

INFORMATION MEMORANDUM



करे जिंदगी की यात, हमारे साथ
SONI GROUP OF HOSPITALS

SONI MEDICARE LIMITED

Registered Office: 38, Kanota Bagh, Jawahar Lal Nehru Marg,
Jaipur 302 004 (Rajasthan)

Tel: 0141-5163700

Fax No.: 0141-2564392

Contact Person: Mrs. Ruchi Gupta

E-mail: cs@sonihospitals.com

Website: www.sonihospitals.com

INFORMATION MEMORANDUM

{A Public Limited Company incorporated as SONI MEDICARE LIMITED on August 02, 1988 under the Companies Act, 1956}

REGISTERED OFFICE :

38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur- 302 004, Rajasthan

CONTACT DETAILS

Contact Person: Mrs. Ruchi Gupta
Tel No. 0141-5163700, Fax No. 0141-2564392
Website: www.sonihospitals.com
E-Mail: cs@sonihospitals.com

**INFORMATION MEMORANDUM FOR LISTING OF 42,64,900
EQUITY SHARES OF Rs. 10/- EACH FULLY PAID UP**

GENERAL RISKS

Investments in equity and equity related securities involve a degree of risk and investors should not invest in equity of Soni Medicare Limited unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the shares of the company. For taking an investment decision, investors must rely on their own examination of the company including the risks involved.

ABSOLUTE RESPONSIBILITY OF SONI MEDICARE LIMITED

The company, having made all reasonable inquiries, accepts responsibility for and confirms that this Information Memorandum contains all information with regard to the Company, which is material, that the information contained in this Information Memorandum is true and correct in all material respects, that the opinions and intentions expressed herein are honestly held and that there no other facts, the omission of which makes this information Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares of the Company are proposed to be listed on the Bombay Stock Exchange Limited (BSE).

The Company has submitted this Information Memorandum with BSE. The Information Memorandum would also be made available on the website of BSE at www.bseindia.com and website of company at www.sonihospitals.com

REGISTRAR AND SHARE 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
Contact Details – 022-22641376
Contact Person – Mr. K.C. AjitKumar

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CHAPTER I - GENERAL

DEFINITIONS AND ABBREVIATIONS

We, us, Company, Our Company, The Company	Refers to “Soni Medicare Limited”
Act	The Companies Act, 2013
AGM	Annual General Meeting
Articles/ AOA	Articles of Association of the Company
Auditors	M/s. Tambi Ashok & Associate , Chartered Accountant, Statutory Auditors of the Company
ASEL	Ahmedabad Stock Exchange Limited
Board	Board of Directors of Soni Medicare Limited.
BSE	Bombay Stock Exchange Limited
CDSL	Central Depository Services (India) Limited
Company Secretary/ Compliance Officer	Mrs. Ruchi Gupta
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository	A Depository registered with SEBI under the SEBI (Depositories & Participants) Regulations, 1996 as amended
Directors	Directors on the Board of Soni Medicare Limited.
DP	Depository Participant
DSEL	Delhi Stock Exchange Limited
EGM	Extra Ordinary Meeting
Equity Shares	Fully paid-up shares of Rs. 10/- each of the Company
Equity Shareholders	Equity Shareholders of the Company
“Existing Promoters”/ Promoters	The promoters of our Company, viz. Dr. B.R. Soni and Dr. Anju Soni
FIR	First Information Report
Information Memorandum	This Information Memorandum, as filed with BSE
ISIN	International Securities Identification Number
I T Act	Income Tax Act, 1961 and subsequent amendments thereto
JSEL	Jaipur Stock Exchange Limited
Listing Agreement	Listing Agreement entered into with Stock Exchange

MCA	Ministry of Corporate Affairs
MOA	Memorandum of Association of Soni Medicare Limited as amended
RBI	Reserve Bank of India
ROC	Registrar of Companies, Rajasthan
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI (ICDR) Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2009, as amended.
Transfer Agent / Registrars	Sharex Dynamics (India) Private Limited Unit - 1, Luthra Ind. Premises, 1 st Floor 44-E Vasanti Marg Andheri-Kurla Road, Safed Pool, Andheri (E), Mumbai 400072
WP	Writ Petition

In the Information Memorandum all reference to 'Rs.' & "" refer to Rupees, the lawful currency of India, reference to one gender also refers to another gender and the word 'Lakh' or 'Lac' means 'one hundred thousand' and the word 'million' means 'Ten Lacs' and the word 'Crore' means 'Ten Million'.

CERTAIN CONVENTIONS - USE OF MARKET DATA

CERTAIN CONVENTIONS

All references to “India” contained in this Information Memorandum are to the Republic of India. In this Information Memorandum, our Company has presented numerical information in “lacs” units. One lac represents 1,00,000.

In this Information Memorandum, the terms “we”, “us”, “our”, the “Company”, “our Company”, “Soni Medicare Limited” and “SML”, unless the context otherwise indicates or implies, refers to Soni Medicare Limited. In this Information Memorandum, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “ten lac / lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Information Memorandum, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

Financial Data

Unless indicated otherwise, the financial data in this Information Memorandum is derived from our financial statements prepared in accordance with the Generally Accepted Accounting Principles in India (“Indian GAAP”) and the Companies Act, 2013, as amended (“Companies Act”) included elsewhere in this Information Memorandum. The financial year commences on April 1 and ends on March 31, so all references to a particular financial year are to the twelve-month period ended March 31 of that year. In this Information Memorandum, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off.

Industry and Market Data

Unless stated otherwise, industry data and the market data used throughout this Information Memorandum have been obtained from industry publications, websites and other authenticated published data. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although, the Company believes that industry data used in this Information Memorandum is reliable, it has not been independently verified. Similarly, internal company reports, while believed by us to be reliable, have not been verified by any independent sources.

The extent to which the market and industry data used in this Information Memorandum is meaningful depends on the readers familiarity with the understanding of the methodologies used in compiling such data. There are no standard valuation methodologies or accounting policies in the said industry in India and methodologies and assumptions may vary widely among different industry sources.

Currency Information

All references to “Rupees” or “Rs.” or “INR” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to “\$”, “US\$”, “USD”, “U.S.\$”, “U.S. Dollar(s)” or “US Dollar(s)” are to United States Dollars, the official currency of the United States of America.

FORWARD-LOOKING STATEMENTS

This Information Memorandum contains certain words or phrases, including, “will”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “would”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions, that are forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Important factors that could cause actual results to differ materially from the Company’s expectations include, among others:

- Changes in law and regulations that apply to the industries in India, wherein the Company is operating;
- Increasing competition and the conditions of the customers of the Company;
- Changes in Government Policies;
- The Company’s ability to successfully implement its strategy, growth and expansion plans;
- General economic and business conditions in the markets in which the Company operates and in the local, regional and national economies;
- Changes in the value of the Rupee vis-à-vis other currencies;
- Changes in political and socio-economic conditions in India;
- The Company’s ability to meet its capital expenditure requirements;
- Fluctuations in operating costs;
- Company’s ability to attract and retain qualified personnel;
- Changes in technology;
- The performance of the financial markets in India and globally;
- Any adverse outcome in the legal proceedings in which the Company might get involved in future.

ABSOLUTE RESPONSIBILITY OF SONI MEDICARE LIMITED

Soni Medicare Limited having made all reasonable inquiries, accepts responsibility for, and confirms that this Information Memorandum contains all information with regard to the Company, which is material, that the information contained in the Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Information Memorandum as a whole or any of such information or the expression of any such opinions are intentions misleading in any material respect.

LISTING

The existing shares of our company are currently listed on the Ahmedabad Stock Exchange Limited, Jaipur Stock Exchange Limited and Delhi Stock Exchange Limited. Now the Company proposes to list equity shares on the BSE Limited (BSE) under Direct Listing norms of BSE Ltd.

The Information Memorandum is for the Listing of 42,64,900 Equity Shares of ` 10/- each.

CHAPTER II - RISK FACTORS

Unless otherwise stated in the relevant Risk Factors set forth below, we are not in a position to specify or quantify the financial or other implications of any risk mentioned herein

Internal Risk Factors:-

1. We are highly dependent on our doctors, nurses and other healthcare professionals, as well as other key personnel, and the loss of, or inability to attract or retain, such persons could adversely affect our business, cash flows and results of operations.

Our performance and the execution of our growth strategy depend substantially on our ability to attract and retain leading doctors and other healthcare professionals in a particular specialty or in a region relevant to our growth plans. We compete for these personnel with other healthcare providers.

We are also highly dependent on members of our senior management team, including some who have been with the Company since its inception, to manage our current operations and meet future business challenges. The loss of the services of our senior management or key personnel, including our senior doctors, could seriously impair our ability to continue to manage and expand our business.

2. Our revenue is dependent on inpatient treatments, ancillary services and outpatient primary care, which could decline due to a variety of factors.

Our primary source of gross income is from inpatient treatments. Growth in inpatient income and increasing or maintaining occupancy rates at our healthcare facilities is highly dependent on brand recognition, wider acceptance in the communities in which we operate, our ability to attract and retain well-known and respected doctors, our ability to offer the most desired services in the communities in which we operate, our ability to develop “super-specialty” practices and our ability to compete effectively with other healthcare facilities and clinics.

Our inability to increase growth in inpatient treatments or occupancy rates, as well as outpatient revenues, may adversely affect our business, financial condition, results of operations, cash flows and prospects.

3. If we are unable to identify expansion opportunities or if we experience delays or other problems in implementing such projects, our growth, financial condition, cash flows and results of operations may be adversely affected.

Our growth depends on our ability to develop, acquire and manage additional healthcare facilities. We may not be able to identify suitable sites for new healthcare facilities, acquisition candidates or hospital management opportunities, or negotiate attractive terms for such projects. The number of attractive expansion opportunities may be limited, and may command high valuations. We may be unable to secure the necessary financing to implement expansion projects.

We may not achieve the operating levels that we expect from future projects and we may not be able to achieve our targeted return on investment on, or intended benefits or operating synergies from,

these projects, including as a result of our failure to successfully integrate them with our current operations or an inability to manage such enterprises.

4. We operate in a fragmented industry and face increasing competition from other hospitals and healthcare providers, which may adversely affect our competitive position and results of operations.

We compete with government-owned hospitals, other private hospitals, smaller clinics, hospitals owned or operated by non-profit and charitable organizations and hospitals affiliated with medical colleges. We will also have to compete with any future healthcare facilities located in the regions in which we operate.

New or existing competitors may price their services at a significant discount to ours or offer greater convenience or better services or amenities than we provide. Smaller hospitals, stand-alone clinics and other hospitals may exert pricing pressures on some or all of our services and also compete with us for doctors and other medical professionals. If we are forced to reduce the price of our services or are unable to attract patients and doctors and other healthcare professionals to our healthcare facilities, this may adversely affect our business, financial condition, results of operations, cash flows and prospects.

5. We depend on third-party manufacturers for our equipment and reagents and the discontinuation or recall of existing equipment and/or reagents could adversely affect our business, financial condition, results of operations and cash flows.

We source our equipment and the reagents that are used in our diagnostics business from third party suppliers under various arrangements. Certain of our medical equipment are procured under lease arrangements. Under some of these arrangements, the supplier generally has the discretion to terminate the arrangement with a specified period of notice, in the event of a breach of any term or condition of the arrangement, including but not limited to default in payment of the applicable fee. Any such termination and consequent removal of the installed equipment may adversely affect our operations.

In addition, manufacturers may discontinue or recall reagents, test kits, instruments or equipment used by our diagnostics business, which could adversely affect our test results and test volumes, and therefore adversely affect our business, financial condition, results of operations and cash flows.

6. We may be subject to liabilities and negative publicity arising from the risks of providing medical services including those resulting from claims of malpractice and medical negligence.

We, as an operator of the healthcare facilities, are exposed to the risk of legal claims and regulatory actions arising out of the healthcare services provided by us. The existence of such claims may tarnish our professional standing and market reputation of and/or that of the doctors and medical professionals involved. In addition, the reputational consequences of any claims may materially and adversely affect our business and operations. Regardless of their validity, negative publicity arising from such claims may also affect the number of patients visiting our healthcare facilities and may adversely affect the revenue generated by our healthcare facilities.

Moreover, if any such claims succeed, we may become liable for the damages and other financial consequences, which may materially and adversely affect our financial condition and results of operations.

7. In the course of providing medical services, we need to keep abreast with rapid technological changes, frequent new equipment and product introductions, changes in patients' needs and evolving industry standards.

The market for the healthcare equipment and products is characterised by rapid technological changes, frequent new healthcare equipment and product introductions and technology enhancements, changes in patients' needs and evolving industry standards.

There can be no assurance that we will have sufficient funds to continually invest in such equipment and facilities on a timely basis, or at all. In the event that we are unable to keep abreast with the current trends and needs of the healthcare industry, or that we lose any of our accreditations, our healthcare facilities may lose their competitiveness and market share, which may adversely affect the amount of the revenue received by us and adversely affect our business, financial condition, results of operations, cash flows and prospects.

9. Our arrangements with some of our doctors may give rise to conflicts of interest and time-allocation constraints and adversely affect our operations.

Our contracts and other arrangements with some of our doctors, primarily those who provide non-core specialty services on a part-time basis, also permit them to maintain their own private practices, as well as positions at a limited number of other hospitals.

These arrangements may give rise to conflicts of interest, including with regard to how these doctors allocate their time and other resources between our healthcare facilities and other clinics or hospitals at which they work and where doctors refer patients. Such conflicts may prevent us from providing a high quality of service at our healthcare facilities and may adversely affect the level of our patient intake.

External Risk Factors:-

10. Changing laws, rules and regulations and legal uncertainties may adversely affect our business and financial performance.

Our business and operations are governed by various laws and regulations. Our business and financial performance could be adversely affected by any change in laws or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to our business.

There can be no assurance that the central or state government in India will not implement new regulations and policies which will require us to obtain approvals and licenses from the government and other regulatory bodies or impose onerous requirements and conditions on its operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse effect on our business, financial condition, cash flows and results of operations.

11. Acts of terrorism and other similar threats to security could adversely affect our business, cash flows, results of operations and financial condition.

Increased political instability, evidenced by the threat or occurrence of terrorist attacks, enhanced national security measures, conflicts in several regions in which we operate, strained relations arising from these conflicts and the related decline in consumer confidence may hinder our ability to do business. Any escalation in these events or similar future events may disrupt our operations. These events have had and may continue to have an adverse impact on the global economy and customer confidence and spending in particular, which could in turn adversely affect our revenue, operating results and cash flows. The impact of these events on the volatility of global financial markets could increase the volatility of the market price of the Equity Shares and may limit the capital resources available to us.

12. Natural disasters could have a negative impact on the Indian economy and damage our facilities.

Natural disasters such as floods, earthquakes or famines have in the past had a negative impact on the Indian economy. If any such event were to occur, our business could be affected due to the event itself or due to our inability to effectively manage the effects of the particular event. Potential effects include the damage to infrastructure and the loss of business continuity and business information. In the event that our facilities are affected by any of these factors, our operations may be significantly interrupted, which may materially and adversely affect our business, financial condition, results of operations, cash flows and prospects.

13. Political instability or significant changes in the economic liberalisation and deregulation policies of the Government of India or in the government of the states where we operate could disrupt our business.

The Indian Government has traditionally exercised and continues to exercise a significant influence over many aspects of the Indian economy. Our businesses, and the market price and liquidity of the Equity Shares may be affected by changes in exchange rates and controls, interest rates, government policies, taxation, social and ethnic instability and other political and economic developments in or affecting India.

However, we cannot assure you that such policies will continue in the future. Indian government corruption, scandals and protests against certain economic reforms, which have occurred in the past, could slow the pace of liberalisation and deregulation. A significant change in India's economic liberalisation and deregulation policies, in particular, those relating to the business in which we operate, could disrupt business and economic conditions in India generally and our business in particular.

14. Any downgrading of India's debt rating by an international rating agency could have a negative impact on our business and the trading price of the Equity Shares.

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could adversely affect our business and future financial performance and our ability to obtain financing to fund its growth, as well as on the trading price of the Equity Shares.

CHAPTER III – ABOUT THE COMPANY

GENERAL INFORMATION

Our Company was originally incorporated with the Registrar of Companies on 2nd August, 1988 in the State of Rajasthan under the Companies Act, 1956 as “Soni Hospital Private Limited” and then the Company has received Fresh Certificate of Incorporation upon name change from Soni Hospital Private Limited to Soni Medicare Private Limited on March 30, 1995. Further the Private Company was converted into Public Company with issue of Fresh certificate of Incorporation upon change in name as Soni Medicare Limited dated April 17, 1995. Our Company made an Initial Public Issue of 16,90,000 Equity Shares of Rs. 10 each issued at par and got its Equity Shares listed on the Ahmedabad Stock Exchange Limited, Delhi Stock Exchange Limited and Jaipur Stock Exchange Ltd.

The Corporate Identification Number of Company is L51397RJ1988PLC004569

Our Company is a part of Soni Group of Hospitals which is Rajasthan's first NABH/NABL accredited Group of Hospitals, located in Jaipur, an epitome of magnificence and vibrancy. Founded under the guidance and dynamic leadership of Dr. B. R. Soni, winner of Rajiv Gandhi Entrepreneurs award, Soni Group has been envisioned with the aim of bringing to India modern and traditional forms of medium to provide accessible and affordable healthcare. It is Rajasthan's largest super speciality, trauma and general hospital in the private sector with a corporate ambience, replete with all hi-tech ultra modern facilities and well integrated and comprehensive information system for total healthcare under one roof.

Eligibility Criterion

Our Company has submitted its Information Memorandum, containing information about itself, making disclosure in line with the disclosure requirement for listing through Direct Listing, as applicable to BSE for making the said Information Memorandum available.

The Company has made the said Information Memorandum available on its website viz. www.sonihospitals.com

Prohibition by SEBI

Our Company, its Directors, its promoters, other Companies promoted by the our promoters and companies with which the Company's directors are associated as directors have not been prohibited from accessing the capital markets under any order or direction passed by SEBI.

General Disclaimer from the Company

Our Company accepts no responsibility for statement made otherwise than in the Information Memorandum or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information

shall be made available by the Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

Filing

This Information Memorandum has been filed with BSE.

Listing

An application has been made to BSE for enlistment and permission to deal in the existing Equity Shares of the Company.

Demat Credit

The Company has executed tri-partite Agreement with CDSL dated December 23, 2014 and is in process of signing tri-partite agreement with NSDL.

Our Company has been allotted ISIN No. INE848R01018

As on dated January 09, 2014, the details of demat shareholding are given hereunder:

SN	Details	No. of Shares	Percentage of Total
1	Demat	2500	0.06%

<p>Statutory Auditors:- M/s. Tambi Ashok & Associate B-19, Padam Niwas, New Colony, M.I Road Jaipur - Rajasthan Tel. No.: 0141-2363078 , 2378289 Email: tambiashokassociates@gmail.com Contact Person: Mr. Ashok Tambi</p>	<p>Registrar and 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 Contact Details – 022-22641376 Contact Person – Mr. K.C. AjitKumar</p>
<p>Banker to the Company:- Kotak Mahindra Bank B-26, Govind Marg, Raja Park, Jaipur - 302004 Tel. No.: 0141-5162859 Email: ajay.s.agarwal@kotak.com Contact Person: Mr. Ajay Agarwal (Branch Manager)</p>	<p>Company Secretary & Compliance officers:- Mrs. Ruchi Gupta 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur 302 004 (Rajasthan) Tel: 0141-5163700 Fax No.: 0141-2564392 E-mail: cs@sonihospitals.com</p>

HISTORY AND BUSINESS OVERVIEW

HISTORY

Name of Company	Soni Medicare Limited
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Registered Office	38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur 302 004 (Rajasthan) Tel: 0141-5163700 Fax No.: 0141-2564392 Contact Person: Mrs. Ruchi Gupta E-mail: cs@sonihospitals.com Website: www.sonihospitals.com
Company Website Address	www.sonihospitals.com
Name of all Directors	<ol style="list-style-type: none"> 1. Mr. Bimal Roy Soni – Managing Director 2. Mrs. Anju Soni - Director 3. Mr. Sumer Chand Jain – Independent Director 4. Mrs. Mamta Sharma - Independent Director 5. Mr. M.P Yadav - Independent Director
Name change of Company in last five years	NA
Change in main line of business in last five years	There is no change in the business activities in the last five years
Exchanges where the Company is listed indicating Regional Stock Exchange	Ahmedabad Stock Exchange Limited Delhi Stock Exchange Limited Jaipur Stock Exchange Limited
Whether listing fees paid to all the Exchanges	Yes
Name of Auditors	M/s. Tambi Ashok & Associate B-19, Padam Niwas, New Colony, M.I Road Jaipur - Rajasthan Tel. No.: 0141-2363078 , 2378289 Email: tambiaashokassociates@gmail.com Contact Person: Mr. Ashok Tambi
Action taken against the company by any other exchange in last five years	No action was taken against our company by any stock exchange in last five years

MAIN OBJECTS OF THE COMPANY

THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE AS FOLLOWS:-

1. To establish, own, buy, sell construct, improve, take over, run ,manage, administer and operate, research and diagnostic centers pathological and biological testing laboratories, catscan centers, clinics, x-ray and ecg clinics, health clinics, poly clinics, optician shops, maternity homes, child welfare and family planning centers, nursing homes, hospitals, operation theatre services, dispensaries and medical software development center and transcription centers in india and abroad.
2. To carry on the business of manufacturers, processors, packers, traders, dealers, distributors, importers and agents or to deal in any other manner(including loan licensing basis) branding of any or all types of varieties, formulaes and kind of drugs, medicines, therapies and pharmaceuticals in the form of injectables and transfusion solutions , tablets, syrups, ointments, liquid, capsules and/or in any other form, equipments, accessories and intermediates for the manufacture of the same, of organic

and inorganic chemicals of all types, basic drugs of synthetic origin, drugs of natural origin, including ayurvedic and homoeopathic drugs, preparations of medicines, glucose, dextrose and of any other combinations including medical computer software and hardware systems including internet and e-commerce relating thereto, as may be necessary for treatment, health or ailment of human being or animals.

OUR BUSINESS ACTIVITIES

The health care industry and medical industry, is an aggregation of sectors within the economic system that provides goods and services to treat patients with curative, preventive, rehabilitative, and palliative care. The modern health care industry is divided into many sectors and depends on interdisciplinary teams of trained professionals and paraprofessionals to meet health needs of individuals and populations.

Soni Group of Hospitals is Rajasthan's first NABH/NABL accredited Group of Hospitals, located in Jaipur, an epitome of magnificence and vibrancy. Founded under the guidance and dynamic leadership of Dr. B. R. Soni, winner of Rajiv Gandhi Entrepreneurs award, Soni Group has been envisioned with the aim of bringing to India modern and traditional forms of medium to provide accessible and affordable healthcare.

It is Rajasthan's super specialty, trauma and general hospital in the private sector with a corporate ambience, replete with all hi-tech ultra modern facilities and well integrated and comprehensive information system for total healthcare under one roof. Soni Medicare Limited was established in 1988 with establishment of Soni Hospitals in main area of the city for providing various services to the patients at one roof. The main object of Soni Medicare Limited is to operate the hospital for providing allied services to its patients.

OUR FACILITIES

Department of Comprehensive Oncology (SEAROC):-

At SEAROC CANCER CENTER, there is consortium of dedicated and experienced doctors in different fields of oncology like medical oncology, surgical oncology, radiation oncology, preventive oncology and allied branches like pathology, radiology etc.

S.K. SONI HOSPITAL (Hospitals through Group Company) is a premier institute of Rajasthan with 234 beds, ICU and modular OT and world class facilities in all the specialties. To provide state of the art oncology facilities to the people of Rajasthan at very affordable cost the company have started SEAROC cancer center at S.K. SONI HOSPITAL Jaipur.

We are providing state of the art services in medical, surgical and radiation oncology and we are also integrating indigenous forms of treatment in pursuit of improving the results and reducing the cost of treatment.

Genesis Fertility Center:-

We are providing with different type of facilities for infertile couples to suit a whole variety of clinical problems and also providing counseling to couple as infertility & its treatment give significant stress to the couple.

Basic services include

Basic infertility workup	Testicular Epididymal Sperm Aspiration (TESA) & (PESA)
Ovulation induction and follicular monitoring	Egg, Sperm and embryo freezing
Intrauterine insemination (IUI)	Surrogacy
In Vitro Fertilization (IVF)	Assisted Hatching
Intracytoplasmic sperm injection (I.C.S.I.)	
Reproductive Surgery	

Gynecology & Obstetrics includes:-

Adolescent Gynecology	Stem Cell Collection
Antenatal Care	Uro Gynecology
Birthing/Painless Birthing	Menopausal Gynecology
Advanced laparoscopic Gynecological Surgery	High Risk Pregnancy
Minimally invasive Surgery	Criticare Gynae & Obstetrics

Okay Diagnostic MRI Center:-

In association with Okay Diagnostic, Jaipur's leading Diagnostic Center, Our Hospital has the latest Siemens Avanto Series 1.5 Tesla MRI worth 5 crores. This MRI with flow study capabilities enhance the already Number 1 Neurosciences and Trauma services.

The scanner, a 1.5 Tesla Discovery, was installed in February 2008. It is Equipped with the most powerful gradients found in the industry, new water-cooled gradient amplifier and 64-bit data pipeline with dual blade processing. Custom pulse sequences are developed using GE's EPIC software development package. Brain imaging studies (MRI, structural and DTI) are done using either a quadrature birdcage coil, 8-channel array head coil, 16-channel array head coil, or 32-channel array head coil.

Soni Nursing College:-

Health is a state of well-being that enables a person to lead a psychologically, socially and economically productive life. Health is a right of all the people. Individuals, families and communities have a responsibility towards maintaining their health.

Nursing contributes to the health services in a vital and significant way in the health care delivery system. It recognizes national health goals and is committed to participate in implementation of National health policies and programs. It aims at identifying health needs of the people, planning and providing quality care in collaboration with other health professionals and community groups.

Scope of nursing practice encompasses provision of promotive, preventive, curative and rehabilitative aspects of care to people across their life span in wide variety of health care settings practice of nursing is based upon application of basic concepts and principles derived from the physical, biological and behavioral sciences, medicine and nursing.

Aims & Objectives

The aim of the under graduate nursing program is to

- Prepare graduates to assume responsibilities as professional, competent nurses and midwives in providing promotive, preventive, curative and rehabilitative services.
- Prepare nurses who can make dependent decisions in nursing situations, protect the rights of and facilitate individuals and groups in pursuit of health, function in the hospital, community nursing services, and conduct research studies in the areas of nursing practice. They are also expected to assume the role of teacher, supervisor, and manager in a clinical/ public health setting.

Soni CT & MRI Center:-

The Company has established our Soni Hospitals CT & MRI Center at prestigious S.M.S. Medical College & Hospital under Public Private Partnership (PPP) with Govt. of Rajasthan. S.M.S Medical College & Hospital is one of the oldest college in Rajasthan and one of the premier Medical College of India. The College has been conducting its activities with a common objective of imparting healthy medical education & research as well as state of art treatment to the needy people of the state. The college has total 32 departments and 8 hospitals attached to it.

Through sheer operational volume the CT & MRI center operates at the lowest non-subsidized rates worldwide and does 30% cases free of cost. Free patients include war widows, handicapped, unknown patients who were not claimed after an accident, mass casualty etc. The center contributes about 36% of sales to Rajasthan Medical Relief Society for helping the poor and yet is still operating profitably. Our CT Scan & MRI rates are approx. 25% of the market rate as compared to others in Jaipur and approx. 10-15% of metros like Delhi.

Operational Excellence

The group is hugely quality conscious, with best-in-class infrastructure and operational excellence. On an average 250 Patients come every day for both CT & MRI to the center. It is one-of-its-kind facility across the country. Best Doctors of Jaipur, specialized in Radiology are associated with the center.

Attempt for a World Record

An attempt was made to register a World Record with “Limca book of Records” for maximum number of CT Scans done on a single machine in a day. This record was attempted on 29th June 2012 for 238 CT Scans done on our CT Scan machine installed at Soni Hospitals CT & MRI Center.

Best Diagnostic Radio Imaging infrastructure in India

Soni Hospitals CT & MRI Center has the best in class infrastructure. Being a part of a government institute the infrastructure so built is that of a private hospital. It is the first center in India, having a 3 Tesla Digital MRI. There are two 128 Slice CT scan machines installed. Only 2 such machines are there in Rajasthan and about 30 in whole of India. This shows translation of scientific advances and new ways of treating and diagnosing its patients.

OUR SERVICES

Medical and Allied:-

Service	Description
Department of Allergy & Sleep Medicine	Department of allergy & sleep medicine was established in the hospital in May 2006. The department is well equipped with state of the art facilities for diagnosis and management of allergy, asthma and sleep disorders. In association with Jaipur Allergy and Asthma Center, we have done more than 5000 allergy tests and 500 sleep studies in last 7 years.
Cardiology	<p>The department of cardiology represents State-of the-Art Cardiac care facility with specialization in both invasive and non-invasive sections. The cardiac team comprises of specialists who have refined their skills in the best of the centers in the world. The facility is equipped with Ultra-Modern Siemens Flat Panel Cardiac Catheterization Laboratory where routine and complex coronary angioplasties and stenting are regularly performed with success.</p> <p>The facility has fully equipped CCU,"Coronary Care Unit" with Ultra-modern Monitoring Equipment, Balloon Floatation Catheters, Telemetry and a dedicated primary Angioplasty Service, for better pre and post procedure care. Most importantly a dedicated team of highly skilled doctors and trained paramedical staff is available round the clock for the best patient care. Skilled doctors and trained paramedical staff are available round the clock for the best patient care.</p>
Department of Dermatology	<p>Dermatology - Facilities at a glance</p> <ul style="list-style-type: none"> ➤ Regular OPD ➤ Skin Biopsy ➤ Chemical Cautery ➤ Radiofrequency procedures ➤ All. Minor cutaneous surgical procedures
Diabetology & Endocrinology	The department is actively involved in continuous medical education activities. We have conducted more than 40 CMEs in various parts of the city and state. In addition regular patient education and nurse's education activities are conducted. The department is also actively involved in clinical research with presentation in national and international conferences and publications in national and international journals.
Fertility	We are providing with different type of facilities for infertile couples to suit a whole variety of clinical problems and also providing counseling to couple as infertility & its treatment give significant stress to the couple.
Gastroenterology & Hepatology	Gastroenterology in general, has grown very rapidly all over the world and has already started branching into further sub specializations

	<p>such as hepatology, pancreatology, functional bowel disorders with motility studies, therapeutic Endoscopy and endoscopic ultrasound.</p> <p>In this department, we are routinely dealing with complicated and serious disorders related to GIT tract and Liver diseases.</p>
General Medicine	<p>Department of General Medicine manages all aspects of a patient's general health care.</p> <p>Services</p> <ul style="list-style-type: none"> ➤ Care for patients with undefined symptoms and complaints (shortness of breath, chest pain, abdominal pain, back pain, fever etc.) ➤ Care for patients with chronic medical issues (high blood pressure, diabetes, heart disease, Rheumatoid arthritis, Rheumatic Disease, autoimmune Disorders, etc.) ➤ Comprehensive management of medical needs for hospitalized patients. ➤ Disease prevention and health promotion. <p>Doctors in this department are trained to care for patients with multi-system diseases. They work closely with specialists, incorporating their advice in developing and implementing a treatment plan for people with more complex medical problems.</p>
Medical Oncology	<p>Medical oncology department is headed by the most versatile and leading physician in Rajasthan. The team is supported by well trained young enthusiastic doctors to take care of the patients. The nursing staff is well trained and dedicated and sympathetic towards the patients.</p> <p>All types of chemotherapy including day care chemotherapy, infusional chemotherapy, high dose chemotherapy, intrathecal chemotherapy, intra arterial chemotherapy, intra vesical chemotherapy etc are performed regularly,</p>
Neurology	<p>It is designed to provide highest levels of professional expertise and leadership in all major disciplines of neurosciences. The institute, boasts of highly –end technology including the first Modular Neuro Suite (most advanced Neurosurgical operating room with Aesculap Instruments), first of its kind in Rajasthan.</p>
Pediatrics & Neonatal	<p>This department is committed to provide the best of comprehensive medical care to children up to 18 years. The department of Pediatrics strives to be the leader in the field of childcare through development of its pediatrics super-specialties, research, community services and quality professional education. The department provides specialized care in sub-specialties apart from excellent general Pediatrics' and primary care.</p>

Psychiatry	<p>In department of Psychiatry we have got all types of advanced and latest methods to treat all types of Psychiatric illness' related to:-</p> <ul style="list-style-type: none"> ➤ Child, Adolescent, adult and Geriatric Psychiatry disorders. ➤ Substance related disorders- (Drugs- addiction O.P.D based) ➤ Mental retardation ➤ Schizophrenia ➤ Mood Disorders & Suicide ➤ Anxiety disorders & stress disorders ➤ Somatoform disorders ➤ Chronic fatigue syndrome and Neurasthenia and associates disorders.
Respiratory Medicine	<p>The Department of Respiratory & Sleep medicine is geared to deal with the whole array of respiratory & sleep disorders like Asthma, COPD, Pneumonias, Interstitial Lung diseases, Sleep apnea & Insomnia.</p> <p>Our philosophy is to provide personalized Care to all our patients round the clock. We strive hard not only to deal with the acute problems but also to build up an ongoing bond with our patients.</p> <p>We are equipped with advanced Lung function lab and Fibro-optic bronchoscope In order to address the looming epidemic of sleep disorders. The department has started first of its kind Fellowship in Sleep Medicine. We also run the non invasive ventilation service. The department aims to build international collaborations and become one of the major research and academic centers in this field.</p>
Occupation Therapist	<p>Occupational therapy is a discipline that aims to promote health by enabling people to perform meaningful and purposeful activities. Occupational therapists work with individuals who suffer from a mentally, physically, developmentally, and/or emotionally disabling condition by utilizing treatments that develop, recover, or maintain clients' activities of daily living. The therapist helps clients not only to improve their basic motor functions and reasoning abilities, but also to compensate for permanent loss of function. The goal of occupational therapy is to help clients have independent, productive, and satisfying lives.</p>

Surgical and Allied:-

Service	Description
Cardiothoracic Surgery	The department of cardiac surgery is well equipped with State-of-the-Art equipment, having a modular operation theatre with laminar air flow, Dual

	multi-parameter monitors, latest anesthesia machine, "Sarns" Heart Lung machine, IABP, Pacemaker and latest instruments other equipments of international standard.
Denitistry	<p>The Department provides state of the art Prophylactic and Curative Dental services to all patients both through Free and Private OPD.</p> <p>The Department also carries out rehabilitation of head and neck cancer patients with obturators, guide plane prostheses, tongue prostheses & implant retained maxillofacial prostheses after ablative surgery. Treatment for Cysts, Tumors, and Tempormandibular disorders, Trauma, surgical correction of Jaw deformities, Sinus Lift surgery and bone augmentation surgeries are also done, crowns.</p>
Gastrointestinal & Min Inv Surgery	<p>The Gastrointestinal Surgery department provides comprehensive care for patients that are suffering from surgical diseases of the gastrointestinal tract (i.e. food pipe, stomach, intestines & colo – rectal, liver, biliary system, pancreas).</p> <p>Additionally, this department provides complete therapeutic use of laparoscopic technique for diverse G I problems like cancers, bleeding, stones, hernias and morbid obesity.</p>
General Surgery	<p>The department of surgery equipped with the latest state of the art modular theatres and equipment caters to all minor and major surgeries with a round the clock running emergency operation theatre for Active Surgical and traumatic cases.</p> <p>With a high dependency unit back up and excellent post-operative care the center boasts of catering to successful surgical interventions in complicated as well as congenital surgical problems.</p>
Neuro Surgery	It is designed to provide highest levels of professional expertise and leadership in all major disciplines of neurosciences. The institute, boasts of highly –end technology including the first Modular Neuro Suite (most advanced Neurosurgical operating room with Aesculap Instruments), first of its kind in Rajasthan.
Plastic Surgery	We follow the latest and safest techniques in Cosmetic Surgery, where many of our treatments involve endoscopic procedures. Our non-invasive treatments are day care procedures wherein the patient can return home after a few hours.

Other Clinical Support:-

Service	Description
Anesthesia	Department of Anesthesia is a multifunctional department managed by experienced personnel. Its activity associates with almost every

	department within the hospital particularly Critical Care Medicine. The department is fully equipped with 9 operation theatres, CathLab and post operative ward beds and is managed by well experienced doctors. As part of the overall endeavor to improve surgical and critical care outcomes across the Hospitals operations – a first of its kind in Rajasthan
Blood Bank	The Department provides immune-hematological and transfusion services to this hospital and other hospitals. The department assures the supply of safe and quality blood Component to the patients and provides high quality services. All required blood safety measures and investigations are conducted and only safe blood is released for transfusion.
Forensic Medicine	Department of Forensic Medicine of SK Soni Hospital looks after the Medico-Legal work of the Hospital, conducts Post-Mortem examination, and imparts Medico-Legal training to doctors and teaching to Post-Graduate students and Interns, along with other related scientific activities.

VISION

To provide Quality health services with technological perfection and personal care under one roof with highly well equipped infrastructure by competent and devoted professionals at affordable cost that is inexpensive and accessible to everyone in an ethical and hygienic environment.

MISSION

We aim to provide world class healthcare at affordable rates to all members of the public.

OUR QUALITY POLICY

We are committed to Total Patient Satisfaction by ensuring timely Health services at Affordable cost with continual improvement in technology and Quality Management System.

FINANCIAL INFORMATION

STATEMENT OF ASSETS AND LIABILITIES

(Amount in Rs.)

	<u>Particulars</u>	31.03.2014	31.03.2013	31.03.2012	31.03.2011	31.03.2010
I	<u>EQUITY AND LIABILITIES</u>					
	(a) Share Capital	42649000	37146000	37146000	37146000	37146000
	(b) Reserve and Surplus	25513829	26085690	23905583	20912631	19395830
2	<u>Non-Current Liabilities</u>					
	Long term borrowing	51414234	59337058	51658756	56047440	36785305
	Deferred Tax Liabilities	7795067	7809113	7633879	7483723	7032323
	Other Long Term Liabilities	--	1550000	1550000	1554650	--
	Long Term Provisions	--	--	--	--	--
3	<u>Current Liabilities</u>					
	Short-Term Borrowings	--	3022427	13829990	80859	29726043
	Trade Payable	16793788	16327550	9287929	12474916	8112464
	Short-Term Provisions	1017294	1022099	839794	577294	552294
	Other current liabilities	13800164	10277994	8153213	8138549	5966313
	TOTAL	158983375	162577931	154005144	144416062	144716572
II	<u>ASSETS</u>					
1	<u>Non-Current Assets</u>					
	(a) Fixed Assets:-					
	(i) Tangible Assets	65934488	66761045	61006840	60511272	60581166
	(ii) Capital work in progress	7326931	979515	571326	--	--
	(iii) Intangible Assets	7570830	7570830	7570830	7570830	7570830
	(b) Non-Current Investment	114000	21514000	21514000	21514000	21514000
	(c) Long-Term Loans & Advances	19414968	19352694	19402694	19087194	18651604
	(d) Other Non-current Assets	1934833	1934833	1934833	1934833	--
2	<u>Current Assets</u>					
	(a) Cash and Cash Equivalents	14536702	16950005	9735686	6441798	6869276
	(b) Trade Receivable	5536645	6583508	8580700	6676933	6561852
	(c) Short-Term Loans & Advances	2693053	3426786	6003587	2805068	4085204
	(d) Inventories	33874955	17458745	17524840	17836089	18312524
	(e) Other current assets	45970	45970	159808	38045	570116
	TOTAL	158983375	162577931	154005144	144416062	144716572

STATEMENT OF PROFIT & LOSS

(Amount in Rs.)

Particulars	31.03.2014	31.03.2013	31.03.2012	31.03.2011	31.03.2010

Revenue					
Income from operations	123671557	93091704	90116035	80607432	78900523
Other Income	1365617	690685	1217901	271813	1029616
Total Revenue	125037174	93782389	91333936	80879245	79930139
Expenses					
Consumption of Drugs, Medicines and Regents	28957925	15025792	17853696	18984444	19737990
Employee Benefits Expenses	23152505	19843750	17715365	14583196	15122443
Finance costs	9601375	8606417	7319916	8734172	8973645
Depreciation and amortization expenses	5739755	5140955	5133530	5111153	4984324
Other expenses	54431316	41830328	39370822	30963079	27896493
Total Expenses	121882876	90447242	87393329	78376043	76714895
Profit before exceptional and extraordinary items and tax	3154298	3335147	3940607	2503202	3215244
Exceptional items NPA	13706	--	--	--	--
Profit before extraordinary items and tax	3140592	3335147	3940607	2503202	3215244
Extraordinary Items	--	--	--	--	--
Profit before Tax	3140592	3335147	3940607	2503202	3215244
Tax Expenses					
Current Tax	975000	979805	797500	535000	510000
Deferred Tax	(14047)	175235	150155	451401	1030700
Profit/loss for the year from continuing operation	2179639	2180107	2992952	1516801	1674544
Profit/(loss) from discounting operations	--	--	--	--	--
Tax expenses of discounting operations	--	--	--	--	--
Profit/Loss from discontinuing operations after tax	--	--	--	--	--
Profit for the year	2179639	2180107	2992952	1516801	1674544
Earning per Equity share:					
(1) Basic	0.51	0.59	0.81	0.41	0.45
(2) Diluted	0.51	0.59	0.81	0.41	0.45

CAPITAL STRUCTURE

Share Capital

Particulars	Amt. in Rupees
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Authorized Capital 45,00,000 Equity Shares of Rs. 10/- Each	4,50,00,000
Issued, Subscribed and Paid Up Capital 42,64,900 Equity Shares of Rs. 10/- Each Fully Paid Up	4,26,49,000

SHAREHOLDING PATTERN AS ON 09TH JANUARY, 2014

Category	No. of Shares	% of Shares
Promoters:-		
Individuals	2976400	69.79%
Body Corporate	--	--
Public Shareholding:-		
Individuals	966700	22.67
NRI	106000	2.49
Financial Institutions/Mutual Fund	125000	2.93
Body Corporate	90800	2.12
Total	4264900	

Shareholding pattern as on January 09, 2014 as per Clause 35 of Listing Agreement

Introductory sub-table (I) (a)

Partly Paid Up Shares	No. of partly paid up Shares	As a % of total No. of partly paid up shares	As a % of total no .of shares of the company
Held by Promoter / Promoter Group	0	0.00	0.00
Held by Public	0	0.00	0.00
Total	0	0.00	0.00

Outstanding convertible securities	No. of outstanding securities	As a % of total No. of outstanding convertible securities	As a % of total no .of shares of the company assuming full conversion of the convertible securities
Held by Promoter / Promoter Group	0	0.00	0.00
Held by Public	0	0.00	0.00
Total	0	0.00	0.00

Warrants	No. of Warrant	As a % of total No. of Warrants	As a % of total no .of shares of the company assuming full conversion of

			Warrants
Held by Promoter / Promoter Group	0	0.00	0.00
Held by Public	0	0.00	0.00
Total	0	0.00	0.00

Total Paid-up capital of the company assuming full conversion of warrants and convertible securities	Rs. 4,26,49,000/-
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1(a) Statement of Shareholding Pattern:-

Category of Shareholder	No. of Share holders	Total No. of Shares	Total No. of Shares held in Dematerialized Form	Total Shareholding as a % of Total No. of Shares		Shares pledged or Otherwise encumbered	
				As a % of (A+B)	As a % of (A+B+C)	No. of shares	As a % of Total No. of Shares
(A) Shareholding of Promoter and Promoter Group							
(1) Indian							
(a) Individuals / Hindu Undivided Family	3	2160400	--	50.66	50.66	--	--
(b) Body Corporate	--	--	--	--	--	--	--
(c) HUF	1	816000	--	19.13	19.13	--	--
Sub Total(A) (1)	4	2976400	--	69.79	69.79	--	--
(2) Foreign							
Sub Total(A) (2)	--	--	--	--	--	--	--
Sub Total (A1) + (A2)	4	2976400	--	69.79	69.79	--	--
(B) Public Shareholding							
(1) Financial Institutions / Banks	1	25000	--	0.59	0.59	--	--
(2) Mutual Funds	1	100000	--	2.34	2.34	--	--
Sub Total(B) (1)	2	125000	--	2.93	2.93	--	--
(2) Non-Institutions							
(A) Bodies Corporate	3	90800	--	2.13	2.13	--	--
(B) Individuals							
i. Individual shareholders holding nominal share capital up to Rs. 1 lakh	481	155000	2500	3.63	3.63	--	--
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	15	811700	--	19.03	19.03	--	--
Any Others - NRI	5	106000	--	2.49	2.49	--	--
Sub Total (B) (2)	504	1163500	2500	27.28	27.28	--	--

Sub Total (B1) + (B2)	506	1288500	2500	30.21	30.21	--	--
Total (A)+(B)	510	4264900	2500	100	100	--	--
(C) Shares held by Custodians and against which Depository Receipts have been issued	--	--	--	--	--	--	--
(1) Promoter and Promoter Grp.	--	--	--	--	--	--	--
(2) Public	--	--	--	--	--	--	--
Sub Total(C)	--	--	--	--	--	--	--
GRAND TOTAL (A)+(B)+(C)	510	4264900	2500	100	100	--	--

(1)(b) Statement Showing Holding of Securities includes (shares, warrants, convertible securities) of person belonging to the category "promoter and promoter group"

Sr. No.	Name of the Shareholder	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of Shares held	As a % of grand total (A)+(B)+(C)	No	As a %	As a % of grand total (A)+(B)+(C)	No. of warrants held	As a % total no. of warrants of the same class	No. of convertible securities held	As a % total number of convertible securities of the same class	
1.	Dr. B.R Soni	1,667,700	39.10	-	-	-	-	-	-	-	39.10
2.	Dr. Anju Soni	492,700	11.55	-	-	-	-	-	-	-	11.55

3.	B.R. Soni HUF	816,000	19.13	-	-	-	-	-	-	-	19.13
	TOTAL	2,976,400	69.79	-	-	-	-	-	-	-	69.79

(1)(c)(i) Statement Showing Holding of Securities includes (shares, warrants, convertible securities) of person belonging to the category “public” and holding more than 1% of the total number of shares

SN	Name of the Shareholder	No. of Shares held	Shares as % of Total No. of Shares	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				No. of warrants held	As a % total no. of warrants of the same class	No. of convertible securities held	% w.r.t total no. of convertible securities of the same class	
1	Bank of Baroda	100000	2.34	0	0.00	0	0.00	2.34
2	Praxis Consulting & In. Service P Ltd	47800	1.12	0	0.00	0	0.00	1.12
3	Mrs. Anita Phalpher	46300	1.08	0	0.00	0	0.00	1.08
4	Pooja Soni	67600	1.58	0	0.00	0	0.00	1.58
5	Sahil Chabra	200000	4.69	0	0.00	0	0.00	4.69
6	Vikram Phelpher	200000	4.69	0	0.00	0	0.00	4.69
	Total	661700	15.51	0	0.00	0	0.00	15.51

(1)(c)(ii) Statement Showing Holding of Securities includes (shares, warrants, convertible securities) of person belonging to the category “public” and holding more than 5% of the total number of the share of the Company

SN	Name(s) of the shareholder(s) and the	No. of Shares	Share s as % of Total No. of	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of
				Num ber	As a % total	Numbe r of	% w.r.t total number of	

	Persons Acting in Concert (PAC) with them	Shares	of warrants	number of warrants of the same class	convertible securities held	convertible securities of the same class	warrants and convertible securities) as a % of diluted share capital
Not Applicable							

(I)(d) Statement showing details of locked-in shares

SN	Name of the Shareholder	No. of Shares	Locked-in Shares as % of Total No. of Shares
1	Mr. Dharmendra Tiwari	15	0
2	Mr. Bhanu Prakash Chetwani	15	0
3	Mr. Vasudev Janyani	20	0
4	Mr. Roshan Sharma	15	0
5	Murari Lal Chaturvedi	15	0
6	Mr. Mukesh Meena	15	0
7	Naresh Sharma	15	0
8	Mr. Pankaj Bhatia	15	0
9	Mr. Birma Ram Bhatesar	15	0
10	Mr. Kalyan Meena	20	0
11	Mr. Babulal	20	0
12	Mr. Rajesh	15	0
13	Salim Khan	20	0
14	Mr. Bhima Ram Gurjar	20	0
15	Mr. Mahboob Khan Malwan	20	0
16	Mr. Dilip Kantwa	15	0
17	Mohd. Iqbal	15	0
18	Ramavatar Sharma	15	0
19	Mr. Maqsood Khan	20	0
20	Ms. Ekta kushawah	20	0
21	Sukhvender Singh	20	0
22	Ms. Lissy Thomas	20	0
23	Ms. Bindu John	20	0
24	Mr. Rajendra Pahriwal	20	0
25	Ms. Valsamma Satish	20	0
26	Ms. Bindu Chacko	20	0
27	Mr. Dinesh Singh Kushwaha	20	0
28	Mr. Ashish Sharma	20	0
29	Nanhe Khan	20	0
30	Vinod Mathur	20	0
31	Mr. Vikram Singh	20	0
32	Mr. Hansraj Saini	20	0
33	Mr. Santosh Kumar Gupta	20	0
34	Naveen Sanghi	20	0
35	Mr. Hemendra	20	0

36	Mr.Shafiq Mohd.	20	0
37	Mr.Dharmendra Vyas	20	0
38	Ms. Kanchan Chaudhary	20	0
39	Ms.Chinnu Methew	20	0
40	Ms Kiran Chaudhary	15	0
41	Mr.Sakir Hussain	15	0
42	Mr.Amit Maheshwari	15	0
43	Mr.Nar singh	15	0
44	Mr.Om prakash	15	0
45	Mr.Ram kesh Mali	15	0
46	Mr .Jitendra Kumar Swami	15	0
47	Sanjay Vyas	15	0
48	Mr.Vikram singh Yadav	15	0
49	Shiniwas Mandal	15	0
50	Dinesh Kumar Gupta	15	0
51	Mr. Jogendra singh solanki	20	0
52	Mr.Lakhan Pratap Singh	20	0
53	Zahid Khan Goodage	20	0
54	Rajendra Sinhg Rathore	20	0
55	Ms. Sushila Devi Raigar	20	0
56	Mr. Sandeep Kumar Bairwa	20	0
57	Mr. Durga Shankar Sharma	20	0
58	Mr. Thomson John	20	0
59	Subhash Joshi	20	0
60	Mr. Dev Kishan Lodha	20	0
61	Mr. Ravi Goyal	20	0
62	Mr.Lekhram Prajapat	20	0
63	Mr.Shiv singh Gurjar	20	0
64	A A Khan (Babu Luhuru)	20	0
65	Ms. Susheela Singh	20	0
66	Ms. Achamma Daniel	20	0
67	Mr. Manak Chand	20	0
68	Ms. Monika Sangwan	20	0
69	Ms. Rosamma Mathew	20	0
70	Ms.Sanju	20	0
71	Ms Neeraj	20	0
72	Mr.Wasim Khan	20	0
73	Mr.Abhishek Kumar	20	0
74	Rajesh Sharma	20	0
75	Piyush Kulshetha	15	0
76	Somendra Sharma	15	0
77	Mr. Ravi Goyal	15	0
78	Mohd. Aslam	15	0
79	Salim Kamred	15	0
80	Yogendra Tank	20	0
81	Mr. Shankar lal	20	0
82	Surendra Gupta	20	0

83	Ms. Sosamma David	20	0
84	Ms. Prasanna Shivam	20	0
85	Ms. Susamma Varghese	20	0
86	Ms. Mini K. Varghese	20	0
87	Ms. P. Jamila Beevi	20	0
88	Mr. Prince Mathew Joseph	20	0
89	Ms. Rashmi	20	0
90	Ms. Usha C.V.	20	0
91	Ms. Mini P K	20	0
92	Ms. Asma Khatoon	20	0
93	Ms. Mariyam Hiwali	20	0
94	Mr. Sandeep Kumar	20	0
95	Ms. Soosamma Mathews	20	0
96	Ms. Lalita Kanwar	20	0
97	Ms. Lissy Sharma	20	0
98	Ms. Manju Sharma	20	0
99	Mr. Pankaj Kumar Gupta	20	0
100	Virendra Jain	20	0
101	Ms. Kanti Sharma	20	0
102	Mr. Govind Sain	20	0
103	Ms. Valsamma Rajan	20	0
104	Ms. Rema Rajan	20	0
105	Ms. Suma Raju	20	0
106	Mr. Surendra Mohan Sharma	20	0
107	Mr.Suresh Kumar Jat	20	0
108	Mr. Rajeev Prakash Mathur	20	0
109	Arun Kumar Khandelwal	20	0
110	Mr. Arjun Singh	20	0
111	Mr. Rajjan Singh	20	0
112	Mr. Sunil Kumar Gupta	20	0
113	Ms. Sharmila Jain	20	0
114	Ms. Manisha Mathur	20	0
115	Mr. Piyush Chawla	20	0
116	Sunil Kumar Sharma	20	0
117	Col. Garsiram	20	0
118	Kailash Khandelwal	20	0
119	Ms. Sheela Devi Pataria	20	0
120	Mr. Sanjay Joshi	20	0
121	Mr. Manoj Kumar Bairwa	20	0
122	Mr. Devendra Singh	20	0
123	Mrs.Neelam	20	0
124	Dr. Vimal Gupta	20	0
125	Dr.Shruti Surekha	20	0
126	Ms.Sonam Chandak	20	0
127	Ms.Divya Kumawat	20	0
128	Mr.R.S.Bhrambhatt	20	0
129	Mr.Rakesh Sharma	20	0

130	Rajani Kedawat	20	0
131	Aayush Agarwal	20	0
132	Yoghmaya Sharma	20	0
133	Dr.Bimal Roy Soni	85000	1.99
134	Vikram Phelpher	200000	4.69
135	Sahil Chabra	200000	4.69
136	Pooja Soni	60000	1.41
137	Deepak Kumar Kedawat	2500	0.06
138	Priti Yadav	30	0
139	R.C. Sharma	30	0
140	Kundan Sinha	30	0
141	Farida Begum	30	0
142	Dr. P.D. Agarwal	30	0
143	Sarla Arya	20	0
144	Chandrika Vyas	20	0
145	Anil Rathi	20	0
146	Sunita Mishra	20	0
147	Anil Gulati	30	0
148	Ameeta Soni	20	0
149	Mini Nanda	20	0
Total		550300	12.90%

(II)(a) Statement showing details of Depository Receipts (DRs)

SN	Type of Outstanding DR (ADRs, GDRs, SDRs, etc.)	No. of Outstanding DRs	No. of Shares Underlying Outstanding DRs	Shares Underlying Outstanding DRs as % of Total No. of Shares
Not Applicable				

(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by "promoter/promoter group" are in excess of 1% of the total number of shares

SN	Name of the DR Holder	Type of Outstanding DR (ADRs, GDRs, SDRs, etc.)	No. of Shares Underlying Outstanding DRs	Shares Underlying Outstanding DRs as a % of Total No. of Shares
Not Applicable				

Details of Outstanding Convertible Instruments including Warrants Pending Conversion

Not Applicable

Details of Group/Subsidiary companies, such as name of the company, the stock exchanges where they are listed and the market prices of their securities during the week preceding the date of application for listing on this Exchange.

Not Applicable

Statement showing dividends and cash bonuses paid during the last 10 years or such shorter period as the company has been in existence

Company has not declared any Dividend or cash Bonus in last 10 Years.

Statement containing particulars of the dates of and parties to all material contracts, agreements (including agreements for technical advice and collaboration), concessions and similar other documents (except those entered into in the ordinary course of business carried on or intended to be carried on by the company) together with the brief description of terms, subject matter and general nature of the documents, if applicable

Not Applicable.

Statement containing particulars of any commission, brokerage, discount or other special terms including an option for the issue of any kind of securities granted to any person, if applicable

Not Applicable.

Shareholding pattern as on September 30, 2014 as per Clause 35 of Listing Agreement

Introductory sub-table (I) (a)

Partly Paid Up Shares	No. of partly paid up Shares	As a % of total No. of partly paid up shares	As a % of total no .of shares of the company
Held by Promoter / Promoter Group	0	0.00	0.00
Held by Public	0	0.00	0.00

Total	0	0.00	0.00
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Outstanding convertible securities	No. of outstanding securities	As a % of total No. of outstanding convertible securities	As a % of total no .of shares of the company assuming full conversion of the convertible securities
Held by Promoter / Promoter Group	0	0.00	0.00
Held by Public	0	0.00	0.00
Total	0	0.00	0.00

Warrants	No. of Warrant	As a % of total No. of Warrants	As a % of total no .of shares of the company assuming full conversion of Warrants
Held by Promoter / Promoter Group	0	0.00	0.00
Held by Public	0	0.00	0.00
Total	0	0.00	0.00

Total Paid-up capital of the company assuming full conversion of warrants and convertible securities	Rs. 4,26,49,000/-
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1(a) Statement of Shareholding Pattern:-

Category of Shareholder	No. of Share holders	Total No. of Shares	Total No. of Shares held in Dematerialized Form	Total Shareholding as a % of Total No. of Shares		Shares pledged or Otherwise encumbered	
				As a % of (A+B)	As a % of (A+B+C)	No. of shares	As a % of Total No. of Shares
(A) Shareholding of Promoter and Promoter Group							
(1) Indian							
(c) Individuals / Hindu Undivided Family	2	2160400	--	50.66	50.66	--	--
(d) Body Corporate	--	--	--	--	--	--	--
(c) HUF	1	816000	--	19.13	19.13	--	--
Sub Total(A) (1)	3	2976400	--	69.79	69.79	--	--
(2) Foreign							
Sub Total(A) (2)	--	--	--	--	--	--	--
Sub Total (A1) + (A2)	3	2976400	--	69.79	69.79	--	--
(B) Public Shareholding							
(1) Financial Institutions / Banks	1	25000	--	0.59	0.59	--	--
(2) Mutual Funds	1	100000	--	2.34	2.34	--	--
Sub Total(B) (1)	2	125000	--	2.93	2.93	--	--
(2) Non-Institutions							
(A) Bodies Corporate	3	90800	--	2.13	2.13	--	--
(B) Individuals							
i. Individual shareholders holding nominal share capital up to Rs. 1 lakh	283	155000	--	3.63	3.63	--	--
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	15	811700	--	19.03	19.03	--	--
Any Others - NRI	5	106000	--	2.49	2.49	--	--
Sub Total (B) (2)	306	1163500	--	27.28	27.28	--	--
Sub Total (B1) + (B2)	308	1288500	--	30.21	30.21	--	--
Total (A)+(B)	311	4264900	--	100	100	--	--
(C) Shares held by Custodians and against which Depository Receipts have been issued							
(1) Promoter and Promoter Grp.	--	--	--	--	--	--	--
(2) Public	--	--	--	--	--	--	--
Sub Total(C)	--	--	--	--	--	--	--

GRAND TOTAL (A)+(B)+(C)	311	4264900	--	100	100	--	--
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1)(b) Statement Showing Holding of Securities includes (shares, warrants, convertible securities) of person belonging to the category "promoter and promoter group"

Sr. No.	Name of the Shareholder	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of Shares held	As a % of grand total (A)+(B)+(C)	No	As a %	As a % of grand total (A)+(B)+(C)	No. of warrants held	As a % total no. of warrants of the same class	No. of convertible securities held	As a % total number of convertible securities of the same class	
1.	Dr. B.R Soni	1,667,700	39.10	-	-	-	-	-	-	-	39.10
2.	Dr. Anju Soni	492,700	11.55	-	-	-	-	-	-	-	11.55
3.	B.R. Soni HUF	816,000	19.13	-	-	-	-	-	-	-	19.13
	TOTAL	2,976,400	69.79	-	-	-	-	-	-	-	69.79

(1)(c)(i) Statement Showing Holding of Securities includes (shares, warrants, convertible securities) of person belonging to the category “public” and holding more than 1% of the total number of shares

SN	Name of the Shareholder	No. of Shares held	Shares as % of Total No. of Shares	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				No. of warrants held	As a % total no. of warrants of the same class	No. of convertible securities held	% w.r.t total no. of convertible securities of the same class	
1	Bank of Baroda	100000	2.34	0	0.00	0	0.00	2.34
2	Praxis Consulting & In. Service P Ltd	47800	1.12	0	0.00	0	0.00	1.12
3	Mrs. Anita Phalpher	46300	1.08	0	0.00	0	0.00	1.08
4	Pooja Soni	67600	1.58	0	0.00	0	0.00	1.58
5	Sahil Chabra	200000	4.69	0	0.00	0	0.00	4.69
6	Vikram Phelpher	200000	4.69	0	0.00	0	0.00	4.69
	Total	661700	15.51	0	0.00	0	0.00	15.51

(1)(c)(ii) Statement Showing Holding of Securities includes (shares, warrants, convertible securities) of person belonging to the category “public” and holding more than 5% of the total number of the share of the Company

SN	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	No. of Shares	Share s as % of Total No. of Share s	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Num ber of war rant s	As a % total number of warrants of the same class	Numbe r of conver tible securit ies held	% w.r.t total number of convertible securities of the same class	
Not Applicable								

(I)(d) Statement showing details of locked-in shares

SN	Name of the Shareholder	No. of Shares	Locked-in Shares as % of Total No. of Shares
1	Mr. Dharmendra Tiwari	15	0
2	Mr. Bhanu Prakash Chetwani	15	0
3	Mr. Vasudev Janyani	20	0
4	Mr.Roshan Sharma	15	0
5	Murari Lal Chaturvedi	15	0
6	Mr. Mukesh Meena	15	0
7	Naresh Sharma	15	0
8	Mr. Pankaj Bhatia	15	0
9	Mr. Birma Ram Bhatesar	15	0
10	Mr. Kalyan Meena	20	0
11	Mr. Babulal	20	0
12	Mr. Rajesh	15	0
13	Salim Khan	20	0
14	Mr. Bhima Ram Gurjar	20	0
15	Mr. Mahboob Khan Malwan	20	0
16	Mr. Dilip Kantwa	15	0
17	Mohd. Iqbal	15	0
18	Ramavatar Sharma	15	0
19	Mr. Maqsood Khan	20	0
20	Ms. Ekta kushawah	20	0
21	Sukhvender Singh	20	0
22	Ms. Lissy Thomas	20	0
23	Ms. Bindu John	20	0
24	Mr. Rajendra Pahriwal	20	0
25	Ms. Valsamma Satish	20	0
26	Ms. Bindu Chacko	20	0
27	Mr. Dinesh Singh Kushwaha	20	0
28	Mr. Ashish Sharma	20	0
29	Nanhe Khan	20	0
30	Vinod Mathur	20	0
31	Mr.Vikram Singh	20	0
32	Mr. Hansraj Saini	20	0
33	Mr. Santosh Kumar Gupta	20	0
34	Naveen Sanghi	20	0
35	Mr.Hemendra	20	0
36	Mr.Shafiq Mohd.	20	0
37	Mr.Dharmendra Vyas	20	0
38	Ms. Kanchan Chaudhary	20	0
39	Ms.Chinnu Methew	20	0
40	Ms Kiran Chaudhary	15	0
41	Mr.Sakir Hussain	15	0
42	Mr.Amit Maheshwari	15	0
43	Mr.Nar singh	15	0

44	Mr.Om prakash	15	0
45	Mr.Ram kesh Mali	15	0
46	Mr .Jitendra Kumar Swami	15	0
47	Sanjay Vyas	15	0
48	Mr.Vikram singh Yadav	15	0
49	Shiniwas Mandal	15	0
50	Dinesh Kumar Gupta	15	0
51	Mr. Jogendra singh solanki	20	0
52	Mr.Lakhan Pratap Singh	20	0
53	Zahid Khan Goodage	20	0
54	Rajendra Sinhg Rathore	20	0
55	Ms. Sushila Devi Raigar	20	0
56	Mr. Sandeep Kumar Bairwa	20	0
57	Mr. Durga Shankar Sharma	20	0
58	Mr. Thomson John	20	0
59	Subhash Joshi	20	0
60	Mr. Dev Kishan Lodha	20	0
61	Mr. Ravi Goyal	20	0
62	Mr.Lekhram Prajapat	20	0
63	Mr.Shiv singh Gurjar	20	0
64	A A Khan (Babu Luhuru)	20	0
65	Ms. Susheela Singh	20	0
66	Ms. Achamma Daniel	20	0
67	Mr. Manak Chand	20	0
68	Ms. Monika Sangwan	20	0
69	Ms. Rosamma Mathew	20	0
70	Ms.Sanju	20	0
71	Ms Neeraj	20	0
72	Mr.Wasim Khan	20	0
73	Mr.Abhishek Kumar	20	0
74	Rajesh Sharma	20	0
75	Piyush Kulshetha	15	0
76	Somendra Sharma	15	0
77	Mr. Ravi Goyal	15	0
78	Mohd. Aslam	15	0
79	Salim Kamred	15	0
80	Yogendra Tank	20	0
81	Mr. Shankar lal	20	0
82	Surendra Gupta	20	0
83	Ms. Sosamma David	20	0
84	Ms. Prasanna Shivam	20	0
85	Ms. Susamma Varghese	20	0
86	Ms. Mini K. Varghese	20	0
87	Ms. P. Jamila Beevi	20	0
88	Mr. Prince Mathew Joseph	20	0
89	Ms. Rashmi	20	0
90	Ms. Usha C.V.	20	0

91	Ms. Mini P K	20	0
92	Ms. Asma Khatoon	20	0
93	Ms. Mariyam Hiwali	20	0
94	Mr. Sandeep Kumar	20	0
95	Ms. Soosamma Mathews	20	0
96	Ms. Lalita Kanwar	20	0
97	Ms. Lissy Sharma	20	0
98	Ms. Manju Sharma	20	0
99	Mr. Pankaj Kumar Gupta	20	0
100	Virendra Jain	20	0
101	Ms. Kanti Sharma	20	0
102	Mr. Govind Sain	20	0
103	Ms. Valsamma Rajan	20	0
104	Ms. Rema Rajan	20	0
105	Ms. Suma Raju	20	0
106	Mr. Surendra Mohan Sharma	20	0
107	Mr.Suresh Kumar Jat	20	0
108	Mr. Rajeev Prakash Mathur	20	0
109	Arun Kumar Khandelwal	20	0
110	Mr. Arjun Singh	20	0
111	Mr. Rajjan Singh	20	0
112	Mr. Sunil Kumar Gupta	20	0
113	Ms. Sharmila Jain	20	0
114	Ms. Manisha Mathur	20	0
115	Mr. Piyush Chawla	20	0
116	Sunil Kumar Sharma	20	0
117	Col. Garsiram	20	0
118	Kailash Khandelwal	20	0
119	Ms. Sheela Devi Pataria	20	0
120	Mr. Sanjay Joshi	20	0
121	Mr. Manoj Kumar Bairwa	20	0
122	Mr. Devendra Singh	20	0
123	Mrs.Neelam	20	0
124	Dr. Vimal Gupta	20	0
125	Dr.Shruti Surekha	20	0
126	Ms.Sonam Chandak	20	0
127	Ms.Divya Kumawat	20	0
128	Mr.R.S.Bhrambhatt	20	0
129	Mr.Rakesh Sharma	20	0
130	Rajani Kedawat	20	0
131	Aayush Agarwal	20	0
132	Yoghmaya Sharma	20	0
133	Dr.Bimal Roy Soni	85000	1.99
134	Vikram Phelpher	200000	4.69
135	Sahil Chabra	200000	4.69
136	Pooja Soni	60000	1.41
137	Deepak Kumar Kedawat	2500	0.06

138	Priti Yadav	30	0
139	R.C. Sharma	30	0
140	Kundan Sinha	30	0
141	Farida Begum	30	0
142	Dr. P.D. Agarwal	30	0
143	Sarla Arya	20	0
144	Chandrika Vyas	20	0
145	Anil Rathi	20	0
146	Sunita Mishra	20	0
147	Anil Gulati	30	0
148	Ameeta Soni	20	0
149	Mini Nanda	20	0
Total		550300	12.90%

(II)(a) Statement showing details of Depository Receipts (DRs)

SN	Type of Outstanding DR (ADRs, GDRs, SDRs, etc.)	No. of Outstanding DRs	No. of Shares Underlying Outstanding DRs	Shares Underlying Outstanding DRs as % of Total No. of Shares
Not Applicable				

(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by "promoter/promoter group" are in excess of 1% of the total number of shares

SN	Name of the DR Holder	Type of Outstanding DR (ADRs, GDRs, SDRs, etc.)	No. of Shares Underlying Outstanding DRs	Shares Underlying Outstanding DRs as a % of Total No. of Shares
Not Applicable				

OUR MANAGEMENT

Our Board of Directors consists of following:

SN	Name of Director	Address	Designation	Date of Appointment	Other Directorships Held
1.	Mr. B.R Soni	11, Chetak Marg, Near Police Memorial, Jaipur, 302004, Rajasthan, India	Managing Director cum Chairman	02/08/1988	<ul style="list-style-type: none"> ✓ Soni Hospitals Pvt. Ltd. ✓ Crystal Graphics Pvt. Ltd. ✓ Upasna Finvest Private Limited. ✓ Power Cricket Education India Private Limited ✓ Imaging Super Consultants Private Limited ✓ Soni Diagnostics and Imagings Private Limited
2.	Mrs. Anju Soni	11, Chetak Marg, Near Police Memorial, Jaipur, 302004, Rajasthan, India	Director	02/08/1988	<ul style="list-style-type: none"> ✓ Soni Hospitals Pvt. Ltd. ✓ Crystal Graphics Pvt. Ltd. ✓ Upasna Finvest Private Limited. ✓ Genesis Fertility Centre Private Limited ✓ Soni Diagnostics and Imagings Private Limited
3.	Mr. Sumer Chand	C-22 Bhagwan Das Road, Jaipur, 302001, Rajasthan, India	Independent Director	20/02/2003	<ul style="list-style-type: none"> ✓ S.S Catering Private Limited
4.	Mrs. Mamta Sharma	17, Chetak Marg, Near Police Memorial, Jaipur, 302004, Rajasthan, India	Independent Director	06/01/2015	--
5.	Mr. M.P Yadav	A-2 Dwarikapuri J.L.Bajaj Marg, C- Scheme, Jaipur, 302001, Rajasthan, India	Independent Director	06/01/2015	--

Brief Profile of Directors

Name	Dr. B.R Soni
PAN	AFPPS 1588 H
DIN	00716246
Profile	<p>Dr.B.R. Soni Worked as General Medical Officer in NDOLA, central Zambia from 1980-84 with an Experience of six month working in Canada in 1984. He also Worked as CAS in SMS Hospital, Jaipur from 1984-86. He Passed M.B.B.S. Examination from SMS Medical College in 1978 - 79.</p> <p>He also figured among 50 top prolific Doctors - entrepreneurs of India in Health Care World and he is Managing Director of the Company who handle all working of the Company.</p>

Name	Dr. Anju Soni
PAN	AFPPS 1706 M
DIN	00716193
Profile	<p>Dr. Anju Soni (M.S Obs & Gyne), Senior Consultant (Soni Group of Hospitals) is a leading Gynecologist with expertise in Minimal Invasive Surgery. She has been a prime initiator in providing a platform to the young an practicing gynecologist to develop patient orientation through surgical treatment that involves minimal pain and faster recovery.</p> <p>A medical practitioner with 31 years of experience, she has performed over 15000 surgeries covering high risk Obst and Gyne. She has been trained under eminent faculties such as Dr Lerer (MRCOG) and Dr Shashi Ramesh. She was also fortunate to get the opportunity to gain exposure in endoscopic surgery at the mount Sinai Hospital, New York.</p>

Name	Mr. Sumer Chand
PAN	ACUPJ 8426 H
DIN	00254274
Profile	

Name	Mrs. Mamta Sharma
PAN	AHXPS 6519 E
DIN	07060149
Profile	

Name	Mr. M.P Yadav
PAN	AARPY 8838 K
DIN	05249381
Profile	

Shareholding of Directors

Sr. No.	Name of Director	No. of Shares Held	% of Total No. of Shares
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1.	Mr. B.R Soni	1667700	39.10
2.	Mr. Anju Soni	492700	11.55
3.	Mr. Sumer Chand Jain	34100	0.80%

Compensation of Whole Time Directors*

The aggregate value of salary and perquisite paid to Whole Time Directors of the Company as per Audited financial statements for the year ended 31st March, 2014 are as below:-

S.No	Details	Salary
1	Mr. B.R Soni	24,00,000
	TOTAL	24,00,000

Details of Borrowing Powers of the Company

The Board may from time to time at its discretion, subject to the provisions of the Companies Act, raise or borrow from and secure payments of any sum or sums of money for the purposes of the Company. The borrowing powers of the Directors are regulated by Article 48 of the Articles of Association of our Company.

Relationship among directors

Mr. B.R Soni who is Managing Director of the company is the husband of Mrs. Anju Soni. None of the other present directors are having any family relationship with each other.

Arrangements with major shareholders, customers, suppliers or others

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any Director was appointed as a Director or member of senior management of Our Company.

Interest of Directors

All the Directors of the Company may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or Committee thereof as well as to the extent of other remuneration and/or reimbursement of expenses payable to them for services rendered by them as officers of the Company in accordance with the applicable laws. All the Directors may also be deemed to be interested to the extent of equity shares, if any, already held by them and /or by their friends /relatives in the Company that may be subscribed for or allotted to them in the present offer and also to the extent of any dividend payable to them and other distributions in respect of the said equity shares. All the Directors may also be deemed to be interested to the extent of normal transactions, if any, with the Company. The Directors may also be regarded as interested in the equity shares, if any, held or that may be allotted to the companies, firms and trust in which they are interested as directors, members, partners and/ or trustees.

Further, our Directors may be deemed to be interested in contracts, agreements or arrangements entered into or to be entered into with any Company in which they hold directorships or any partnership firm or trust in which they are partners / trustees.

Corporate Governance

Corporate Governance is administered through our Board and the Committees of the Board. In compliance with Clause 49 of the Listing Agreement with the Stock Exchange, we have formed the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. However, the primary responsibility for upholding Corporate Governance and providing necessary disclosures within the framework of legal provisions and institutional conventions with commitment to enhance shareholders' value vests with our Board.

Our Company being listed Company; we are in compliance with the applicable provisions of the Listing Agreements pertaining to Corporate Governance, including composition of Board of Directors, appointment of Independent Directors.

The Board of Directors of the Company consists of 5 (Five) members and out of 5 (Five) Directors 3 (Three) are Non Executive Directors - Independent Directors and 2 (Two) are Executive Director.

Our Company has constituted an Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, as per the provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement to be entered with Stock Exchanges. The terms of reference of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee complies with the requirements of Clause 49 of the Listing Agreement, entered into with the Stock Exchanges.

In terms of the above stated provision of amended listing agreement and Provisions of Companies Act, 2013, the Company has re-constituted its Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee on January 06, 2015. The Composition of the committees is as follows:-

Committee	Name of the Director	Designation
Audit Committee		
	Mr. M.P Yadav	Chairman
	Mrs. Mamta Sharma	Member
	Mr. Sumer Chand Jain	Member
Nomination and Remuneration Committee		
	Mr. M.P Yadav	Chairman
	Mrs. Mamta Sharma	Member
	Mr. Sumer Chand Jain	Member
Stakeholders Relationship Committee		
	Mr. M.P Yadav	Chairman
	Mr. B.R Soni	Member
	Mr. Sumer Chand Jain	Member

Board Procedure

The Board of Directors meets at least once in a quarter and there will be not less than 4 meetings in a year. The agenda for the meeting together with the relevant notes are circulated in accordance with the provisions of the Companies Act, 2013.

Report on Corporate Governance

Our Company is in compliance with the provisions of the clause 49 of the Listing Agreement of the Stock Exchange.

Compliance Certificate on Corporate Governance

Certificates from our Statutory Auditors confirming compliance with all the conditions of the Corporate Governance, as stipulated in clause 49 of the Listing Agreement of the Stock Exchange are in place.

Compliance with Listing Agreement

Our Company is listed on JSEL, ASEL and DSEL; it has complied with the requirements under the Listing Agreement of JSEL, ASEL and DSEL.

Declaration of Operating Results

We declare the Quarterly operating results which are reported to the Stock Exchange in compliance with the provisions of the Listing Agreement.

Payment or Benefits

No amount or benefit (other than salary) has been paid or given by Our Company within two preceding years or intended to be given to any officer of Our Company.

Loan taken by Directors/ Key Management Personnel

Our Company has not provided any loan to Directors / Key Managerial Personnel.

OUR PROMOTERS

Our promoters are Dr. B.R. Soni and Dr. Anju Soni

➤ **Dr. B.R. Soni**

Dr. B.R Soni is promoter of the Company who establish the company in 1988. He is well known doctor in Rajasthan. He Passed M.B.B.S. Examination from SMS Medical College in 1978 –79. He also worked as General Medical Officer in NDOLA, central Zambia from 1980-84 with Experience of six month working in Canada in 1984. He worked as CAS in SMS Hospital, Jaipur from 1984-86. He started Soni Hospital (Unit of Soni Medicare Ltd.) in Nov. 1988 and working as Medical Doctor and Managing Director of the Company. He started Soni Nursing School in the year 2003 – 2004 presently working as President and Soni Nursing College in the year 2010-11 presently working as President. He also started S.K.Soni Charitable Trust in the year 2003 – 2004, and working as Managing Director of the Trust. He has been conferred with Rajeev Gandhi Entrepreneur Award, Jaipur City Entrepreneur Award and Jewels of Rajasthan.

Particulars	Details
Permanent Account Number	AFPPS 1588 H
Passport No.	H4465294
Bank Account Details	Kotak Mahindra Bank, B-26, Govind Marg, Raja Park, Jaipur-302004 [S.B Account 3811500325]

➤ **Dr. Anju Soni**

Dr. Anju Soni (M.S Obs & Gyne), Senior Consultant (Soni Group of Hospitals) is a leading Gynecologist with expertise in Minimal Invasive Surgery. She has been a prime initiator in providing a platform to the young an practicing gynecologist to develop patient orientation through surgical treatment that involves minimal pain and faster recovery.

A medical practitioner with 31 years of experience, she has performed over 15000 surgeries covering high risk Obst and Gyne. She has been trained under eminent faculties such as Dr Lerer (MRCOG) and Dr Shashi Ramesh. She was also fortunate to get the opportunity to gain exposure in endoscopic surgery at the Mount Sinai Hospital, New York.

As HOD & Sr. Consultant of Soni Group of Hospitals, she strives to provide the services at her hospitals with utmost perfection & concern for the needy. Despite all her achievement, she believes that learning is an endless process; and is hopeful that academic sessions always add to learning through a free flow of ideas.

Particulars	Details
Permanent Account Number	AFPPS 1706 M
Passport No.	H8580325
Bank Account Details	Kotak Mahindra Bank, B-26, Govind Marg, Raja Park, Jaipur-302004 [S.B Account 3711506687]

CHAPTER IV

OUTSTANDING LITIGATION AND OTHER REGULATORY DISCLOSURES

I. OUTSTANDING LITIGATION:

Involving Company

Cases against Company - NIL

Cases Filed by the Company:-

Description	Court	Amount Involved

Involving Directors/Promoter

Cases against Directors/Promoters:-

Cases filed by Directors/Promoters:-

CHAPTER -V

DISCLAIMER CLAUSE OF BSE

As required, a copy of this Information Memorandum is being submitted to BSE. The BSE does not in any manner:

- Warrant, certify or endorse the correctness or completeness of any of the contents of this Information Memorandum; or
- Warrant that this Company's securities will be traded or will continue to be traded on the BSE; or
- Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company; and it should not for any reason be deemed or construed to mean that this Information Memorandum has been cleared or approved by the BSE. Every person who desires to acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Filing

Copies of this Information Memorandum have been filed with BSE in due compliance.

Listing

Application has been made to BSE for permission to deal in and for an official quotation of the Equity Shares of the Company. Our Company has already taken steps for the completion of necessary formalities for commencement of trading at the Stock Exchange mentioned above.

CHAPTER - VII

MATERIAL DOCUMENTS FOR INSPECTION

1. Memorandum and Articles of Association of the Company, as amended.
2. Certificate of Incorporation dated August 02th, 1988 of the Company.
3. Fresh Certificate Incorporation upon change in name dated March 30th, 1995
4. Fresh Certificate Incorporation upon change in name dated April 17th, 1995
5. Copies of Annual Reports of Soni Medicare Limited for the last five financial years ended 31st March, 2014, 31st March, 2013, 31st March, 2012, 31st March 2011, 31st March 2010.
6. Copy of Prospectus dated April 16th, 1996.

CHAPTER – VIII

DECLARATION

All relevant provisions of the Companies Act, 2013 and the Companies Act, 1956(to the extent applicable) and all the legal requirements connected with the Direct Listing as also the guidelines, instructions etc. issued by SEBI, Government and any other competent authority in this behalf have been duly complied with and no statements made in this Information Memorandum are contrary to the provisions of the Companies Act, 2013 and the Companies Act, 1956(to the extent applicable), the Securities and Exchange Board of India Act, 1992 or the rules made there under or regulations issued, as the case may be. We further certify that all the statements in this Information Memorandum are true and correct.

SIGNED ON BEHALF OF THE BOARD OF DIRECTORS

For, SONI MEDICARE LIMITED

**MR. B.R. SONI
(Managing Director)**

**Place: Jaipur
Date: 13.01.2015**