

General information about company

Scrip code	539378
Name of the entity	Soni Medicare Ltd
Date of start of financial year	01-04-2015
Date of end of financial year	31-03-2016
Reporting Quarter	Yearly
Date of Report	31-03-2016
Risk management committee	Not Applicable

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Textual
Information
(1)

Disclosure of notes on composition of board of directors explanatory

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation		No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Notes
1	Mr	BIMAL ROY SONI	AFPPS1588H	00716246	Executive Director	Chairperson	MD	20-02-2008			1	0	0	Textual Information (2)

2	Mrs	ANJU SONI	AFPPS1706M	00716193	Non-Executive - Non Independent Director	Not Applicable	02-08-1988	1	2	1	Textual Information (3)	
3	Mr	SUMER CHAND JAIN	ACUPJ8426H	00254274	Non-Executive - Independent Director	Not Applicable	20-02-2003	157	1	1	0	Textual Information (4)
4	Mr	MAHAVIR PRASAD YADAV	AARPY8838K	05249381	Non-Executive - Independent Director	Not Applicable	30-09-2015	6	1	2	1	Textual Information (5)
5	Mrs	MAMTA SHARMA	AHXPS6519E	07060149	Non-Executive - Independent Director	Not Applicable	30-09-2015	6	1	2	0	Textual Information (6)

Text Block

Textual Information(1)	Mr. BIMAL ROY SONI is Executive Director, MD cum Chairperson. Mrs. ANJU SONI is Non Executive cum Non Independent Director. Mr. SUMER CHAND JAIN is Independent Director. Mr. MAHAVIR PRASAD YADAV is Independent Director. Mrs. MAMTA SHARMA is Independent Director. Ms. POOJA SHARMA is Company Secretary. Ms. SONAM CHANDAK is Chief Financial Officer.
Textual Information(2)	Mr. Bimal Roy Soni originally appointed as director on dated 02-08-1988 and redesignated as Managing Director on dated 20-02-2008.
Textual Information(3)	Mrs. ANJU SONI is member of the Audit Committee and Nomination and Remuneration Committee and Chairperson of Stakeholders Committee.
Textual Information(4)	Mr. SUMER CHAND JAIN is Chairperson of Nomination and Remuneration committee and Member of Stakeholder Committee.
Textual Information(5)	Mr. MAHAVIR PRASAD YADAV is Chairperson of Audit Committee and Member of Nomination and Remuneration committee and Stakeholder Committee.
Textual Information(6)	Mrs. MAMTA SHARMA is member of Audit Committee, Nomination and Remuneration committee and Stakeholder Committee.

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory					Textual Information(1)
Is there any change in composition of committees compare to previous quarter					Yes
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
1	Audit Committee	Mr. Mahavir Prasad Yadav	Non-Executive - Independent Director	Chairperson	
2	Audit Committee	Mrs. Mamta Sharma	Non-Executive - Independent Director	Member	
3	Audit Committee	Mrs. Anju Soni	Non-Executive - Non Independent Director	Member	
4	Nomination and remuneration committee	Mr. Sumer Chand Jain	Non-Executive - Independent Director	Chairperson	
5	Nomination and remuneration committee	Mr. Mahavir Prasad Yadav	Non-Executive - Independent Director	Member	
6	Nomination and remuneration committee	Mrs. Mamta Sharma	Non-Executive - Independent Director	Member	
7	Nomination and remuneration committee	Mrs. Anju Soni	Non-Executive - Non Independent Director	Member	
8	Stakeholders Relationship Committee	Mrs. Anju Soni	Non-Executive - Non Independent Director	Chairperson	
9	Stakeholders Relationship Committee	Mr. Sumer Chand Jain	Non-Executive - Independent Director	Member	
10	Stakeholders Relationship Committee	Mr. Mahavir Prasad Yadav	Non-Executive - Independent Director	Member	
11	Stakeholders Relationship Committee	Mrs. Mamta Sharma	Non-Executive - Independent Director	Member	

Text Block

Textual Information(1)

A) Audit Committee 1. Mr. Mahavir Prasad Yadav Independent Director (Chair) 2. Mrs. Mamta Sharma Independent Director (Member) 3. Mrs. Anju Soni Non-Executive Director (Member) B) Nomination and Remuneration Committee 1. Mr. Sumer Chand Jain Independent Director (Chair) 2. Mr. Mahavir Prasad Yadav Independent Director (Member) 3. Mrs. Mamta Sharma Independent Director (Member) 4. Mrs. Anju Soni Non-Executive Director (Member) C) Stakeholders Committee 1. Mrs. Anju Soni Non-Executive Director (Chair) 2. Mr. Sumer Chand Jain Independent Director (Member) 3. Mr. Mahavir Prasad Yadav Independent Director (Member) 4. Mrs. Mamta Sharma Independent Director (Member)

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory			Textual Information(1)
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	14-11-2015		
2		13-02-2016	91
3		26-02-2016	13
4		01-03-2016	4
5		11-03-2016	10
6		31-03-2016	20

Text Block

Textual Information(1)

13-02-2016 Approval and authentication of Unaudited Quarterly Financial Results (UQFR) and Compliance Report on Corporate Governance for the quarter ending 31/12/2015 26-02-2016 Adoption and Execution of Uniform Listing Agreement 01-03-2016 Resignation of Ruchi Gupta from the designation of Company Secretary and appointment of Pooja Sharma as Company Secretary 11-03-2016 Appointment of Mr. Deepak Kedawat as Internal Auditor and M/s Mahendra Khandelwal & Co. as Secretarial Auditor for F.Y. 2015-16 31-03-2016 Appointment of MS. Sonam Chandak as Chief Financial Officer of the company

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory						Textual Information(1)
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/ No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
1	Audit Committee	13-02-2016	Yes	All the members participated in the meeting	14-11-2015	91
2	Nomination and remuneration committee	01-03-2016	Yes	All the members participated in the meeting		
3	Nomination and remuneration committee	31-03-2016	Yes	All the members participated in the meeting		30

Text Block

Textual Information(1)	A) Stakeholder Grievance Committee No meeting was held during the quarter 01-01-2016 to 31-03-2016 B) Nomination and Remuneration Committee 01-03-2016 Appointment of Ms. Pooja Sharma as Company Secretary of the Company and fix her Remuneration 31-03-2016 Appointment of MS. Sonam Chandak as Chief Financial Officer of the company and fix her remuneration C) Audit Committee 13-02-2016 Approval of Unaudited Quarterly Financial Results for the Quarter ended on December, 2015 and Discussion on compliance.
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Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
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1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes on related party transactions			Textual Information(1)
Disclosure of notes of material transaction with related party			Textual Information(2)

Text Block

Textual Information(1)	Purchase of some consumable medicines from M/s S S Pharmacy (Partnership Firm) was done in which Dr. B R Soni is partner in the firm. Hence its related party transaction occurred during the quarter 01-01-2016 to 31-03-2016. Soni Medicare Ltd. purchased medicine for approximately Rs.3.00 lacs only
Textual Information(2)	Purchase of some consumable medicines from M/s S S Pharmacy (Partnership Firm) was done in which Dr. B R Soni is partner in the firm. Hence its related party transaction occurred during the quarter 01-01-2016 to 31-03-2016. Soni Medicare Ltd. purchased medicine for approximately Rs.3.00 lacs only

Annexure 1

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes

5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)
9	Any other information to be provided	Textual Information(2)

Text Block

Textual Information(1)	No comments/observations/advice of Board of Directors been noted.
Textual Information(2)	No

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://www.sonihospitals.com/AboutMediCare.aspx
2	Terms and conditions of appointment of independent directors	Yes		http://www.sonihospitals.com/Management.aspx
3	Composition of various committees of board of directors	Yes		http://www.sonihospitals.com/Management.aspx

4	Code of conduct of board of directors and senior management personnel	Yes		http://www.sonihospitals.com/CodeOfCndct.aspx
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.sonihospitals.com/
6	Criteria of making payments to non-executive directors	Yes		http://www.sonihospitals.com/AnnualRprt.aspx?rpt=anl
7	Policy on dealing with related party transactions	Yes		http://www.sonihospitals.com/AnnualRprt.aspx?rpt=anl
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	NA		
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.sonihospitals.com/CorpoInfo.aspx
11	email address for grievance redressal and other relevant details	Yes		http://www.sonihospitals.com/CorpoInfo.aspx
12	Financial results	Yes		http://www.sonihospitals.com/QuartInfo.aspx
13	Shareholding pattern	Yes		http://www.sonihospitals.com/SharePtrn.aspx
14	Details of agreements entered into with the media companies and/or their associates	Yes		http://www.sonihospitals.com/
15	New name and the old name of the listed entity	NA		
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)

Text Block

Textual Information(1)

DISCLOSURE OF NOTES ON WEBSITE IN TERMS OF LISTING REGULATIONS EXPLANATORY IS ELABORATED ON THE WEB ADDRESS <http://www.sonihospitals.com/InfoMemorandum.aspx>**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	

16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
20	Approval for material related party transactions	23(4)	Yes	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	NA	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes		Textual Information(1)	

Text Block

Textual Information(1)

Purchase of some consumable medicines from M/s S S Pharmacy (Partnership Firm) was done in which Dr. B R Soni is partner in the firm. Hence its related party transaction occurred during the quarter 01-01-2016 to 31-03-2016. Soni Medicare Ltd. purchased medicine for approximately Rs.3.00 lacs only

Annexure II

III. Affirmations

1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	Textual Information(1)

Text Block

Textual Information(1)	NO
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Signatory Details

Name of signatory	BIMAL ROY SONI
Designation of person	Managing Director
Place	Jaipur
Date	01-04-2016