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	DR. BIMAL ROY SONI	18,00,000
	(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)		18,00,000

B. Remuneration to other directors:

	Particulars of Remuneration	Name of Directors Manager	Total Amount
	1. Independent Directors		
	• Fee for attending board / committee meetings	--	--
	• Commission	--	--
	• Others, please specify	--	--
	Total (1)	--	--
	2. Other Executive Directors		
	• Fee for attending board / committee meetings	--	--
	• Commission	--	--
	• Others, please specify	--	--
	Total (2)		
	3. Other Non-Executive Directors		
	• Fee for attending board / committee meetings	--	--
	• Commission	--	--

	• Others, please specify	--	--
	Total (3)	--	--
	Total (B)=(1+2+3)	--	--
	Total Managerial Remuneration	--	--
	Overall Ceiling as per the Act	--	--

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SR No.	Particulars of Remuneration	Key Managerial Personnel			
		Company Secretary		CFO	Total
	Name	CS Pooja Sharma	CS Aakansha Khandelwal	CFO Sonam Chandak	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	180000	80000	384000	644000
	(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...		--	--	--
	Others, please specify (bonus)	-	--	7,000	7000
	Total	1,80,000	80,000	3,91,000	6,51,000

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	Clause 35 of Listing Agreement Clause 49 of Listing	Shareholding Pattern Corporate Governance Report	NA	NA	N.A.

	Agreement				
Punishment	--	--	--	--	--
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	

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 2016-17.

Details of material contracts or arrangement or transactions at arm's length basis:**Details of Key Management Personnel & their Relatives.**

S.No.	Name of Related Party	Nature of Relationship
1	Dr.Bimal Roy Soni	Managing Director
2	Dr. Anju Soni	Director
3	Namit Soni	Son of Director
4	Neha Soni	Daughter in Law of Director
5	M/s Soni Hospitals Private Limited	Concerned Entity
6	M/s S. S. Pharmacy	Concerned Entity
7	M/s B. R. Soni (HUF)	Director's Interest

TRANSACTIONS WITH RELATED PARTIES:-

The following transactions were carried out with related parties in the ordinary course of business, as compiled by the management and relied upon by the auditors:

Particulars	31st March 2017	31st March 2016
<u>Key Managerial Personnel:-</u>		
Security Deposit given in earlier years	17500000.00	17500000.00
Consultancy Charges given	1169500.00	1129459.00
Remuneration Paid	3600000.00	4200000.00
Building Lease Rent	720000.00	720000.00
Machine Lease Rent	--	228000.00
Amount Payable at the End	1295114.40	1001041.40
<u>Entity where control exists:-</u>		
Security Deposit taken in earlier years	2500000.00	2500000.00
Purchase of Medicines and Consumables	3228746	1293121.50
Shop Rent & Electricity Expenses	146609	138736.00
Excess Amount Remitted on Account of Tax	78461	373.00
Amount Payable at the Year End	1051171.78	3687120.98

Related Parties	Nature of Relationship	Transactions	2016-17	2015-16
Dr. Bimal Roy Soni (Director)	Managing Director	Security Deposit given in earlier years	1,75,00,000.00	1,75,00,000.00
		Consultancy Charges given	----	----
		Remuneration Paid	18,00,000.00	24,00,000.00
		Building Lease Rent	7,20,000.00	7,20,000.00
		Machine Lease Rent	----	2,28,000.00
		Amount Payable at the End	977391.68	4,15,335.68
Dr. Anju Soni (Director)	Director	Consultancy Charges given	1,169,500	1,129,459.00
		Amount Payable at the year End	145103.72	65,960.72
Namit Soni	Relative of key Management Personal	Remuneration Paid	12,00,000.00	12,00,000.00
		Amount Payable at the End	1,41,082.00	3,26,931.00
Neha Soni	Relative of key Management Personal	Remuneration Paid	6,00,000.00	6,00,000.00
		Amount Payable at the End	31537	1,92,814.00
M/s Soni Hospitals Private Limited	Concerned entities	Excess Amount Remitted on Account of Tax	78461	373.00
		Amount Payable at the Year End	----	12,38,890.00
M/s S. S. Pharmacy	Concerned entities	Security Deposit taken in earlier years	25,00,000.00	25,00,000.00

SONI MEDICARE LIMITED

		Purchase of Medicines and Consumables	3228746	12,93,121.50
		Shop Rent & Electricity Expenses	146609	1,38,736.00
		Amount Payable at the Year End	973742.8	23,70,802.00
M/s B. R. Soni (HUF)	Directors Interest	Amount Payable at the Year End	77,428.98	77,428.98

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

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

**Date: 27th May, 2017
Place: Jaipur**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Indian Healthcare Sector: An overview Indian Healthcare is one of the largest sectors in the Indian economy both in terms of revenues and employments. Contributing approximately 4% of the country's gross domestic product (GDP), the sector was valued at an estimated USD 90 billion in the last financial year. It is expected to continue to grow at a CAGR of 15% through 2017 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.

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2016-2017

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

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

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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

2. BOARD OF DIRECTORS

The Company is fully compliant with the Corporate Governance Norms in terms of constitution of the Board which is well blended with a good combination of Executive and Independent Directors. The Board has complete access to any information within the Company & to any employee of the Company.

Pursuant to SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015, the Board meets at least once in every quarter to review quarterly/annual results and other items on the agenda and gap between two board meetings is not more than 120 Days. The Board is apprised and informed of all the important information relating to the business of the Company including those listed in SEBI Listing Obligation and Disclosure Requirements, Regulations 2015.

As on March 31, 2017, strength of the Board of Directors was five, whose composition is given below:

Promoter, Chairman, Managing Director - 1

Promoter, Non-Independent Director - 1

Independent Directors - 3

During the financial year ended March 31st, 2017, Nine Board Meetings were held on 20th May, 2016, 02nd June 2016, 05th July, 2016, 25th July, 2016, 18th October, 2016 11th November, 2016 02nd December, 2016, 01st February 2017, 08th February, 2017 .

Attendance of Directors at Board Meetings during the financial year and the last AGM and Number of Directorships/Committee positions of Directors as on 31st March, 2017, were as under:

Name of the Director with DIN	Composition and Category	No. of Board Meetings attended	Attendance at last AGM held on August 05 th , 2016	No. of Directorship in other Companies	No. of committee positions held in other Companies
Mr. Bimal Roy Soni (00716246)	Chairman cum Managing Director	9	Yes	5	Nil
Mrs. Anju Soni (00716193)	Non Independent Director	9	Yes	5	Nil
Mr. Sumer Chand Jain (00254274)	Independent Director	9	Yes	1	Nil
Mr. Mahavir Prasad Yadav (05249381)	Independent Director	9	Yes	Nil	Nil
Mrs. Mamta Sharma (07060149)	Independent Director	9	Yes	1	Nil

3. AUDIT COMMITTEE

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

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

- To oversee the Company's financial reporting process and disclosure of financial information.

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

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

The Chairman of the Audit Committee is an Independent Director. He was present in AGM of the Company held on 05/08/2016. During the financial year ended March 31st, 2017 five Audit Committee Meetings were held on 20th May, 2016, 04th July, 2016, 25th July, 2016, 11th November, 2016 and 08th February, 2017

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

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

4. NOMINATION AND REMUNERATION COMMITTEE

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

The Remuneration Committee met thrice in the year 2016-2017 on 02nd December, 2016, 18th October, 2016 and 29th March, 2017

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

Name of the Members	Composition and Category	Total Meetings Attended
Mr. Sumer Chand Jain (Chairman)	Independent Director	3
Mr. Mahavir Prasad Yadav	Independent Director	3

(Member)		
Mrs. Mamta Sharma (Member)	Independent Director	3
Mrs. Anju Soni (Member)	Non-Independent Director	3

a. Non-Executive Director

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

b. Executive Director

Name of Director and period of Appointment	Salary (inRs.)	Benefits, Perquisites & Allowances (inRs.)	Commission (inRs.)	ESPS
Mr. Bimal Roy Soni	18,00,000	--	--	--

Executive Director are associated with the Company since Incorporation

Details of equity shares of the Company held by the Directors as on March 31st, 2017 are given below:

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

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

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

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

The report received from the Share Transfer Agents as reviewed by the Committee is placed at the Board Meetings from time to time. During the financial year ended March 31, 2017, one Stakeholders Relationship Committee Meetings were held on 28/04/2016.

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

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

The Company has attended the investor's grievances / correspondence promptly. There were no investors' complaints pending as on March 31, 2017. There were nil outstanding requests for transfer & nil pending requests for dematerialization of shares as on March 31, 2017.

6. GENERAL BODY MEETINGS

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

Financial Year	Date	Time	Venue
2015-16	05 th August, 2016	11:30 A.M.	38, KanotaBagh, JawaharLal Nehru Marg, Jaipur, Rajasthan
2014-15	30 th September, 2015	11:00 A.M.	38, KanotaBagh, JawaharLal Nehru Marg, Jaipur, Rajasthan
2013-14	30 th September, 2014	11:00 A.M.	38, KanotaBagh, JawaharLal Nehru Marg, Jaipur, Rajasthan

- ✓ No Special Resolution was passed in the meetings by the shareholders in the Respective year.
- ✓ No extraordinary general meeting was held during the year 2016-2017.
- ✓ No Postal ballot was conducted during the year 2016-2017.

7. DISCLOSURES

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

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

8. CODE OF CONDUCT

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

9. MEANS OF COMMUNICATION

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

Management Discussion & Analysis Report for the year ended March 31st, 2017 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

10. INTERNATIONAL SECURITIES IDENTIFICATION NUMBER (ISIN)

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

11. SECRETARIAL AUDIT REPORT REGARDING RECONCILIATION OF SHARE CAPITAL

As required by regulation 55A of SEBI (Depositories and Participants) Regulations, 1996, 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, 2017, there was no difference between the Issued capital and the aggregate of shares held by the investors in both physical form and in electronic form with depositories.

12. GENERAL SHAREHOLDER INFORMATION

Day, Date and Time	Tuesday, 26 th September, 2017 at 11:30 A.M.
Venue	38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur

- **Financial Year:** 01st April, 2016 to 31st March, 2017
- **Date of Book Closure:** 19th September, 2017 to 26th September, 2017 (both days Inclusive)
- **Listing on Stock Exchange:** Shares of the Company are listed on BSE Limited
- **Stock Codes (for shares) :** 539378
- **Symbol (for shares):** SML
- **Demat ISIN Number in NSDL :** INE848R01018

- **Registrar and Transfer Agents:**

Sharex Dynamics (India) Private Limited

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

- **Share Transfer System:**

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

- **Share Holding Pattern as on March 31, 2017:**

	Category	No. of shares	% of
a.	Promoter's holding	2976400	69.79
b.	Bank/FIIs	83016	1.95
c.	Corporate Bodies	41300	0.97
d.	Individuals	1077288	25.26
d.	Public (In India)	86896	2.04

e.	NRIs / OCBs	--	--
f.	Clearing Member	--	--
g.	Any Other (Trust)	--	--
GRAND TOTAL		4264900	100

➤ **Dematerialization of shares:**

3.64% of the Company's paid up equity share capital has been dematerialized up to March 31, 2017. 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, 2017 are as under:

Depository	No. Of Shares	% of Capital
CDSL	19036	0.45%
NSDL	136064	3.19%
Total	155100	3.64%

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

13. ADDRESS FOR CORRESPONDENCE:

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

Sharex Dynamics (India) Private Limited

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

14. GREEN INITIATIVE

The Ministry of Corporate affairs has taken “Green Initiative in Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of Notice / documents including Annual Report can be sent by email to its members .To Support this Green initiative of the Government in full measure, members who have not registered their e-mail, so far, are requested to register their email addresses in respect of their holdings with the Depository through their concerned Depository Participants. Members who hold share in physical form are requested to contact Ms. Aakansha Khandelwal, 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.

For and on behalf of the Board of Directors

**Place: Jaipur
Date: 25-08-2017**

**Sd/-
Bimal Roy Soni
(Managing Director)
DIN: 00716246**

SECRETARIAL AUDIT REPORT**Form No. MR-3**

For The Financial Year Ended On 31st March, 2017

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

To,

The Members,

SONI MEDICARE LIMITED

38, Kanota Bagh, Jawahar Lal Nehru Marg,

Jaipur, Rajasthan (302004)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SONI MEDICARE LIMITED** (hereinafter called as the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's 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, 2017 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, minute books, forms and returns filed and other records maintained by **SONI MEDICARE LIMITED** for the financial year ended on 31st March, 2017 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; ; **(Not Applicable to the Company during Audit Process);**

- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. ;
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) 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;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi. And other applicable laws like :
- 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

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

- a) **Secretarial Standards issued by The Institute of Company Secretaries of India.**
- b) **SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015.**

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

I 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.

I 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.

I 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.

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.

For MAHENDRA KHANDELWAL & COMPANY
(Company Secretaries)

Sd/-
Mahendra Prakash Khandelwal
(Proprietor)
FCS No.: 6266
C P No.: 4459

Place: Jaipur
Date: 09/09/2017

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

Annexure-A

To,
The Members,
Soni Medicare Limited
38,KanotaBagh, JawaharLal Nehru Marg,
Jaipur, Rajasthan (302004)

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes 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 processes and practices, we 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. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy 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 me.

For MAHENDRA KHANDELWAL & COMPANY
(Company Secretaries)

Sd/-
Mahendra Prakash Khandelwal
(Proprietor)
FCS No.: 6266
C P No.: 4459

Place: Jaipur
Date: 09/09/2017

CEO/CFO CERTIFICATION

To
The Board of Directors
SONI MEDICARE LIMITED

I, Bimal Roy Soni, Managing Director certify that:

- (A)** *I have reviewed the financial statements and the cash flow statement for the year ended March 31, 2017 and that to the best of my knowledge and belief*
- (I)** *These statements do not contain any material untrue statement or omit any material fact or contain statements that might be misleading;*
- (II)** *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.*
- (B)** *There are, to the best of my 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.*
- (C)** *I 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 I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.*
- (D)** *I have indicated to the Auditors and the Audit Committee that:*
- (I)** *There has not been any significant change in internal control over financial reporting during the year under reference*
- (II)** *There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and*
- (III)** *There has not been any instance during the year of significant fraud of which I 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: 27.05.2017

Place: Jaipur

Sd/-
Mr. BimalRoySoni
(Managing Director)

Sd/-
Ms. SonamChandak
(Chief Financial Officer)

DECLARATION OF CODE OF CONDUCT

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.

I confirm that Board of Directors and Senior Management Personnel of the company have, in respect of the financial year ended March 31, 2017, affirmed compliance with the Code of Conduct as applicable to them.

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, 2017.

Place: Jaipur

Dated: 27-05-2017

For and on behalf of the Board of Directors

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

AUDITOR'S CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To
The Board of Directors
SONI MEDICARE LIMITED

We have examined the records with respect to the compliance of Corporate Governance by **SONI MEDICARE LIMITED** ("the Company"), for the financial year ended on March 31, 2017, 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: 27-05-2017

For TAMBHI ASHOK & ASSOCIATES

Chartered Accountants
FRN:005301C

Sd/-
(Priyanka gupta)
Partner
M. No. 432540

INDEPENDENT AUDITORS' REPORT

To,
The Members of,
SONI MEDICARE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **SONI MEDICARE LIMITED**, which comprise the balance sheet as at 31st March 2017, the statement of profit & loss and cash flow statement for the year ended, and a summary of significance accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow of the company in accordance with the accounting principles generally accepted in India, including the Accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

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 31st March 2017 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor' s Report) Order,2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the
2. "A" statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
3. 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 purpose 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 accounts:
 - (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 representative received from the directors as on 31st March 2017, taken on records by the board of directors, none of the directors is disqualified as on 31st march 2017 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 control over financial reporting of the company and the operating effectiveness of such controls, refers to our separate report in “Annexure B”: and
- (g) with respect to the others 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 impact of pending litigations on its Financial position in its financial statements. Refer Note “Contingent Liabilities and Commitments” to the financial statements.
 - ii. The Company did not have any long terms contracts including derivative contracts hence the question of any material foreseeable losses does not arise and
 - iii. There are no amounts which are required to be transferred to the Investors Education and Protection fund by the Company.
 - iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the company and as produced to us by the Management

For TAMBHI ASHOK & ASSOCIATES

Chartered Accountants

Firm’s registration number: 005301C

Sd/-
PRIYANKA GUPTA
(Partner)
M. NO. 432540

Jaipur
27thMay, 2017

ANNEXURE-‘A’

The annexure referred to in our independent Auditor’s report to the members of the company on the financial statements for the year ended 31st March 2017, we report that:

- (i)
- (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years, in accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification 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 inventories have been physically verified during the year by the management. In our opinion, the frequency of the verification is reasonable, As explained to us, there were no material discrepancies noticed on physical verification of inventory as compared to the books records.
- (iii) The company has not granted any loans, secured or unsecured to any companies, firms or other parties covered in the register maintained under section 189 of the companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the services rendered by the company.
- (vii)
- (a) According to the records of the company, the company is generally regular in depositing undisputed statutory dues including Provident Funds, Employees State Insurance, income tax, service tax and other statutory dues with appropriate authorities. Accorded to the information and explanations given to us, there is no arrear of outstanding statutory dues as at 31st March 2017 for a period of more than six months from the date they became due.

(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)

The company has not defaulted in repayment of loans or borrowing on Financial Institution, Banks and Government. Company has not issued debentures.

(ix) During the year the company did not raise any money by way of further public offer (including debt instruments). Term loan taken during the year were applied for the purposes for which the same was borrowed.

(x) According to the information and explanations given to us, no material Fraud on or by the company has not been noticed or reported during the course of our audit.

(xi) According to the information and explanations given to us and based on our examination of the records of the company, the company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act 2013.

(xii) In our opinion and according to the information and explanations given to us, The Company is not a nidhi company. Accordingly, paragraph 3(xii) of the order is not applicable.

(xiii)

According to the information and explanations given to us and based on our examination of the records of the company, transaction with the relate parties is in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standard.

(xiv)

According to the information and explanations given to us and based on our examination of the records of the company, the company has not made preferential allotment and private placement of shares or fully or partly convertible debentures during the year.

A

(xv) According to the information and explanations given to us and based on our examination of the records of the company, the company not entered into any non- cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

For TAMBHI ASHOK & ASSOCIATES

Chartered Accountants

Firm's registration number: 005301C

Sd/-

PRIYANKA GUPTA

(Partner)

M. NO. 432540

Jaipur

27thMay, 2017

ANNEXURE-‘B’

Report on the Internal Financial Controls under (i) of Sub Section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial control over financial reporting of Soni Medicare Limited as of 31st March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management Responsibility for internal financial controls

The Company's management is responsible for establishing & 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 Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation & maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly & efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention & detection of frauds & errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's Internal Financial Controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting and the standards on auditing issued by ICAI & deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by ICAI. Those standards and Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain the reasonable assurance about whether adequate internal controls over financial reporting was established and maintained and if such controls operated effectively in all materials respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy if the Internal Financial Controls system over Financial Reporting & their operating effectiveness. Our audit of Internal Financial Controls over Financial Reporting included obtaining an understanding of Internal Financial Controls over Financial Reporting, assessing the risk that a material weakness exists, and testing and a evaluating the design & operating effectiveness of internal control based on the assessed risk. The procedure selected depends on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient & appropriate to provide a basis for our audit opinion on the company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's Internal Financial Control over Financial Reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting & the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls over financial reporting includes those policies & procedures that (1) pertain to maintenance of records that, in reasonable details; 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 & expenditure of the company are being only in accordance with authorizations of management & directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material on the financial statements.

Inherent Limitations of Internal Financial over Financial Reporting

Because of the Inherent Limitations of Internal Financial controls over Financial Reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not to 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 condition, or that the degree of compliances with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate Internal Financial Controls System over Financial Reporting and such Internal Financial Controls over Financial Reporting were operating effectively as at 31st March 2017, based on the Internal Controls 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 TAMBHI ASHOK & ASSOCIATES

Chartered Accountants

Firm's registration number: 005301C

Sd/-

PRIYANKA GUPTA

(Partner)

M. NO. 432540

Jaipur

27thMay, 2017

FINANCIAL STATEMENTS:-

(Amount in Rs.)

STANDALONE BALANCE SHEET AS AT MARCH 31st, 2017

Particulars	Note No	As at 31 st March 2017	As at 31 st March 2016
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	42,649,000.00	42,649,000.00
(b) Reserves and Surplus	3	24,656,845.31	23,687,984.38
(c) Money Received Against Share Warrants			-
(2) Share Application Money Pending Allotment			
			-
(3) Non-Current Liabilities			
(a) Long-Term Borrowings	4	10,282,912.30	5,270,269.48
(b) Deferred Tax Liabilities (Net)	5	6,275,335.61	6,590,718.89
(c) Other Long Term Liabilities	6	-	-
(d) Long Term Provisions		-	-
(4) Current Liabilities			
(a) Short-Term Borrowings	7	28,065,844.17	26,606,622.00
(b) Trade Payables	8	14,816,000.50	15,957,990.92
(c) Other Current Liabilities	9	13,705,354.72	12,097,313.24
(d) Short-Term Provisions	10	850,000.00	425,000.00
	Total	141,301,292.61	133,284,898.90
II. Assets			
(1) Non-Current Assets			
(a) Fixed Assets	11		
(i) Tangible Assets	11.1	71,449,209.35	76,239,260.26
(ii) Intangible Assets	11.2	3,953,233.97	4,079,414.97
(iii) Capital Work-In-Progress		-	-
(iv) Intangible Assets Under Development		-	-
(b) Non-Current Investments	12	114,000.00	114,000.00
(c) Deferred Tax Assets (net)		-	-
(d) Long Term Loans And Advances	13	19,483,190.96	19,585,190.96
(e) Other Non-Current Assets	14	1,934,833.00	1,934,833.00
(2) Current Assets			
(a) Current Investments			-
(b) Inventories	15	11,030,757.91	12,520,757.91

(c) Trade Receivables	16	21,590,275.04	7,488,539.25
(d) Cash And Cash Equivalents	17	3,382,050.93	6,096,129.24
(e) Short-Term Loans And Advances	18	8,363,741.45	5,174,816.31
(f) Other Current Assets	19	-	51,957.00
	Total	141,301,292.61	133,284,898.90

Significant Accounting Policies

Notes on Financial statements 1 to 35

ON BEHALF OF BOARD OF DIRECTORS

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

Sd/-
DR. ANJU SONI
(DIRECTOR)

Sd/-
AAKANSHA KHANDELWAL
(COMPANY SECRETARY)

Jaipur
Dated: 27/05/2017

This is the Balance Sheet referred to
in our report of even date
FOR TAMBHI ASHOK & ASSOCIATES
FRN 005301C
Chartered Accountants

Sd/-
(PRIYANKA GUPTA)
Partner
M.NO. 432540

(Amount in Rs.)

STANDALONE PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Particulars	Note No	For the year ended on 31 st March 2017	For the year ended on 31 st March 2016
I. Revenue from Operations	20	130,949,688.26	153,496,870.98
II. Other Income	21	3,718,975.06	2,844,807.71
III. Total Revenue (I + II)		134,668,663.32	156,341,678.69
<i>IV. Expenses:</i>			
Cost of Materials Consumed	22	23,904,934.89	45,264,379.25
Purchase		-	-
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade		-	-
Employee Benefit Expenses	23	34,243,389.35	34,979,879.18
Financial Costs	24	4,796,287.92	4,127,969.07
Depreciation and Amortization Expenses	25	7,857,100.91	7,706,199.95
Other Expenses	26	62,363,472.59	62,054,738.70
Total Expenses		133,165,185.66	154,133,166.15
V. Profit Before Exceptional And Extraordinary Items And Tax	(III - IV)	1,503,477.66	2,208,512.54
VI. Exceptional Items		-	-
VII. Profit Before Extraordinary Items And Tax (V - VI)		1,503,477.66	2,208,512.54
VIII. Extraordinary Items		-	-
IX. Profit Before Tax (VII - VIII)		1,503,477.66	2,208,512.54
X. Tax Expenses:			
(1) Current Tax		850,000.00	425,000.00
(2) Deferred Tax		(315,383.27)	(8,565.83)
XI. Profit/(Loss) for the period (IX - X)		968,860.93	

1,792,078.37

XII. Earning per equity share:

(1) Basic	27	0.23	0.42
(2) Diluted	27	0.23	0.42

Significant Accounting Policies

Notes on Financial statements 1 to 35

ON BEHALF OF BOARD OF DIRECTORS

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

This is the Profit & Loss Statement
 referred to in our report of even date
FOR TAMBHI ASHOK & ASSOCIATES
FRN 005301C
 Chartered Accountants

Sd/-
DR. ANJU SONI
 (DIRECTOR)

Sd/-
**(PRIYANKA
 GUPTA)**
 PARTNER
M.NO. 432540

Sd/-
AAKANSHA KHANDELWAL
 (COMPANY SECRETARY)

Jaipur
 Dated: 27/05/2017

(Amount in Rs.)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

	Current Year 31.03.2017	Previous Year 31.03.2016 Amount (Rs.)
A CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	1,503,477.66	2,208,512.54
Adjustment for :		
Depreciation	7,857,100.91	7,706,199.95
Loss on Sale of Fixed Assets	-	-
Interest Expenses	4,796,287.92	4,127,969.07
Preliminary / Issue expenses written off	-	-
Other income (Considered separately)	(3,718,975.06)	(2,844,807.71)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	10,437,891.43	11,197,873.85
Adjustment for :		
Loans and Advances	(3,136,968.14)	(676,431.50)
Inventories	1,490,000.00	12,125,455.05
Trade Receivables	(14,101,735.79)	(1,611,465.93)
Current Liabilities & Provisions	1,500,273.23	(13,749,139.40)
CASH GENERATED FROM OPERATIONS	(3,810,539.27)	7,286,292.07
Interest Paid	(4,796,287.92)	(4,127,969.07)
CASH FLOW BEFORE EXTRA ORDINARY ITEMS	(8,606,827.19)	3,158,323.00

Prior Period Adjustments	-	-
NET CASH FLOW FROM OPERATING ACTIVITIES (A)	(8,606,827.19)	3,158,323.00
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchases of Fixed Assets	(2,940,869.00)	(14,296,833.00)
Sale of Fixed Assets	-	-
Investment	-	-
Increase in Long Term Loans & Advances	102,000.00	(102,000.01)
Other Income	3,718,975.06	2,844,807.71
NET CASH USED IN INVESTING ACTIVITIES (B)	880,106.06	(11,554,025.30)
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds of Issue of Share Capital	-	-
Secured Loan	(1,469,654.48)	5,075,928.48
Unsecured Loan	6,482,297.30	-
Increase in Capital Reserve	-	-
Increase in other Long Term Liabilities	-	-
NET CASH FLOW FROM FINANCING ACTIVITIES (C)	5,012,642.82	5,075,928.48
NET CASH FLOW AFTER FINANCING ACTIVITIES (A + B + C)	(2,714,078.31)	(3,319,773.82)
Cash and Cash Equivalents (Opeing Balance)	6,096,129.24	9,415,903.06
Cash and Cash Equivalents (Closing Balance)	3,382,050.93	6,096,129.24

**NET INCREASE / DECREASE IN CASH &
CASH EQUIVALENTS**

(2,714,078.31)

(3,319,773.82)

ON BEHALF OF BOARD OF DIRECTORS

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

Sd/-
DR. ANJU SONI
(DIRECTOR)

Sd/-
AAKANSHA KHANDELWAL
(COMPANY SECRETARY)

Jaipur
Dated: 27/05/2017

This is the Cash Flow Statement referred to
in our report of even date
FOR TAMBHI ASHOK & ASSOCIATES
FRN 005301C
Chartered Accountants

Sd/-
(PRIYANKA GUPTA)
PARTNER
M.NO. 432540

NOTES FORMING PART OF ACCOUNTS

Particulars	As At March 31, 2017	As At March 31, 2016
	Rupees	Rupees
NOTE `2'		
SHARE CAPITAL		
-Authorised		
45,00,000 Equity Shares of Rs. 10/- each	45,000,000.00	45,000,000.00
[Previous Year : 45,00,000 Equity Shares of Rs.10/- each]		
-Issued, Subscribed and Paid up*		
42,64,900 Equity Shares of Rs. 10/- each	42,649,000.00	42,649,000.00
[Previous Year : 42,64,900 Equity Shares of Rs.10/- each]		
TOTAL	42,649,000.00	42,649,000.00

(i) RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING

	No.of Shares	Amt.in (Rs)	No.of Shares	Amt. in (Rs)
Opening Equity Share Capital	4,264,900	42,649,000.00	4,264,900	42,649,000.00
Add: Shares re-issued During the year	-	-	-	-
Outstanding at the end of the year	4,264,900	42,649,000.00	4,264,900	42,649,000.00

(ii) The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/- each. Each, holder of equity shares is entitled to one vote per share with same rights, preferences. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive 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.

(iii) 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.

-List of Share holders having 5% or more Shares in the Company at the end of the year

Particulars	As At March 31, 2017		As At March 31, 2016	
	No.of Shares	In %	No.of Shares	In %
DrBimal Roy Soni	1,667,700.00	39.10	1,667,700.00	39.10

B.R.Soni HUF	816,000.00	19.13	816,000.00	19.13
Dr.AnjuSoni	492,700.00	11.55	492,700.00	11.55
Total	2,976,400.00	69.79	2,976,400.00	69.79

Particulars	As At March 31, 2017	As At March 31, 2016
	Rupees	Rupees

NOTE `3'

RESERVES AND SURPLUS

(a) Capital Reserve

- From Bank of Baroda	1,400,000.00	1,400,000.00
(Lump sum amount received from Bank of Baroda for free treatment as indoor patient of its employees & their family members forever.)		

(b) Forfeited Shares

Opening Balance	-	-
Add : Transfer from Profit and Loss Account	-	-
Less : Appropriations	-	-
Closing Balance	-	-

(c) Profit and Loss Account

Opening Balance	22,287,984.38	23,861,140.01
Add: Profit During The Year	968,860.93	1,792,078.37
Less : Depreciation adjustment (net of Deffered Tax)	-	3,365,234.00
Less: Proposed Dividend (Incl .Tax)	-	-
Closing Balance	23,256,845.31	22,287,984.38
TOTAL (a+b+c)	24,656,845.31	23,687,984.38

Particulars	As At March 31, 2017	As At March 31, 2016
	Rupees	Rupees

NOTE `4'

LONG TERM BORROWINGS

(A) -Secured Loans

-From Banks	3,800,615.00	5,270,269.48
--------------------	---------------------	---------------------

- From financial institutions	-	-
-From Others (Non Banking Finance Compaies)	-	-
Total (A)	3,800,615.00	5,270,269.48
(B) -Unsecured Loans		
Loans & Advance from Related Parties(Directors)	-	-
Axis Bank Business Account	4,241,310.00	-
ICICI Bank Business Loan A/c	2,240,987.30	-
Total (B)	6,482,297.30	-
Total (A + B)	10,282,912.30	5,270,269.48

Footnotes:

Current and Non Current Components of Long Term Borrowing as at :

Particulars	As At March 31, 2017		As At March 31, 2016	
	Rupees		Rupees	
	CURRENT	NON CURRENT	CURRENT	NON CURRENT
<u>Secured Loan</u>				
(1) Vehicle Loan from Kotak Mahindra Bank	1,449,316.00	3,800,615.00	1,315,976.00	5,249,931.00
(2) Vehicle Loan from State Bank of Bikaner & Jaipur	18,626.00	-	111,516.52	20,338.48
Total	1,467,942.00	3,800,615.00	1,427,492.52	5,270,269.48
<u>Unsecured Loan</u>				
Axis Bank Business Account	797,753.00	4,241,310.00	-	-
ICICI Bank Business Loan A/c	425,731.00	2,240,987.30	-	-
Total	1,223,484.00	6,482,297.30	-	-

Non Current portion of Long Term Borrowings are shown under Long term Borrowings and the current maturities of the long term borrowings are shown under the current liabilities as per the disclosure requirements of the Revised Schedule VI.

Details of Securities/ terms and conditions of the above long term borrowings are as under:

1. Vehicle loan from State Bank of Bikaner & Jaipur (SBBJ) is secured against hypothecation of specified Vechile, repayable in 60 Equited monthly installment of Rs. 10,099/- each, bears rate of interest of 12%.
2. Unsecured Loan taken from Banks on personal guarantee of Dr. B.R. Soni & Dr. AnjuSoni, Directors of company as Business Loan for the term of 60 months @ 11.25% from Axis Bank & 11.75% from ICICI Bank.

Particulars	As At March 31, 2017 Rupees	As At March 31, 2016 Rupees
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NOTE `5'**Deferred Tax Liability (Net)**

In compliance of AS-22 on Accounting for Taxes on Income issued by the Institute of Chartered Accountants of India the company has recognized the deferred tax liability of Rs 6275335.61/- (prev year Rs. 6590718.89/-) the break up of the same is as under:-

	March 31, 2017	March 31, 2016
Deferred Tax Liability for Depreciation	6,436,024.88	6,798,397.18
Deferred Tax Liabilities/(Asset) on account of other than Depreciation	(160,689.27)	(207,678.30)
	6,275,335.61	6,590,718.89

Foot notes:

Deferred tax Liabilities is recognized on the basis of Management's Judgment that sufficient taxable income will be available against which deferred tax liabilities can be realized.

The consequential effect of deferred tax liability at the beginning of the year and at the year end, amounting to Rs.315383.27/-, (previous year Rs.8565.83/-) has been credited to the Profit & Loss Account

Particulars	As At March 31, 2017 Rupees	As At March 31, 2016 Rupees
-------------	--------------------------------	--------------------------------

NOTE `6'**OTHER LONG TERM LIABILITIES**

Other Long Term Liability	-	-
TOTAL	-	-

Particulars	As At March 31, 2017 Rupees	As At March 31, 2016 Rupees
-------------	--------------------------------	--------------------------------

NOTE `7'**SHORT TERM BORROWINGS**

-Secured

Loans repayable on demand**From Banks :**

Kotak Mahindra Bank	-	-
Punjab national Bank O/d	28,065,844.17	26,606,622.00
TOTAL	28,065,844.17	26,606,622.00

1. Overdraft Limit from Kotak Mahindra Bank is taken over by Punjab National Bank and this O/d is secured by hypothecation of Current Assets and Personal Guarantee of Dr. B.R.Soni, Managing Director and Dr. AnjuSoni Director of the company and rate of interest is 12.10% P.A and yearly renewed.

Particulars	As At March 31, 2017		As At March 31, 2016	
	Rupees	Rupees	Rupees	Rupees
NOTE `8'				
TRADE PAYABLES				
Trade Payables		14,816,000.50		15,957,990.92
Micro, Small and Medium Enterprises	-	-	-	-
Accured Expenses & others	14,816,000.50		15,957,990.92	
TOTAL		14,816,000.50		15,957,990.92

On the basis of the records available with the company, there is no amount payable to the entity which qualify under the definition of Micro, Medium and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006.

Particulars	As At March 31, 2017		As At March 31, 2016	
	Rupees	Rupees	Rupees	Rupees
NOTE `9'				
OTHER CURRENT LIABILITIES				
Current maturities of long term debt		2,691,426.00		1,427,492.52
Advance Rec. from CMRF		105,700.00		211,110.00
Security Deposit Rec.		2,500,000.00		2,500,000.00
Other Payables :		8,408,228.72		7,958,710.72
Doctors consultancy Account	2,340,963.72		2,199,966.72	
Outstanding Expenses	135,657.00		386,592.00	

Sundry Creditor for Capital Goods	268,391.00	-
Staff Dues	3,888,548.00	3,777,988.00
For Statutory Dues	1,594,669.00	1,594,164.00
Other short term Liabilities	180,000.00	
TOTAL	13,705,354.72	12,097,313.24

Particulars	As At March 31, 2017	As At March 31, 2016
	Rupees	Rupees

NOTE `10'**SHORT TERM PROVISIONS**

Other Provisions:

Provision for Taxation (old)

Provision for Taxation (Current Year)	850,000.00	425,000.00
TOTAL	850,000.00	425,000.00

Particulars	As At March 31, 2017	As At March 31, 2016
	Rupees	Rupees

NOTE `11'**NON CURRENT ASSETS****FIXED ASSETS**

(10.1) TANGIBLE ASSETS	71,449,209.35	7,623,926.26
(as per separate Sheet attached)		
(10.2) INTANGIBLE ASSETS	3,953,233.97	4,079,414.97
(as per separate Sheet Attached)		
(10.3) CAPITAL WIP	-	-
(as per separate Sheet Attached)		

Particulars	As At March 31, 2017		As At March 31, 2016	
	Rupees	Rupees	Rupees	Rupees
NOTE `12'				
NON-CURRENT INVESTMENTS		114,000.00		114,000.00
(OTHER THAN TRADE)				
1. Unquoted Shares of The Ubran Co-operative Bank Ltd. 140 Fully Paid up Shares of Rs.100/- each	14,000.00		14,000.00	
2. Unquoted Shares of Soni Hospitals Pvt. Ltd. 10000 Equity Shares of Rs.10 each (fully paid up) (Previous year 10000 Equity Shares of Rs.10 each (fully paid up))	100,000.00		100,000.00	-
Total Non- Current Investment		114,000.00		114,000.00

Particulars	As At March 31, 2017		As At March 31, 2016	
	Rupees	Rupees	Rupees	Rupees

NOTE `13'**LONG TERM LOANS AND ADVANCES****Unsecured Considered Good:**

Security Deposits		17,997,967.96		18,099,967.96
Other Loans and Advances:-				-
- LIC Gratuity Fund *		1,485,223.00		1,485,223.00
TOTAL		19,483,190.96		19,585,190.96

* 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.

Particulars	As At March 31, 2017		As At March 31, 2016	
	Rupees	Rupees	Rupees	Rupees

NOTE `14'**OTHER NON CURRENT ASSETS**

(Unsecured Considered Good	-	-
Long Term Trade Receivables		
Laxmi Imaging & Medical Research Centre	1,934,833.00	1,934,833.00
TOTAL	1,934,833.00	1,934,833.00

(There is a debit balance of Rs.19.35 lacs appearing in the other current assestagainst M/s Laxmi Imaging & Medical Research Centre, Jaipur which has been disputed by the party. The company has initiated the legal proceedings against the party in civil court at Jaipur, during the year 2001. Management of the company is hopeful that entire amount will be recovered from the party)

Particulars	As At March 31, 2017		As At March 31, 2016	
	Rupees		Rupees	

NOTE `15'**INVENTORIES**

(As taken, valued & certified by the management)

Cost of Hospital Drugs, Medical Consumable and Regents (Stated at cost and net relisable value which ever is less)	11,030,757.91	12,520,757.91
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TOTAL	11,030,757.91	12,520,757.91
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Particulars	As At March 31, 2017		As At March 31, 2016	
	Rupees	Rupees	Rupees	Rupees

NOTE `16'**TRADE RECEIVABLES**

(Unsecured considered good)		21,590,275.04	7,488,539.25
Outstanding for a period exceeding six months from the date they are due for payment	4,841,717.04	1,110,784.25	
Others	16,748,558.00	6,377,755.00	
TOTAL		21,590,275.04	7,488,539.25

Particulars	As At March 31, 2017		As At March 31, 2016	
	Rupees	Rupees	Rupees	Rupees
NOTE `17'				
CASH AND BANK BALANCES				
-Cash and Cash Equivalents		1,956,987.93		4,184,265.33
Cash on Hand	512,282.00		1,169,293.58	
Balance with Banks				
-In Current Accounts	1,444,705.93		3,014,971.75	
- Other Bank Balances				
Balance with Banks				
-In Fixed Deposit Accounts (Deposit with Maturity for more than 3 months- but less than 12 months and held as margin money against Bank Guarantee facility.)	1,425,063.00	1,425,063.00	1,911,863.91	1,911,863.91
TOTAL		3,382,050.93		6,096,129.24

In terms of Ministry of Corporate Affairs (MCA) notification no. G.S.R. 308 (E) dated 30.03.2017, the details of Specified Bank Notes (SBN) held and transacted during the period from 08/11/2016 to 30/12/2016 is as under;

Particulars	SBNs*	Other Denominati on notes	Total
Closing Cash in hand as on 08.11.2016	1,728,000	419	1,728,419
(+) Permitted receipts #		5,199,024	5,199,024
(-) Permitted payments##	-	3,434,492	3,434,492
(-) Amount deposited in Banks	1,728,000	1,173,942	2,901,942
Closing Cash in hand as on 30.12.2016			591,009

Bank notes of denominations of existing series of the value of 500 rupees and 1,000 rupees (MoF Notification No. S.O 3407(E) dated 08/11/2016). Permitted receipts includes Rs. 1,20,000 withdrawn from the bank during the aforesaid period

Particulars	As At March 31, 2017		As At March 31, 2016	
	Rupees	Rupees	Rupees	Rupees
NOTE `18'				
SHORT TERM LOANS AND ADVANCES				
(Unsecured considered good)				
Others		8,363,741.45		5,174,816.31
Advances to Suppliers	1,098,749.00		1,180,881.00	
Prepaid Expenses	1,057,509.00		255,023.00	
Advances to Staff and Others	1,006,053.00		47,097.58	
Balance with Statutory Authorities	5,122,969.45		3,491,441.73	
DrNavneetSaxeena	-		200,000.00	
Advance to Associate Concern (Soni hospital- loans & advances)	78,461.00		373.00	
TOTAL		8,363,741.45		5,174,816.31

Particulars	As At March 31, 2017		As At March 31, 2016	
	Rupees	Rupees	Rupees	Rupees
NOTE `19'				
OTHER CURRENT ASSETS				
Interest accrued on FDR (Net of TDS)		-		51,957.00
TOTAL		-		51,957.00

Particulars	As At March 31, 2017		As At March 31, 2016	
	Rupees	Rupees	Rupees	Rupees
NOTE `20'				
REVENUE FROM OPERATION				
Sale of Services :		130,949,688.26		153,496,870.98
Receipt From Hospital services	130,949,688.26		153,496,870.98	

TOTAL	130,949,688.26	153,496,870.98
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Particulars	As At Dec. 31, 2017	As At March 31, 2016
	Rupees	Rupees

NOTE `21'**OTHER INCOME**

Interest Received	179,094.09	249,066.00
Dividend Received	1,890.00	1,890.00
Sundry Balances Written Back	1,395,717.97	21,057.05
Education Affiliation Fees Received	1,200,000.00	1,200,000.00
Excess Provision Written Back	-	247,175.00
Prior Period Items	124,845.00	250,082.00
Discount Received	-	216,927.66
Misc. Other Receipts	817,428.00	658,610.00
TOTAL	3,718,975.06	2,844,807.71

Particulars	As At March 31, 2017	As At March 31, 2016
	Rupees	Rupees

NOTE `22'**Cost of Materials Consumed**

Stock at Commencement	12,520,757.91	24,646,212.96
Purchase of Hospital Drugs, Medical Consumable and Regents	20,933,522.00	31,368,528.49
Purchase of Housekeeping and Hospital Stationery	490,408.89	1,717,399.71
Purchase of Printing & Stationary consumables	983,514.00	-
Freight and Octroi on Consumables Materials	7,490.00	52,996.00
	34,935,692.80	57,785,137.16
Less : Stock at Closing	11,030,757.91	12,520,757.91

Cost of Materials Consumed	23,904,934.89	45,264,379.25
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Particulars	As At March 31, 2017	As At March 31, 2016
	Rupees	Rupees

NOTE `23'**EMPLOYEE BENEFITS EXPENSES**

Salary to Staff	30,029,843.00	30,833,050.00
Remuneration to Directors	1,800,000.00	2,400,000.00
Employer's P.F. Contribution	803,354.00	719,617.00
Employer's E.S.I. Contribution	281,348.00	227,928.00
Bonus To Staff	520,030.00	255,925.00
Staff Welfare Expenses	808,814.35	543,359.18
TOTAL	34,243,389.35	34,979,879.18

Footnote:

As per Accounting Standard 15 " Employee benefits" the disclosures as defined in the Accounting Standard to the extent applicable is given below

Defined Contribution Plans

Provident Fund

The Company has recognized the following amounts in Profit and Loss Account

Particulars	As At March 31, 2017	As At March 31, 2016
	Rupees	Rupees
Employer's contribution to Provident Fund	803,354.00	719,617
Employer's Contribution to ESIC	281,348.00	227,928

Company has taken Employees Group Gratuity Scheme of LIC which covers the liability of all the eligible employees of the company

Particulars	As At March 31, 2017	As At March 31, 2016
--------------------	-----------------------------	-----------------------------

	Rupees	Rupees
NOTE `24'		
FINANCE COSTS		
Interest on ITDS	226,468.00	-
Interest on Working Capital	3,413,841.00	2,721,455.00
Interest on Car Loan	586,783.00	507,298.00
Interest to Others	109,337.00	710,682.00
Interest on Business Loan	65,501.30	-
Total (A)	4,401,930.30	3,939,435.00
Borrowing costs		
Bank Guarantee Exp.	-	4,276.00
Processing & Admn. Fees	-	94,647.00
Bank Charges	394,357.62	89,611.07
Total (B)	394,357.62	188,534.07
TOTAL (A + B)	4,796,287.92	4,127,969.07

Particulars	As At March 31, 2017	As At March 31, 2016
	Rupees	Rupees

NOTE `25'
DEPRECIATION & AMORTISATION
EXPENSES

Depreciation	7,857,100.91	7,706,199.95
	7,857,100.91	7,706,199.95

Particulars	As At March 31, 2017	As At March 31, 2016
	Rupees	Rupees

NOTE `26'

OTHER EXPENSES**(A) Hospital operating Expenses**

Consultancy charges to Doctors	37,923,089.00	38,347,340.00
Insurance Premium	357,290.00	170,355.00
Legal & Professional	97,708.00	326,818.00
Printing & Stationery	4,280.00	-
Lab & Diagnostic Exp. Outside	1492026.00	1,116,742.00
Rent Rates & Taxes	1,290,174.00	1,107,665.00
Security Service	1,096,041.00	1,442,128.00
Water & Electricity Charges	4,455,166.00	4,134,288.00
Housekeeping Expenses.	3,926,823.00	4,044,048.00
Misc.Exp.	2,316,791.05	2,157,391.33
Repairs & Maintenance	2,557,881.49	1,899,049.00
Total (A)	55,517,269.54	54,745,824.33

(B) Administrative Expenses

Travelling & Conveyance	1,887,001.00	825,014.00
Business Promotion Exp.	1,043,843.00	1,592,305.67
Listing & Filing Fees	431,763.00	761,759.00
Loss on Sale of Fixed Assets	-	-
Bad Debts	-	948,387.00
Sundry Balances Written Off	-	-
Telephone & Internet Exp.	648,569.16	411,225.70
Charity & Donation	13,100.00	10,000.00
Internal Audit Fees	15,000.00	-
Secretarial Audit Fees	31,000.00	-
Audit Fees	115,000.00	114,500.00
Total (B)	4,185,276.16	4,663,191.37

(C) NABH Expenses

Infection Control Expenses	13,305.00	5,726.00
Quality Control Expenses	2,647,621.89	2,639,997.00

Total (C)	2,660,926.89	2,645,723.00
Grand Total (A+B+C)	62,363,472.59	62,054,738.70

NOTE `27'

AS-20: Earning per share (EPS) - EPS is calculated by dividing the profit attributable to the equity shareholders by the average number of equity shares outstanding during the year. Numbers used for calculating basic and diluted earnings per Equity Share are as stated below:-

Particulars	2016-17	2015-16
Net Profit (Loss) after Tax available for Equity share holders (inRs.)	968,860.93	1,792,078.37
Weighted average number of Equity Shares outstanding during the year (In Numbers)	4,264,900	4,264,900
Basic and diluted earnings per share (in Rs.)	0.23	0.42
Nominal Value per Share (in Rs.)	10.00	10.00

Note :28

As per Accounting Standard 18 issued by the Institute of Chartered Accountants of India [ICAI] on " Related party disclosures", the transaction entered with the related parties are as under:-

(a) Relationship :**(i) Key Management Personnel & their relatives**

DR. Bimal Roy Soni (Managing Director)

DrAnjuSoni (Direcotr)

Shri NamitSoni (son of Director)
SmtNehaSoni (Daughter in law of Director)

(ii) Entity where key management personnel or relatives of key management personnel have significant influence

M/s Soni Hospitals Private Limited

M/s S. S. Pharmacy

M/s B. R. Soni (HUF)

(b) The following transactions were carried out with related parties in the ordinary course of business , as compiled by the management and relied upon by the auditors:-

Particulars	31st March 2017	31st March 2016
Key Management Personnel:		
Security deposit given in earlier years	17,500,000.00	17,500,000.00
Consultancy Charges given	1,169,500.00	1,129,459.00
Remuneration paid	3,600,000.00	4,200,000.00
Building lease Rent	720,000.00	720,000.00
Machine lease rent	-	228,000.00
Amount payable at the year end	1,295,114.40	1,001,041.40
Entity where control exists:		
Security deposit taken in earlier year	2,500,000.00	2,500,000.00
Purchases of Medicines and consumables	3,228,746.00	1,293,121.50
Shop Rent & electricity Expenses	146,609.00	138,736.00
excess amount remitted on account of tax	78,461.00	373.00
Amount payable at the end of the year	1,051,171.78	3,687,120.98

In term of Para 27 of Accounting Standard 18 issued by ICAI, the details of Material Transaction entered with the related parties are given hereunder:

Particulars	2016-17	2015-16
(i) Key Management Personal & their relatives		
DR. Bimal Roy Soni(Managing Director)		
Security deposit given in earlier years	17,500,000.00	17,500,000.00
Consultancy Charges given	-	-
Remuneration paid	1,800,000.00	2,400,000.00
Building lease Rent	720,000.00	720,000.00
Machine lease rent	-	228,000.00
Amount payable at the year end	977,391.68	415,335.68

DrAnjuSoni (Director)

Consultancy Charges given	1,169,500.00	1,129,459.00
Amount payable at the year end	145,103.72	65,960.72

Shri NamitSoni (son of Director)

Remuneration paid	1,200,000.00	1,200,000.00
Amount payable at the year end	141,082.00	326,931.00

SmtNehaSoni (Daughter-in-law of Director)

Remuneration paid	600,000.00	600,000.00
Amount payable at the year end	31,537.00	192,814.00

(ii) Entity where control exists:**M/s Soni Hospitals Private Limited**
excess amount remitted on account of tax

	78,461.00	373.00
Amount payable at the end of the year	-	1,238,890.00

M/s S. S. Pharmacy

Security deposit taken in earlier year	2,500,000.00	2,500,000.00
Purchases of Medicines and consumables	3,228,746.00	1,293,121.50
Shop Rent & electricity Expenses	146,609.00	138,736.00
Amount payable at the end of the year	973,742.80	2,370,802.00

M/s B. R. Soni (HUF)

Amount payable at the end of the year	77,428.98	77,428.98
---------------------------------------	-----------	-----------

note No: 29

Beside Cancelable leases, the Company has taken a premises on operating lease . The details as required by accounting Standard 19 " Accounting of Leases" with regard to minimum future lease rentals payables in respect thereof are as follows:-

Particulars	As as 31st March 2017	As as 31st March 2016
Amount paid during the year and credited to the profit & loss account		
Within One year	720,000.00	720,000.00
Later than one year and not later than five year	720,000.00	720,000.00
Later than five year	2,880,000.00	2,880,000.00
TOTAL	7,200,000.00	7,200,000.00
	11,520,000.00	11,520,000.00

Beside Cancelable leases, the Company has given certain premises/ shops on operating lease . The details as required by accounting Standard 19 " Accounting of Leases" with regard to minimum future lease rentals receivables in respect thereof are as follows:-

Particulars	As 31st March 2017	As 31st March 2016
Amount received during the year and credited to the profit & loss account		
Within One year	60,000.00	60,000.00
Later than one year and not later than five year	60,000.00	60,000.00
Later than five year	240,000.00	240,000.00
TOTAL	600,000.00	600,000.00
	960,000.00	960,000.00

Note No. 30

During the year under audit As the company is engaged only in the business of running of Hospital ,the Income/revenue from other services are the allied services linked to the hospital activity only and does not qualify as a reportable segment in terms of AS-17 issued by the Institute of Chartered Accountants of India, hence the disclosure requirement of AS-17 is not presently applicable to the company.

Note No. 31

In the opinion of the management, the internal and external sources does not give any indication of impairment of assets of the company as at the Balance Sheet date, and the estimated recoverable amount of cash generating units is more than their carrying value. Being a matter of technical nature, auditors have relied upon the judgment of the management.

Note No. 32

Balances of Trade Receivable, Trade Payables, Loans and advances current as well as non current are subject to confirmation and reconciliation.

Note No. 33

In the opinion of the management Assets other than Fixed Assets have a value on realization in the ordinary course of business at least equal to the amount at which they are stated and all known liabilities have been provided for in the books of accounts.

Note No. 34

The intangible asset includes Tenancy, Lease hold and other contract rights for which value was paid in 1988 to Dr. B. R. Soni for purchase of Soni Hospital on which hitherto the company is not providing depreciation upto 31st March 2015. During the previous year based on advise received from consultants and to line with the requirement of Accounting Standards and Companies Act 2013, management has decided to amortized the same on a systematic basis over the best estimate of its useful life, which is considered to be in line with the Building constructed on the rented premises accordingly a sum of Rs. 34,91,415/- has been charged as depreciation upto 31st March 2015 which includes Rs. 33,65,234/- relating to earlier years which is charged to the Reserve & Surplus and balance Rs. 1,26,181/- charged in financial year 2015-16. Now in current year company has charged Rs. 126181/- to the current year's profit & loss account. During the previous year the company has redrafted Some of the Accounting Policies which was hitherto followed by the company but not specifically mentioned.

Note No. 35**Contingent Liabilities and commitments :**

Particulars	2016-17	2015-16
Income Tax demand for the Assessment Year 2013-14 has not been accepted by the company and filed an appeal with commissioner of Income Tax Appeal Jaipur, which is pending for disposal.	285,850.00	285,850.00

Figures for the previous year have been re-grouped and re-arranged wherever considered necessary.

ON BEHALF OF BOARD OF DIRECTORS

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

Sd/-
DR. ANJU SONI
 (DIRECTOR)

Sd/-
AAKANSHA KHANDELWAL
 (COMPANY SECRETARY)

Jaipur
 Dated: 27/05/2017

This is the Balance Sheet referred to
 in our report of even date
FOR TAMBHI ASHOK & ASSOCIATES
FRN 005301C
Chartered Accountants

Sd/-
(PRIYANKA GUPTA)
 PARTNER
 M.NO. 432540

SONI MEDICARE LIMITED
SCHEDULE 'E' FIXED ASSETS

S.NO	PARTICULARS	GROSS BLOCK				DEPRECIATION					NET BLOCK	
		AS ON 01.04.16	ADDITION	DELETION /SALE	TOTAL	UP TO 01/04/2016	FOR THE YEAR	RECLASS IFICATIO N	ON DELETIO N /SALE	TOTAL	AS ON 31.03.17	AS ON 31.03.16
1	TANGIBLE ASSETS											
A	BUILDING	40,128,976.32	-	-	40,128,976.32	6,030,165.02	673,585.57		-	6,703,750.59	33,425,225.73	34,098,811.30
										-	-	
B	HOSPITAL EQUIPMENT	28,021,544.89	349,999.00	-	28,371,543.89	16,204,312.86	1,549,282.25		-	17,753,595.11	10,617,948.78	11,817,232.03
										-	-	
C	C.T.SCAN MACHINE	15,128,411.00	-	-	15,128,411.00	14,820,718.69	107,692.30		-	14,928,410.99	200,000.01	307,692.31
										-	-	
D	I.C.U. EQUIPMENTS	5,920,257.00	-	-	5,920,257.00	4,115,815.20	381,197.13			4,497,012.33	1,423,244.67	1,804,441.80
										-	-	
E	CATHLAB INSTRUMENTS	17,701,881.00	-	-	17,701,881.00	10,621,128.60	1,180,125.40		-	11,801,254.00	5,900,627.00	7,080,752.40
										-	-	
F	LAB-DIAGNOSTIC EQUIPMENTS	8,245,710.80	1,738,620.00	-	8,245,710.80	6,690,050.20	399,669.98			7,089,720.18	2,894,610.62	1,555,660.60
										-	-	
G	O.T. EQUIPMENTS	13,760,297.47	112,500.00	-	13,760,297.47	9,158,807.53	576,968.76			9,735,776.29	4,137,021.18	4,601,489.94
										-	-	
H	VEHICLES	14,354,584.00	-	-	14,354,584.00	2,728,918.13	1,761,594.38		-	4,490,512.51	9,864,071.49	11,625,665.87
										-	-	
I	FURNITURE & FIXTURES	4,035,414.16	-	-	4,035,414.16	3,233,445.22	171,760.23		-	3,405,205.45	630,208.70	801,968.93
										-	-	

J	PLANT & MACHINERY	12,843,803.95	159,500.00	-	12,843,803.95	10,362,691.57	671,194.23	-	-	11,033,885.80	1,969,418.17	2,481,112.40
										-	-	
K	COMPUTER & COMPUTER SOFTWARE	1,204,828.00	580,250.00	-	1,204,828.00	1,140,395.33	257,849.68	-	-	1,398,245.01	386,832.99	64,432.67
	TOTAL 1	161,345,708.59	2,940,869.00	-	164,286,577.59	85,106,448.35	7,730,919.91	-	-	92,837,368.26	71,449,209.35	76,239,260.25
2	INTANGIBLE ASSETS											
A	OTHER FIXED ASSETS	7,570,829.97	-	-	7,570,829.97	3,491,415.00	126,181.00	-	-	3,617,596.00	3,953,233.97	4,079,414.97
	TOTAL 2	7,570,829.97	-	-	7,570,829.97	3,491,415.00	126,181.00	-	-	3,617,596.00	3,953,233.97	4,079,414.97
3.00	CAPITAL WIP			-	-	-	-	-	-	-	-	-

GRAND TOTAL **168,916,538.56** **2,940,869.00** **-** **171,857,407.56** **88,597,863.35** **7,857,100.91** **-** **-** **96,454,964.26** **75,402,443.32** **80,318,675.22**

Previous Year 154,619,705.56 14,296,833.00 - 168,916,538.56 77,526,429.39 7,706,199.95 4.00 - 88,597,863.34 80,318,675.22 77,093,276.17

Note "1"
Significant Accounting Policies

1. ACCOUNTING CONVENTION

The financial statements are prepared under the historical cost convention, on actual basis, in accordance with the generally accepted accounting principles in India, the Accounting Standards specified under section 133 of the Companies Act, 2013 read with Rule (7) of the Companies (Accounts) Rules 2014 and the provision of the Companies Act, 2013.

2. FIXED ASSETS

Fixed Assets are stated at cost acquisition with any subsequent improvement thereto less depreciation. The cost includes taxes, duties, freight, and other incidental expenses relating to acquisition and installation. Overheads and interest during construction/ installation period, if any is capitalized.

3. DEPRICIATION

(a) Depreciation on Tangible Assets has been provided on Straight Line method, over the useful life in the manner prescribed in Schedule II of the Companies Act, 2013.

(b) 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.

4. INVENTORIES

Inventories comprise stock of drugs & 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.

5. INVESTMENT

i. Investment that are readily realizable and intended to be held for not more than a year are classified as long term investment.

ii. Current investment are carried at the lower of cost and fair value determined on an individual investment basis, Long Term investment are carried at cost.

However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investment.

6. EMPLOYEES BENEFITS

i. Short Term Employees benefits are charged off at the undiscounted amount in the year in which the related service is rendered.

ii. Post employment and other long-term employee benefits are charged off in the year in which employee has rendered services on accrual basis.

7. BORROWING COST

Interest and other costs in connection, with the borrowing of the funds to the extent related/attribution to the acquisition/construction of qualifying fixed asset are capitalized up to the date when such assets are ready for its intended use. Other borrowing cost is charged to Profit & Loss account.

8. REVENUE RECOGNISATION

- i. Revenue from operations are recognized as and when the medical services are rendered.
- ii. Interest income is recognized on time proportion basis.
- iii. Income from rent is recognized in accordance with the terms of lease agreements entered into with the respective tenant.
- iv. Dividend income is accounted for as and when received.

9. TAXES ON INCOME

Current tax is accounted for after taking into account deductions that are expected to be available to the company. Deferred tax is accounted for by computing the tax effect of timing difference, which arise in a year and reverse in subsequent periods. Deferred Tax assets are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets will be realized.

10. IMPAIRMENT OF ASSETS

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying cost of assets exceed its recoverable value. An impairment loss is charge to the profit and loss account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed. If there has been a change in estimate of recoverable amount.

11. PROVISION, CONTINGENT LIABILITY AND CONTINGENT ASSETS

The Company recognizes a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation and present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognized nor disclosed in the financial statement.

12. EARNING PER SHARE

The earnings considered in ascertaining the company's EPS comprise the net profit after tax (and include the post tax effect of any extra ordinary items). The number of shares used in computing Basic EPS is the weighted average number of shares outstanding the year.

13. CASH AND CASH EQUIVALENTS

Cash and cash equivalents in the cash flow statement comprise cash at bank and in hand and short term investments with an original maturity of three months or less.

ON BEHALF OF BOARD OF DIRECTORS

Sd/-
DR. B. R. SONI
(Managing Director)

Sd/-
DR. ANJU SONI
(Director)

Sd/-
AAKANSHA KHANDELWAL
(Company Secretary)

Jaipur
Dated: 27/05/2017

This is the Balance Sheet referred to
in our report of even date
FOR TAMBHI ASHOK & ASSOCIATES
FRN 005301C
Chartered Accountants

Sd/-
(PRIYANKA GUPTA)
Partner
M.NO. 432540

STATUTORY SECTION



Soni Medicare Limited

[CIN No :-L51397RJ1988PLC004569]

Regd. Office: - 38, Kanota Bagh, Jawahar Lal 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

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 A.NATANI & COMPANY.**, Chartered Accountants (Firm Registration No.007347C) 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 A. Natani & Company.** Chartered Accountants (Firm

Registration No. 007347C) 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 29th Annual General Meeting is also posted on the website “www.sonihospitals.com” for download and copy of the Annual Report shall be provided to the shareholder at the Annual General Meeting, if required.
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. Aakansha Khandelwal, 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 22nd September, 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 aforementioned 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.

Item No. 5

After evaluating the performance, board of director has decided to reappoint 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. AnjuSoni 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:			
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, Kanota Bagh, Jawahar Lal 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 A. Natani & Company, as Statutory Auditors & fixing their remuneration thereof for F.Y. 2017-18 to 2021-22
SPECIAL BUSINESS	
5.	To reappoint 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: _____

AFFIX REVENUE STAMP

NOTES:

1. 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.
2. A proxy need not be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 29th Annual General Meeting of the Company.

Soni Medicare Limited

Regd. Office: - 38, Kanota Bagh, JawaharLal Nehru Marg, Jaipur-302004, Rajasthan.

Corporate Identification Number:- L51397RJ1988PLC004569

Phone: (0141) 5163700, Fax: (0141) 2564392/ Email: cs@sonihospitals.com,

Folio No./DP ID/Client ID No.	
No. of Shares Held	



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

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,KanotaBagh, JawaharLal Nehru Marg, Jaipur, Rajasthan .

Name of the Member(s)	
Registered Address	

DP ID	Client ID	No. of Shares Held

 Full Name of Shareholder (Inblock letters)

Signature

 Full Name of Proxy (Inblockletters)

Signature

*Thank
You*



करे जिंदगी की बात, हमारे साथ
SONI GROUP OF HOSPITALS