



SONI MEDICARE LIMITED

ANNUAL REPORT

FINANCIAL YEAR 2024-25

<https://www.sonihospitals.com>

**Reg Office:38, Kanota Bagh, Jawahar
Lal Nehru Marg, Jaipur RJ 302004 IN**

ABOUT THE COMPANY

The company was incorporated in the name of Soni Hospital Private Limited on 2nd August, 1988 with the Registrar of Companies, Rajasthan, Jaipur. On March 30th, 1995 the name of the company was changed to Soni Medicare Private Limited. It was later converted into a public limited company with a special resolution passed in the Extraordinary General Meeting on 03.04.1995 and a fresh certificate of incorporation was obtained on the 17th of April, 1995. Consequently, the name of the company was changed to Soni Medicare Limited. Soni Hospital – A unit of Soni Medicare Ltd. was started as a 20-bedded Hospital in 1988 and was founded by Dr. B. R. Soni and inaugurated by Hon'ble Shri Hari Dev Joshi, Chief Minister, Rajasthan (1973 –1977). Finally in the year 1996 it got a status of a 100 bed Corporate Multi-specialty Hospital with prime and central location opp. Moti Doongri Ganesh Temple on main JLN Marg.



Chairman's Speech

It gives me immense pleasure to connect with you all through the Annual Report for the year 2024-25. India's large and diverse population warrants an efficient healthcare infrastructure that should be accessible to all bands' of the society. Good quality healthcare should not be a privilege of the elite ones . Since we set up Soni Hospital in 1986, my vision and endeavor have been to bring state of the art healthcare to the masses of India. In order to achieve this, we at Soni Group of hospitals, are committed to providing advanced medical care.

Our focus has always been on the patients of the lower and middle sections of the society, patients who are rejected by the large corporate hospitals, patients who cannot afford expensive medical care and patients who deserve empathy. I believe that medicine is a noble profession and sick must not be rejected on monetary grounds.

SONI MEDICARE LIMITED was founded on the dream and vision of my late father Shri Surendra Kumar Soni who always encouraged me to serve the people of my state and my country. The group now works to continue its legacy forward. Our innovation and determination towards Women & Child Healthcare got even stronger as we recently established a new facility center for world class maternity care with a remarkable experience.

This state of the art hospital is equipped with all modern world-class equipments and facilities. Featuring multi-specialty and super-specialty departments, we provide premier healthcare to all. A Team of 80 +renowned consultants headed by 5 ex-principals & HOD's of medical colleges are affiliated to serve patients and their respective needs. Soni Hospital provides treatment in over .

This year we started a new Division for Skill Development for training young individuals to upgrade their skill and serve and I hope that in the future we continue to provide and extend further the best international standards quality care universally to every man, woman and child in the state of Rajasthan be they rich or poor.

Bimal Roy Soni
Chairman Cum Managing Director



Strategic Leaders Meeting: Future Focus & Short-Term Focus

Core Values	Focus
<ol style="list-style-type: none"> 1. Accountability 2. Responsive & Quick Learner 3. Going out of the way 	<p>Niche Type details here</p> <p>WHY: Progressive Medical Treatment in a Family Environment through Empowered Employees</p> <p>Purpose WHAT: Cost effective Treatments of Patients for their Diseases HOW: Complete Healthcare Services under One Roof through dedicated doctors</p>

BHAG- 2030

Treating 10 Lakh Patients with 1000 Dr's in 15 Hospitals including a Medical College & increasing shareholder value consistently

3-Year Vision	Marketing Strategy
<p>KPIs</p> <p>Future date 31-03-2028</p> <p>KPI Hospitals 5 New (1200 beds)</p> <p>KPI Turnover 150</p> <p>KPI Patients 5 Lakh</p> <p>What does it look like?</p> <ul style="list-style-type: none"> • Tentative Locations 1. Jagatpura/Sanganer 2. Vidhyadhar Nagar/ Jhotwara 3. Shyam Nagar / C Scheme 4. Wall City 5. Agra Road/ Mansarover Extension • 5 Hospitals- 100 Beds Each- Total 150 Cr treating 5 Lakh Patients (From Jan27- Mar28) • Convert Bagru Campus into 600 beds & 150 seat MC • Internal Promotions • High Quality Processes • Great Place to Work 	<p>Target Market</p> <p>Middle class to upper middle {4 to 20 Lakhs }</p> <p>Differentiators</p> <ol style="list-style-type: none"> 1. Main Road / Prime Location 2. Technology Adaption 3. Empowered Employees 4. Legacy 5. Patient First <p>Proven Process</p> <p>SOP's, NABH Accreditations, NABL, Employee Engagement, Data Based Decisions</p> <p>Guarantee</p> <p>Ethical Treatment , Same day Treatment (Possibility)</p>

1-YEAR GOALS

KPIs

Future date	29-03-2026
Revenue:	70 Cr
Profit:	14 Cr
Measurables:	Add 1 hospital 10 Cr
KPI	1 Lakh Patients
KPI	Soni 50 Cr
KPI	BSH 12 Cr

Quarterly Priorities for the year

1. Increase Pvt Patient Facilities - Whats App Appointments, Digital Reports, wifi, Crookery, Tie up with travelling agency, Glass Cleaning (Facade Internal), High quality food, Photoshoot Tie up for maternity
2. Faster Credit Recovery - Not more than 24 months Less than 60 days TPA less than 15 days
3. Neurology Department - Part time/Full time at soni

QUARTERLY PRIORITIES

KPIs

Future date	30-09-2025
Revenue:	9.5 Cr
Profit:	1.37 Cr

Quarterly Priorities

PARKING LOT

1.  E-NICU for all rajasthan
2.  IVF Department
3.  Sense of pride culture
4.  Medical tourism
5.  IVF & gyne
6.  To explore E-ICU facility within soni group
7.  Loyalty Card
8.  Ortho onco
9.  Purchase process
10.  Service Standardization (RGHS, CGHS & MAAY)
11.  Appointment through tech
12.  Add Cosmetology department
13.  Move from excel to Tally

The background features abstract geometric shapes in various shades of red and white. A large white triangle is positioned in the upper left, pointing towards the center. Another white triangle is in the lower right, pointing towards the center. The remaining space is filled with solid red shapes of various sizes and orientations, creating a dynamic and modern aesthetic.

CORPORATE INFORMATION



SONI MEDICARE LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

DR. BIMAL ROY SONI
CHAIRMAN & MANAGING
DIRECTOR

DR. ANJU SONI
NON-EXECUTIVE DIRECTOR

MR. NAVEEN SANGHI
INDEPENDENT DIRECTOR

MRS. ALANKRITA SHARMA
INDEPENDENT DIRECTOR

MR. KRISHAN KUMAR SAINI
CHIEF FINANCIAL OFFICER

MR. HARI KISHAN TIWARI
COMPANY SECRETARY &
COMPLIANCE OFFICER



SONI MEDICARE LIMITED

COMMITTEES OF BOARD



BANKER
Punjab National Bank

STATUTORY AUDITOR
M/s. TAMBHI ASHOK & ASSOCIATES
Chartered Accountants
Registration No. 005310C

SECRETARIAL AUDITOR
Mahendra Khandelwal & Co.
Company Secretaries
Firm Reg No: S2001RJ047800

REGISTRAR & SHARE TRANSFER AGENT
MUGF Intime India Pvt. Ltd, C-101, 1st Floor,
247 Park, Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai, Maharashtra, 4
00083

REGISTERED OFFICE: 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur Rajasthan 302004
Tel: 0141-5163700 Fax: 0141-2564392
E-mail: cs@sonihospitals.com Website: www.sonihospitals.com

The background features abstract geometric shapes in two shades of red (a vibrant red and a darker, muted red) and white. The shapes are angular and layered, creating a dynamic, modern aesthetic. A central white rectangular area contains the text.

AGM NOTICE



SONI MEDICARE LIMITED

NOTICE OF 37TH ANNUAL GENREAL MEETING

Notice is hereby given that the 37th Annual General Meeting of the Members of SONI MEDICARE LIMITED will be held on Tuesday, the 30th Day of September 2025 at 03.00 P.M. at the registered office of the company at 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur RJ 302004 IN to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2025, including the Audited Balance Sheet as at 31st March, 2025, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Anju Soni, Non-Executive Director (DIN: 00716193), who retires by rotation as a director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Anju Soni (DIN: 00716193), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.

SPECIAL BUSINESS:

3. To Appoint and fix the Fees of M/s. Mahendra Khandelwal & Co, Company Secretaries (Firm Registration No. S2001RJ047800) as Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from Financial Year April 1, 2025, to March 31, 2030

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

“RESOLVED THAT pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) as amended from time to time read with the provisions of Section 204 of the Companies Act, 2013 (“The Act”) & Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any amendment, modification or variation thereof for the time being in force and as per the recommendation of the Audit Committee and the Board of Directors, M/s. Mahendra Khandelwal & Co, Company Secretaries (Firm Registration No. S2001RJ047800), who is a peer reviewed Company Secretary in practice and submitted his consent to act as Secretarial Auditors of



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the Company, be and are hereby appointed as the Secretarial Auditors of the Company, for a term of 5 (five) consecutive years commencing from Financial Year April 1, 2025 to March 31, 2030, to undertake secretarial audit of the Company, on such fees as may be mutually agreed between the Board of Directors and the Secretarial Auditors and as mentioned in the explanatory statement.

RESOLVED FURTHER THAT the Board of Directors (which term includes a duly constituted Committee of the Board of Directors) be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution and / or otherwise considered by them to be in the best interest of the Company.”

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

Date: 06th September, 2025

Place: Jaipur

*Sd/-
(Dr. Bimal Roy Soni)
Chairman & Managing Director
DIN: 00716246*



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NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), setting out material facts concerning the business under item no 3 forms part of this Notice. Further, information as required to be detailed/ disclosed for item no. 2, as required under the Secretarial Standards 2 on General Meeting (SS- 2) issued by the Institute of Company Secretaries of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) forms an integral part of this notice.
2. A member entitled to attend and vote at the 37th Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. A proxy form for the meeting is attached to this notice.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 37th AGM. For this purpose, the Company has entered into an agreement with MUFG Intime India Private Limited for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by MUFG Intime India Private Limited. Instructions and other information relating to remote e-voting are given in this Notice under Note No. 21.
4. Corporate Members intending to depute their Authorised Representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members are requested to bring their attendance slip to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company on all working days during the business hours upto the date of the Meeting.
8. SEBI vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 has come out with SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 (effective date of implementation is 5th December, 2018), wherein it has mandated that the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository except in the cases of transmission or transposition of



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- securities. In view of above amended Regulations, Members are requested to get their shares dematerialized at the earliest to avoid any inconvenience.
9. Members holding shares in single name and physical form are advised to make nomination in respect of their Shareholding in the Company. The nomination form can be obtained from the Company / RTA.
 10. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, the Company is required to obtain the copy of PAN Card and Bank details from all the Shareholders holding shares in physical form. Members are requested to get their details updated by sending the below-mentioned documents along-with a duly signed request letter to RTA:
 - a. Self-attested copy of PAN Card of all the holders;
 - b. Original cancelled cheque leaf with name of member printed on it (if name is not printed, a copy of Bank Passbook/ Statement bearing name, duly attested by the Bank) and;
 - c. Self-attested copy of address proof (viz. Aadhar, voter-id, passport, driving license, any utility bill not older than 3 months).
 11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to RTA for consolidation into a single folio.
 12. The Shareholders who wish to make nomination may send their application in prescribed Form No. SH-13 [under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014 which can be obtained from the Company / RTA.
 13. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
 14. Members holding shares of the Company as on the cut-off date ***ie. Tuesday 23rd September, 2025***, shall be entitled to vote at the 37th Annual General Meeting of the Company. A person who is not a member on the cut-off date should treat this notice for information purposes only.
 15. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or its Registrar and Transfer Agents, ***M/s MUGF Intime India Pvt. Ltd*** to provide efficient and prompt services.
 16. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM is being sent only through electronic mode to those Members whose E-Mail addresses are registered with the Company's Registrar and Share Transfer Agent/Depositories. Members may note that the notice will also be available on the Company's website www.sonihealthcare.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The Company is also sending a letter to Members whose e-mail ids are not registered with Company/RTA/DP providing the weblink of Company's website from where the Annual Report for financial year 2024-25 can be accessed. The Company has published a Public Notice by way of advertisement with the required details of 37th AGM, for information of the Members.



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17. Shareholders seeking any information with regard to accounts are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
18. The Shares of the Company are mandated by Securities and Exchange Board of India for trading in dematerialized form by all investors. Members holding Shares in physical form are advised to dematerialize their Shares to avoid the risks associated with the physical holding of such Share Certificates. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent (R&T).
19. The Ministry of Corporate Affairs has taken "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of Notice /documents including can be sent by email to its members. The e-copy of the notice of 37th Annual General Meeting is also posted on the website "www.sonihealthcare.com" for download.
20. To Support this Green initiative of the Government in full measure, members who have not registered their E-Mail, so far, are requested to register their email addresses with their concerned Depository Participants. Members who hold share in physical form are requested to contact, Company Secretary on cs@sonihealthcare.com or at the registered office of the Company or contact **M/s MUFG Intime India Pvt. Ltd.**
21. **Remote e-Voting Instructions for shareholders:**
 - The voting period begins on Thursday **27th September, 2025 at 09.00 A.M.** and ends on Monday **29th September, 2025 at 5.00 P.M.** Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **23rd September 2025** may cast their vote electronically. The e-voting module shall be disabled after the period afore-mentioned comes to an end for voting thereafter.
 - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".



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- b) Enter User ID and Password. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

Visit URL: <https://www.evoting.nsd.com>

- a) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- b) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- c) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- a) To register, visit URL: and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e- voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility



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METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com. & Click on New System Myeasi Tab
- b) Login with existing my easi username and password
- c) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.



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- d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode /

Non-Individual Shareholders holding securities in demat mode
Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

***Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*



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- ❖ Set the password of your choice

(The password should contain minimum 8 characters, at least one special Character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).

- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.
 - A. User ID: Enter your User ID
 - B. Password: Enter your Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click “Submit”
- d) Cast your vote electronically:
 - A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
 - B. Select ‘View’ icon.
 - C. E-voting page will appear.
 - D. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
 - E. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “**Sign Up**” under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.



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- b) Click on “**Investor Mapping**” tab under the Menu Section
- c) Map the Investor with the following details:
 - A. ‘Investor ID’ –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e.*, *IN00000012345678*
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - C. ‘Investor PAN’ - Enter your 10-digit PAN.
 - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Votes Entry**” tab under the Menu section.
- c) Enter the “**Event No.**” for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under “On-going Events”.

- d) Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option *i.e.* Favour / Against, click on ‘Submit’.

A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “**View**” icon for “**Company’s Name / Event number**”.
- d) E-voting page will appear.
- e) Download sample vote file from “**Download Sample Vote File**” tab.



SONI MEDICARE LIMITED

- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **“Upload Vote File”** option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

Click on **“Login”** under ‘SHARE HOLDER’ tab.

- Click **“forgot password?”**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on **“SUBMIT”**.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits)



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etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on:

<https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.



SONI MEDICARE LIMITED

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

Item No. 3: To Appoint and fix the fees of M/s. Mahendra Khandelwal & Co, Company Secretaries (Firm Registration No. S2001RJ047800) as Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from Financial Year April 1, 2025 to March 31, 2030

In terms of the provisions of Section 204 and other applicable provisions, if any, of the Act, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with the provisions of Regulation 24A and other applicable provisions, if any, of the SEBI Listing Regulations, the Company is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditors who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a term of 5 (five) consecutive years.

Brief Profile/ Credentials: M/s Mahendra Khandelwal & Co, Company Secretaries, was founded in the year 2001 and is registered with the Institute of Company Secretaries of India (Firm Registration No. S2001RJ047800). This firm is managed by professional having combined experience of more than Thirty years in various fields. They are primarily engaged in providing professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations, including carrying out Secretarial Audit, Due Diligence Audit and Compliance Audit for various reputed companies and represent their clients before various government agencies, departments and quasi-judicial authorities. The firm is having a client committed team of Company Secretaries specializing in their respective practice areas. M/s Mahendra Khandelwal & Co., Practicing Company Secretaries is peer reviewed by the Institute of Companies Secretaries of India.

Basis of recommendation for Appointment: Based on the experience of the firm, capability, independent assessment, audit experience & evaluation of Audit work done by them in past and on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on May 30, 2025, subject to the approval of member of the Company, approved the appointment of M/s Mahendra Khandelwal & Co., Company Secretaries (Firm Registration No. S2001RJ047800)), who is a peer reviewed Company Secretary in practice, as the Secretarial Auditors of the Company to undertake the Secretarial Audit, for a term of 5 (five) consecutive years, commencing from Financial Year April 1, 2025 to March 31, 2030.

Further, M/s Mahendra Khandelwal & Co., Company Secretaries, has also submitted their consent to act as the Secretarial Auditors of the Company and have confirmed that they fulfil the criteria as specified in clause (a) of Regulation 24A(1A) of SEBI Listing Regulations and further confirmed that they have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

Proposed Fees & Term of appointment: The proposed fees to be paid to Mahendra Khandelwal & Co., Company Secretaries, for the financial year 2025-26 shall be determined on recommendation of the



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Audit Committee. Since, M/s Mahendra Khandelwal & Co. had conducted the secretarial audit in the previous financial year accordingly there is no material change in the fees payable to such auditor in the current financial year. Accordingly, the consent of the members is sought for approval of the appointment of M/s Mahendra Khandelwal & Co., Company Secretaries as the Secretarial Auditors, to undertake the Secretarial Audit, for a term of 5 (five) consecutive years, commencing from Financial Year April 1, 2025 to March 31, 2030. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution except to the extent of their respective shareholding, if any.

The Board of Directors recommends the resolution as set out at Item No. 6 for the approval of the Members as an Ordinary Resolution.



SONI MEDICARE LIMITED

Additional Information on directors recommended for appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2

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

Mrs. Anju Soni (DIN: 00716193)

Name of the Director	Anju Soni
Father's Name	Ratan Chand Mitra
Date of first appointment on Board	02/08/1988
Qualification	M.S. (Gynaecology & Obstetrics)
Status of Directorship Position In Company	Non-Executive – Non-Independent Director
Brief resume including experience	<ol style="list-style-type: none"> 1. She worked as Senior Resident in Gynaecology in Zambia from 1980-1983. 2. As Consultant, Gynaecology & Obstetrics in Soni Hospital. 3. Head of Department Gynaecology department. 4. President, JOGS (Jaipur Obstetric and Gynaecological Society of India)- April 2018. 5. Founder Petron-Jaipur Menopause Society, Jaipur. 6. Chief organizer of annual hands-on Live laparoscopic surgery workshop for the teaching Rajasthan state doctors over last 5 years
Expertise in specific functional areas	Gynaecology & Obstetrics
Other Directorships	<p>Mrs. Anju Soni is already director in the following companies :-</p> <ol style="list-style-type: none"> 1 Crystal Graphics Private Limited 2. Upasna Finvest Private Limited 3. Soni Hospitals Private Limited 4. Soni Diagnostics and Imagings Private limited 5. SONI TELE RADIOLOGY LLP



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No. of Equity shares held in the Company as on 31/03/2025	492700
No. of board meetings attended during the year	6

Date: 06th September, 2025

Place: Jaipur

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

***Sd/-
(Dr. Bimal Roy Soni)
Chairman & Managing Director
DIN: 00716246***



SONI MEDICARE LIMITED

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional Slip at the venue of the Meeting

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER: _____

I hereby record my presence at the 37TH Annual General Meeting of Soni Medicare Limited held on Tuesday, 30th September 2025 at 03.00 P.M. at the registered office of the company at 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur RJ 302004 IN

Signature of the Shareholder(s) / Proxy



SONI MEDICARE LIMITED

PROXY FORM

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

Name of the Shareholder(s)		E-mail id	
Registered Address		Folio No.	

I/We, being the Shareholder(s) of _____ Shares of 'Soni Medicare Limited', hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____

And whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of Soni Medicare Limited held on Tuesday, 30th September 2025 at 03.00 P.M. at the registered office of the company at 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur RJ 302004 IN and at any adjournment thereof in respect of resolutions as indicated below:

S. No.	ORDINARY BUSINESS	For*	Against*
	Ordinary Resolution for adoption of Audited Financial Statement for the Financial year ended 31st March, 2025 together with the Reports of Directors and Auditors thereon		
	Ordinary Resolution for Re-appointment of Mrs. Anju Soni (DIN: 00716193) as Director who retires by rotation.		
S. No.	SPECIAL BUSINESS	For*	Against*
	Ordinary Resolution for appointment of M/S Mahendra Khandelwal & Co as Secretarial Auditor		

Affix
Re.1 Revenue
Stamp

Signed this.....day of.....2025



SONI MEDICARE LIMITED

Signature of First Shareholder Signature of Second Shareholder Signature of Third Shareholder

Signature of First Proxy Holder Signature of Second Proxy Holder Signature of Third Proxy Holder

Note:

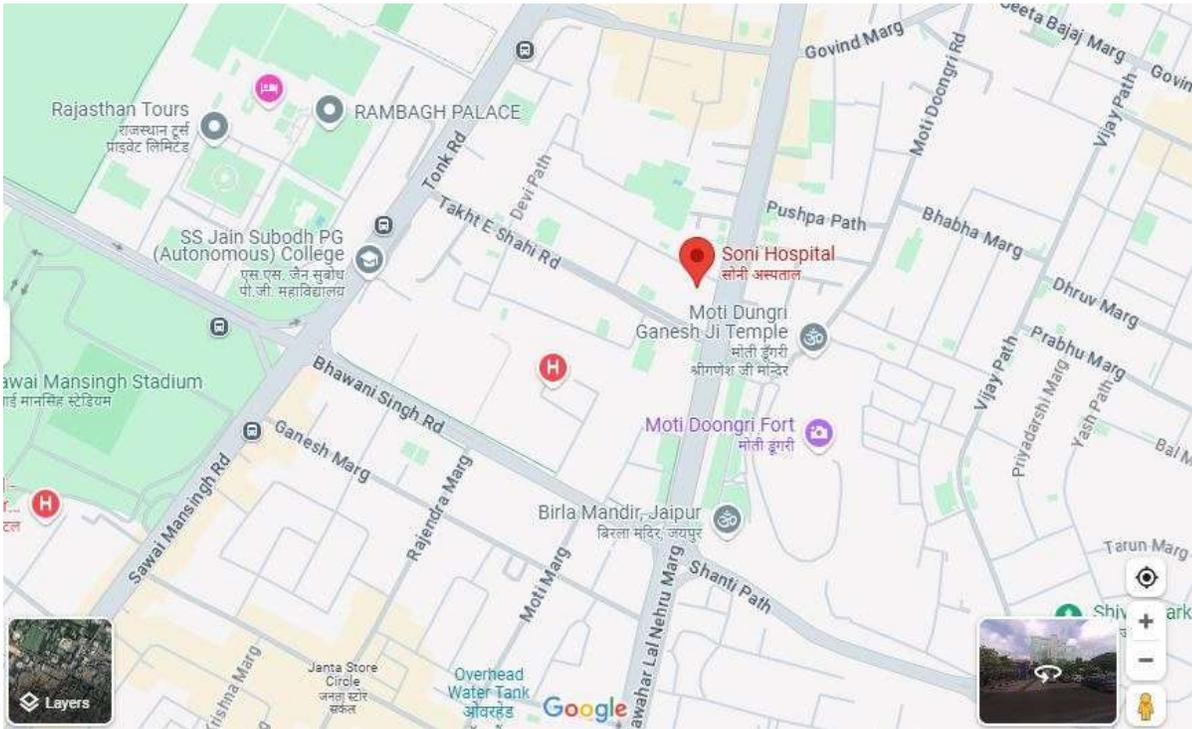
- 1.*Please put a 'X' in the Box in the appropriate column, If you leave 'For' or 'Against' column blank in respect of any or all of the resolutions, your proxy will be entitled to vote in the matter as he/she thinks appropriate.
2. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. A Proxy need not be a Shareholder of the Company.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he/ she so wishes.
5. A person can act as a proxy on behalf of shareholders not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A shareholder holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
6. In the case of joint holders, the signatures of anyone holder will be sufficient, but names of all the joint holders should be stated.



SONI MEDICARE LIMITED

Route map

Map Route Link as per SS -2 <https://maps.app.goo.gl/BjN4fbEmGgSY1dtx7>



The background features an abstract geometric design with various shades of red and white. There are several overlapping triangles and polygons, some pointing towards the center and others towards the corners, creating a dynamic and modern aesthetic.

BOARD REPORT 2025



SONI MEDICARE LIMITED

DIRECTOR'S REPORT

To the Members,

Your directors have pleasure in submitting their 37TH Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March 2025.

1. FINANCIAL RESULTS

The Company's financial performances for the year under review along with previous year's figures are given hereunder:

Particulars	(Rs. in Hundred)	
	For the financial year ended 31 st March, 2025 (Rs.)	For the financial year ended 31 st March, 2024 (Rs.)
Revenue from Operation including other income	3118440.59	2852435.06
Expenses excluding Depreciation	3090394.04	2962840.54
Depreciation and Amortization	50214.63	52352.64
Profit (Loss) Before exceptional Items and Tax	(22168.08)	(162758.11)
Exceptional Items (Provision for gratuity)	-	-
Profit (Loss) Before Tax	(22168.08)	(162758.11)
Current Tax	-	-
Deferred Tax Adjustment	(3530.40)	5434.02
Profit (loss) After Tax	(18637.67)	(168192.13)
Earnings per share (Rs.)	(0.74)	(3.94)

NOTES: The above figures are extracted from the standalone financial statements prepared in compliance with the Indian Accounting Standards (Ind AS) and comply with all aspects



SONI MEDICARE LIMITED

of the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015 (amended)] and other relevant provisions of the Act.

During the year under review your company has incurred a Net Loss of **Rs. 31742.16** (Previous Year Net Loss of **Rs. 168192.14**) Directors expect improved performance during the Current Year.

2. COMPANY'S PERFORMANCE:

The Revenue from Operations for F.Y 2024-25 was **Rs. 298382370.64** as compared to the previous year's revenue of **Rs. 272549701.19** The profit/loss after tax for F.Y 2024-25 and F.Y 2023-24 was **(1863767.95)** and **(16819214.03)** respectively.

3. OPERATIONS AND STATE OF COMPANY'S AFFAIRS:

Information on Companies operations is given in the Management Discussion & Analysis Report forming part of this Report.

4. DIVIDEND:

Keeping in view the losses for the year under review, the Board of Directors of the Company have not recommended any dividend for the Financial Year 2024-25.

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

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

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

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



SONI MEDICARE LIMITED

7. CHANGES IN NATURE OF BUSINESS:

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

8. INFORMATION ABOUT SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:

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

9. CONSOLIDATED FINANCIAL STATEMENTS:

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

10. AUDITORS AND AUDIT REPORT

A) STATUTORY AUDITORS:

In accordance with Sec 139 of the Companies Act, 2013, **M/s TAMBHI ASHOK & ASSOCIATES, Chartered Accountants (FRN: 005301C)**, were appointed by the shareholders of the Company at the Annual General Meeting held on September 30, 2022, as Statutory Auditors of the company for a period of 5 years to hold office from the conclusion of 34th Annual General Meeting till the conclusion of the 39th Annual General Meeting of the Company to be held for financial year ended on 31 March 2027.

B) STATUTORY AUDITORS REPORT:

There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Report that may call for any explanation under section 134(3)(f) of the Companies Act, 2013 from the Directors. Further, the notes to accounts referred to in the Auditors Report are self-explanatory.

C) SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company with the approval of its Board, appointed M/s. Mahendra Khandelwal & Co., a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2024-2025. The Secretarial Audit Report is annexed



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herewith as Annexure I. There are no qualifications, reservation or adverse remark or disclaimer made by the auditor in the report save and except disclaimer made by them in discharge of their professional obligation.

D) INTERNAL AUDITORS

The Board has appointed M/s. AKN Jain & Co. Chartered Accountants as Internal Auditors for a period of one year 2024-2025 under Section 138 of the Companies Act, 2013 and he has completed the internal audit as per the scope defined by the Audit Committee.

11. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The provisions of Section 125(2) of the Companies Act, 2013 is not applicable as the company has not declared dividend in any previous financial years, accordingly there is no unclaimed/ unpaid dividend. So, there are no amounts transferred to IEPF during the year.

12. DEPOSITS FROM PUBLIC:

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

13. LISTING OF SHARES:

Shares of company have been listed on Bombay Stock Exchange

14. SHARE CAPITAL:

The Company has 4,264,900 Equity Shares of Rs. 10 each amounting to Rs. 42,649,000.

The Company has only one class of Equity Share having a par value of Rs. 10/-each.

A) Issue of shares or other convertible securities

The company has not issued any equity shares or other convertible securities, during the financial year.

B) Issue of equity shares with differential rights



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The company has not issued any equity shares with differential rights, during the financial year.

C) Issue of sweat equity shares

The company has not issued any sweat equity shares, during the financial year.

D) Details of employee stock options

The company has not issued any employee stock options, during the financial year.

E) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees

There is no such provision created by company for purchase of its own shares by employees or by trustees for the benefit of employees.

F) Issue of debentures, bonds or any non- convertible securities

The company has not issued any debentures, bonds or any non-convertible securities, during the financial year.

G) Issue of warrants

The company has not issued any warrants, during the financial year.

15. TRANSFER TO RESERVES:

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

16. ANNUAL RETURN:

Annual return for F.Y 2024-2025 is available on the website of the Company i.e. <https://www.sonihospitals.com>.

17. BOARD EVALUATION:

The performance evaluation of the individual Directors including chairman of Board was done in accordance with the provision of the Company Act, 2013.

18. DIRECTORS AND KEY MANAGERIAL PERSONNEL:



SONI MEDICARE LIMITED

RETIRE BY ROTATION:

As per section 152 of the Companies Act 2013, Mrs. Anju Soni would retire by rotation at the forthcoming Annual General Meeting and is eligible for reappointment.

INDEPENDENT DIRECTORS:

The Board of Directors of the Company consists of 4 (Four) Directors out of which 2 (Two) are Non-Executive -Independent Directors.

All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

COMPOSITION OF BOARD OF DIRECTOR:

The Board of the Company as on March 31, 2025 consists of following Directors

- a) BIMAL ROY SONI
- b) ANJU SONI
- c) NAVEEN SANGHI
- d) ALANKRITA SHARMA

During the Financial Year Ms. Alankrita Sharma was appointed as additional Independent Director w.e.f. 06/09/2024 Later she was confirmed as the Independent Director in the 36th AGM of the Company. Ms. Mamta Sharma and Mr. Mahavir Prasad Yadav resigned due to completion of their tenure as Independent Directors on 05/01/2025

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

During the financial year 2024-25 Ms. Juhi Gurnani has resigned from the Designation of Company Secretary & compliance officer of the company w.e.f. 14/11/2024 and Mr. HARI KRISHAN TIWARI was appointed as Company Secretary & compliance officer w.e.f. 14/02/2025. There were no other changes in the composition of KMP during the financial year 2024-25.

19. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:



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The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

1. CONSERVATION OF ENERGY:

The information required under the provisions of section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 relating to the conservation of energy and technology absorption is not applicable, as the Company is not carrying out any manufacturing operation.

2. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Particulars	As on 31.03.2025	As on 31.03.2024
a) Earnings in foreign exchange	Nil	Nil
b) Expenditure / outgo in foreign exchange (Travelling)	Nil	Nil

20. MEETINGS:

During the financial year 2024-2025, following meetings were convened:

Board Meetings

S. No.	Date of Meeting	Board strength	No. of Directors present
1.	30/05/2024	5	5
2.	14/08/2024	5	5
3.	06/09/2024	5	5
4.	17/10/2024	6	6
5.	14/11/2024	6	6
6.	14/02/2025	4	4

Audit Committee Meetings

S. No.	Date of Meeting	Member's strength	No. of Members present
1.	30/05/2024	3	3
2.	14/08/2024	3	3



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3.	14/11/2024	3	3
4.	14/02/2025	3	3

Nomination & Remuneration Committee Meetings

S. No.	Date of Meeting	Member's strength	No. of Members present
1.	23/05/2024	3	3
2.	30/08/2024	3	3

Stakeholders Relationship Committee Meetings

S. No.	Date of Meeting	Member's strength	No. of Members present
1.	30.05.2024	3	3

Members Meeting

S.No	Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Number of members attended
1.	Annual General Meeting	30/09/2024	1150	20
2.	Extra-Ordinary General Meeting	14/03/2025	1245	37

21. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee comprises of:

- a. NAVEEN SANGHI (Chairman)
- b. ALANKRITA SHARMA (Member)
- c. ANJU SONI (Member)

22. AUDIT COMMITTEE:

The Audit Committee comprises of:

- a) NAVEEN SANGHI (Chairman)



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- b) ALANKRITA SHARMA (Member)
- c) ANJU SONI (Member)

23. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Audit Committee comprises of Stakeholders Relationship Committee comprises of:

- a. ANJU SONI (Chairman)
- b. ALANKRITA SHARMA (Member)
- c. NAVEEN SANGHI (Member)

24. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES:

The Company has put in place Vigil Mechanism for Directors and Employees of the Company.

25. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company's net worth is below than Rs. 500 Crore, Turnover is less than Rs. 1000 Crore and Net Profit (Before Tax) is less than Rs. 5 Crore, hence provisions of Section 135 of the Companies Act, 2013 with regard to Corporate Social Responsibility (CSR) are not applicable to the company.

26. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

There are No loans, guarantees or investments in excess of the limits prescribed u/s 186 of the Act.

27. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm with respect to Directors' Responsibility Statement that:

- a. In the preparation of the Annual Accounts for the financial year ended 31st March, 2025, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b. Director had selected such accounting policies and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and



SONI MEDICARE LIMITED

fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period;

- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. The Directors have prepared the annual accounts on a 'going concern' basis.
- e. That internal financial controls were laid down to be followed and that such internal financial controls were adequate and were operating effectively.
- f. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

28. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and disclosed in Form AOC-2 which forms as a Annexure to this report.

29. MANAGERIAL REMUNERATION:

- During the financial year company has not paid remuneration to directors of the company.
- There is no Employee who is in receipt of remuneration of more than Rs. 8,50,000 per month or Rs. 102,00,000 per annum under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in the financial year 2024- 2025.
- The Company does not have any material information to report in accordance to Rule 5, of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

30. GREEN INTIATIVES:

Electronic copies of the Annual Report 2024-2025 and the Notice of 37th AGM will be send to all members whose e-mail address is registered with the company/depository participants. For members who have not registered their email address, physical copies will be send in the permitted mode.



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31. RISK MANAGEMENT POLICY:

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

32. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION ANALYSIS REPORTS:

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

33. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS:

There are No significant material orders passed by the Regulators / Courts / Tribunals which would impact the going concern status of the Company and its future operations.

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

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

35. HUMAN RESOURCES MANAGEMENT:

We firmly believe that employee motivation, development and engagement are key aspect of Good human resource management. We provide several forums and communication channels for our employees to not only share their point of view and feedback related to our business, but also share feedback self-development and career advancement. These forums have helped us to identify and implement a number of structural changes during the year under review.

36. MATERNITY BENEFIT:



SONI MEDICARE LIMITED

During the financial year under review, there were no instances of maternity leave availed by any employee of the Company. Consequently, no maternity benefits were granted during the period. The Company remains fully compliant with the requirements of the Maternity Benefit Act, 1961, and other applicable statutory provisions.

37. DISCLOSURE PRESCRIBED IN TERMS OF SECTION 67-

Section 67 of the companies act, 2013 imposes restrictions on purchase by company or giving of loans by it for purchase of its shares. No company limited by shares or by guarantee and having a share capital shall have power to buy its own shares unless the consequent reduction of share capital is affected under the provisions of this Act.

The company has not purchased or has not given any loans for purchase of its shares and hence complied with the provisions of this section.

38. INSOLVENCY AND BANKRUPTCY CODE, 2016

During the financial year under review, no application has been made or is pending against the Company under the Insolvency and Bankruptcy Code, 2016. Accordingly, no proceedings have been initiated or are pending under the said Code as at the end of the financial year.

39. ONE TIME SETTLEMENT ENTERED DURING THE YEAR:

During the financial year, no settlement of any nature was entered into or effected by the Company with any bank.

40. OTHER MATTERS:

- a. Compliance with Secretarial Standards:
The Company complies with applicable secretarial standards.

- b. Policies and code adopted by the Company

The Board of Directors has from time to time framed and approved policies as required by the SEBI LODR Regulations as well as under the Companies Act, 2013. These policies will be reviewed by the Board at periodic intervals. Some of the key policies that have been adopted are as follows:

- Code for Disclosure of Unpublished Price Sensitive Information
- Code of Conduct for Insider Trading



SONI MEDICARE LIMITED

- Policy on Related Party Transactions
- Code of Conduct for Directors and Senior Management Personnel
- Whistle Blower Policy

41. ACKNOWLEDGEMENTS:

The Directors thank the Company's employees, customers, vendors, investor and academic partners for their continuous support.

The Directors also thank the Government of India, Governments of various states in India and concerned Government departments and agencies for their co- operation

The Directors appreciate and value the contribution made by every member of the Company.

**By the Order of the Board
For SONI MEDICARE LIMITED
CIN: L51397RJ1988PLC004569**

**Place: JAIPUR
Dated:06 September 2025**

**Sd/-
BIMAL ROY SONI
(Managing Director)
DIN: 00716246**



SONI MEDICARE LIMITED

ANNEXURE - I

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis

The Company has not entered in any contract or arrangement or transactions with its related parties which is not at arm's length during the Financial Year 2024-25.

2. Details of material contracts or arrangement or transactions at arm's length basis: Related Party Disclosures:

In accordance with the requirements of IND AS 24, name of the related party, related party relationship, transactions and outstanding balances including commitments where control exists and with whom transactions have taken place during reported periods, are reported as under:

(i). Related party name and relationship

a. Key Managerial Persons

Particulars	Designation
Dr. Bimal Roy Soni	Managing Director
Dr. Anju Soni	Director
Naveen Sanghi	Director
Juhi gurnani	Company Secretary
Hari Kishan Tiwari	Company Secretary
Krishan Kumar Saini	Chief Financial Officer

b. Relatives of Executive Directors with whom transactions have taken place:

Particulars	Relation
Mr. Namit Soni	Related Party
Mrs. Neha Soni	Related Party

c. Non-Executive Directors and Enterprises Over which they are able to exercise significant influence (With whom transaction have taken place):

Particulars	Designation
M/s Soni Hospitals Private Limited	Common Directors



SONI MEDICARE LIMITED

M/s S. S. Pharmacy	Directors are partners in the firm
M/s B. R. Soni (HUF)	Managing Director is the Karta

(ii). Transactions Carried Out With Related Parties referred in point (i) above in ordinary course of Business

(Rs. in Hundred)

Nature of Transactions	Related Parties	
	As at 31 st March, 2025	As at 31 st March, 2024
Consultancy Charges given	28,200.00	27,150.00
Remuneration paid	32,756.01	32,746.35
Building lease Rent	5,664.00	5,016.00
Purchases of Medicines and consumables	4,54,624.46	4,38,372.02
Shop Rent & electricity Expenses	-	--
Excess amount remitted on account of tax	7441.20	6,888.72
Medical Education, Training & Diagnostics Services	85,684.21	1,30,246.69

(Rs. in Hundred)

Nature of Transactions	Related Parties	
	As at 31 st March, 2025	As at 31 st March, 2025
Outstanding Payable (Amount Payables and Security deposits taken)		
Key Management Personnel	19,056.19	3,905.31
Entities where Key managerial Personnel's control exist	4,63,072.61	2,98,551.51
End of the year	4,82,128.80	3,02,456.82
Receivables (Security deposits given)		
Relatives of Key Managerial Personnel	175,000.00	175,000.00
End of the year	175,000.00	175,000.00



SONI MEDICARE LIMITED

(iii). Additional Disclosure in respect of Material Transactions with Related parties during the year (Included in (ii) above)

	(Rs. in Hundred)	
Purchases	As at 31 st March, 2025	As at 31 st March, 2024
DR. Bimal Roy Soni (Managing Director)		
Security deposit given in earlier years	175,000.00	175,000.00
Consultancy Charges given	7,200.00	7,200.00
Remuneration paid	-	-
Building lease Rent	5,664.00	5,016.00
Machine lease rent	-	-
Unsecured Loan Taken (as per Bank Loan Requirement)	-	-
Amount payable at the year end	6,819.93	1,773.49
Dr Anju Soni (Director)		
Consultancy Charges given	21,000.00	19,950.00
Amount payable at the year end	11,875.37	1,896.82
Krishan Kumar Saini (Chief Financial Officer)		
Remuneration paid	--	458.32
Amount payable at the year end	-	--
Juhi Gurnani (Company Secretary)		
Remuneration paid	1,645.00	849.03
Amount payable at the year end	-	235.00
Hari Kishan Tiwari (Company Secretary)		
Remuneration paid	360.89	--
Amount payable at the year end	360.89	--
Shri Namit Soni (son of Director)		
Remuneration paid	23,766.12	24,000.00
Insurance paid	467.79	



SONI MEDICARE LIMITED

Amount payable at the year end	(7,328.06)	2,000.00
Smt Neha Soni (Daughter-in-law of Director)		
Remuneration paid	6,984.00	7,204.00
Amount payable at the year end	-2,020.90	301.34
(ii) Entity where control exists:		
M/s Soni Hospitals Private Limited		
Excess amount remitted on account of tax	7,441.20	6,888.72
Medical Education, Training & Diagnostics Services	85,684.21	1,30,246.69
Amount payable at the end of the year	88,474.05	30,788.00
M/s S. S. Pharmacy		
Security deposit taken in earlier year	40,000.00	40,000.00
Purchahses of Medicines and consumables	4,54,624.46	4,38,372.02
Amount payable at the end of the year	3,33,824.27	2,26,989.22
M/s B. R. Soni (HUF)		
Amount payable at the end of the year	774.29	774.29

**By the Order of the Board
For SONI MEDICARE LIMITED
CIN: L51397RJ1988PLC004569**

**Place: JAIPUR
Dated:06 September 2025**

**Sd/-
BIMAL ROY SONI
(Managing Director)
DIN: 00716246**



SONI MEDICARE LIMITED

ANNEXURE - II

**Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31st March, 2025**

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

To,
The Members,
SONI MEDICARE LIMITED
38, KANOTA BAGH, JAWAHAR LAL NEHRU MARG,
Jaipur, Rajasthan- 302004

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **SONI MEDICARE LIMITED (here in after called as the Company) incorporated on 02nd August, 1988 having CIN No. L51397RJ1988PLC004569 and registered office at 38, KANOTA BAGH, JAWAHAR LAL NEHRU MARG, JAIPUR, Rajasthan, India, 302004.** Secretarial audit was conducted in the manner that provided us a reasonable basis for evaluating the corporate conduct/ statutory compliance and expressing our opinion thereon.

Based on our verification of the Company's books, papers, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion; the Company has, during the audit period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minutes' books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under;
 - II. The Securities Contract (Regulation) Act, 1956 and Rules made there under;
 - III. The Depositories Act, 1996 and Regulations and Bye-laws framed there under;
 - IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not Applicable to the Company during Audit Process);
 - V. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.;
- a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



SONI MEDICARE LIMITED

- c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; [Not applicable as there was no reportable event during the financial year under review for secretarial audit]
- e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; [Not applicable as there was no reportable event during the financial year under review for secretarial audit]
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; [Not applicable as there was no reportable event during the financial year under review for secretarial audit] and
- h. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018; [Not applicable as there was no reportable event during the financial year under review for secretarial audit]

VI. As identified by the management, following laws are specifically applicable to the Company:

- a. The Information Technology Act, 2000
- b. The Trade Mark Act, 1999
- c. The Indian Copyright Act, 2005
- d. The Patents Act, 1970
- e. The Trade Unions Act, 1926
- f. The Employees' Provident Fund & Miscellaneous Provisions Act, 1952
- g. The Employees' State Insurance Act, 1948
- h. Equal Remuneration Act, 1976
- i. The Export and Import policy of India
- j. Any other applicable laws

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

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

During the period under review the, Company has-complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned.

We further report that

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.



SONI MEDICARE LIMITED

- c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes
- d) Company has constituted Audit committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. Company has introduced compliance alert system for applicability of all applicable laws, rules, regulations and guidelines.

- As informed, the company has responded appropriately to notices received, if any, from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary

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

**For M/s Mahendra Khandelwal & Co.
Company Secretaries**

**Place: Jaipur
Date: 02/09/2025**

**Sd/-
Mahendra Prakash Khandelwal
(Proprietor)
Membership No.6266
C.P. No-4459
UDIN: F006266G001147395**



SONI MEDICARE LIMITED

Annexure-A

To,
The Members,
SONI MEDICARE LIMITED
38, KANOTA BAGH, JAWAHAR LAL NEHRU MARG,
Jaipur, Rajasthan- 302004

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance f laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. The maximum liability of our firm under the secretarial audit in respect of the aggregate of all claims shall not exceed the fee charged by me.

For M/s Mahendra Khandelwal & Co.
Company Secretaries

Place: Jaipur
Date: 02/09/2025

Sd/-
Mahendra Prakash Khandelwal
(Proprietor)
Membership No.6266
C.P. No-4459
UDIN: F006266G001147395



SONI MEDICARE LIMITED

ANNEXURE-III

DISCLOSURES OF REMUNERATION TO DIRECTORS & KMP [PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]

- i. The percentage increase in remuneration of each Managing Director, Chairman, Whole-time Director, Chief Financial Officer and Company Secretary during the financial year 2024-25 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25 are as under: -

Sr. No.	Name of Director/ CFO/ CEO/ Company Secretary	Designation	Ratio of remuneration to median remuneration of the Employee of the Company*	Percentage increase in the remuneration for the Financial Year 2024-25**
1	Bimal Roy Soni	Managing Director	N. A	N. A
2.	Anju Soni	Non- Executive Director	N. A	N. A
3.	Naveen Sanghi	Independent Director	N. A	N. A
4.	Alankrita Sharma	Independent Director	N. A	N. A
5.	Krishan Kumar Saini	CFO	N. A	0%
6.	Hari Kishan Tiwari	Company Secretary	1.2	0%

- ii. The median remuneration of employees during the financial year was ₹ 210,000 (Rupees Two Lakhs Ten Thousand only).
- iii. The percentage increase in the median remuneration of employees in the financial year 2024-25 was 2.5%.
- iv. The number of permanent employees on the rolls of the Company as on March 31, 2025, was 160.
- v. The average increase in median remuneration during the financial year 2024-25 was 2.5%. During the same period, the revenues has increased by ₹ 258.33 lakhs, the Loss has shrunken by 140 lakhs.
- vi. Average percentile increases in the salaries of employees other than the managerial personnel during 2024-25 was 2.5%. The percentile increase in managerial remuneration during the same period was 0% The is no managerial remuneration paid by the company.
- vii. There was no employee whose remuneration was in excess of the remuneration of the highest paid director and who holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company during the financial year.



SONI MEDICARE LIMITED

- viii. The remuneration is as per the Nomination and Remuneration Policy formulated by the Nomination, Remuneration and Governance Committee and approved by the Board of Directors of the Company.



SONI MEDICARE LIMITED

REPORT ON CORPORATE GOVERNANCE

The Corporate Governance code is a professional system framed for directing and controlling the organization. The purpose is to ensure compliance of local statutes and ensure safeguard and value addition in long term to the interest of its members, creditors, customers and employees.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy of corporate governance is based on preserving core values and ethical business conduct which enhances the efficiency of the Board and inculcates a culture of transparency, accountability and integrity across the Company.

The Company has a strong legacy of fair, transparent and ethical governance practices.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to corporate governance.

Details of board structure and the various committees that constitute the governance structure of the organization are covered in detail in this report.

2. BOARD OF DIRECTORS

- i. As on March 31, 2025, the Company has four Directors. Of the four Directors, four (i.e. 75 percent) are Non-Executive Directors out of which two (i.e. 50 percent) are Independent Directors. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act.
- ii. None of the Directors on the Board holds directorships in more than ten public companies. None of the Independent Directors serves as an independent director on more than seven listed entities. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2025 have been made by the Directors.
- iii. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed there under. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably



SONI MEDICARE LIMITED

anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

- iv. Six board meetings were held during the year under review and the gap between two meetings did not exceed one hundred and twenty days. The said meetings were held on: May 30, 2024; August 14, 2024; September 06, 2024; October 17, 2024; November 14, 2024; and February 14, 2025. The necessary quorum was present for all the meetings.
- v. The names and categories of the Directors on the Board, their attendance at board meetings held during the year under review and at the last Annual General Meeting ("AGM"), number of Directorships and Committee Chairmanships/Memberships held by them in other public limited companies as on March 31, 2025 are given herein below. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he/she is a director. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders 'Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

Name of the Director with DIN	Position held in the Company	No. of Board Meetings Attended	Attendance at last AGM held on September 30 th , 2024	No. of Directorship in other Companies/LLP	No. of committee positions held in other Companies
Mr. Bimal Roy Soni (00716246)	Chairman cum Managing Director	6	Yes	5	Nil
Mrs. Anju Soni (00716193)	Non-Independent Director	6	Yes	5	Nil
Mr. Naveen Sanghi (00270432)	Independent Director	6	Yes	3	Nil
Mrs. Alankrita Sharma (07408958)	Independent Director	6	Yes	3	Nil



SONI MEDICARE LIMITED

Details of equity shares of the Company held by the Directors as on March 31, 2025 are given below:

Name	Category	Number of equity shares
Bimal Roy Soni	Executive Director- Chairperson-MD	1667700
Anju Soni	Non-Executive - Non- Independent Director	492700
Alankrita Sharma	Non-Executive - Independent Director	0
Naveen Sanghi	Non-Executive - Independent Director	0

Skills/expertise/competence of the board of directors

The Board has identified the following core skills/expertise/Competence as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board, during the period under review:

Core skills/ Expertise/ Competence	Bimal Roy Soni	Anju Soni	Naveen Sanghi	Alankrita Sharma
People of proven business capability, people of integrity and reputation				
Experience in handling senior level responsibility (especially in large complex organisations) either business or otherwise				
Exposure and understanding of Corporate Governance, systems and control				
members to have				



SONI MEDICARE LIMITED

capability and experience in healthcare industry				
--	--	--	--	--

Independent Directors

Independent Directors the Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under subsection (6) of section 149 of the Companies Act, 2013 and as stipulated under Regulation 16(1)(b) of the SEBI (Listing Agreement and Disclosure Requirements) Regulations, 2015. Accordingly, in the Opinion of the Board, the Independent Directors fulfil the conditions as per the applicable laws & are independent of the management of the Company.

Committees of the Board

In terms of Listing Regulations and the Companies Act, 2013, the Board has constituted 3 (Three) Committees viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

Keeping in view the requirements of the Companies Act, 2013 as well as Listing Regulations, the Board decides the terms of reference of these Committees and the assignment of members to various Committees. The recommendations, if any, of these Committees are submitted to the Board for approval.

Name of the Committee	Extract of terms of reference	Category and composition		Other details
Statutory Committees				
Audit Committee	Committee is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations and Section 177 of the Act. To oversee the Company's financial	Name	Category	Four meetings of the Audit Committee were held during the year under review and the gap between two meetings did not exceed one hundred and twenty days.
		Mr. Naveen Sanghi (Chairman)	Independent, Non-Executive Director,	



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	reporting process and disclosure of financial information.	Mrs. Anju Soni	Non-Independent, Non-Executive Director	The Statutory Auditors of the Company are invited to attend Audit Committee Meetings, to discuss and review the quarterly/ half yearly unaudited results, the annual audited accounts, internal audit, matters relating to the compliance with accounting standards, Auditor's observations arising from the audit of the Company's accounts and other related matters.
	To review the financial statements, adequacy of internal control systems and periodic audit Reports. To recommend to the Board the matters relating to the financial management of the Company. To recommend appointment/re-appointment of Statutory Auditors and fixation of their Remuneration. To hold discussions with Statutory Auditors periodically.	Mrs. Alankrita Sharma	Independent, non-executive Director	

4 (Four) Meetings of the Audit Committee were held during the year under review on May 30, 2024; August 14, 2024; November 14, 2024; and February 14, 2024.

The Attendance of members of Audit Committee at the said meetings was as follows:

Sr. No.	Name of the Member	No. of meetings Attended
1	Mr. Navdeep Sanghi (Chairman)	2
2	Mrs. Anju Soni	4
3	Mrs. Alankrita Sharma	2
4.	Mr. Mahavir Prasad Yadav	3
5.	Mrs. Mamta Sharma	3

Name of the Committee	Extract of terms of reference	Category and composition	Other details
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SONI MEDICARE LIMITED

Statutory Committees				
<p>Nomination and Remuneration Committee</p>	<p>Committee is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations and Section 178 of the Act.</p>	<p>Name</p>	<p>Category</p>	<p>Two meetings of Nomination and Remuneration Committee were held during the year under review.</p> <p>The Company does not have any Employee Stock Option Scheme.</p>
	<p>Recommend to the Board the setup and composition of the Board and its committees.</p>	<p>Mr. Naveen Sanghi (Chairman)</p>	<p>Independent, Non-Executive Director,</p>	
	<p>Recommend to the Board appointment/re-appointment of Directors and Key Managerial Personnel.</p>	<p>Mrs. Anju Soni</p>	<p>Non Independent, Non-Executive Director</p>	
	<p>Recommend to the Board the Remuneration Policy for Directors, executive team or Key Managerial Personnel as well as the rest of employees.</p>	<p>Mrs. Alankrita Sharma</p>	<p>Independent, Non-Executive Director</p>	
	<p>Support the Board and Independent Directors in evaluation of the performance of the Board, its Committees and individual Directors.</p>			
	<p>Oversee familiarization programs for Directors.</p>			



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3 (Three) Meetings of the Nomination and Remuneration Committee were held during the year under review on (i) May 5, 2024 (ii) August 30, 2024

The Attendance of members of Nomination and Remuneration Committee at the said meetings was as follows:

Sr. No.	Name of the Member	No. of meetings Attended
1	Mr. Mahavir Prasad Yadav (Chairman)	2
2	Mrs. Anju Soni	2
3	Mrs. Mamta Sharma	2

Name of the Committee	Extract of terms of reference	Category and composition	Other details	
Statutory Committees				
Stakeholders Relationship Committee	Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations and Section 178 of the Act. The broad terms of reference are as under: Consider and resolve the grievances of security holders. Consider and approve issue of share certificates, transfer and transmission of securities, etc. Review activities with regard to the	Name Mrs. Anju Soni (Chairperson)	Category Non Independent, Non-Executive Director	One meeting of the Stakeholders Relationship Committee were held during the year under review. The Committee reviews all matters connected with the physical securities transfer. The Committee also looks into redressal of shareholders' complaints relating to transfer of shares/dematerialization, non-receipt of balance sheet, non-receipt of dividends, and issue of share certificates on account of bonus, split or any other matter related to securities of the Company.
		Mr. Naveen Sanghi	Independent, Non-Executive Director,	
		Mrs. Alankrita Sharma	Independent, Non-Executive Director	



SONI MEDICARE LIMITED

	Health Safety and Sustainability initiatives of the Company.		
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1(One) Meetings of Stakeholders Relationship Committee were held during the year under review on (i) May 30, 2024

The Attendance of members of Stakeholders Relationship Committee at the said meeting was as follows:

Sr. No.	Name of the Member	No. of meetings Attended
1	Mrs. Anju Soni (Chairman)	1
2	Mr. Mahavir Prasad Yadav	1
3	Mrs. Mamta Sharma	1

3. GENERAL BODY MEETINGS

General Meeting

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

Financial Year	Date	Time	Venue
2023-24	30 th September, 2024	03:00 P.M.	38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur, Rajasthan 302004
2022-23	30 th September, 2023	03:00 P.M.	38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur, Rajasthan 302004
2021-22	30 th September, 2022	03:00 P.M.	38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur, Rajasthan 302004

b) Extraordinary General Meeting:



SONI MEDICARE LIMITED

One extraordinary general meeting of the members was held on 14th March during FY 2024-25.

None of the Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any such statutory authority.

4. OTHER DISCLOSURE

Particulars	Regulations	Details
Related party transactions	Regulation 23 of SEBI Listing Regulations and as defined under the Act	There are no material related party transactions during the year under review that have conflict with the interest of the Company. Transactions entered into with related parties during FY 24-25 were in the ordinary course of business and at arms' length basis and were approved by the Audit Committee.
Whistle Blower Policy and Vigil Mechanism	Regulation 22 of SEBI Listing Regulations	The Company has this Policy and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behavior.
Code of Conduct	Regulation 17 of the SEBI Listing Regulations	The members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them during the year ended March 31, 2025.
Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2018		There are no Cases during the year.
Secretarial Audit Report Regarding Reconciliation Of Share Capital	Regulation 76A of SEBI (Depositories and Participants) Regulations,	As required by, a quarterly audit is conducted by a Practicing Company



SONI MEDICARE LIMITED

	2018	Secretary, reconciling the Issued and Listed Share Capital of the Company with the aggregate of the shares held by the investors in physical form and in demat form in CDSL and NSDL and said certificates are submitted to the BSE wherein the shares are traded, within the prescribed time limit. As on March 31 st , 2024, there was no difference between the Issued capital and the aggregate of shares held by the investors in both physical form and in electronic form with depositories.
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5. MEANS OF COMMUNICATION

The quarterly, half-yearly and yearly financial results of the Company are sent to the BSE Limited immediately after they are approved by the Board and these are published in the Financial Express-Delhi Edition (English Newspaper) and Morning News-Jaipur Edition (Hindi Newspaper). Management Discussion & Analysis Report for the year ended March 31st, 2025 forms a part of this Annual Report and is given under the section so captioned.

Company has created a website addressed as www.sonihealthcare.com
Email address of the Company is cs@sonihealthcare.com

6. INTERNATIONAL SECURITIES IDENTIFICATION NUMBER (ISIN)

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

7. GENERAL SHAREHOLDER INFORMATION

I. Annual General Meeting for FY 2025

Date : 30th September, 2025



SONI MEDICARE LIMITED

Time : 03:00 P.M.
Venue : The Company is conducting meeting at the registered office of the company at
38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur RJ 302004 IN.

II. Financial Calendar

Year ending : March 31
AGM in : September

III. **Date of Book Closure / Record Date:** As mentioned in the Notice of this AGM

IV. **Listing on Stock Exchanges:** BSE Limited (P. J. Towers, Dalal Street, Mumbai 400 001)

V. Stock Codes / Symbol

Stock Code: 539378
Symbol: SML

VI. **Corporate Identity Number (CIN) of the Company:** L51397RJ1988PLC004569

VII. **Demat ISIN Number in NSDL:** INE848R01018

VIII. Registrars and Transfer Agents:

Name and Address: MUFG Intime India Pvt. Ltd
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai, Maharashtra, 400083

Telephone : 022 - 49186000

E-mail : mumbai@in.mpms.mufg.com

Website : www.in.mpms.mufg.com

IX. Share Transfer System:

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

X. Share Holding Pattern as on March 31, 2025



SONI MEDICARE LIMITED

Category	No. of shares	% of Shareholding
Promoter's holding	2976400	69.788
Bodies Corporates	90151	2.11
Public	1072532	23.549
NRIs	111000	2.602
LLP	9354	0.219
HUF	5463	0.128
GRAND TOTAL	4264900	100

XI. Dematerialization of shares:

4.58% of the Company's paid up equity share capital has been dematerialized up to March 31, 2022. Trading in the equity shares of the Company at BSE Limited is permitted only in dematerialized form. The details of dematerialized shares as on March 31, 2025 are as under:

Depository	No. Of Shares	% of Capital
CDSL	97366	2.282%
NSDL	134534	3.154%
Total	231900	5.437%

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

8. ADDRESS FOR CORRESPONDENCE:

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

MUFG Intime India Private Limited

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai, Maharashtra, 400083
Tel: 022- 49186000

9. GREEN INITIATIVE:

The Ministry of Corporate affairs has taken "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that



SONI MEDICARE LIMITED

service of Notice/documents including Annual Report can be sent by email to its members .To Support this Green initiative of the Government in full measure, members who have not registered their e-mail, so far, are requested to register their email addresses in respect of their holdings with the Depository through their concerned Depository Participants. Members who hold share in physical form are requested to contact Ms. Sweety Mamodia, Company Secretary and Compliance officer, on cs@sonihospitals.com or at the registered office of the Company or to M/s MUFG Intime India Pvt. Ltd on above mentioned contact details.

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

***Date: 06TH September, 2025
Place: Jaipur***

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



SONI MEDICARE LIMITED

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To,
The Members,
SONI MEDICARE LIMITED
38, KANOTA BAGH, JAWAHAR LAL NEHRU MARG,
Jaipur, Rajasthan- 302004

We have examined all relevant records of Soni Medicare Limited (the Company) for the purpose of certifying the compliance of conditions of corporate governance for the year ended March 31, 2025 under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) read with Schedule V of SEBI LODR Regulations.

The compliance of conditions of corporate governance is the responsibility of the management of the Company. Our examination was limited to the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as specified in Regulations 17 to 27 and clauses (b) to (i) of the Regulation 46(2) and Para C and D of Schedule V of SEBI LODR Regulations during the year ended March 31, 2025.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For M/s Mahendra Khandelwal & Co.
Company Secretaries**

**Place: Jaipur
Date: 04/09/2025**

**Sd/-
Mahendra Prakash Khandelwal
(Proprietor)
Membership No.6266
C.P. No-4459
UDIN: F006266G001172046**



SONI MEDICARE LIMITED

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
SONI MEDICARE LIMITED
38, KANOTA BAGH, JAWAHAR LAL NEHRU MARG,
Jaipur, Rajasthan- 302004

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SONI MEDICARE LIMITED** having CIN **L51397RJ1988PLC004569** and having registered office at **38, KANOTA BAGH, JAWAHAR LAL NEHRU MARG, JAIPUR, Rajasthan, India, 302004** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

In my opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M/s Mahendra Khandelwal & Co.
Company Secretaries

Place: Jaipur
Date:02/09/2025

Sd/-
Mahendra Prakash Khandelwal
(Proprietor)
Membership No.6266
C.P. No-4459
UDIN: F006266G001147428



SONI MEDICARE LIMITED

CERTIFICATE PURSUANT TO REGULATION 17(8) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

**To
The Board of Directors
SONI MEDICARE LIMITED**

We, Bimal Roy Soni, Managing Director, and Krishan Kumar Saini, Chief Financial Officer of the company hereby certify to the Board that-

We have reviewed the financial statements and the Cash Flow Statement for the year ended March 31, 2025 and that to the best of our knowledge and belief:

- a. These statements do not contain any material untrue statement or omit any material fact or contain Statements that might be misleading;
- b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- c. There are, to the best of our knowledge and "belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violation of the Company's Code of Conduct.
- d. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting and We have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which We are aware and the steps I have taken or propose to take to rectify these deficiencies.
- e. We have indicated to the Auditors and the Audit Committee that:
 - i. There has not been any significant change in internal control over financial reporting during the year under reference
 - ii. There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - iii. There has not been any instance during the year of significant fraud of which we had become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: 30th May, 2025

Place: Jaipur

Sd/-
Mr. Bimal Roy Soni
(Managing Director)

Sd/-
Mr. Krishna Kumar saini
(Chief Financial Officer)



SONI MEDICARE LIMITED

DECLARATION TO COMPLIANCE OF CODE OF CONDUCT

This is to certify that the company has adopted a code of conduct for its Board of Directors and Senior Management Personnel. This Code is available at the Company's Registered Office.

I hereby declare that Board of Directors and Senior Management Personnel of the company have, in respect of the financial year ended March 31, 2025, affirmed compliance with the Code of Conduct as applicable to them.

For the purposes of this declaration, Senior Management Personnel means the Personnel who are members of the core management team, including persons in the cadre of functional heads and above but excluding Board of Directors as on March 31, 2025.

Place: Jaipur

Dated: 06th September, 2025

For and on behalf of the Board of Directors

**Sd/-
(Dr. Bimal Roy Soni)
Chairman & Managing Director
DIN: 00716246**



SONI MEDICARE LIMITED

NOMINATION & REMUNERATION POLICY

The Board of Directors of Soni Medicare Limited (“the Company”), in view of enforcement of Companies Act, 2013 read with rules framed thereunder and to align with the objectives and goals of the Company with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended time to time) (Listing Regulations), framed the Nomination and Remuneration Policy.

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as may be amended from time to time).

1. DEFINITIONS:

“**The Act**” means the Companies Act, 2013 and the Rules framed thereunder as may be amended from time to time

“**Board**” means Board of Directors of the Company.

“**Company**” means Magnanimous Trade & Finance Limited

“**Committee**” means the Nomination and Remuneration Committee of the Board of Directors.

“**Compliance Officer**” means Company Secretary of the Company.

“**Directors**” mean members of the Board of Directors of the Company.

“**Executive Director**” means the Managing Director, Whole-time Director, as the case may be and includes Directors who are in the full-time employment of the Company.

“**Key Managerial Personnel**” shall have the same meaning as given in Section 2 (51) of the Listing Regulations and Section 203 of the Companies Act, 2013 read with rules framed thereunder.

“**Senior Management**” shall mean personnel of the company (which include persons engaged as retainer or on contractual basis) and who are members of its core management team excluding the Board of Directors, comprising all members of management one level below the executive directors, including the functional heads.

Explanation 1: In case of any dispute whether a person is member of Senior Management or not, decision of concerned Executive Director shall be final.

Explanation 2: Considering the criticality of a particular function, even if a person is not covered in the above definition, the Chairman will have discretion to treat him/ her as member of Senior Management for the purpose of this Policy.

The words and definitions not described herein above shall have the respective meanings



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under the Acts and legislations governing the same.

2. TERMS OF REFERENCE / ROLE OF COMMITTEE:

The Terms of Reference of the Committee shall be: -

- a. To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and to carry out evaluation of every Director's performance.
- b. To ensure that the level and composition of remuneration is reasonable and is sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- c. To ensure that relationship of remuneration to performance in respect of Directors, Key Managerial Personnel and employees of Senior Management is clear and meets appropriate performance benchmarks; and
- d. To ensure that remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:
- e. To formulate the criteria for determining qualifications of Directors, Key Managerial Personnel and employees of Senior Management, and also to determine criteria for positive attributes and independence of Directors.
- f. To formulate criteria for evaluation of every Director including Independent Director and the Board.
- g. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation by the Board.
- h. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and employees of Senior Management.
- i. To provide to Key Managerial Personnel and Senior Management, reward linked directly to their efforts, performance, dedication and achievement relating to the



SONI MEDICARE LIMITED

Company's operations.

- j. To devise a policy on Board diversity from time to time.
- k. To develop a succession plan for the Board and to regularly review the plan.

3. STATUTORY POWERS OF THE COMMITTEE

The Committee shall have a power to express opinion whether the Director possesses the requisite qualification for the practice of the profession, when remuneration is proposed to be paid for the services to be rendered in any other capacity and such services to be rendered are of a professional nature. Where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, the Committee may approve the payment of remuneration as per Section II of Part II of Schedule V to the Companies Act, 2013.

4. COMPOSITION OF COMMITTEE

The Committee shall comprise of at least three Non-Executive Directors, at least half of whom shall be Independent Directors. The Board may appoint the Chairperson of the Company whether executive or non-executive as member of this committee.

5. CHAIRPERSON

The Chairperson of the Committee shall be an Independent Director. In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one of the Independent Directors amongst them to act as Chairperson.

The Chairperson of the Nomination and Remuneration Committee shall endeavour to be present at the Annual General Meeting of the Shareholders of the Company.

6. CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF DIRECTORS

The Committee shall identify:

- a. Persons who possess adequate qualifications, expertise and experience for the position he / she is considered to be appointed. The person should have knowledge



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of at least one or more domain areas like, finance, law, management, sales, marketing, administration, research, governance, strategy, operations or other disciplines related to the Company's business.

- b. Person shall uphold ethical integrity, have a pedigree of acting objectively, shall have no adverse order(s) passed by any Regulatory body, should have a proven track record of meeting professional obligations including a reputation to manage challenges.
- c. An Independent Director should meet with requirements of the Act read with Schedule IV of the Act and provisions of the Listing Regulations.
- d. An Independent Director shall hold office for a term up to 5 consecutive years and will be eligible for re-appointment on passing of a special resolution by the Company and following the procedure under the Act / Listing Regulations.
- e. No Independent Director shall hold office for more than two consecutive terms of maximum 5 years each. In the event the same person is to be appointed as an Independent Director after two consecutive terms, a cooling period of three years is required to be fulfilled.

7. CRITERIA FOR APPOINTMENT OF KMP / SENIOR MANAGEMENT PERSONNEL AND PERFORMANCE EVALUATION

- The Company has a well-defined and structured recruitment process for Key Managerial Personnel and Senior Management.
- The appointment of KMP and Senior Management shall be approved by the Board on prior recommendation of the Nomination and Remuneration Committee.
- The management considers various factors while evaluating a person for appointment as senior management including individual's background, business acumen, analytical abilities, competency, skills, abilities (viz. leadership, ability to exercise sound judgment), educational and professional background, personal accomplishment, age, relevant experience and understanding of related field viz;



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marketing technology, prospective operations of the Company;

- The appointee while continuing in his / her office shall not engage in any business or commercial activity, which might detrimentally conflict with the interest of the Company.
- The KMP and Senior Management shall have a well-defined appraisal and performance evaluation framework.

8. TERM OF EXECUTIVE DIRECTORS, KMP AND SENIOR MANAGEMENT PERSONNEL

The Company shall appoint or re-appoint Executive Directors for a term not exceeding five years at a time.

The KMP and Senior Management Personnel shall retire as per the prevailing HR policy of the Company. In the event any Director, KMP and Senior Management attracts any disqualification mentioned in the Act or under any law, the Committee may recommend to the Board the removal of the said Director, KMP or Senior Management.

9. REMUNERATION TO DIRECTORS / KMP (NON-BOARD AND OTHER THAN SENIORMANAGEMENT) / SENIOR MANAGEMENT AND OTHER EMPLOYEES:

Remuneration to Directors:

a. Executive Directors

- The remuneration to the Executive Directors shall be governed by the provisions of the Act, Listing Regulations or any other enactment for the time being in force. The remuneration shall take into account the Company's performance, the contribution of the Executive Directors for the same, remuneration trends in general, meeting of appropriate benchmarks (such as remuneration paid in like- size companies) and which will ensure and support a high-performance culture. The Executive Directors will also be entitled to sitting fees as paid to Non-Executive and Independent Directors (unless specifically waived by them or not entitled in terms of their respective agreements).

b. Non-Executive Directors



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- The Non-Executive Directors and Independent Directors will receive sitting fees / commission as per the provisions of the Act and in compliance with the provisions of the Listing Regulations. The amount of the sitting fees will not exceed the ceiling / limit under the Act. An Independent Director will not be eligible to any stock option of the Company.
- The Board of Directors will from time-to-time fix the sitting fees for attending the meetings of the Board and its Committees on the recommendations of the Committee. The Board of Directors has fixed the sitting fees payable to Directors for attending the Meetings of the Board and its respective Committees.
- The Non-Executive Directors and Independent Directors will be paid commission in aggregate an amount of 1% of the standalone Net Profit of the Company in the financial year as calculated in terms of Section 198 read with Section 197 of the Act. The Commission to Non-Executive Directors and Independent Directors will be paid on a uniform basis to reinforce the principle of collective responsibility. If a Non-Executive Director or Independent Director works as such only for a part of the year, he will be paid commission for the relevant financial year on a proportionate basis for the period during which he held the post of such Director. The commission will be payable only after the Annual Audited Financial Statements are approved by the Shareholders at the Annual General Meeting of the Company. The Non-Executive Directors and Independent Directors may forgo receiving of commission / sitting fees by making a request to the Board.

c. Remuneration to KMP and Senior Management

- The remuneration to KMPs and Senior Management will be benchmarked on the remuneration package prevailing in the country and industry and will have a fixed component and a performance-based component.
- Remuneration to be paid to Senior Management in whatever form, whether at the time of appointment or during annual revisions shall be recommended by the Committee to the Board for its approval.

d. Remuneration to other employees

- The remuneration including revision in remuneration of other employees shall be decided by the Board of Directors in consultation with the Manager (HR) within the overall framework of compensation and appraisal policy of the Company.

10. BOARD DIVERSITY



SONI MEDICARE LIMITED

- . The Company acknowledges the importance of diversity within the Board and the Committee is fully committed to ensure that a transparent board nomination process is in place which is based on merit and that encourages diversity of thought, experience, background, knowledge, ethnicity, perspective, age and gender.

- . The Company recognizes that gender diversity is a significant aspect of diversity and acknowledges the role that woman with the right skills and experience can play in contributing to diversity of perspective in the Boardroom;

- . The Committee shall ensure that the Company has an appropriate blend of functional and industry expertise;

- . The Committee shall monitor and periodically review the Board Diversity and recommend to the Board so as to improve one or more aspects of its diversity and measure progress accordingly;

- . The Committee shall monitor and periodically review the Board Diversity and recommend to the Board any changes so as to improve one or more aspects of its diversity and measure progress accordingly.



SONI MEDICARE LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(In compliance with Regulation 34(3) read with Schedule V (B) of the Listing Regulations, Management Discussion and Analysis forms part of this Annual Report.)

A. Overview

The Indian healthcare sector has been a key contributor to the country's economic development, driving substantial growth in both revenue and employment. The industry plays a pivotal role in the nation's economic framework, contributing significantly to growth and employment across diverse sectors, including hospitals, medical devices, clinical trials, telemedicine, medical tourism, health insurance, and medical equipment.

India has a population of over 1.4 Billion, which leads to unique challenges in providing accessible and affordable healthcare to its citizens. However, these challenges also present significant opportunities for innovation and growth within the industry. Rising income levels, an aging population, increasing health awareness, and a shift towards preventive healthcare are expected to drive higher demand for healthcare services in the future.

The healthcare sector has undergone significant transformations in recent years, fueled by technological advancements, policy reforms, and increased investments. This growth has been further driven by expanded coverage, improved service quality, and substantial contributions from both public and private sectors. Government initiatives to boost healthcare spending and enhance infrastructure have also played a crucial role in accelerating the industry's momentum, positioning it for continued progress in the years ahead.

Despite these transformations and advancements, the sector faces various challenges, including disparities in healthcare access between urban and rural areas, inadequate infrastructure, and a shortage of skilled healthcare professionals. However, with ongoing efforts in innovation, collaboration, policy reforms, and infrastructure, the sector is well-positioned for sustained growth and improvement in the years ahead.

Looking ahead, the continued advancement of medical technology, combined with an increasing emphasis on preventive care and wellness programs, is expected to drive the growth and diversification of India's healthcare industry. The sector's resilience in overcoming challenges positions it well for sustained growth and innovation, offering promising opportunities for investors, stakeholders, and healthcare professionals.

B. Current Landscape and Key Highlights

The Indian Healthcare industry continued its healthy growth and the overall size of the industry is estimated to reach US\$ 372 Billion with a CAGR of 22% (2016 - 2022). The Indian healthcare market, which was valued at US\$ 110 Billion in 2016 is now projected to reach US\$ 638 Billion by



SONI MEDICARE LIMITED

2025 (Source: Niti Aayog, IBEF). India's healthcare industry comprises hospitals, medical devices and equipment, pharmaceuticals, health insurance, clinical trials, telemedicine and medical tourism.

C. Key Growth Drivers of the Indian Healthcare Industry

- **Increasing Health Awareness to Boost Hospitalisation Rate:** Majority of healthcare enterprises in India are more concentrated in urban areas. With increasing urbanisation (migration of population from rural to urban areas), awareness among the general populace regarding presence and availability of healthcare services for both preventive and curative care is expected to increase.
- **Growing Health Insurance Penetration:** Low health insurance penetration is one of the major impediments to the growth of the healthcare delivery industry in India, as affordability of quality healthcare facilities by the lower income groups continues to be a challenge. As per the Insurance Regulatory and Development Authority, nearly 573 million people have health insurance coverage in India (as of Fiscal 2024), as against 288 million (in Fiscal 2015), but despite this robust growth, the penetration in Fiscal 2023 stood at ~41%. The penetration is expected to increase to 45-50% by Fiscal 2026.

D. Key Challenges

The healthcare industry in the country continues to face certain challenges which including amongst others are those related to increasing regulatory oversight, heightened competition and the availability of clinical talent.

- **Rising healthcare costs** have prompted increased regulatory scrutiny that has and may continue to take shape in the form of aspects such as margin capping and tariff control in both the hospital and the diagnostics space. These could impact service offerings, revenue mix and other operational parameters.
- **Lack of availability of clinical talent** continues to be a critical aspect that needs to be addressed in order to maintain high standards of care and ensuring the sustainability of healthcare systems in the longer term.

E. Future Outlook

The hospital sector in India has become more resilient and strategic in the wake of the COVID-19 pandemic. As the industry continues to evolve, there has been a notable surge in interest from investors, private equity firms, corporate entities, and healthcare players, all seeking opportunities to invest in the sector. This growing interest has also led to consolidation opportunities, emphasising the importance of achieving scale and size to optimise operational efficiency and leverage. However, despite these promising developments, the market remains highly competitive, and regulatory uncertainties continue to pose challenges.

F. Financial Position



SONI MEDICARE LIMITED

During the financial year under review, the Company achieved a total income of ₹31,18.44 lakhs as compared to ₹28,52.43 lakhs in the previous year, registering a growth of around 9.3%. Revenue from operations stood at ₹29,83.82 lakhs as against ₹27,25.50 lakhs in the previous year, reflecting improved business performance. On the expenditure side, total expenses increased marginally to ₹31,40.61 lakhs from ₹30,15.19 lakhs in the preceding year, mainly due to higher employee benefit costs and finance costs. Consequently, the Company reported a net loss before exceptional items and tax of ₹22.16 lakhs as compared to a loss of ₹162.76 lakhs in the previous year. This significant reduction in losses highlights the Company's focus on cost optimization and improved operational efficiency. The management remains confident that with continued growth in revenues and prudent expense management, the Company is well positioned to achieve profitability in the coming years.

G.RATIOS

Particulars	Numerator	Denominator	March 31, 2025	March 31, 2024
Current ratio	Current Assets	Current Liabilities	1.33	1.43
Debt-equity ratio	Total Non-Current Liability	Shareholder's Equity	8.10	6.05
Debt service coverage ratio	Earnings for debt service = Net profit before taxes + non-cash operating expenses + INTEREST	Debt service = Interest & Lease Payments + Principal Repayments	0.69	-0.13
Return on equity ratio	Net Profits after taxes - Preference Dividend	Shareholder's Equity	-0.24	-1.04
Inventory turnover ratio	=Cost of goods sold + change in inventory + Raw material consumed	Average Inventory	11.94	16.04
Trade receivables turnover ratio	Net credit sales = Gross credit sales - sales return	Trade Receivable	3.40	3.84
Trade payable turnover ratio	Net credit purchases = Gross credit purchases - purchase return	Trade Payables	1.36	1.64
Net capital turnover ratio	Net sales = Total sales - sales return	Working capital = Current assets - Current liabilities	8.80	7.98
Net profit ratio	Net Profit Before Tax	Net sales = Total sales - sales return	-1.06%	-6.17%



SONI MEDICARE LIMITED

Return on capital employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	7.82%	-7.47%
Return on investment	Earning before Interest and tax	Closing Total Assets	5.71%	-1.27%

Debt Equity ratio = Total debt divided by Total equity where total debt refers to sum of current & non-current borrowings

Particulars	31-Mar-25	31-Mar-24
Total debts (Total Current & Non-Current Liability)	10,51,975	9,77,656
Total equity	1,29,838	1,61,580
Ratio	8.10	6.05
% Change from previous period/year	33.91	-

Reason for change more than 25% Due to New Loan taken

Debt Service Coverage Ratio = Earnings available for debt services divided by Total interest and principal repayments

Particulars	31-Mar-25	31-Mar-24
Profit before tax	(22,168)	(1,62,758)
Add: Non cash operating expenses and finance cost		
- Depreciation and amortizations	50,215	52,353
- Finance cost	98,551	85,458
Earnings available for debt services	1,26,598	(24,947)
Interest cost on borrowings	93,150	82,199
Principal repayments	90,626	1,04,032
Total Interest and principal repayments	1,83,776	1,86,231
Ratio	0.69	-0.13
% Change from previous period/year	-614.24	

Reason for change more than 25%: Decreased due to decrease in loss and decrease in repayment of principal amount loan



SONI MEDICARE LIMITED

Inventory Turnover Ratio = Cost of materials consumed divided by closing inventory

Particulars	31-Mar-25	31-Mar-24
Cost of material consumed	8,48,760	8,13,532
Average inventory	71,073	50,723
Inventory turnover Ratio	11.94	16.04
% Change from previous period/year	-25.54	

Reason for change more than 25%: Due to Expansion in Cardiology Department

Financials & Audit Report

For the year ended March 31, 2025

CA PRIYANKA GUPTA

(Statutory Auditors)

TAMBI ASHOK & ASSOCIATES

INDEPENDENT AUDITOR'S REPORT

To the Members of Soni Medicare Limited

Report on the Audit of the Standalone Financial Statements Opinion

We have audited the standalone financial statements of **Soni Medicare Limited** (“the Company”), which comprise the balance sheet as at 31st March 2025, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2025, the loss and Total Comprehensive Income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Company’s Board of Directors is responsible for the preparation of other information. The other information comprises the information included in the Management Discussion and Analysis and Board’s Report including Annexures to Board’s Report, but does not include the financial statements and our auditor’s report thereon.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially

inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind-AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of

the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in planning the scope of our audit work and

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (Including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iii. The Company has provided requisite disclosures in the financial statements, on the basis of information available with the Company. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the Standalone Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any

other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries ;

(b) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the Standalone Financial Statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries ; and

(c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (a) and (b) contain any material misstatement.

v. No dividend has been declared and paid during the year by the Company.

3. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

FOR TAMBHI ASHOK & ASSOCIATES
Chartered Accountants
Firm Reg. No. 005310C

PRIYANKA GUPTA
PARTNER
Membership No.: 432540

Place: JAIPUR
Date: 30.05.2025
UDIN : 25432540BMKPKY4821

Annexure A referred to in paragraph 1 under the heading “Report on other legal and regulatory requirements” of our report of even date

To the Members of Soni Medicare Limited

- i. (a) (i) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment and Intangible Assets.
(b) The Property, Plant and Equipment are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
(c) The title deeds of all the immovable properties (other than properties where the Company is a lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 2 on Property, Plant and Equipment to the Standalone Financial Statements, are held in the name of the Company-No such property is held in the name of the company.
(d) The Company has chosen cost model for its Property, Plant and Equipment (including Right of Use assets) and Intangible Assets. Consequently, as stated in Note 37(VI) to the Standalone Financial Statements, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of Use assets) or Intangible Assets does not arise.
(e) Based on the information and explanations furnished to us, as stated in Note 37(I) to the Standalone Financial Statements, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made there under, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its Standalone Financial Statements does not arise.
- ii. (a) The physical verification of inventory, excluding stocks with third parties and goods-in-transit, has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.

(b) During the year, the Company has been not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets. The Company was not required to file quarterly returns or statements with such banks,. (Also refer Note 15 to the Standalone Financial Statements)
- iii. The Company has not granted secured/ unsecured loans/advances in nature of loans, or stood guarantee, or provided security to any parties. Therefore, the reporting under clause 3(iii)(c), (iii)(d), (iii)(e) and (iii)(f) of the Order are not applicable to the Company.

- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of the investments made by it. The Company has not granted any loans or provided any guarantees or security to the parties covered under Sections 185 and 186 of the Companies Act, 2013. Therefore, the provisions of Clause 3(iv) of the said Order to that extent are not applicable to the Company.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. Pursuant to the rules made by the Central Government of India, the Company is not required to maintain cost records as specified under Section 148(1) of the Act in respect of its products.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of provident fund, employees' state insurance and duty of customs, and is regular in depositing undisputed statutory dues, including income tax, goods and services tax and other material statutory dues, as applicable, with the appropriate authorities.
(b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues of duty of customs, goods and services tax, provident fund, income tax, employees' state insurance and professional tax which have not been deposited on account of any dispute.
- viii. According to the information and explanations given to us, as stated in Note 37(IV) to the Standalone Financial Statements, and the records of the Company examined by us, there are no transactions that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that have not been recorded in the books of account.
- ix. (a) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.
(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority. (Also refer Note 37(IX) to the Standalone Financial Statements).
(c) In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained. (Also refer Note 34 to the Standalone Financial Statements)
(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the Standalone Financial Statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.
(b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.

- xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Section 177 and 188 of the Act. The details of such related party transactions have been disclosed in the Standalone Financial Statements as required under Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act.
- xiv. (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
(b) The reports of the Internal Auditor for the period under audit have been considered by us.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with them. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.
(b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
(d) Based on the information and explanations provided by the management of the Company, the Group, as interpreted in accordance with Notification No. DNBS. (PD) 219/CGM(US)-2011 dated January 5, 2011 issued by Reserve Bank of India., does not have any CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the

management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.

- xvii. The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause 3(xviii) is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note 35 to the Standalone Financial Statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Standalone Financial Statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of Standalone Balance Sheet as and when they fall due within a period of one year from the Standalone Balance Sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the Standalone Balance Sheet date will get discharged by the Company as and when they fall due.
- xx. As at the Standalone Balance Sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

FOR TAMBASHOK & ASSOCIATES
Chartered Accountants
Firm Reg. No. 005301C

UDIN : 25432540BMKPKY4821
Place : JAIPUR
Date : 30.05.2025

(PRIYANKA GUPTA)
PARTNER
Membership No. 432540

ANNEXURE B to the Independent Auditor's Report of even date on the Standalone Financial Statements of Soni Medicare Limited

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

To the Members of Soni Medicare Limited

We have audited the internal financial controls over financial reporting of Soni Medicare Limited ("the Company") as of 31st March, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A Company's internal financial control over financial reporting includes those policies and procedures that:

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, judging by the nature and quantum of transactions appearing in the financial statements, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR TAMBASHOK & ASSOCIATES
Chartered Accountants
Firm Reg. No. 005301C

UDIN : 25432540BMKPKY4821
Place : JAIPUR
Date : 30.05.2025

(PRIYANKA GUPTA)
PARTNER
Membership No. 432540

SONI MEDICARE LIMITED
CIN: L51397RJ1988PLC004569

Registered Office: 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur

E-mail : sonihospital@sonihospitals.com, Contact No. 0141-5163700

Website : www.sonihospitals.com

BALANCE SHEET AS AT MARCH 31, 2025

(Amount in Rs. Hundred)

Particulars	Note No.	As at 31.03.2025	As at 31.03.2024
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	2	6,03,104.18	5,86,033.66
(b) Capital work-in-progress	2	-	-
(c) Other Intangible Assets/ Goodwill	2A	29,437.86	30,699.67
(d) Financial Assets	3		
(i) Investments	3A	3,983.65	3,983.65
(ii) Loans	3B	-	-
(iii) Other Financial Assets	3C	2,02,755.47	2,02,776.11
(d) Deferred Tax Asset (Net)		-	-
(d) Other Non Current Assets			
Current assets			
(a) Inventories	4	89,046.07	53,100.65
(b) Financial Assets			
(i) Trade Receivables	5	8,76,400.73	7,09,128.91
(ii) Cash and Cash Equivalents	6	2,01,031.08	1,30,011.29
(iii) Other Financial Assets	7	37,239.34	35,676.59
(c) Current Tax Assets (Net)	8	1,25,778.16	1,76,128.19
(c) Other Current Assets	9	48,044.64	38,616.56
Total Assets		22,16,821.18	19,66,155.28
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	10	4,26,490.00	4,26,490.00
(b) Other Equity	11	-2,96,651.76	-2,64,909.60
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	12	9,41,167.23	9,12,121.09
(ii) Other Long Term Liabilities			
(b) Deferred Tax Liabilities (Net)	13	40,713.68	48,848.35
(c) Other Non Current Liabilities			
(d) Provisions	14	66,629.27	42,353.05
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	1,10,807.33	65,535.15
(ii) Trade Payables	16	6,71,762.00	4,97,929.45
(iii) Other Financial Liabilities	17	2,06,685.56	1,91,421.15
(b) Other Current Liabilities	18	23,354.04	25,338.82
(c) Provisions	19	25,863.83	21,027.82
(d) Current Tax Liabilities (Net)		-	-
Total Equity and Liabilities		22,16,821.18	19,66,155.28

0.00

-

Significant accounting policies & Notes to Standalone Financial Statements

1 to 38

ON BEHALF OF BOARD OF DIRECTORS

DR. B.R.SONI
(MANAGING DIRECTOR)
DIN : 00716246

DR. ANJU SONI
(DIRECTOR)
DIN : 00716193

HARI KRISHAN TIWARI
(COMPANY SECRETARY)
JAIPUR
Dated: 30.05.2025

This is the Balance Sheet referred to in our report of even date

For Tambi Ashok & Associates
Chartered Accountants

Firm Registration No. : 005301C

(PRIYANKA GUPTA)
PARTNER
Membership No. 432540
Udin no 24432540BKHGCF1426

KRISHNA KUMAR SAINI
(CHIEF FINANCIAL OFFICER)

SONI MEDICARE LIMITED
CIN: L51397RJ1988PLC004569
Registered Office: 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur
E-mail : sonihospital@sonihospitals.com, Contact No. 0141-5163700
Website : www.sonihospitals.com

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2025

(Amount in Rs. Hundred)

Particulars	Note No.	For the period ended 31.03.2025	For the period ended 31.03.2024
I Revenue From Operations	20	29,83,823.71	27,25,497.01
II Other Income	21	1,34,616.88	1,26,938.05
III Total Income (I+II)		31,18,440.59	28,52,435.06
IV EXPENSES			
Cost of Material Consumed	22	8,48,759.73	8,13,531.92
Changes in inventory of finished goods		-	-
Purchase of Traded Goods		-	-
Employee benefits expense	23	7,43,640.75	6,82,689.82
Finance costs	24	98,551.28	85,458.25
Depreciation and amortization expense	2	50,214.62	52,352.64
Other expenses	25	13,99,442.28	13,81,160.55
Total expenses (IV)		31,40,608.66	30,15,193.18
V Profit/(loss) before exceptional items and tax (III- IV)		-22,168.07	-1,62,758.12
VI Exceptional Items		-	-
VII Profit/(loss) before tax (V-VI)		-22,168.07	-1,62,758.12
Tax expense:			
VIII (1) Current tax		-	-
(2) Deferred tax		-3,530.39	5,434.02
IX Profit (Loss) for the period from continuing operations (VII-VIII)		-18,637.68	-1,68,192.14
X Other Comprehensive Income		-13,104.48	-
Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss		-17,708.76	
(ii) Income tax relating to items that will not be reclassified to profit or loss		4,604.28	
XI			
(i) Items that will be reclassified to profit or loss		-	
(ii) Income tax relating to items that will be reclassified to profit or loss		-	
XI Total Comprehensive Income for the period (IX+X) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		-31,742.16	-1,68,192.14
Earnings per equity share (After exceptional items)			
XII Basic	26	-0.74	-3.94
Diluted		-0.74	-3.94

Significant accounting policies & Notes to Standalone Financial Statements 1 to 38

ON BEHALF OF BOARD OF DIRECTORS

DR. B.R.SONI
(MANAGING DIRECTOR)
DIN : 00716246

DR. ANJU SONI
(DIRECTOR)
DIN : 00716193

HARI KRISHAN TIWARI
(COMPANY SECRETARY)
JAIPUR
Dated: 30.05.2025

This is the Profit & Loss Statement referred to in our report of even date For Tambi Ashok & Associates Chartered Accountants Firm Registration No. : 005301C

(PRIYANKA GUPTA)
PARTNER
Membership No. 432540
Udin no 24432540BKHGCF1426

KRISHNA KUMAR SAINI
(CHIEF FINANCIAL OFFICER)

SONI MEDICARE LIMITED
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STATEMENT OF CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2025

(Amount in Rs. Hundred)

PARTICULARS	CURRENT YEAR Year Ended 31.03.2025		PREVIOUS YEAR Year Ended 31.03.2024	
	DETAILS	AMOUNT	DETAILS	AMOUNT
A) CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before exceptional and tax as Statement Profit & Loss	(22,168.07)		(1,62,758.12)	
Adjusted for :-				
Finance Cost	98,551.28		85,458.25	
Interest received	(11,265.33)		(11,872.48)	
Priorperiod Items	-		-	
Rent Income	(2,880.00)		(2,880.00)	
Loss/(Profit) on Sale\ written off of Fixed Assets	-		-	
Income Tax Refund	-		-	
Depreciation and Amortization Expenses	50,214.62		52,352.64	
Creditor Balances written back	(1,301.58)		(36,513.68)	
Excess Provision Written off	-		-	
Operating Profit before Working Capital Changes	1,11,150.92		(76,213.39)	
Adjusted for:-				
Increase/(Decrease) in Trade and Other Payable	1,75,134.13		12,078.06	
(Increase)/ Decrease in Trade and other Receivables	(1,16,921.79)		47,474.69	
Increase /(Decrease) in Provisions (except II)	29,112.23		(7,191.95)	
(Increase)/Decrease in Inventory	(35,945.42)		(4,755.35)	
(Increase)/ Decrease in Other Current assets	(10,990.83)		22,593.51	
(Increase)/ Decrease in Other Current Liabilities	-4,429.13		45,382.12	
Cash Generated From Operations	1,47,110.11		39,367.69	
Less:- Taxes Paid	-		-	
Net Cash Flow/(used)From Operating Activities		1,47,110.11		39,367.69
B) CASH FLOW FROM INVESTING ACTIVITIES				
(Increase) / Decrease in Long Term Loans & Advances				
(Increase) / Decrease in Other Bank Balance				
Purchase of Fixed Assets	(66,023.33)		(27,110.29)	
Purchase /Sale of Investments				
Increase/Decrease in value of investment due to fair valuation				
Increase/Decrease in other non-current financial assets				
Increase/Decrease in other non-current assets	20.64		(4,626.43)	
(Increase)/decrease to CWIP				
Proceeds From Sales/ written off of Fixed Assets	-		-	
Interest received	11,265.33		11,872.48	
Dividend Received	-		-	
Rent Income	2,880.00		2,880.00	
Net Cash Flow/(used) in Investing Activities	(51,857.36)	(51,857.36)	(16,984.24)	(16,984.24)
C) CASH FLOW FROM FINANCING ACTIVITIES				
Procurement of Borrowings	74,318.32		1,06,102.63	
Repayment of Borrowings				
Interest on Income Tax Refund				
Finance Cost	(98,551.28)		(85,458.25)	
Prior Period Income	-		-	
Net Cash Flow/(used) From Financing Activities	-24,232.96	(24,232.96)	20,644.38	20,644.38
Net Increase/(Decrease) in Cash and Cash Equivalent		71,019.79		43,027.83
Opening balance of Cash and Cash Equivalent		1,30,011.29		86,983.45
Closing balance of Cash and Cash Equivalent		2,01,031.08		1,30,011.28

Notes:

- 1 Cash and Cash Equivalent consists of following:-

	Rs.	Rs.
Cash on hand	53,963.01	6,205.09
Balances with Banks	1,47,068.07	1,23,806.20
Closing balance of Cash and Cash Equivalent	<u>2,01,031.08</u>	<u>1,30,011.29</u>

- 2 Cash Flow has been prepared under indirect method as set out in IND AS-7
3 Previous Year's figures have been recasted/regrouped, wherever necessary, to confirm to the current years'

ON BEHALF OF BOARD OF DIRECTORS

This is the Cash Flow Statement referred to
in our report of even date
For Tambi Ashok & Associates
Chartered Accountants
Firm Registration No. : 005301C

DR. B. R. SONI

(MANAGING DIRECTOR)
DIN : 00716246

DR. ANJU SONI

(DIRECTOR)
DIN : 00716193

(PRIYANKA GUPTA)
PARTNER
Membership No. 432540

HARI KRISHAN TIWARI
(COMPANY SECRETARY)
Jaipur
Dated: 30.05.2025

KRISHNA KUMAR SAINI
(CHIEF FINANCIAL OFFICER)

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STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED MARCH 31, 2025

A. Equity Share Capital

Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
4,26,490	-	4,26,490

B. Other Equity

(Amount in Rs. Hundred)

Particulars	Reserves and Surplus	
	Capital Reserve	Profit & Loss
Balance as at April 1, 2023	14,000.00	-1,10,717.46
Add: Profit for the year	-	-1,68,192.14
Balance as at March 31, 2024	14,000.00	-2,78,909.60
Profit for the year	-	-31,742.16
Balance as at March 31, 2025	14,000.00	-3,10,651.76

ON BEHALF OF BOARD OF DIRECTORS

DR. B.R.SONI
(MANAGING DIRECTOR)
DIN : 00716246

DR. ANJU SONI
(DIRECTOR)
DIN : 00716193

HARI KRISHAN TIWARI
(COMPANY SECRETARY)
JAIPUR
Dated: 30.05.2025

This Statement of Change in Equity
referred to in our report of even date
For Tambi Ashok & Associates
Chartered Accountants
Firm Registration No. : 005301C

(PRIYANKA GUPTA)
PARTNER
Membership No. 432540

KRISHNA KUMAR SAINI
(CHIEF FINANCIAL OFFICER)

Note 1 - General information and Significant Accounting Policies

Note 1.1 - Background

SONI MEDICARE Limited (the Company) is a public limited company domiciled in India and has its registered office at 38, KanotaBagh Jawaharlal Nehru Marg, Jaipur Rajasthan incorporated under the provisions of the Companies Act, 1956. Soni Medicare Ltd. is running Hospital in the name and style Soni Hospital, which is NABH accredited Hospital, 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.

Significant Accounting Policies, Assumptions and Notes

Note 1.2 - Basis of preparation and presentation

(i) Compliance with Ind AS

Ministry of corporate affairs has notified roadmap to implement IND AS notified under Companies (Indian Accounting Standard) Rules 2015 as amended by the Companies (Indian Accounting Standard) Rules 2016. And according to the said roadmap the company is required to apply IND AS in preparation of financial statement from the financial year beginning from 1st April 2017.

The Company has prepared its financial statements as per the IND AS for the financial year beginning on April 1, 2016 as the date of transition. These are the Company's first annual financial statements prepared complying in all material respects with the IND AS notified by Ministry of Company Affairs ("MCA"). For all previous periods including the year ended 31st March, 2017, the Company had prepared its financial statements in accordance with the accounting standards notified under companies (Accounting Standard) Rule, 2006 (as amended) and other relevant provisions of the Act (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India.

The reconciliation of effects of the transition from Indian GAAP on the equity as at April 1, 2016 and March 31, 2017 and on the total comprehensive income for the year ended March 31, 2017 is disclosed in Notes to these financial statements. The financial statements have been prepared considering all IND AS as notified by MCA till the reporting date i.e. March 31, 2018. The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1st April, 2016 being the date of transition to Ind AS.

(ii) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to "Rupees in Hundreds" upto two decimals points as per the requirement of Schedule III, unless otherwise stated.

Use of estimates, assumption and judgement

The preparation of the financial statements in conformity with recognition and measurement principles of Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year.

Estimates and underlying assumptions are reviewed on an ongoing basis.

Revisions to accounting estimates are recognized in the period in which estimates are revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key assumptions concerning the future, and other sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in future are:

(i) Useful lives and residual value of property, plant and equipment, intangible assets and investment properties :

Useful life and residual value are determined by the management based on a technical evaluation considering nature of asset, past experience, estimated usage of the asset, vendor's advice etc and same is reviewed at each financial year end.

(ii) Deferred tax assets :

The Company has reviewed the carrying amount of deferred tax assets including MAT credit at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

(iii) Contingencies

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

(v) Discounting of Security deposit, and other long term liabilities

For majority of the security deposits received, the timing of outflow, as mentioned in the underlying contracts, is not ascertainable or is not substantially long enough to discount. The treatment would not provide any meaningful information and would have no material impact on the financial statements.

Note 1.3 - Statement of Compliance

The financial statements comprising of the Balance Sheet, Statement of Profit and Loss, Statement of changes in equity, Statement of Cash Flow together with notes comprising a summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2023 and comparative information in respect of the preceding period have been prepared in all material aspects in accordance with IND AS as notified and duly approved by the Board of Directors, along with proper explanation for material departures.

Note 1.4 - Accounting Policies

Basis of Measurement:

The financial statements have been prepared on accrual basis and under the historical cost convention except for the following:

- 1) Certain financial assets and liabilities that are measured at fair value;
- 2) Assets held for sale – measured at carrying amount or fair value less cost of disposal, whichever is less;
- 3) Defined benefit plans – Plan assets measured at fair value

Current versus non-current classification

The Company presents assets and liabilities in statement of financial position based on current/non-current classification.

The Company has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by MCA.

An asset is classified as current when it is:

- (a) Expected to be realised or intended to be sold or consumed in normal operating cycle,
 - (b) Held primarily for the purpose of trading,
 - (c) Expected to be realised within twelve months after the reporting period, or
 - (d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- All other assets are classified as non-current.

A liability is classified as current when it is:

- (a) Expected to be settled in normal operating cycle,
- (b) Held primarily for the purpose of trading,
- (c) Due to be settled within twelve months after the reporting period, or
- (d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(i) Inventories

Inventories comprise stock of drugs, Implants & medicines and other consumables and is carried at the lower of cost and net realizable value, cost includes all expenses incurred in bringing the goods to their present location and condition and is determined on first in first out basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

(ii) Statement of cash flows

Cash flows are reported using the method as prescribed in IND AS 7 'Statement of Cash flows', where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expense associated with investing or financial cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

(iii) Revenue recognition

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The impact of the adoption of the standard on the financial statements of the Company is insignificant.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers

Operating income (IPD / OPD) : - Operating income in relation to services is recognised as and when the services are rendered . Consulting fee from hospitals and income from training services is recognised as and when the contractual obligations arising out of the contractual arrangements with respective hospitals are fulfilled.

Other income : - Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Rent income is recognised when it is probable that the economic benefit will flow to the Company and the amount of income can be measured reliably. Rent income is accrued as per terms of contracts.

(iv) Property, Plant and Equipment

a) The Company has applied for the one time transition exemption of considering the carrying cost on the transition date i.e. April 1, 2016 as the deemed cost under IND AS. Hence, regarded thereafter as historical cost.

b) Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and equipment recognised as at 1st April, 2016 measured as per the previous GAAP. Cost is inclusive of inward freight, non refundable duties and taxes and incidental expenses related to acquisition or construction.

c) Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

All upgradation / enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

d) An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

Depreciation of these assets commences when the assets are ready for their intended use which is generally on commissioning.

e) **Depreciation / amortisation:** Property, Plant and Equipments has been depreciated on Straight Line method, over the useful life in the manner prescribed in Schedule II of the Companies Act, 2013.

Depreciation on Intangible Assets being tenancy, lease hold and other contract Right has been amortized over the useful life in the manner prescribed in Schedule II of the Companies Act, 2013.

(v) Leases

Lease payments under operating leases are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term unless another systematic basis is more representative of the time pattern of the Company's benefit.

Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue.

Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

(vi) Employee Benefits

The Company has various schemes of employee benefits such as provident fund, employee state insurance scheme, gratuity and Compensated Absences, which are dealt with as under:

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

(ii) Post-employment obligations

The Company operates the following post-employment schemes:

(a) defined benefit plans such as gratuity; and

(b) defined contribution plans such as provident fund and Family pension funds.

Gratuity obligations

The Company has recognised a provision for Defined Benefit Obligations, i.e., gratuity amounting to Rs. 64,90,717.00 Due to the unavailability of actuarial valuation no adjustment is made as per Ind -AS to recognise fair value.

Defined Contribution Plans

Defined Contribution Plans such as Provident Fund etc., are charged to the Statement of Profit and Loss as incurred.

Liability on account of short term employee benefits, comprising largely of compensated absences and bonus, is recognised on an undiscounted accrual basis during the period when the employee renders service.

(vii) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(viii) Earnings Per Share**Basic earnings per share**

Basic earnings per share Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(ix) Contingent liabilities and provisions**a) Provisions**

Provisions are recognised when the Company has a legal / constructive obligation as a result of a past event, for which it is probable that a cash outflow may be required and a reliable estimate can be made of the amount of the obligation.

When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

b) Contingencies

Contingent liabilities are disclosed after evaluation of the facts and legal aspects of the matter involved, in line with the provisions of Ind AS 37.

The company records a liability for any claims where a potential loss probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Company provides disclosures in the financial statements but does not record a liability in its financial statements unless the loss becomes probable.

Contingent assets are not recognised in the books of the accounts but are disclosed in the notes. However, when the realisation of income is virtually certain, then the

related asset is no longer a contingent asset, but it is recognised as an asset and the corresponding income is booked in the Statement of Profit and Loss.

(x) Income taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are off set where the Company has a legally forceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(xi) Cash and Cash Equivalents

Cash and cash equivalents include cash in hand and at bank, deposits held at call with banks. For the purpose of the Statement of Cash Flows, cash and cash equivalents consists of cash and short term deposits, having maturity less than 12 months.

(xii) Financial Instruments**A. Initial recognition**

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of financial asset or financial liabilities, as appropriate, on initial recognition.

B. Subsequent measurement

(i) Financial assets carried at amortised cost : A financial asset is subsequently measured at amortised cost if it is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets carried at fair value through other comprehensive income (FVTOCI): A financial asset is subsequently measured at FVTOCI if it is held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.

(iii) Financial assets carried at fair value through profit or loss (FVTPL): A financial asset which is not classified in any of the above categories are subsequently measured at fair value through profit or loss.

(iv) Financial liabilities : Financial liabilities are subsequently measured at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

De-recognition of financial Asset

A financial asset is primarily derecognised (i.e. removed from the balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset. When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership.

De-recognition of financial liability

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid is recognised in profit or loss as "Other Income" or "Finance Expense".

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

C. Impairment

(i). Financial assets

The Company recognizes loss allowances using the expected credit loss for the financial assets which are not measured at fair value through profit or loss.

The Company do not recognise expected credit loss on Trade receivables.

Individual trade receivables are written off when management deems them not to be collectible.

(ii). Non - financial assets

Tangible and intangible assets

Property, plant and equipment and intangible assets are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). The Company review/assess at each reporting date if there is any indication that an asset may be impaired.

(xiii) Segment Reporting

Operating Segment are reported in a manner consistent with the Internal Reporting provided to the Chief Operating Decision Maker.

The Company is engaged providing Superspeciality and general hospital services which constitutes a single business segment, so there are no other Reportable Segments.

(xiv) Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

(xv) Investments in Equity Instruments

Investments in Equity Instruments have been valued at their fair values through Profit and Loss, as on the closing date. The fair value has been valued as per the intrinsic value of shares of the company in which our company has invested.

Note 1.5 - Critical Accounting Assumptions

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectation of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events that existed as at the reporting date, or that which occurred after the date but provide additional evidence about the conditions existing at the reporting date.

a) Property, plant and equipment

Management assesses the remaining useful lives and residual value of property, plant and equipment. Management believes that the assigned useful lives and residual value are reasonable.

b) Income taxes

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities.

The Company reviews at each balance sheet date the carrying amount of deferred tax assets and liabilities. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the standalone financial statements.

c) Contingencies

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

d) Impairment of accounts receivable and advances

Trade receivables carry interest and are stated at their fair value as reduced by appropriate allowances for expected credit losses. Individual trade receivables are written off when management deems them not to be collectible. Impairment is recognised for the expected credit losses.

e) Discounting of Security deposit, and other long term liabilities

For majority of the security deposits received, the timing of outflow, as mentioned in the underlying contracts, is not substantially long enough to discount. The treatment would not provide any meaningful information and would have no material impact on the financial statements.

2 Property, Plant & Equipment

(Amount in Rs. Hundred)

Particulars	BUILDING	HOSPITAL EQUIPMENT	C.T.SCAN MACHINE	I.C.U. EQUIPMENTS	CATHLAB INSTRUMENTS	LAB-DIAGNOSTIC EQUIPMENTS	O.T. EQUIPMENTS	VEHICLES	FURNITURE & FIXTURES	PLANT & MACHINERY	COMPUTER & COMPUTER SOFTWARE	TOTAL 1	INTANGIBLE ASSETS	TOTAL 2	GRAND TOTAL
Gross Carrying Amount															
As at April 1, 2024	4,36,821.51	3,35,004.86	1,56,212.11	1,14,793.52	1,83,066.81	1,24,299.31	1,52,201.21	1,77,162.30	63,753.63	2,21,320.81	30,300.95	19,94,937.02	75,708.30	75,708.30	20,70,645.32
Additions	-	22,024.14	-	-	-	2,065.00	35,214.29	-	-	3,123.48	3,596.42	66,023.33	-	-	66,023.33
Disposal	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2025	4,36,821.51	3,57,029.00	1,56,212.11	1,14,793.52	1,83,066.81	1,26,364.31	1,87,415.50	1,77,162.30	63,753.63	2,24,444.29	33,897.37	20,60,960.35	75,708.30	75,708.30	21,36,668.65
Accumulated Depreciation															
As at April 1, 2024	1,17,412.58	2,75,067.91	1,52,539.71	69,728.97	1,78,582.19	99,881.47	1,28,710.46	1,51,464.34	46,123.24	1,61,425.55	27,966.94	14,08,903.36	45,008.63	45,008.63	14,53,911.99
Additions	7,319.37	9,047.87	361.11	3,653.13	384.09	3,318.36	4,630.76	4,581.76	2,071.36	11,447.59	2,137.41	48,952.81	1,261.81	1,261.81	50,214.62
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2025	1,24,731.95	2,84,115.78	1,52,900.82	73,382.10	1,78,966.28	1,03,199.83	1,33,341.22	1,56,046.10	48,194.60	1,72,873.14	30,104.35	14,57,856.17	46,270.44	46,270.44	15,04,126.61
Net carrying amount															
As at April 1, 2024	3,19,408.93	59,936.95	3,672.40	45,064.55	4,484.62	24,417.84	23,490.75	25,697.96	17,630.39	59,895.26	2,334.01	5,86,033.66	30,699.67	30,699.67	6,16,733.33
As at March 31, 2025	3,12,089.56	72,913.22	3,311.29	41,411.42	4,100.53	23,164.48	54,074.28	21,116.20	15,559.03	51,571.15	3,793.02	6,03,104.18	29,437.86	29,437.86	6,32,542.04

3 Financial Assets

(Amount in Rs. Hundred)

Particulars		As at 31.03.2025	As at 31.03.2024
3A	(i) Investments		
	1. Unquoted Shares of Fingrowth Co-operative Bank Ltd. 140 Fully Paid up Shares of Rs.100/- each	1,906.65	1,906.65
	2. Unquoted Shares of Soni Hospitals Pvt. Ltd. 10000 Equity Shares of Rs.10 each (fully paid up) (Previous year 10000 Equity Shares of Rs.10 each (fully paid up))	2,077.00	2,077.00
TOTAL		3,983.65	3,983.65

(Amount in Rs. Hundred)

Particulars		As at 31.03.2025	As at 31.03.2024
3B	(ii) Loans		
		-	-
TOTAL		-	-

(Amount in Rs. Hundred)

Particulars		As at 31.03.2025	As at 31.03.2024
3C	(iii) Other Non-Current Financial Assets		
	LIC Gratuity Fund*	13,836.85	13,836.85
	Unamortised Trasaction Cost	3,748.59	3,769.23
	Security Deposit:		
	Earnest Money Deposit		
	Security Deposit for Building	1,75,000.00	1,75,000.00
	Security Deposit for Cylinder	50.00	50.00
	Security Deposit with CGHS	1,000.00	1,000.00
	Security Deposit with I.O. Corp.	40.00	40.00
	Security Deposit for Rental Premisus	1,929.60	1,929.60
	Security Deposit with RSEB	3,677.69	3,677.69
	Security Deposit with Telephone Dept.	472.74	472.74
	Security With RBSK	3,000.00	3,000.00
	TOTAL	2,02,755.47	2,02,776.11
TOTAL (i)+(ii)+(iii)		2,06,739.12	2,06,759.76

* Employees Group Gratuity Scheme of LIC had been opted in May, 2010 and Company is paying the Gratuity contribution to LIC in installments as prescribed by it.

4 Inventories

(Amount in Rs. Hundred)

Particulars		As at 31.03.2025	As at 31.03.2024
INVENTORIES (As taken, valued & certified by the management)			
Cost of Hospital Drugs, Medical Consumable and Regents (Stated at cost and net reliseable value which ever is less)		89,046.07	53,100.65
TOTAL		89,046.07	53,100.65

5 Trade Receivables**(Amount in Rs. Hundred)**

Particulars	As at 31.03.2025	As at 31.03.2024
Other than Related party Outstanding for following periods from due date of payments Unsecured- Considered Good- Undisputed		
Not Due		
Less than 6 months	6,31,756.09	4,67,297.36
6 months - 1 year	48,405.10	22,985.38
1 - 2 Years	54,769.24	1,03,018.10
2 - 3 Years	31,913.86	31,795.16
More than 3 years	29,940.51	4,000.00
Unsecured- Considered Good- Disputed		
Not Due		
Less than 6 months		
6 months - 1 year		
1 - 2 Years	-	-
2 - 3 Years	-	-
More than 3 years	79,615.93	
Total Trade Receivables	8,76,400.73	6,29,096.00

6 Cash and Cash Equivalents**(Amount in Rs. Hundred)**

Particulars	As at 31.03.2025	As at 31.03.2024
Bank Balances (Current Account)	63,159.91	53,187.55
Bank Balances (Deposit Account)	83,908.16	70,618.65
Cash on Hand	53,963.01	6,205.09
TOTAL	2,01,031.08	1,30,011.29

7 Others Current Financial Assets**(Amount in Rs. Hundred)**

Particulars	As at 31.03.2025	As at 31.03.2024
Advances to Staff and Others	26,195.26	25,182.10
Advance to Associate Concern (Soni hospital- loans & advances)	7,441.20	6,888.72
Unamortised Trasaction Cost	279.83	282.72
Security Deposit with Supplier	3,323.05	3,323.05
TOTAL	37,239.34	35,676.59

8 Current Tax Assets (Net)**(Amount in Rs. Hundred)**

Particulars	As at 31.03.2025	As at 31.03.2024
TDS Recieveable	1,25,778.16	1,76,128.19
Less: Provision for Tax	-	-
TOTAL	1,25,778.16	1,76,128.19

9 Other Current Assets**(Amount in Rs. Hundred)**

Particulars	As at 31.03.2025	As at 31.03.2024
Prepaid Expenses	17,964.75	6,928.55
Accrued Rent	9.06	9.40
Advances to Suppliers	9,397.82	11,139.79
Balance with Statutory Authorities	20,673.01	20,538.82
TOTAL	48,044.64	38,616.56

10 Equity Share Capital

(Amount in Rs. Hundred)

Particulars	As at 31.03.2025	As at 31.03.2024
Share Capital		
1 Authorised :		
45,00,000 Equity Shares of Rs. 10/- each	4,50,000.00	4,50,000.00
2 Issued, Subscribed and Paid up		
42,64,900 Equity Shares of Rs. 10/- each	4,26,490.00	4,26,490.00
TOTAL	4,26,490.00	4,26,490.00

(a) Rights, Preferences and restrictions attached to Equity Shares

The Company has only one class of shares referred to as equity shares having a par value of Rs. 10 each. Holder of equity shares is entitled to one vote per share and Dividend as and when declared by the Company.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential shares.

The distribution will be in proportion to the number of equity shares held by the shareholders.

The company declares and pays dividends in Indian rupees. The dividend, if proposed by the Board of Directors, is subject to the approval of the shareholders in the ensuing Annual General Meeting.

(b) Reconciliation of the number of shares outstanding :-

Particulars	As at 31.03.2025	As at 31.03.2024
	No of shares	No of shares
At the beginning of the year	42,64,900	42,64,900
Add: Issued during the year	-	-
Less: Bought Back during the year	-	-
At the end of the year	42,64,900	42,64,900

(c) Shares held by each shareholder holding more than 5% of number of shares:

Particulars	As at 31.03.2025		As at 31.03.2024	
	No. of Shares held	Percentage of holding	No. of Shares held	Percentage of holding
Name of Shareholder				
Dr Bimal Roy Soni	16,67,700	39.10	16,67,700	39.10
B.R.Soni HUF	8,16,000	19.13	8,16,000	19.13
Dr.Anju Soni	4,92,700	11.55	4,92,700	11.55
	29,76,400	69.79	29,76,400	69.79

11 Other Equity

(Amount in Rs. Hundred)

Particulars	As at 31.03.2025	As at 31.03.2024
Reserves and Surplus		
1 Capital Reserve (From Bank of Baroda)		
At the beginning of the year	14,000.00	14,000.00
Add: Profit for the year	-	-
Less: withdrawals/transfer	-	-
Balance at the year end	14,000.00	14,000.00
2 Profit & Loss		
At the beginning of the year	-2,78,909.60	-1,10,717.46
Add: Profit for the year	-18,637.68	-1,68,192.14
Less: withdrawals/transfer	-	-
Balance at the year end	-2,97,547.28	-2,78,909.60
3 Other Comprehensive Income		
Add: Actuarial Gain/(Loss) on Gratuity C	-13,104.48	-
Balance at the year end	-13,104.48	
TOTAL	-2,96,651.76	-2,64,909.60

12 Non Current Financial Borrowings

(Amount in Rs. Hundred)

Particulars	As at 31.03.2025	As at 31.03.2024
Term Loan		
(a) Secured		
From Bank	10,12,239.02	9,71,042.25
From Others	-	-
Total	10,12,239.02	9,71,042.25
(b) (i) Unsecured from Related parties		
(ii) Unsecured from others		
HDFC Bank	-	6,318.51
Total	-	6,318.51
(c) Current Maturities of Long Term Borrowings	71,071.79	65,239.67
Total (a+b-c)	9,41,167.23	9,12,121.09

- 1.A) Vehicle loan from ICICI Bank is secured against hypothecation of specified Vehicle, repayable in 60 Equated monthly installment of Rs. 20,468/- each, bears rate of interest of 9.25%.
- B) Equipment Loan for Medical Oxygen Plant from Yes Bank against hypothecation of the Medical Oxygen Plant purchased from Kamtech. The loan is repayable in 60 equated monthly installments, including a 6-month moratorium and 54 installments of ₹70,879 each, at an interest rate of 7.50%.
- C) Vehicle Loan from HDFC Bank is secured against hypothecation of the specified vehicle. The loan is repayable in 84 equated monthly installments of ₹28,332 each, at an interest rate of 8.50%.
- D) Equipment Loan for Medical Equipment from IndusInd Bank Ltd. against hypothecation of proposed assets purchased from Phoenix Medical Devices, Anupam Surgicals, and Sanma Medineers Vision Pvt. Ltd. The loan is repayable in 48 equated monthly installments of ₹1,12,522 each at an interest rate of 9.50%.
- (ii). Term loan from YES Bank, where Rs.500.00 Lakhs was Term Loan repayable in 180 months at an interest rate of (EBLR + spread 2.76%). The EMI is Rs.5,14,896/- secured by way hypothecation of Present and Future Current assets and movable fixed assets of the company and Equited Mortgage of Land and Building Situalted at 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur in the name of Dr. B.R.Soni, Managind Director of the company and Personl Guarantee of (iii).Rs.490.00 Lakhs DLOD facility with an interest rate of (EBLR + spread 2.76%). Interest is calculated on the utilised limit, and the monthly drop-down repayment is Rs.2,72,223 secured by way hypothecation of Present and Future Current assets and movable fixed assets of the company and Equited Mortgage of Land and Building Situalted at 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur in the name of Dr. B.R.Soni, Managind Director of the company and Personl
- (v). Refer Note No. 28 for information about credit risk and market risk for Loans

13 Deferred tax liabilities (Net)

(Amount in Rs. Hundred)

Particulars	As at 31.03.2025	As at 31.03.2024
Deferred tax liabilities (Net)	40,713.68	48,848.35
TOTAL	40,713.68	48,848.35

During the financial year liabilities has been increased by Rs. 5434.02 (Rs in Hundred) the same has been debited in Profit & Loss Account

14 Provisions

(Amount in Rs. Hundred)

Particulars	As at 31.03.2025	As at 31.03.2024
Provision for Gratuity	66,629.27	42,353.05
TOTAL	66,629.27	42,353.05

15 Current Financial Borrowings

(Amount in Rs. Hundred)

Particulars	As at 31.03.2025	As at 31.03.2024
Loan payable on demand from Banks :		
Secured		
HDFC Bank FDOD	295.48	295.48
Loan payable on demand from Others :		
SuperGrowth Investments Private Limited - (Bills Discounting)		
Current maturities of long term debt	71,071.79	65,239.67
TOTAL	71,367.27	65,535.15

- (i). Insurance receivables financing facility taken from M/s SuperGrowth Investments Pvt Limited sanctioned limit is 50 lakhs discounting period is 60 days, rate of interest is 12% interest is paid on utilisation of sanctioned limit and is paid on discounting period basis. we also pay 88500 at the start of every
- (ii). Bank Overdat Limit of Rs. 90000/- taken from HDFC Bank Limited for collction account for Credit Cradt Swap Machine of HDFC Bank against FDR of Rs.1.00 Lakhs, bears interet rate @ 1.50 % above the FDR interest rate.
- (iii). Refer Note No. 28 for information about credit risk and market risk for Loans

16 Trade Payables

(Amount in Rs. Hundred)

Particulars	As at 31.03.2025	As at 31.03.2024
A. Total outstanding dues of Micro Enterprises and Small Enterprises (MSME)		
Undisputed		
Unbilled	-	-
Not Due	-	-
Less than 1 year	1,41,658.65	1,06,853.68
1 - 2 Years	653.72	148.86
2 - 3 Years	-	-
More than 3 years	148.86	-
B. Other than MSME		
Undisputed	-	-
Unbilled	-	-
Not Due	-	-
Less than 1 year	3,92,635.51	3,23,181.46
1 - 2 Years	1,25,800.47	61,013.86
2 - 3 Years	-	628.12
More than 3 years	10,864.79	6,103.47
TOTAL	6,71,762.00	4,97,929.45

17 Other Current Financial Liabilities

(Amount in Rs. Hundred)

Particulars	As at 31.03.2025	As at 31.03.2024
Other Payables :		
Doctors consultancy Account	75,562.85	52,855.24
Outstanding Expenses	13,705.17	14,600.79
Sundry Creditor for Capital Goods	-	-
Staff Dues	75,473.54	82,993.12
Security Deposit Rec.	40,000.00	40,000.00
Audit Fees Payable	1,944.00	972.00
TOTAL	2,06,685.56	1,91,421.15

18 Other Current Liabilities

(Amount in Rs. Hundred)

Particulars	As at 31.03.2025	As at 31.03.2024
Statutory Liabilities	23,354.04	25,338.82
TOTAL	23,354.04	25,338.82

19 Provisions

(Amount in Rs. Hundred)

Particulars	As at 31.03.2025	As at 31.03.2024
Bonus Payable	7,500.61	7,504.68
Provision for Gratuity	18,363.22	13,523.14
Income Tax Provision	-	-
TOTAL	25,863.83	21,027.82

20 Revenue From Operations**(Amount in Rs. Hundred)**

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
(a) Sale of Services : Receipt From Hospital services	29,83,823.71	27,25,497.01
TOTAL	29,83,823.71	27,25,497.01

21 Other Income**(Amount in Rs. Hundred)**

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
(a) Interest Interest from banks on deposits	4,792.63	3,603.08
(b) Other operating revenue Education Affiliation Fees Received	95,000.00	75,000.00
(c) Other non operating revenue Dividend Received	-	-
Rent Received	2,880.00	2,880.00
Interest on Income Tax Refund	6,472.70	8,269.40
Scrap Sale	-	-
Profit on Sale of Fixed Assets	-	-
Balance Written Back	1,301.58	36,513.68
Prior Period Items	-	-
Misc. Other Receipts	24,169.97	671.89
TOTAL	1,34,616.88	1,26,938.05

22 Cost of Material Consumed**(Amount in Rs. Hundred)**

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
Raw Material Consumed Opening Stock	53,100.65	48,345.30
Add: Purchases the year	8,84,705.15	8,18,287.27
	9,37,805.80	8,66,632.57
Less: Closing Stock	89,046.07	53,100.65
TOTAL	8,48,759.73	8,13,531.92

23 Employee benefits expense**(Amount in Rs. Hundred)**

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
Salary to Staff	6,62,261.95	6,18,653.21
Employer's P.F. Contribution	19,285.39	12,409.93
Employer's E.S.I. Contribution	5,175.21	2,490.37
Bonus To Staff	4,012.57	7,441.90
Staff Trainig & Recruitment Exp.	12,518.72	10,009.94
Staff Welfare Expenses	27,774.76	29,349.31
Provision for Gratuity /Gratuity Payment	12,612.15	2,335.16
TOTAL	7,43,640.75	6,82,689.82

24 **Financial expense**

(Amount in Rs. Hundred)

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
INTEREST EXPENSES		
Interest on TDS Late Deposit	1,858.21	-
Interest on Term Loan	47,805.32	31,026.87
Interest on Working Capital	40,127.93	47,761.08
Interest on Car Loan	1,279.63	1,480.21
Interest to Others	-	-
Interest on Business Loan	2,078.86	1,930.40
Total (A)	93,149.95	82,198.56
OTHER BORROWING COSTS		
Bank Guarantee Exp.	-	-
Processing & Admn. Fees	1,180.00	459.00
Amortisation of Loan Fees	290.15	1,432.55
Bank Charges	3,931.18	1,368.14
Total (B)	5,401.33	3,259.69
TOTAL (A+B)	98,551.28	85,458.25

25 **Other expenses**

(Amount in Rs. Hundred)

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
(A) Hospital operating Expenses		
Consultancy charges to Doctors & others	7,84,715.53	7,69,940.96
Insurance Premium	4,581.13	2,898.41
Legal & Professional	1,404.05	16,381.51
Discounts to patients	-	-
Lab & Diagnostic Exp. Outside	1,10,860.21	1,49,247.52
Rent Rates & Taxes	18,972.41	11,958.91
Security Service	14,156.60	17,243.80
Water & Electricity Charges	72,916.23	70,087.04
Housekeeping Expenses.	72,580.78	66,309.48
Prior Period Expenses	13,635.56	10,108.38
Penalty	1,137.27	11,524.66
Misc.Exp.	28,824.80	12,570.09
Repairs & Maintenance	64,077.14	56,347.72
Total (A)	11,87,861.71	11,94,618.48
(B) Administrative Expenses		
Travelling & Conveyance	41,594.03	29,872.12
Business Promotion Exp.	38,088.57	66,797.77
Listing & Filing Fees	18,673.79	18,797.83
Bad Debts & Claim Disallowed	61,699.99	-
Sundry Balances Written Off	-	22,347.84
Telephone & Internet Exp.	7,603.80	4,544.92
Late Fees on TDS Return	-	-
Income Tax Compounding Fees	-	-
Internal Audit Fees	-	-
Secretarial Audit Fees	-	310.00
Audit Fees	1,062.00	1,062.00
Total (B)	1,68,722.18	1,43,732.48
(C) NABH Expenses		
Infection Control Expenses	-	-
Quality Control Expenses	42,858.39	42,809.59
Total (C)	42,858.39	42,809.59
Grand Total (A+B+C)	13,99,442.28	13,81,160.55

RATIOS

Particulars	Numerator	Denominator	March 31, 2025	March 31, 2024
Current ratio	Current Assets	Current Liabilities	1.33	1.43
Debt-equity ratio	Total Non-Current Liability	Shareholder's Equity	8.10	6.05
Debt service coverage ratio	Earnings for debt service = Net profit before taxes + Non-cash operating expenses+INTEREST	Debt service = Interest & Lease Payments + Principal Repayments	0.69	-0.13
Return on equity ratio	Net Profits after taxes – Preference Dividend	Shareholder's Equity	-0.24	-1.04
Inventory turnover ratio	=Cost of goods sold+change in inventory+Raw material consumed	Average Inventory	11.94	16.04
Trade receivables turnover ratio	Net credit sales = Gross credit sales - sales return	Trade Receivable	3.40	3.84
Trade payable turnover ratio	Net credit purchases = Gross credit purchases - purchase return	Trade Payables	1.36	1.64
Net capital turnover ratio	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities	8.80	7.98
Net profit ratio	Net Profit Before Tax	Net sales = Total sales - sales return	-1.06%	-6.17%
Return on capital employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	7.82%	-7.47%
Return on investment	Earning before Interest and tax	Closing Total Assets	5.71%	-1.27%

(a) Current Ratio = Current Assets divided by Current Liabilities

Particulars	31-Mar-25	31-Mar-24
Current Assets	13,77,540	11,42,662
Current Liabilities	10,38,473	8,01,252
Ratio	1.33	1.43
% Change from previous period/year	-6.98	

Reason for change more than 25% :

Debt Equity ratio = Total debt divided by Total equity where total debt refers to sum of current & non current borrowings

Particulars	31-Mar-25	31-Mar-24
Total debts (Total Current & Non-Current Liability)	10,51,975	9,77,656
Total equity	1,29,838	1,61,580
Ratio	8.10	6.05
% Change from previous period/year	33.91	-

Reason for change more than 25%

Due to New Loan taken

Debt Service Coverage Ratio = Earnings available for debt services divided by Total interest and principal repayments

Particulars	31-Mar-25	31-Mar-24
Profit before tax	(22,168)	(1,62,758)
Add: Non cash operating expenses and finance cost		
- Depreciation and amortizations	50,215	52,353
- Finance cost	98,551	85,458
Earnings available for debt services	1,26,598	(24,947)
Interest cost on borrowings	93,150	82,199
Principal repayments	90,626	1,04,032
Total Interest and principal repayments	1,83,776	1,86,231
Ratio	0.69	-0.13
% Change from previous period/year	-614.24	

Reason for change more than 25% : Decreased due to increased in loss and decrease in repayment of principal amount loan

Return on Equity Ratio / Return on Investment Ratio = Net profit after tax divided by Equity

Particulars	31-Mar-25		31-Mar-24
Net profit after tax	(31,742)		(1,68,192)
Total equity	1,29,838		1,61,580
Ratio	-0.24		-1.04
Change in basis points (bps) from previous period / year	0.80		
% Change from previous period/year	-76.51		

Reason for change more than 25% :

Due to Increase in Expenses

Inventory Turnover Ratio = Cost of materials consumed divided by closing inventory

Particulars	31-Mar-25		31-Mar-24
Cost of material consumed	8,48,760		8,13,532
Average inventory	71,073		50,723
Inventory turnover Ratio	11.94		16.04
% Change from previous period/year	-25.54		

Reason for change more than 25% : Due to Expansion in Cardiology Department

Trade Receivables turnover ratio = Credit Sales divided by Closing trade receivables

Particulars	31-Mar-25		31-Mar-24
Total Sales	29,83,824		27,25,497
Closing Trade Receivables	8,76,401		7,09,129
Ratio	3.40		3.84
% Change from previous period/year	-11.42		

Note : We could not derive appropriate report from software regarding bifurcation of Cash and Credit Sales. Hence we are calculating Trade Receivable Turnover Ratio from Total Sales of the company

Reason for change more than 25% : No Major Changes

Trade payables turnover ratio = Credit purchases divided by closing trade payables

Particulars	31-Mar-25		31-Mar-24
Credit purchases	9,10,683		8,18,604
Closing Trade Payables	6,71,762		4,97,929
Ratio	1.36		1.64
% Change from previous period/year	-17.54		

Reason for change more than 25%

Due to Credit Payment not Rec from Government Schemes

Net capital Turnover Ratio = Sales divided by Net Working capital whereas net working capital= current assets -

Particulars	31-Mar-25		31-Mar-24
Sales	29,83,824		27,25,497
Net working capital	3,39,067		3,41,410
Ratio	8.80		7.98
% Change from previous period/year	10.23		

Reason for change more than 25% : For Expansion Cardiology Department

Net profit ratio = Net profit after tax divided by Sales

Particulars	31-Mar-25		31-Mar-24
Net profit after tax	(31,742)		(1,68,192)
Sales	29,83,824		27,25,497
Ratio	-1.06%		-6.17%
Change in basis points (bps) from previous period / year	5.11%		
% Change from previous period/year	-82.76		

Reason for change more than 25% : Due to increase in loss

Return on Capital employed (pre cash)=Earnings before interest and taxes(EBIT) divided by Capital Employed(pre cash)

Particulars	31-Mar-25		31-Mar-24
Profit before tax (A)	(22,168)		(1,62,758)
Finance cost (B)	98,551		85,458
EBIT (C) = (A) + (B)	76,383		(77,300)
Total Assets (D)	22,16,821		19,66,155
Current Liabilities (E)	10,38,473		8,01,252
Cash and Cash equivalents (F)	2,01,031		1,30,011
Capital Employed (G) D-E-F	9,77,317		10,34,892
Ratio (C) / (F)	7.82%		-7.47%
% Change from previous period/year	-204.64		

Reason for change more than 25% : Due to decrease in loss and increase in total Assets of the company

Return on investment

Earning before Interest and tax	1,26,598		(24,947)
Closing Total Assets	22,16,821		19,66,155
Ratio	5.71%		-1.27%
% Change from previous period/year	-550.08		

Reason for change more than 25%

26 EARNINGS PER SHARE

The following is a reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share:

(Amount in Rs. Hundred)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Issued number equity shares	42,64,900	42,64,900
Potential Equity Shares	-	-
Weighted average shares outstanding - Basic and Diluted	42,64,900	42,64,900

Net profit available to equity holders of the Company used in the basic and diluted earnings per share was determined as follows:

(Amount in Rs. Hundred)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Profit and loss after tax	-31,742.16	-1,68,192.14
Profit and loss after tax for EPS	-31,742.16	-1,68,192.14
Basic Earnings per share	-0.74	-3.94
Diluted Earnings per share	-0.74	-3.94

The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

The diluted EPS is calculated on the same basis as basic EPS because the Company does not have any Potential Equity Shares.

27 Fair Value Measurement

Financial Instrument by category and hierarchy

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.

2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

3. IND AS 101 allows Company to fair value its property, plant and machinery on transition to IND AS, the Company has fair valued property, plant and equipment, and the fair valuation is based on deemed cost approach where the existing carrying amounts are treated as fair values.

4. The Transaction cost on the borrowings are amortised over the tenure of loan and fair values are arrived accordingly.

5. For other financial assets and liabilities that are measured at amortised cost, the carrying amounts are equal to the fair values.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Quoted prices / published NVA (unadjusted) in active markets for identical assets or liabilities. It includes fair value of financial instruments traded in active markets and are based on quoted market prices at the balance sheet date and financial instruments like mutual funds for which net assets value (NAV) is published mutual fund operators at the balance sheet date.

Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices). It includes fair value of the financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on the company specific estimates. If all significant inputs required to fair value an instrument are observable then instrument is included in level 2.

Level 3: Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs). If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Particulars	As at 31st March 2025		As at 31st March 2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets designated at amortised cost				
Trade Receivables	8,76,400.73	-	7,09,128.91	-
Cash & Cash Equivalents	2,01,031.08	-	1,30,011.29	-
Other Financial Assets	2,40,018.34	2,39,994.81	2,35,796.55	2,38,452.70

Particulars	As at 31st March 2025		As at 31st March 2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets designated at fair value through other comprehensive income				
	3,983.65	3,983.65	3,983.65	3,983.65

Particulars	As at 31st March 2025		As at 31st March 2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Liabilities designated at amortised cost				
Borrowings (Non-Current and Current)	10,51,974.56	-	9,77,656.24	-
Trade Payables	6,71,762.00	-	4,97,929.45	-
Other Financial Liabilities	2,06,685.56	-	1,91,421.15	-

FINANCIAL RISK MANAGEMENT

Financial risk factors

The Company's principal financial liabilities comprise of trade payables, borrowings and other liabilities. The main purpose of these financial liabilities is to manage finances for the Company's operations and also for purchase of capital assets and for safeguarding its interests under contracts.

The Company has given loans to its employees, trade and other receivables, investments in equity shares and cash and cash equivalents that arise directly from its operations as a part of its financial assets.

The Company's activities expose it to a variety of financial risks:

a. Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

Financial Instruments affected by Market Price Risk include investments made in equity instruments by the Company.

There are no currency rate risk on the Company since all the transactions are done in the functional currency (INR)

b. Credit risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

The company is engaged in providing medical services under which major amount is received in advanced from patients and settled at the time of payment of billing amount. In case of insured patients amount is received through TPA and government agencies which is subject to slight credit risk. Financial Instruments like trade receivables and loans forwarded to employees are subject to slight credit risk against which the Company has booked Expected Credit Losses.

c. Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

Being a cash rich company, it does not have any acute liquidity risk and has no lines of credit in the forms of loans payable.

Market Risk

Commodity price risk and sensitivity

Being a Professional Company, engaged in medical sector the risk of the Company is bare minimum.

Credit risk

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Company. The Company takes due care while extending any credit as per the approval matrix approved by Board of Directors. Company have Rs. 10955644.10 as trade receivables outstanding for more than 36 months, as per Board of Directors, company is not required to book any expected credit losses.

Details and terms and conditions of borrowings are as under:

1.A) Vehicle loan from ICICI Bank is secured against hypothecation of specified Vehicle, repayable in 60 Equated monthly installment of Rs. 20,468/- each, bears rate of interest of 9.25%.

B) Equipment Loan for Medical Oxygen Plant from Yes Bank against hypothecation of the Medical Oxygen Plant purchased from Kamtech. The loan is repayable in 60 equated monthly installments, including a 6-month moratorium and 54 installments of ₹70,879 each, at an interest rate of 7.50%.

C) Vehicle Loan from HDFC Bank is secured against hypothecation of the specified vehicle. The loan is repayable in 84 equated monthly installments of ₹28,332 each, at an interest rate of 8.50%.

D) Equipment Loan for Medical Equipment from IndusInd Bank Ltd. against hypothecation of proposed assets purchased from Phoenix Medical Devices, Anupan Surgicals, and Sanma Medineers Vision Pvt. Ltd. The loan is repayable in 48 equated monthly installments of ₹1,13,532 each, at an interest rate of 9.50%.

2. In the financial year 2020-21, an overdraft limit of Rs.700.00 Lakhs was sanctioned from AU Small Finance Bank at an interest rate of 9.00% p.a., secured by way of hypothecation of all present and future current assets of the company and the land & building situated at 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur, in the name of Dr. Bimal Roy Soni, Managing Director of the company. The facility was also secured by the personal guarantees of Dr. Bimal Roy Soni, Managing Director, and Dr. Anju Soni, Director of the company.

Out of the total limit of Rs.700.00 Lakhs, Rs.300.00 Lakhs was an overdraft limit, which was renewed yearly, and the balance Rs.400.00 Lakhs was a drop-down limit for 120 months. This limit was to be reduced by Rs.3,33,333.33 per month at the end of each month. Subsequently, the same was taken over by Kotak Mahindra Bank by way of a Term Loan of Rs.400.00 Lakhs, repayable in 84 months, along with an overdraft limit of Rs.300.00 Lakhs, which is renewed yearly.

Both the above loans from Kotak Mahindra Bank carried an interest rate of 6.80% (RPRR 4.00% p.a. plus spread 2.80% p.a.; at present, the RPRR is 5.40% p.a.).

At the February 2024, the above two loans were taken over by YES Bank, where Rs.500.00 Lakhs was Term Loan repayable in 180 months at an interest rate of (EBLR + spread 2.76%). The EMI is Rs.5,14,896/-. Additionally, Rs.490.00 Lakhs was sanctioned as a DLOD facility, with an interest rate of (EBLR + spread 2.76%). Interest is calculated on the utilised limit, and the monthly drop-down repayment is Rs.2,72,223.

These facilities are secured by hypothecation of present and future current assets and movable fixed assets of the company, along with an equitable mortgage of the land and building situated at 38, Kanota Bagh, Jawahar Lal Nehru Marg, Jaipur, in the name of Dr. B. R. Soni, Managing Director of the company, and the personal guarantees of Dr. B. R. Soni, Managing Director, and Dr. Anju Soni, Director of the company.

3. Bank Overdraft Limit of Rs. 90000/- taken from HDFC Bank Limited for collection account for Credit Cradt Swap Machine of HDFC Bank against FDR of Rs.1.00 Lakhs, bears interest rate @ 1.50 % above the FDR interest rate.

4. Insurance receivables financing facility taken from M/s SuperGrowth Investments Pvt Limited sanctioned limit is 50 lakhs discounting period is 60 days, rate of interest is 12% interest is paid on utilisation of sanctioned limit and is paid on discounting period basis. we also pay 88500 at the start of every quarter stating from 31st january,2025.

29 CAPITAL RISK MANAGEMENT

Objective

The primary objective of the Company's capital management is to maximize the shareholder value. i.e. to provide maximum returns to the shareholders. The Company's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Company's ability to continue as a going concern in order to support its business and provide maximum returns to the shareholders. The Company also proposes to maintain an optimal capital structure to reduce the cost of capital. No changes were made in the objectives, policies or processes during the year ended March 31, 2025 and March 31, 2024.

Policy

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the rules and regulations framed by the Government under whose control the Company operates.

Process

The Company manage its capital by maintaining sound/optimal capital structure financial ratios, such as net debt-to-equity ratio on a monthly basis and implements capital structure improvement plan when necessary. Debt-to-equity ratio as of March 31, 2024, March 31, 2023 is as follows:

(Rs. in Hundred)		
Particulars	As on 31st March 2025	As on 31st March 2024
Total debt	10,51,974.56	9,77,656.24
Total equity	1,29,838.24	1,61,580.40
Ratio	8.10	6.05

30 Related Party Transactions

In accordance with the requirements of IND AS 24, name of the related party, related party relationship, transactions and outstanding balances including commitments where control exists and with whom transactions have taken place during reported periods, are reported as follows:-

(i) Related party name and relationship

Particulars	Designation
Key Managerial Persons	
DR. Bimal Roy Soni	Managing Director
Dr Anju Soni	Director
Krishan Kumar Saini	Chief Financial Officer
Juhi Gurnani	Company Secretary
Pooja Sharma	Company Secretary

(b) Relatives of Executive Directors with whom transactions have taken place:

Particulars	Relation
Shri Namit Soni	Related Party
Smt Neha Soni	Related Party

(c) Non Executive Directors and Enterprises Over which they are able to exercise significant influence (With whom transaction have taken place):

Particulars	Designation
M/s Soni Hospitals Private Limited	Common Directors
M/s S. S. Pharmacy	Directors are partners in the firm
M/s B. R. Soni (HUF)	Managing Director is the Karta

(ii) Transactions Carried Out With Related Parties referred in point (i) above in ordinary course of Business

Nature of Transactions	Related Parties	
	2024-25	2023-24
Consultancy Charges given	28,200.00	27,150.00
Remuneration paid	32,756.01	32,746.35
Building lease Rent	5,664.00	5,016.00
Purchases of Medicines and consumables	4,54,624.46	4,38,372.02
Shop Rent & electricity Expenses	-	-
Excess amount remitted on account of tax	7,441.20	6,888.72
Medical Education, Training & Diagnostics Services	85,684.21	1,30,246.69

Nature of Transactions	Related Parties	
	As at 31st March, 2025	As at 31st March, 2024
Outstandings		
Payable (Amount Payables and Security deposits taken)		
Key Management Personnel	19,056.19	3,905.31
Entities where Key managerial Personnel's control exist	4,63,072.61	2,98,551.51
End of the year	4,82,128.80	3,02,456.82
Receivables (Security deposits given)		
Relatives of Key Managerial Personnel	1,75,000.00	1,75,000.00
End of the year	1,75,000.00	1,75,000.00

(iii) Additional Disclosure in respect of Material Transactions with Related parties during the year (Included in (ii) above)

Purchases	Related Parties	
	As at 31st March, 2025	As at 31st March, 2024
DR. Bimal Roy Soni (Managing Director)		
Security deposit given in earlier years	1,75,000.00	1,75,000.00
Consultancy Charges given	7,200.00	7,200.00
Remuneration paid	-	-
Building lease Rent	5,664.00	5,016.00
Amount payable at the year end	6,819.93	1,773.49
Dr Anju Soni (Director)		
Consultancy Charges given	21,000.00	19,950.00
Amount payable at the year end	11,875.37	1,896.82
Krishan Kumar Saini (Chief Financial Officer)		
Remuneration paid	-	458.32
Amount payable at the year end	-	-
Pooja Sharma (Company Secretary)		
Remuneration paid	-	235.00
Amount payable at the year end	-	-
Juhi Gurnani (Company Secretary)		
Remuneration paid	1,645.00	849.03
Amount payable at the year end	-	235.00
Hari Krishan Tiwari (Company Secretary)		
Remuneration paid	360.89	-
Amount payable at the year end	360.89	-
Shri Namit Soni (son of Director)		
Remuneration paid	23,766.12	24,000.00
Insurance paid	467.79	-
Amount payable at the year end	(7,328.06)	2,000.00
Smt Neha Soni (Daughter-in-law of Director)		
Remuneration paid	6,984.00	7,204.00
Amount payable at the year end	-2,020.90	301.34
(ii) Entity where control exists:		
M/s Soni Hospitals Private Limited		
Excess amount remitted on account of tax	7,441.20	6,888.72
Medical Education, Training & Diagnostics Services	85,684.21	1,30,246.69
Amount payable at the end of the year	88,474.05	30,788.00
M/s S. S. Pharmacy		
Security deposit taken in earlier year	40,000.00	40,000.00
Purchases of Medicines and consumables	4,54,624.46	4,38,372.02
Amount payable at the end of the year	3,33,824.27	2,26,989.22
M/s B. R. Soni (HUF)		
Amount payable at the end of the year	774.29	774.29

31 CONTINGENT LIABILITIES**(Rs. in Hundred)**

S.No.	Particulars	As at March 31,2025	As at March 31,2024
	(I) Contingent Liabilities		
	Income Tax Demand	-	-
	TOTAL	-	-

Fair Value of Financial Assets and Financial Liabilities accounted for in the Standalone Financial Statements as on the reporting date of the entity**(Rs. in Hundred)**

	As at 31st March 2025		
	Level 1	Level 2	Level 3
Financial Assets			
<u>Equity Investments</u>			
FINGROWTH	-	-	1,906.65
Soni Hospitals Pvt Ltd.	-	-	2,077.00
Total			3,983.65
Financial Liabilities			

	As at 31st March 2024		
	Level 1	Level 2	Level 3
Financial Assets			
<u>Equity Investments</u>			
FINGROWTH	-	-	1,906.65
Soni Hospitals Pvt Ltd.	-	-	2,077.00
Total			3,983.65
Financial Liabilities			

	As at 1st April 2023		
	Level 1	Level 2	Level 3
Financial Assets			
<u>Equity Investments</u>			
FINGROWTH	-	-	1,906.65
Soni Hospitals Pvt Ltd.	-	-	2,077.00
Total			3,983.65
Financial Liabilities			

During the year ended March 31, 2025 and March 31, 2024, there were no transfer into and out of Level 1 fair value measurements.

Following table describes the valuation techniques used and key inputs to valuation for level 3 of the fair value hierarchy as at March 31, 2025 and March 31, 2024, respectively:

Particulars	Fair Value Heirarchy	Valuation Technique	Inputs Used
Financial Assets			
Equity Investments	Level 3	Shares have been valued using the Net Worth taken from the Financial Statements published in the Annual Report.	Net Worth

The fair values of above mention financial asset as on 31st March, 2025 for Fingrowth Bank is same as that of 31st march 2024, due to unavailability of information for the year 2024-25. In case Soni Hospital private Limited, the fair value of the shares is same as that of 31st march 2024, due to unavailability of information for the year 2024-25.

Land has been taken at it's carrying value since the Fair Value of the land was not made available to us. Hence, there is no IND AS adjustment in the Land While deriving the Intrinsic value of shares of Soni Hospitals Pvt Ltd.

33 Details of Fixed Assets/CWIP

Fixed Assets

(a) Details of Land and Building not held in the name of the Company.

Nature of Fixed Assets (Land/Building)	Description of item of property	Gross carrying value	Whether title deed holder is a promoter/director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company**
Land	38, Kanota Bagh, JLN Marg, Jaipur-302004	Nil	Title holder is Managing Director of the company	01-11-1986	Hsopital is running on this property and lease agreement excuted time to time with owner of the property, owner of the property did not want to sale the property to company, copamny has deposited Rs.1,75,00,000.00 as security and paying Rs.40,000.00 per month as rent
Building	38, Kanota Bagh, JLN Marg, Jaipur-302004		Title holder is Managing Director of the company		

(b) CWIP where Completion date is yet to arrive

CWIP as at March 31, 2025	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress:	-	-	-	-	-
Projects temporarily Suspended	-	-	-	-	-

Comparatives Figures :

CWIP as at March 31, 2024	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress:					-
Projects temporarily Suspended					

(b) Overdue / Overrun CWIP

CWIP as at March 31, 2025	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project-1	-	-	-	-	-
Project-2	-	-	-	-	-

Comparatives:

CWIP as at March 31, 2024	In case completion is over due state ; To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project-1	-	-	-	-	-
Project-2	-	-	-	-	-

34 Purpose for the Money Borrowed from Banks /FI

Details of the Fund Raised	Name of the Bank/ Financial Institution	Purpose for which amount was sanctioned	Purpose for which amount was utilized	Amount diverted/ remaining Un- utilized	Remarks if any
Rs. 9,78,000.00 loan taken for purchase Venue Car for Night duty Doctors and Staff in FY 2019-20	ICICI Bank Ltd.	To purchase Vehicle	To purchase Vehicle - Venue Car of Rs.11,38,679.00	-	
Rs.50,00,000.00 business loan - unsecured taken for purchase Medical Equipment in ICU in FY 2019--20	HDFC Bank Ltd.	To purchase medical equipments	Purchased medical equipments in ICU of Rs. 60.00 Lakhs	-	
Rs. 32,40,000.00 loan taken for purchase Medical Oxygen Plant in current Financial Year	Yes Bank	To purchase medical oxygen plant	To purchase Medical Oxygen Plant of Rs. 36.00 Lakhs	-	
Rs 490 Lakhs Overdraft Limit	Yes Bank	To Takeover Limits from Kotak Mahindra Bank (OD Limit Rs.300.00 Lakhs and Drop Down OD Limit of Rs.250.00 Lakhs)	To Takeover Limits from Kotak Mahindra Bank		
Rs. 500.00 Lakhs Term Loan and taken for payment of creditors more then 90 days as as Govt. credit business of Hospital increased and debtors outstanding increased	Yes Bank	To Takeover Term Loan from Kotak Mahindra Bank of 600 Lakhs	To Takeover Term Loan from Kotak Mahindra Bank of 600 Lakhs	-	
Rs.90000.00 FD OD Limit	HDFC Bank Ltd.	To install Credit Card Swap Machine for day to day operation	Account opened as collection account and fund collected from Credit Card Swap Machine transferred to main Overdraft limit with Yes Bank (Previously Kotak Bank0	-	
Rs.17,89,000 loan taken for purchase Nexon Electronic Vechile in FY 22-23	HDFC Bank Ltd.	To Purchases Vehicle	To purchase Vehicle - Nexon Car of Rs 19,17,109.00		
Rs.45,19,040 loan taken for purchase medical devices in FY 24-25	Indusind Bank Ltd.	To Purchases Medical Devices	To Purchases Medical Devices of Rs 4519040.		
Rs.4852500 loan taken for Working capital requirement in FY 24-25	Supergrowth Investments Pvt Ltd	To Working capital requirement	To Working capital requirement	-	

36 ASSETS PLEDGED AS SECURITY

The carrying amounts of assets Pledged as security for current and non-current borrowings are:

	(Rs. in Hundred)	
Particulars	As at 31st March, 2025	As at 31st March, 2024
Current Assets		
Financial Assets		
Floating Charge		
Cash & Cash Equivalents		
Receivables	8,76,400.73	7,09,128.91
Fixed Deposit lien by bank against bank guarantee	83,908.16	70,618.65
Short Term Loans & advances		
Non Financial Assets		
Floating Charge		
Inventories	89,046.07	53,100.65
Other Current Assets		
Total Current assets Pledged as security	10,49,354.96	8,32,848.21
Non Current Assets		
First Charge		
Land		
Building	312089.56	319408.93
Hospital Equipments, CT Scan, Machine, Cathelab, Lab & OT Instruments including Furniture & fittings	214534.25	1,78,697.50
Plant and Machinery including Store & Spares	51571.15	59,895.26
Fixed Deposit lien by bank against term loan		
Others -Vehicle	21,116.20	25,697.96
Total non-current assets Pledged as security	5,99,311.16	5,83,699.65
Total assets Pledged as security	16,48,666.12	14,16,547.86

37 Additional Regulatory Information Required by Schedule III of Companies Act, 2013

I

Details of Benami Property :

No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made there under.

II

Utilisation of Borrowed Funds and Share Premium:

(A) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or

(b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

(B) The Company has not received any funds from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or

(b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

III

Compliance with Approved Scheme(s) of Arrangements:

No scheme of arrangement has been approved by the Competent Authority in terms of Sections 230 to 237 of the Companies Act, 2013, hence, this is not applicable.

IV

Undisclosed Income:

There are no transactions not recorded in the books of account that have been surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961.

V

Details of Crypto Currency or Virtual Currency:

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

VI

Valuation of Property, Plant and Equipment and Intangible Assets:

As the Company has chosen cost model for its Property, Plant and Equipment (Including Right-of-Use Assets) and Intangible Assets, the question of revaluation does not arise

VII

Loans or Advances to Specified Persons:

The Company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs or the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person.

VIII

Borrowings Secured Against Current Assets:

The Company had sanctioned borrowings limits as disclosed in Note 34. The returns/ statements of current assets filed by the Company with the bank whenever bank required for the same.

IX

Willful Defaulter:

The Company has not been declared Willful Defaulter by any bank or financial institution or government or any government authority.

X

Registration of Charges or Satisfaction with Registrar of Companies:

The company has registered the charges when it takes loan from banks and financial institutions and satisfied its charges if it repays the loan within the time period as prescribed by Companies Act, 2013. The company registers all the charges timely, when it takes loans from banks and FIs and satisfies the charges when it repays the loan as per Companies Act, 2013. However, there are some charges which are yet to be satisfied with ROC, of which the management has given the representation stating that the satisfaction is under process.

Compliance with Number of Layers of Companies:

The Company complies with the number of layers prescribed under clause (87) of Section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

Utilisation of Borrowings Availed from Banks and Financial Institutions:

The borrowings obtained by the Company have been utilised for the purpose for which the same were obtained.

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The management has considered all the possible effects, if any, that may result from the pandemic relating to COVID-19 on the results of operations, liquidity, capital resources and carrying amounts of trade receivables. In developing the assumptions and estimates relating to the uncertainties as on the balance sheet date in relation to the recoverable amounts of the assets, the management has considered the global economic conditions prevailing as at the date of approval of these financial results and has used the internal and external sources of information to the extent determined by it. The actual outcome of these assumptions and estimates may vary in future due to the impact of the pandemic. The management will continue to monitor and assess the ongoing developments and respond accordingly.

ON BEHALF OF BOARD OF DIRECTORS

For Tambi Ashok & Associates
Chartered Accountants
Firm Registration No. : 005301C

DR. B.R.SONI
(MANAGING DIRECTOR)
DIN : 00716246

(PRIYANKA GUPTA)
PARTNER
Membership No. 432540

DR. ANJU SONI
(DIRECTOR)
DIN : 00716193

HARI KRISHAN TIWARI
(COMPANY SECRETARY)
JAIPUR
Dated: 30.05.2025

KRISHNA KUMAR SAINI
(CHIEF FINANCIAL OFFICER)