



करें जिंदगी की बात, हमारे साथ  
**SONI GROUP OF HOSPITALS**  
YOUR LIFE...WE CARE!

# **SONI MEDICARE LIMITED**



**Notice of 32nd  
Annual General Meeting  
& E- Voting  
2019-20**

## **NOTICE FOR CALLING 32<sup>nd</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of **SONI MEDICARE LIMITED** will be held on Tuesday, the 29<sup>th</sup> Day of September 2020 at 01.00 P.M. IST through video conferencing (VC) or other audio visual means (OAVM) to transact the following business:

### **ORDINARY BUSINESS:**

#### **1. To receive consider and adopt:**

The Audited Balance Sheet as on 31<sup>st</sup> March, 2020, Statement of Profit and Loss Account and Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon;

#### **2. Retirement by Rotation:**

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

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

*Date: 05<sup>th</sup> September, 2020*

*Place: Jaipur*

*Sd/-  
Sweety Mamodia  
Company Secretary*

## NOTES:

1. In view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. 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), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Link 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 as well as the e-voting system on the date of the AGM will be provided by Link Intime India Private Limited.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.sonihospitals.com](http://www.sonihospitals.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
7. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice
8. Statement giving details of the Directors seeking re-appointment is also annexed with this Notice pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Secretarial Standard on General Meeting ("SS-2").

9. The Register of Members and Transfer Books of the Company will be closed from **Wednesday, 23<sup>rd</sup> September, 2020 to Tuesday, 29<sup>th</sup> September, 2020** (both days inclusive).
10. Members holding shares of the Company as on **Tuesday 22<sup>nd</sup> September, 2020**, shall be entitled to vote at the Annual General Meeting of the Company. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, nominations, change of address, change of name and e-mail address, etc., to their Depository Participant. This will help the Company and the Company's Registrar and Transfer Agent, **M/s Sharex Dynamics (India) Pvt. Ltd.** to provide efficient and prompt services.
12. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12<sup>th</sup> May, 2020, Notice of the AGM along with the Annual Report 2019-20 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 and Annual Report 2019-20 will also be available on the Company's website [www.sonihospitals.com](http://www.sonihospitals.com), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
13. 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.
14. Members, who are holding shares in identical order of names in more than one folio, are requested to write to the Company enclosing their share certificates to consolidate their holdings in one folio.
15. 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).
16. Physical share transfer request should be accompanied by valid transfer deed, duly stamped, AADHAR and PAN Card copy of both transferor and transferee.
17. Consequent upon introduction of section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their request in form SH-13 (which will be made available on request) to the Registrar and Share Transfer Agents, **Sharex Dynamics (India) Pvt. Ltd.**

18. The Ministry of Corporate Affairs has taken “Green Initiative in Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of Notice /documents including Annual Report can be sent by email to its members. The e-copy of the 32<sup>nd</sup> Annual General Meeting is also posted on the website “[www.sonihospitals.com](http://www.sonihospitals.com)” for download.
19. To Support this Green initiative of the Government in full measure, members who have not registered their E-Mail, so far, are requested to register their email addresses with their concerned Depository Participants. Members who hold share in physical form are requested to contact Ms. Sweety Mamodia, Company Secretary on [cs@sonihospitals.com](mailto:cs@sonihospitals.com) or at the registered office of the Company or contact *Sharex Dynamics (India) Pvt Ltd.*
20. [Remote e-Voting Instructions for shareholders:](#)
- The voting period begins on **26<sup>th</sup> September, 2020** at **09.00 A.M.** and ends on **28<sup>th</sup> September, 2020** 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 **22<sup>nd</sup> September 2020** 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.
1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

*Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:*

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

A. User ID: Enter your User ID

- Shareholders/members holding shares in **CDSL Demat account shall provide 16 Digit Beneficiary ID.**
- Shareholders/members holding shares in **NSDL Demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.**
- Shareholders/members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company

B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members 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/members holding shares in *CDSL Demat account shall provide either 'C' or 'D', above*
  - Shareholders/members holding shares in *NSDL Demat account shall provide 'D', above*
  - Shareholders/members holding shares in *physical form* but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
- 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).
- Click "confirm" (Your password is now generated).

NOTE: If Shareholders/members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under '*SHARE HOLDER*' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '*Submit*'.
4. After successful login, you will be able to see the notification for e-voting. Select '*View*' icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option 'Favor / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
7. 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.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '*Custodian / Mutual Fund / Corporate Body*'. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '*Custodian / Mutual Fund / Corporate Body*' login for the Scrutinizer to verify the same.

***If you have forgotten the password:***

- Click on '*Login*' under '*SHARE HOLDER*' tab and further Click 'forgot password?'
  - Enter *User ID*, select *Mode* and Enter Image Verification (CAPTCHA) Code and Click on '*Submit*'.
- In case shareholders/members is having valid email address, Password will be sent to his /her registered e-mail address.
  - Shareholders/members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

- 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.
- 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”. Shareholders/members holding multiple folios/Demat account shall choose the voting process separately for each of the folios/Demat account.

In case shareholders/members have any queries regarding e-voting, they may refer the *Frequently Asked Questions (‘FAQs’)* and *InstaVote e-Voting manual* available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) contact on: - Tel: 022 -4918 6000.

21. *Process and manner for attending the Annual General Meeting through InstaMeet:*

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- Select the “*Company*” and ‘*Event Date*’ and register with your following details: -
  - A. ***Demat Account No. or Folio No:*** Enter your 16 digit Demat Account No. or Folio No
    - Shareholders/ members holding shares in *CDSL Demat account shall provide 16 Digit Beneficiary ID.*
    - Shareholders/ members holding shares in *NSDL Demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.*
    - Shareholders/ members holding shares in *physical form shall provide* Folio Number registered with the Company.
  - B. ***PAN:*** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
  - C. ***Mobile No.:*** Enter your mobile number.
  - D. ***Email ID:*** Enter your email id, as recorded with your DP/Company.
- Click “*Go to Meeting*” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the [cs@sonihospitals.com](mailto:cs@sonihospitals.com) for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InStaMEET:

Once the electronic voting is activated by the scrutinizer/moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “**Cast your vote**”
2. Enter your 16 digit Demat Account No./Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InStaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/ Against’.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMEET facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.



Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

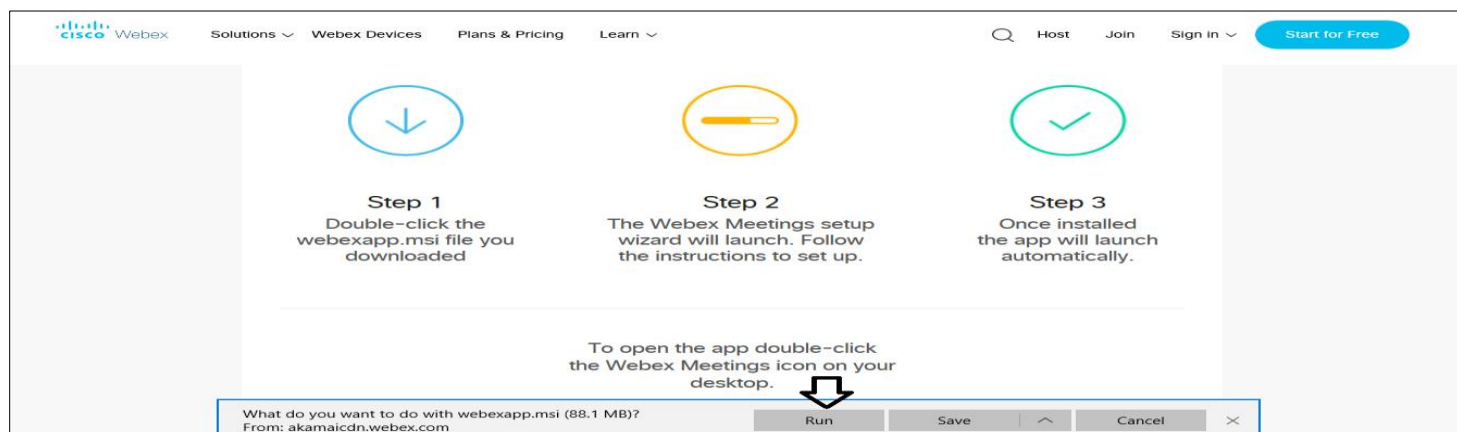
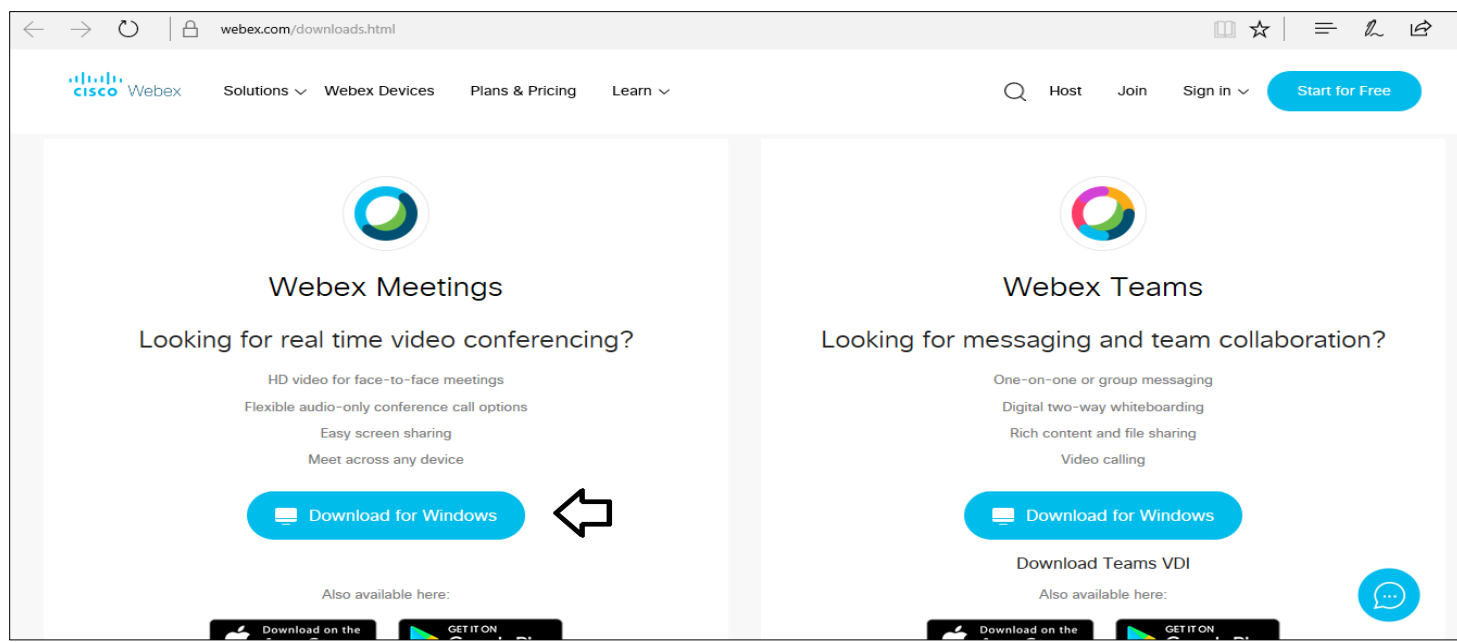
Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

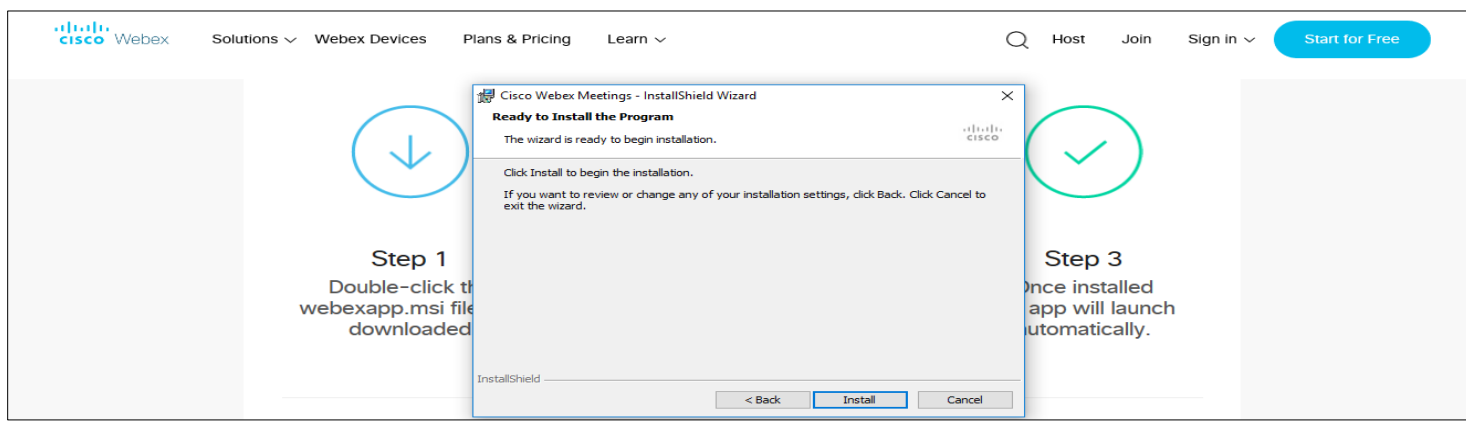
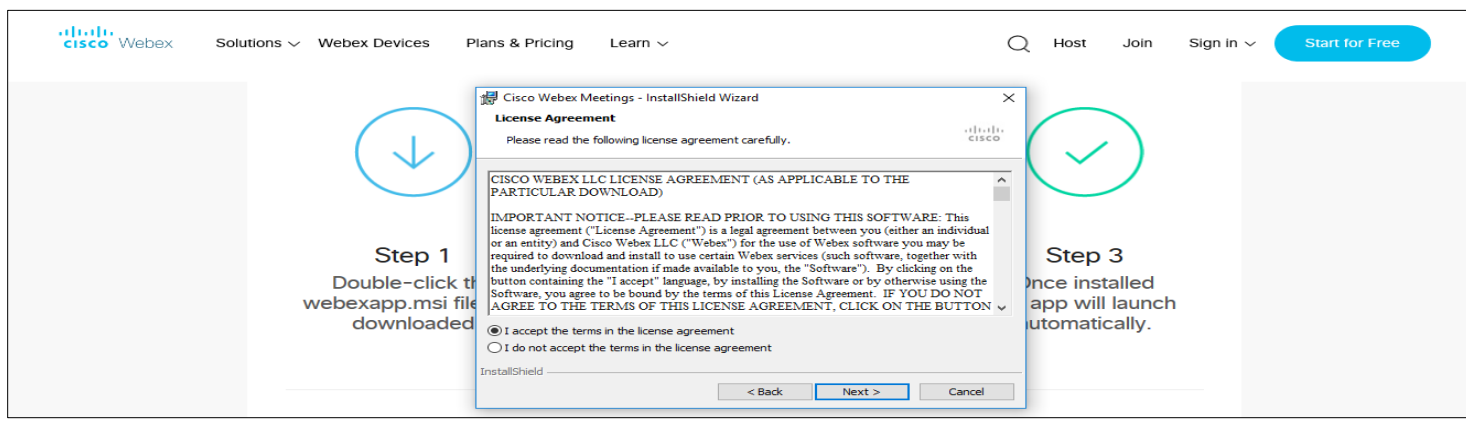
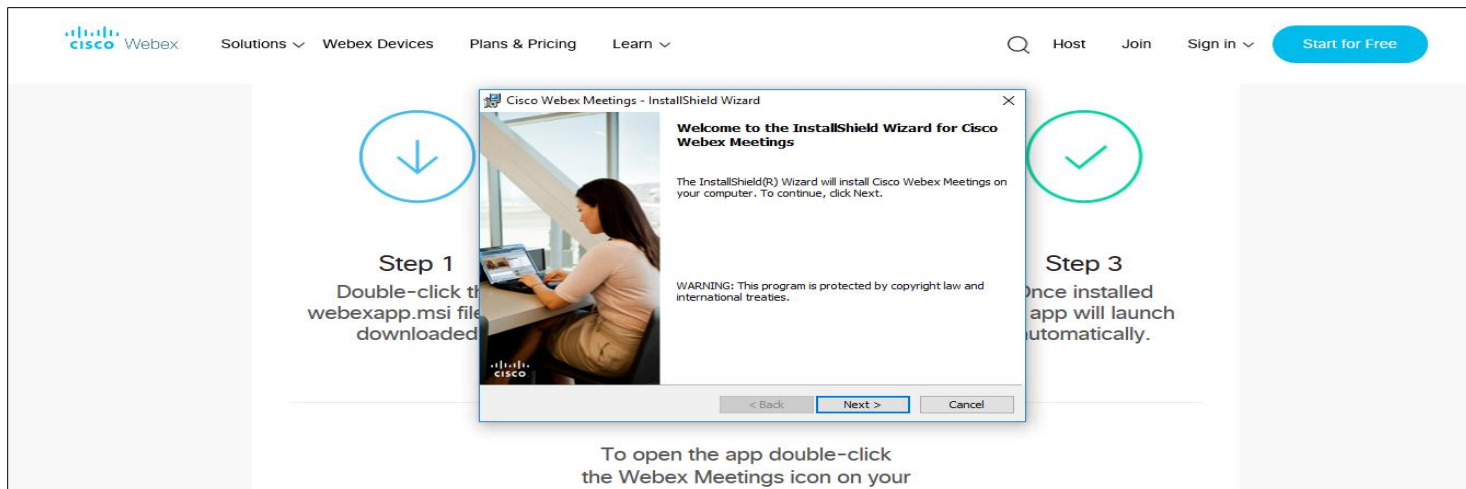
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET**

For a smooth experience of viewing the AGM proceedings of *Link Intime India Pvt. Ltd. InstaMEET*, shareholders/ members who are registered as speakers for the event are requested to download and install the *Webex* application in advance by following the instructions as under:

- a) Please download and install the *Webex* application by clicking on the link <https://www.webex.com/downloads.html/>





Or

b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

<b>Step 1</b>	<b><i>Enter your First Name, Last Name and Email ID and click on Join Now.</i></b>
<b>1 (A)</b>	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
<b>1 (B)</b>	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <b><i>Run a temporary application.</i></b>

Click on *Run a temporary application*, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

22. The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.sonihospitals.com](http://www.sonihospitals.com) and on the website of Link Intime India Private Limited within 3 (three) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

23. The members are requested to:

- Intimate to the Registrars/Company, changes if any, in their registered address at an early date along with the pin code number;
- Quote Registered Folio/Client ID & DP ID in all their correspondence;
- Dematerialize the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in dematerialized form for all the Investor.

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

*Date: 05<sup>th</sup> September, 2020*

*Place: Jaipur*

*Sd/-  
Sweety Mamodia  
Company Secretary*

**Seeking Reappointment at the AGM pursuant to Regulations 36(3) of Listing Regulations and Secretarial Standards - 2 on General Meetings**

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

**Mrs. Anju Soni: DIN 00716193**

<b>Name of the Director</b>	Anju Soni
<b>Father's Name</b>	Ratan Chand Mitra
<b>Date of first appointment on Board</b>	02/08/1988
<b>Qualification</b>	M.S. (Gynecology & Obstetrics)
<b>Status of Directorship Position In Company</b>	Non-Executive - Non Independent Director
<b>Brief resume including experience</b>	1. She worked as Senior Resident in Gynecology in Zambia from 1980-1983. 2. As Consultant, Gynecology & Obstetrics in Soni Hospital. 3. Head of Department Gynecology department. 4. President, JOGS (Jaipur Obstetric and Gynecological 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
<b>Expertise in specific functional areas</b>	Gynecology & Obstetrics
<b>Other Directorships</b>	Mrs. Anju Soni is already director in the following companies :- 1 Crystal Graphics Private Limited 2. Upasna Finvest Private Limited 3. Soni Hospitals Private Limited 4. Soni Diagnostics and Imagings Private limited
<b>No. of Equity shares held in the Company as on 31/03/ 2020</b>	492700
<b>No. of board meetings attended during the year</b>	8

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

*Date: 05<sup>th</sup> September, 2020*

*Place: Jaipur*

*Sd/-  
Sweety Mamodia  
Company Secretary*